FLAGSHIP COMMUNITIES REAL ESTATE INVESTMENT TRUST

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(Audited, In US Dollars)

Independent Auditor's Report

To the To the Unitholders of Flagship Communities REIT:

Opinion

We have audited the consolidated financial statements of Flagship Communities REIT and its subsidiaries (the "REIT"), which comprise the consolidated statements of financial position as at December 31, 2024 and December 31, 2023, and the consolidated statements of net income and comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the REIT as at December 31, 2024 and December 31, 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the REIT in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of Investment Properties

Key Audit Matter Description	*Audit Response*
The REIT holds 100% interests in a portfolio of 82 income producing manufactured housing communities ("MHCs") that are held for generating rental revenue as well as for capital appreciation and are required to be classified as an investment property under IAS 40 Investment Property. These investment properties are measured at fair value and as at December 31, 2024, totaled USD $1,087 million, which represented approximately 98% of total assets. The valuation of REIT's investment property portfolio is inherently subjective due to, among other factors, the individual nature of each property, its location and the expected future rentals for that particular property. Management has used a qualified external expert ("the Valuer") to assist with the valuations.	We responded to this matter by performing audit procedures over the valuation of investment properties. Our audit work in relation to this included, but was not restricted to, the following: • We assessed the Valuer's qualifications and expertise in the preparation and review of the valuations and assessed the appropriateness of the valuation methodology used; • We engaged an external qualified property valuation specialist as our auditor expert to independently test the appropriateness of the methodology used by management's expert in measuring the properties at fair value. We also verified the appropriateness of the key inputs

In determining a property's valuation, the Valuer take into account property-specific information such as the current tenancy agreements and rental income. They apply assumptions for yields and estimated market rent, which are influenced by prevailing market yields and comparable market transactions, to arrive at the final valuation. For valuation, the income capitalization approach is used, by analyzing a property's capacity to generate future benefits and capitalizing income into an indication of present value. These estimates are subject to significant judgement and accordingly we consider the valuation of investment properties as a key audit matter.

The REIT's accounting policy for investment properties is included within Note 3. Details of the REIT's valuation methodology, resulting valuation and sensitivity of the fair value of investment properties to a change in capitalization rate is disclosed in Note 9. Details of significant estimates involved in the valuation of the investment properties are disclosed in Note 4.

and assumptions used in the above model including the appropriateness of the capitalization rate used and projected cash flows;

- We evaluated the reasonableness of stabilized net operating income used in the income approach by benchmarking them to the underlying accounting records and market information, as applicable; and
- We assessed the appropriateness of the disclosures relating to the assumptions used in the valuations in the notes to the consolidated financial statements.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the REIT's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the REIT or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the REIT's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the REIT's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based

  on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the REIT's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the REIT to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the REIT as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Ahlan Veerasamy.

MNP LLP

Toronto, Ontario
March 12, 2025

Chartered Professional Accountants
Licensed Public Accountants

Flagship Communities Real Estate Investment Trust
Consolidated Statements of Financial Position
(In thousands of US dollars)

	Note	December 31, 2024	December 31, 2023
Current Assets			
Cash and cash equivalents		$ 7,264	$ 7,814
Tenant and other receivables, net	5	1,984	951
Prepaids and other assets	6	3,344	3,104
Lender escrow deposits	7	3,206	3,989
Total current assets		15,798	15,858
Other non-current assets	8	615	134
Investment properties	9	1,087,348	880,310
Property and equipment, net	10	3,274	3,839
Note receivable - related party	17	2,460	2,460
		1,093,697	886,743
Total Assets		$ 1,109,495	$ 902,601
Current Liabilities			
Trade and other payables		$ 1,925	$ 2,177
Line of credit	11	3,000	10,000
Other liabilities	12	15,647	11,772
Mortgages and note payable, net	13	45,271	21,521
Class B Units	14, 24	83,159	89,042
Total current liabilities		149,002	134,512
Mortgages and notes payable, net	13	374,552	331,848
Other non-current liabilities	15	290	167
		374,842	332,015
Total Liabilities		523,844	466,527
Unitholders' Equity			
Unitholders' equity	16	585,651	436,074
Total Liabilities and Unitholders' Equity		$ 1,109,495	$ 902,601

See accompanying notes to the consolidated financial statements.

Flagship Communities Real Estate Investment Trust

Consolidated Statements of Net Income and Comprehensive Income

(In thousands of US dollars)

	Note	For the year ended December 31, 2024	2023
Rental revenue and related income	18	$ 88,130	$ 71,052
Property operating expenses	19	29,692	24,135
Net Operating Income		58,438	46,917
Other Expenses/(Income)			
General and administrative expenses	20	10,951	9,121
Finance costs from operations	21	19,176	14,528
Accretion of mark-to-market adjustment on mortgages payable	13	(290)	(1,029)
Depreciation	10	485	399
Other (income)		(2,170)	(380)
Fair value adjustment - Class B Units	14	(5,805)	(1,917)
Distributions on Class B Units		3,336	3,148
Fair value adjustment - investment properties	9	(70,641)	(42,045)
Fair value adjustment - unit based compensation	23	(122)	(6)
Net Income and Comprehensive Income		$ 103,518	$ 65,098

See accompanying notes to the consolidated financial statements.

Flagship Communities Real Estate Investment Trust

Consolidated Statements of Changes in Unitholders' Equity

(In thousands of US dollars)

	Note	Units		Units		Distributions		Cumulative Net Income		Unitholders' Equity
Balance, December 31, 2022		14,141,185	$	221,489	$	(13,772)	$	150,028	$	357,745
Units issued, net of issuance costs	16	1,350,871		21,863		-		-		21,863
Net income and comprehensive income		-		-		-		65,098		65,098
Distributions	16	-		-		(8,632)		-		(8,632)
Balance, December 31, 2023		15,492,056	$	243,352	$	(22,404)	$	215,126	$	436,074
Units issued, net of issuance costs	16	3,910,000		57,082		-		-		57,082
Net income and comprehensive income		-		-		-		103,518		103,518
Distributions	16	-		-		(11,023)		-		(11,023)
Balance, December 31, 2024		19,402,056	$	300,434	$	(33,427)	$	318,644	$	585,651

See accompanying notes to the consolidated financial statements.

Flagship Communities Real Estate Investment Trust
Consolidated Statements of Cash Flows
(In thousands of US dollars)

	Note		For the year ended December 31, 2024		2023
Cash flow provided by operating activities					
Net income and comprehensive income		$	103,518	$	65,098
Add (deduct):					
Unit based compensation			1,169		712
Finance costs from operations			19,176		14,528
Accretion of mark-to-market adjustment on mortgages payable			(290)		(1,029)
Depreciation			485		399
Non-cash (gain) loss on disposals			-		(34)
Interest received			(510)		(203)
Fair value adjustments			(76,568)		(43,968)
Distributions declared on Class B Units			3,336		3,148
Change in non-cash working capital	25		2,351		901
			52,667		39,552
Cash flow provided by financing activities					
Proceeds from issuance of Units, net of costs			57,082		21,863
Distributions paid to Unitholders			(10,782)		(8,532)
Distributions paid to Class B Unitholders			(3,323)		(3,129)
Cash paid for redemption of Class B Units			(78)		(81)
Change in line of credit			(7,000)		-
Proceeds from mortgages payable			118,894		7,995
Financing costs associated with financing activities			(1,734)		(318)
Repayment of mortgages payable			(49,035)		(730)
Interest paid			(18,876)		(14,128)
Mortgages payable settlement expense			(2,059)		-
			83,089		2,940
Cash flow (used in) investing activities					
Cash paid for investment property acquisitions			(100,007)		(32,523)
Change in other non-current assets			(481)		(34)
Cash received for investment property disposal			2,529		3,075
Capital expenditures on investment properties			(37,762)		(21,151)
Cash paid for property and equipment			(1,077)		(1,158)
Cash received for property and equipment disposal			-		6
Interest received			492		181
			(136,306)		(51,604)
(Decrease) in cash and cash equivalents			(550)		(9,112)
Cash and cash equivalents, beginning of year			7,814		16,926
Cash and cash equivalents, end of year		$	7,264	$	7,814

See accompanying notes to the consolidated financial statements.

1. Nature of Operations

Flagship Communities Real Estate Investment Trust (the "REIT" or the "Trust") is an unincorporated, open-ended real estate investment trust established under, and governed by, the laws of the Province of Ontario. The registered office of the REIT is located at 199 Bay Street, Suite 4000, Toronto, ON, M5L 1A9. The head office of the REIT is located at 2220 Grandview Dr, Suite 280, Fort Mitchell, KY 41017, United States.

The REIT was formed on August 12, 2020, and the operations of the REIT commenced on October 7, 2020 when it completed an initial public offering, for the purpose of owning and operating a portfolio of income-producing manufactured housing communities ("MHCs") located in the United States.

The trust units ("Units") of the REIT trade on the Toronto Stock Exchange in U.S. dollars under the symbol "MHC.U" and in Canadian dollars under the symbol "MHC.UN".

As at December 31, 2024, the REIT owns 82 (December 31, 2023 - 75) MHCs located across Arkansas, Illinois, Indiana, Kentucky, Missouri, Ohio, Tennessee and West Virginia.

2. Basis of Presentation

(A) Statement of compliance

The consolidated financial statements of the REIT have been prepared by management in accordance with IFRS® Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These consolidated financial statements were approved by the Board of Trustees on March 12, 2025.

(B) Basis of presentation

The consolidated financial statements have been prepared on a historical cost basis except for investment properties, class B units ("Class B Units") of the REIT's subsidiary, Flagship Operating, LLC, restricted units ("RUs") and deferred trust units ("DTUs"), which have been measured at fair value.

The consolidated financial statements are presented in thousands of U.S. dollars, which is the REIT's functional currency.

(C) Principles of consolidation

The REIT consolidates its interest in entities in which it has control. Control is defined by the power to govern an entity's financial and operating policies so as to be able to obtain benefits from its activities. These consolidated financial statements comprise the financial statements of the REIT and its subsidiaries, including, Flagship Operating, LLC, which owns Legacy Properties GP, LLC and Flagship Properties, LLC. Subsidiaries are entities controlled by the REIT. The financial statements of the subsidiaries are prepared for the same reporting periods as the REIT using consistent accounting policies. All intercompany balances, transactions and unrealized (gains) losses arising from intercompany transactions are eliminated upon consolidation.

3. Material Accounting Policies

(A) Investment properties

A property is determined to be an investment property when it is held to earn rental income, for capital appreciation or both. Investment properties include land, buildings, land improvements, building improvements, and a fleet of rental homes for lease to residents. Investment properties are initially recorded at cost, and subsequently carried at fair value. Unrealized (gains) losses arising from changes in fair value are included in the consolidated statements of net income and comprehensive income in the applicable period.

Investment properties are initially recorded at cost, net of any additional liabilities or assets acquired, including directly attributable acquisition costs, except when acquired through a business combination, where such costs are expensed as incurred. Costs incurred for the acquisition, development, and construction of properties are capitalized to the investment properties only when it is probable that future economic benefits will flow to the properties and the cost can be measured reliably. Subsequent capital expenditures are added to the carrying value of the properties only when it is probable that future economic benefits will flow to the property and the cost can be measured reliably. To the extent such costs exceed the fair value of such properties, the excess would be expensed. All repairs and maintenance costs are expensed as incurred.

After initial recognition, investment properties are carried at fair value. The fair value of the properties is determined using the direct capitalization method. The direct capitalization method analyzes the relationship of one year's stabilized net operating income to the total MHC value. The stabilized net operating income is capitalized at a rate that implicitly considers expected growth in cash flow and growth in MHCs value over an investment horizon. The implied value may be adjusted to account for non-stabilized conditions or required capital expenditures to reflect an as is value. The REIT intends to have a minimum of 1/3 of the portfolio appraised annually, by an independent third-party appraiser, such that the entire portfolio is appraised every 3 years. On a quarterly basis, the REIT reviews, and updates, as deemed necessary, the valuation models to reflect current market data.

Investment properties are derecognized when they have been disposed of or permanently withdrawn from use and no future economic benefit is expected from its disposal. Prior to its disposal, the carrying value of the properties are adjusted to reflect its fair value. This adjustment is recorded as a fair value (gain) loss, included in the consolidated statements of net income and comprehensive income, with any remaining (gain) loss arising on de-recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the properties) included in the consolidated statements of net income and comprehensive income in the period when derecognized.

(B) Investment property acquisitions

When a property is acquired, whether through a controlling share investment or directly, the REIT considers whether the acquisition represents the acquisition of a business. IFRS 3, *Business Combinations* ("IFRS 3") is only applicable if it is considered that a business has been acquired. Under IFRS 3 a concentration test, which is a simplified assessment that determines if substantially all the fair value of the gross assets are concentrated in a single identifiable asset or a group of similar identifiable assets, may be used. If the test is satisfied and substantially all the fair value of the gross assets are concentrated in a single identifiable asset or a group of similar identifiable assets the acquisition is determined not to be a business and no further assessment is needed. If the REIT chooses not to apply the concentration test, or the test is failed, then the assessment focuses on whether or not an integrated set of activities is acquired in addition to the property. If no significant set of activities, or only an insignificant set of activities, are acquired, the acquisition is treated as an asset acquisition rather than a business combination. Since formation, all acquisitions of the REIT have been classified as asset acquisitions.

(C) Financial instruments

(1) Classification

On initial recognition, in accordance with IFRS 9 - *Financial Instruments* (“IFRS 9”), the REIT determines the measurement of financial instruments based on the following categories:

1. Measured at amortized cost;
2. Measured at fair value through profit or loss (“FVTPL”); and
3. Measured at fair value through other comprehensive income.

Financial assets are measured at amortized cost if both of the following criteria are met and the asset is not designated as at FVTPL:

1. Held within a business model whose objective is to hold assets to collect contractual cash flows; and
2. Contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial liabilities are measured at FVTPL or at amortized cost. A financial liability is measured at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities that are not measured at FVTPL are measured at amortised cost using the effective interest method.

The REIT has assessed the measurement of its financial instruments under IFRS 9 as follows:

Financial Instrument	*Measurement under IFRS 9*
Cash and cash equivalents	Amortized cost
Tenant and other receivables, net	Amortized cost
Prepaids and other assets	Amortized cost
Lender escrow deposits	Amortized cost
Other non-current assets	Amortized cost
Note receivable – related party	Amortized cost
Trade and other payables	Amortized cost
Line of credit	Amortized cost
Other liabilities (excluding DTUs)	Amortized cost
Mortgages payable, net	Amortized cost
Class B Units	FVTPL
RUs	FVTPL
DTUs	FVTPL

(2) Measurement

Initial recognition – A financial asset or financial liability is initially recorded at its fair value, which is typically the transaction price, plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. In the event that fair value is determined to be different from the transaction price, and that fair value is evidenced by a quoted price in an active market for an identical asset or liability or is based on a valuation technique that uses only data from observable markets, then the difference between fair value and transaction price is recognized as a (gain) loss at the time of initial recognition.

Amortized cost – The amount at which a financial asset or financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any expected credit losses. The effective interest method is a method of calculating the amortized cost of a financial asset or liability and of allocating interest and any transaction costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability to the net carrying amount on initial recognition.

Fair value through profit or loss – Changes in fair value after initial recognition, whether realized or not, are recognized through the consolidated statements of net income and comprehensive income. Income arising in the form of interest, dividends, or similar, is recognized through the consolidated statements of net income and comprehensive income when the right to receive payment is established, the economic benefits will flow to the REIT, and the amount can be measured reliably.

Fair value through other comprehensive income – Changes in fair value after initial recognition, whether realized or not, are recognized through other comprehensive income. Income arising in the form of interest, dividends, or similar, is recognized through the consolidated statements of net income and comprehensive income when the right to receive payment is established, the economic benefits will flow to the REIT, and the amount can be measured reliably.

(3) Impairment

In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss ("ECL") model in evaluating the credit loss for financial assets measured at amortized cost. The ECL on tenant and other receivables, net was computed using a provision matrix based on historical credit loss experiences to estimate lifetime ECL. The ECL models applied to other financial assets also required judgment, assumptions and estimations on changes in credit risks, forecasts of future economic conditions and historical information on the credit quality of the financial asset.

Impairment losses, if incurred, would be recorded in general and administrative expenses in the consolidated statements of net income and comprehensive income with the carrying amount of the financial asset or group of financial assets reduced through the use of impairment allowance accounts. In periods subsequent to the impairment where the impairment loss has decreased, and such decrease can be related objectively to conditions and changes in factors occurring after the impairment was initially recognized, the previously recognized impairment loss would be reversed through the consolidated statements of net income and comprehensive income. The impairment reversal would be limited to the lesser of the decrease in impairment or the extent that the carrying amount of the financial asset at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized, after the reversal.

(4) Derecognition

Financial assets – The REIT derecognizes a financial asset when the contractual rights to the cash flows from the financial asset have expired or when contractual rights to the cash flows have been transferred. (Gains) losses from the derecognition are recognized in the consolidated statements of net income and comprehensive income.

Financial liabilities – The REIT derecognizes a financial liability when the obligation specified in the contract is discharged, canceled or expires. The difference between the carrying amount of the derecognized financial liability and the consideration paid or payable, including non-cash assets transferred or liabilities assumed, is recognized in the consolidated statements of net income and comprehensive income.

(D) Fair value measurement

The REIT measures financial instruments, such as Class B Units, RUs and DTUs, and non-financial assets, such as investment properties, at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between willing and knowledgeable market participants at the measurement date under current market conditions. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

1. In the principal market for the asset or liability, or
2. In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the REIT. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability assuming that market participants act in their economic best interests. A fair value measurement of a non-financial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

To measure fair value the REIT uses valuation techniques that are appropriate in the circumstances, for which sufficient data is available, and maximizes the use of relevant observable inputs and minimizes the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – quoted prices (unadjusted) in active markets for identical assets and liabilities

Level 2 – inputs that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices) from observable market data

Level 3 – inputs for assets and liabilities not based upon observable market data

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the REIT determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the REIT has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(E) Cash and cash equivalents

Cash and cash equivalents include all short-term investments with an original maturity of three months or less and excludes cash subject to restrictions that prevent its use for current purposes.

(F) Property and equipment, net

Property and equipment are recorded at cost less accumulated depreciation. The straight-line method is used for computing depreciation. Assets are depreciated over their estimated useful lives. Property and equipment consist of autos and trucks, office and maintenance equipment, as well as furniture and fixtures. Costs of repairs and maintenance are expensed as incurred.

Depreciation is calculated on a straight-line basis over the expected useful life of the asset as follows:

Autos and Trucks	– 8 to 10 years
Equipment - Office and Maintenance	– 5 to 20 years
Furniture and Fixtures	– 7 years

(G) Lender escrow deposits

Escrows for real estate taxes, insurance, and capital repairs are maintained under the control of the mortgagor for payment on behalf of the REIT.

(H) Mortgages and Note Payable, net

Mortgages and note payable, net are initially recognized at fair value less directly attributable financing costs. After initial recognition, mortgages and note payable are subsequently measured at amortized cost using the effective interest method.

Mortgage and note maturities and repayments due more than 12 months after the consolidated statement of financial position date are classified as non-current.

(1) Deferred financing costs

Directly attributable financing costs are capitalized and amortized over the term of the mortgage and note payable to which they relate using the effective interest method. Amortization of deferred financing costs is included in finance costs from operations in the consolidated statements of net income and comprehensive income.

(2) Mark-to-market adjustment

The REIT recognized a mark-to-market adjustment upon assuming some mortgages payable at acquisition, which was the principal amounts discounted using average expected interest rates. This adjustment is accreted over the course of the remaining life of these mortgages and included in accretion of mark-to-market adjustment on mortgages payable in the consolidated statements of net income and comprehensive income. If a mortgages payable is settled prior to maturity, any remaining mark-to-market adjustment will be recorded as a (gain) loss on mortgages payable settlement recorded in finance costs from operations in the consolidated statements of net income and comprehensive income.

(I) Class B Units

The REIT is authorized to issue an unlimited number of Class B Units in connection with the acquisition of investment properties. Class B Units are redeemable by the holder for cash or Units (on a one-for-one basis subject to customary anti-dilution adjustments), as determined by Flagship Operating, LLC and as directed by the REIT in its sole discretion, subject to certain limitations and restrictions, and therefore are considered a puttable instrument in accordance with IAS 32, *Financial Instruments: Presentation* ("IAS 32"). Puttable instruments are required to be accounted for as financial liabilities, except where certain conditions are met in accordance with IAS 32, in which case the puttable instruments may be presented as equity. The Class B Units do not meet the exemption conditions of IAS 32 and are classified as financial liabilities, measured at FVTPL.

The holders of Class B Units will be entitled to receive distributions from Flagship Operating, LLC proportionately to the distributions made by the REIT to holders of Units. Distributions on Class B Units are recorded in the consolidated statements of net income and comprehensive income in the period in which they are payable.

(J) Trust Units

The REIT is authorized to issue an unlimited number of Units. Issued and outstanding Units may be subdivided or consolidated from time to time by the Trustees without notice to or the approval of the Unitholders.
No Unit has any preference or priority over another. Each Unit represents a Unitholder's proportionate undivided beneficial ownership interest in the REIT and confers the right to one vote at any meeting of Unitholders and to participate pro rata in any distributions by the REIT, whether of net income, net capital gain or other amounts and, in the event of termination or winding-up of the REIT, in the net assets of the REIT remaining after satisfaction of all liabilities. Units are fully paid and non-assessable when issued and are transferable. Fractional Units may be issued as a result of an act of the Trustees, but fractional Units do 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.

Units are redeemable at the holder's option and therefore are considered to be a puttable instrument in accordance with IAS 32. Puttable instruments are required to be accounted for as financial liabilities, except where certain conditions are met in accordance with IAS 32, in which case the puttable instruments may be presented as equity. The Units meet the exemption conditions of IAS 32 and are presented as equity. The REIT has elected not to report an earnings per unit calculation, as per IAS 33, *Earnings Per Share*, as the Units meet the definition of a financial liability under IAS 32.

If an equity offering is considered likely, professional, consulting, regulatory, and other costs directly attributable to the offering are recorded as deferred issuance costs until the equity offering is completed. When the offering is completed, any related deferred issuance costs are recorded against the proceeds from the offering. Deferred issuance costs related to an equity offering that is not completed are charged directly to transaction expense.

(K) Distributions

Distributions represent the monthly cash distributions on outstanding Units.

(L) Revenue recognition

The REIT has retained substantially all of the risks and benefits of ownership of its investment properties and as such accounts for its leases with tenants as operating leases. Revenue from investment properties include rents, and fees from tenants under leases, including amenity fees, operating cost recoveries, including utilities reimbursements or common area maintenance (“CAM”), and other revenue. Payments made in advance of scheduled due dates are included in unearned revenue.

IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15") introduced a single model for recognizing revenue from contracts with customers. The standard requires revenue to be recognized in a manner that depicts the transfer of promised goods or services to a customer and at an amount that reflects the consideration expected to be received in exchange for transferring those goods or services. This is achieved by applying the following five steps:

1. identify the contract with a customer;
2. identify the performance obligations in the contract;
3. determine the transaction price;
4. allocate the transaction price to the performance obligations in the contract; and
5. recognize revenue when (or as) the entity satisfies a performance obligation.

(1) Rental revenue and fee income

Revenue from rental properties represents the majority of the REIT’s revenue and includes rents from tenants under short term non-cancellable leases, with terms generally one year or less and convert to month-to-month leases at the end of the term, and other miscellaneous fee income paid by the tenants under the terms of their existing leases. Leases with terms in excess of one year are considered long term. Rental revenue from long term leases, including any free rent periods and rental increases throughout the lease term, is recognized on a straight-line basis over the full term of the lease. Rental payments are due from tenants at the beginning of the month. The operating leases entered into with tenants create a legally enforceable right to control the use of an identified asset by the tenant for a period of time and also require the REIT to provide additional services.

IFRS 16, *Leases* (“IFRS 16”), provides guidance on “lease components” such as base rent, realty tax and insurance recoveries, which therefore are outside of the scope of IFRS 15. Other income (such as utilities, parking, and miscellaneous fees) are considered non-lease components and are within the scope of IFRS 15.

The REIT applies the practical expedient in IFRS 15 for leases that have original expected durations of one year or less and does not disclose information about remaining performance obligations.

(2) Utilities reimbursements or CAM

Revenue arising from expenses recovered from tenants is recognized gross of the related expenses in the period in which the expense can be contractually recovered.

(3) Other

Revenue arising from contracts with telecommunications operators either as a one-time flat fee, made in consideration for the exclusive equipment and marketing rights at a MHC, or as a percentage of monthly gross billings paid to the operator. Other revenue is recognized as earned.

(M) Expenses

Property operating expenses and general and administrative expenses are recognized in the consolidated statements of net income and comprehensive income in the period in which they are incurred.

(N) Finance costs from operations

Finance costs from operations consist of floor plan interest, interest expense on loans and borrowings, mortgages payable settlement expense, (gain) on mortgages payable settlement, and amortization of deferred financing costs. Mortgages payable settlement expense is comprised of prepayment penalties, defeasance, amortization of financing costs, and other costs associated with the refinance and payoff of certain mortgages payable prior to maturity. (Gain) on mortgages payable settlement includes any mark-to-market adjustment remaining at the time of refinance and payoff of associated mortgages payable prior to maturity. Finance costs associated with financial liabilities presented at amortized costs are recognized in the consolidated statements of net income and comprehensive income using the effective interest method.

(O) Employee benefits

(1) Defined contribution plan

Obligations for contributions to defined contribution plans are recognized in payroll and benefits, included in general and administrative expenses on the consolidated statements of net income and comprehensive income, during the period in which related services are rendered by employees. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available.

(2) Unit based compensation

The REIT maintains an Omnibus Equity Incentive Plan (“Equity Incentive Plan”) for its employees and trustees. The Equity Incentive Plan provides for awards of RUs, Performance Units (“PU”), DTUs, and Options, each as defined therein. Awards under the Equity Incentive Plan may be settled by Units issued from treasury or, if so elected by the participant and subject to the approval of the Board of Trustees, cash measured by the value of the awards on the settlement date. Awards earn additional awards for distributions that would otherwise have been payable in cash. These additional awards vest on the same basis as the initial award to which they relate.

Awards are redeemable at the holder's option and therefore are a puttable instrument in accordance with IAS 32. Puttable instruments are required to be accounted for as financial liabilities, except where certain conditions are met in accordance with IAS 32, in which case the puttable instruments may be presented as equity. Awards do not meet the exemption conditions of IAS 32 and are classified as a financial liability, measured at FVTPL.

RUs are recognized on a straight-line basis over the vesting period at their grant date fair value in payroll and benefits, included in general and administrative expenses on the consolidated statements of net income and comprehensive income, with a corresponding increase in the liability as the respective RUs vest. Grant date fair value is the total value of the award. The liability is measured every period, and upon settlement, with changes in measurement recorded in Fair value adjustment - unit based compensation on the consolidated statements of net income and comprehensive income.

DTUs are recognized at their grant date fair value in trustee fees, included in general and administrative expenses on the consolidated statements of net income and comprehensive income, with a corresponding increase in the liability. Grant date fair value is the value of the trustee fees that the non-employee trustee elects to receive in the form of DTUs. The liability is measured every period, and upon settlement, with changes in measurement recorded in Fair value adjustment - unit based compensation on the consolidated statements of net income and comprehensive income.

(P) Income taxes

(1) Canadian status

The REIT is a mutual fund trust pursuant to the Income Tax Act (Canada). Under current tax legislation, a mutual fund trust that is not a Specified Investment Flow-Through Trust (“SIFT”) pursuant to the Income Tax Act (Canada) is entitled to deduct distributions from taxable income such that it is not liable to pay income taxes provided that its taxable income is fully distributed to unitholders. The REIT intends to continue to qualify as a mutual fund trust that is not a SIFT and to make distributions not less than the amount necessary to ensure that the REIT will not be liable to pay income taxes.

(2) U.S. REIT status

The REIT is classified as a U.S. corporation for U.S. federal income tax purposes under current Treasury Regulations. Further, pursuant to section 7874 of the United States Internal Revenue Code of 1986, as amended, (the “Code”) the REIT is treated as a U.S. corporation for all purposes under the Code and, as a result, it is permitted to elect to be treated as a real estate investment trust under the Code, notwithstanding it is organized as a Canadian entity. In general, a company that elects real estate investment trust status, distributes at least 90% of its real estate investment trust taxable income to its shareholders in any taxable year and complies with certain other requirements, is not subject to U.S. federal income taxation to the extent of the income it distributes. If it fails to qualify as a real estate investment trust in any taxable year, it will be subject to U.S. federal income tax at regular corporate income tax rates on its taxable income. Even if it qualifies for taxation as a real estate investment trust, it may be subject to certain state and local taxes on its income and property and to federal income and excise taxes on its undistributed income. The REIT has reviewed the real estate investment trust requirements and has determined that it qualifies as a real estate investment trust under the Code. Accordingly, no provision for U.S. federal income or excise taxes has been made with respect to the income of the REIT.

Certain of the REIT's operations or a portion thereof are conducted through taxable real estate investment trust subsidiaries ("TRS"). A TRS is a corporation that has not elected REIT status and has made a joint election with a real estate investment trust to be treated as a TRS. As such, it is subject to U.S. federal and state corporate income tax.

(Q) Standards effective for the year ended December 31, 2024

On January 23, 2020, and subsequently through the most recent amendment on October 31, 2022, the IASB issued amendments to IAS 1, *Presentation of Financial Statements* ("IAS 1"), providing a more general approach to the classification of liabilities based on the contractual agreements in place at the reporting date.

The amendments affect only the presentation of liabilities on the balance sheet and seek to clarify that the classification of liabilities as current or non-current should be based on the rights that are in existence at the end of the reporting period and not by expectations about whether an entity will exercise its right to defer settlement of a liability.

The amendments apply to annual reporting periods beginning on or after January 1, 2024. Earlier adoption is permitted. Starting January 1, 2024, upon adoption of the Amendments to IAS 1, the Class B Units and vested RUs have been reclassed from non-current liabilities to current liabilities in the consolidated statement of financial position. This amendment has been applied retrospectively to the comparative period.

(R) Standards issued but not yet effective for the year ended December 31, 2024

In April 2024, the IASB issued IFRS 18, *Presentation and Disclosure in Financial Statements*, which will replace IAS 1 and aims to enhance comparability and transparency in financial reporting.

The standard introduces new requirements for the presentation and disclosure of financial information, including the separation of income and expenses into categories for operating, investing, and financing activities, with prescribed subtotals for each. It also mandates the disclosure and reconciliation of management-defined performance measures in a dedicated note to the financial statements, and strengthens the requirements for aggregation and disaggregation of financial data.

The new standard is effective for annual periods beginning on or after January 1, 2027, with early adoption permitted. The REIT is currently assessing the impact of the new standard.

4. Critical Accounting Judgments, Estimates and Assumptions

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Significant estimates, judgements and assumptions include the fair values assigned to investment properties, Class B Units, RUs, and DTUs. Actual results may differ from these estimates.

(1) Estimates

Investment properties - The fair value of investment properties is dependent on available comparable transactions, future cash flows over the holding period, discount rates and capitalization rates applicable to those assets. The review of anticipated cash flows involves assumptions relating to occupancy and rental rates. In addition to reviewing anticipated cash flows, management assesses changes in the business climate and other factors which may affect the ultimate value of the property. These assumptions may not ultimately be achieved.

(2) Judgements

Investment property acquisitions - When the REIT acquires new properties, the REIT reviews each acquisition in accordance with IFRS to determine if it qualifies as an asset acquisition or business combination. It reviews each acquisition to determine if an integrated set of activities is acquired in addition to the property to ensure each such acquisition is accounted for appropriately.

(Amounts in thousands of U.S. dollars, except for unit and per unit amounts)

5. Tenant and Other Receivables, Net

	As at December 31, 2024	As at December 31, 2023
Tenant receivables	$ 985	$ 703
Other receivables	1,044	295
Allowance for doubtful accounts	(45)	(47)
Total	$ 1,984	$ 951

The change in expected credit loss provision of tenant and other receivables was as follows:

	For the year ended December 31, 2024	2023
Allowance for doubtful accounts, opening balance	$ 47	$ 110
Change in expected credit loss provision	(2)	(63)
Allowance for doubtful accounts, ending balance	$ 45	$ 47

Tenant receivables include lot rent, utilities, miscellaneous fees, and other recoverable charges. Other receivables primarily consist of a balance due from a related party debtor (See Note 17). An allowance for credit losses is maintained for estimated losses resulting from the inability of tenants to meet obligations under lease agreements. The REIT actively reviews receivables and determines the potentially uncollectible accounts on a per-tenant basis. A tenant receivable is written down to its estimated realizable value when the REIT has reason to believe that the tenant will not be able to fulfill its obligations under the lease agreement.

6. Prepaids and Other Assets

The REIT's prepaids and other assets consist of the following:

	Note	As at December 31, 2024	As at December 31, 2023
Prepaid insurance		$ 1,739	$ 1,343
Deferred issuance costs	16	392	243
Other prepaids and deposits		1,213	1,518
Total		$ 3,344	$ 3,104

7. Lender Escrow Deposits

Escrows for real estate taxes, insurance, capital repairs, and interest are maintained under the control of the mortgagor for payment on behalf of the REIT. As at December 31, 2024 and 2023, the REIT had lender escrow deposits of $3,206 and $3,989, respectively.

(Amounts in thousands of U.S. dollars, except for unit and per unit amounts)

8. Other Non-Current Assets

Other non-current assets include funds held in escrow for future investment property acquisitions, as well as deferred issuance costs related to the re-establishment of the base shelf prospectus dated June 7, 2023. As at December 31, 2024 and 2023, the REIT had other non-current assets of $615 and $134, respectively.

9. Investment Properties

A reconciliation of the carrying value for investment properties at the beginning and end of the reporting period is set out below:

	For the year ended December 31,	
	2024	2023
Investment properties, opening balance	$ 880,310	$ 770,043
Capital expenditures *(1)*	38,919	21,776
Acquisition of investment properties	100,007	49,471
Disposal of investment properties *(2)*	(2,529)	(3,025)
Fair value adjustment - investment properties	70,641	42,045
Investment properties, ending balance	$ 1,087,348	$ 880,310

(1) During the year ended December 31, 2023 $625, of farmland, including land improvements thereon, was reclassified as investment property as the REIT began the process to zone and develop these assets as an expansion to an existing MHC.

During the year ended December 31, 2024, $1,156 of head office building and land was reclassified as investment property as the REIT moved to a new head office and began offering this now unused space for lease.

(2) During the years ended December 31, 2024 and 2023 the REIT disposed of 117 rental homes totaling $2,529 and 159 rental homes totaling $3,025, respectively. Disposal of these rental homes was at fair value resulting in no (gain) loss recognized in the consolidated statements of net income and comprehensive income.

(Amounts in thousands of U.S. dollars, except for unit and per unit amounts)

During the years ended December 31, 2024 and 2023, the REIT had the following investment property activity:

		Assets		*Liabilities*	*Consideration paid by the REIT*		
Community	Acquisition Date	Investment properties	All additional assets	Liabilities	Cash and cash equivalents	Mortgages and note payable	Class B Units issued (Note 14)
Expansion Acquisitions *(1)*	5/14/2024				$ 93,041	$ -	$ -
Bluegrass Village		$ 13,996	$ -	$ 172			
Blue Spruce		$ 5,962	$ -	$ 86			
Cedar Park		$ 18,553	$ -	$ 149			
Hummingbird Hills		$ 2,197	$ -	$ 19			
Independence Hill		$ 25,365	$ 2	$ 195			
Old Hickory		$ 22,825	$ -	$ 172			
White Pines WV		$ 5,000	$ -	$ 66			
Grandview MHO	8/30/2024	$ 6,109	$ 22	$ -	$ 6,131	$ -	$ -
		$ 100,007	$ 24	$ 859	$ 99,172	$ -	$ -
Beechwood Pointe Austin	2/28/2023	$ 2,309	$ 3	$ 32	$ 25	$ -	$ 2,255
Forest Lake Pointe	5/4/2023	$ 6,954	$ -	$ 73	$ 6,881	$ -	$ -
Parkway Village Pointe	5/4/2023	$ 6,775	$ -	$ 38	$ 6,737	$ -	$ -
Silver Lakes Pointe	5/4/2023	$ 7,378	$ 2	$ 137	$ 7,243	$ -	$ -
Mill Creek Pointe	9/19/2023	$ 23,003	$ 21	$ 109	$ 10,951	$ 11,964	$ -
Cherokee Landing	10/12/2023	$ 3,052	$ 1	$ 96	$ 957	$ 2,000	$ -
		$ 49,471	$ 27	$ 485	$ 32,794	$ 13,964	$ 2,255

(1) The May 14, 2024 acquisitions were funded with proceeds from an equity offering (see Note 16) as well as a bridge note (see Note 13).

(Amounts in thousands of U.S. dollars, except for unit and per unit amounts)

The REIT used a combination of internal valuation methodologies and external appraisals to value the investment properties as at December 31, 2024 and 2023.

A significant change in occupancy rates, rents or capitalization rates per annum would result in a significant change in the fair value of the MHCs.

Due to elevated estimation uncertainty as a result of the current economic environment the REIT monitors market trends and changes in the economic environment on the valuation of its investment properties. If there are changes in the critical and key assumptions used in valuing the investment properties, in regional, national or international economic conditions, including but not limited to heightened inflation, rising interest rates, or general economic slowdown, the fair value of investment properties may change materially.

Key metrics of the capitalization rates applicable to the REIT's MHCs were as follows:

Capitalization Rates	As at December 31, 2024	As at December 31, 2023
High	8.75 %	9.00 %
Low	4.50 %	4.50 %
Weighted Average	5.11 %	4.92 %
% Change		
+0.025	4.90 %	4.95 %
- 0.025	(4.98) %	(5.37) %
$ Change		
+0.025	$49,591	$41,224
- 0.025	($50,416)	($44,663)

(Amounts in thousands of U.S. dollars, except for unit and per unit amounts)

10. Property and Equipment, Net

	Autos & Trucks	Equipment - Office and Maintenance	Furniture and Fixtures	Head Office Building and Land	Farm Land and Improvements	Total
Cost						
As at December 31, 2022	$ 119	$ 2,210	$ 161	$ 1,193	$ 530	$ 4,213
Additions	61	808	135	42	112	1,158
Disposals	(25)	-	-	-	-	(25)
Reclassification *(1)*	-	-	-	-	(642)	(642)
As at December 31, 2023	$ 155	$ 3,018	$ 296	$ 1,235	$ -	$ 4,704
Additions	55	825	185	12	-	1,077
Reclassification *(2)*	-	-	-	(1,247)	-	(1,247)
As at December 31, 2024	$ 210	$ 3,843	$ 481	-	$ -	$ 4,534
Accumulated depreciation						
As at December 31, 2022	$ 18	$ 410	$ 12	$ 38	$ 8	$ 486
Additions	18	315	31	26	9	399
Disposals	(3)	-	-	-	-	(3)
Reclassification *(1)*	-	-	-	-	(17)	(17)
As at December 31, 2023	$ 33	$ 725	$ 43	$ 64	$ -	$ 865
Additions	21	386	52	26	-	485
Reclassification *(2)*	-	-	-	(90)	-	(90)
As at December 31, 2024	$ 54	$ 1,111	$ 95	-	$ -	$ 1,260
Net book value						
As at December 31, 2022	$ 101	$ 1,800	$ 149	$ 1,155	$ 522	$ 3,727
As at December 31, 2023	$ 122	$ 2,293	$ 253	$ 1,171	$ -	$ 3,839
As at December 31, 2024	$ 156	$ 2,732	$ 386	$ -	$ -	$ 3,274

(1) During the year ended December 31, 2023, $625 of farmland, including land improvements thereon, was reclassified as investment property as the REIT began the process to zone and develop these assets as an expansion to an existing MHC.

(2) During the year ended December 31, 2024, $1,156 of head office building and land, was reclassified as investment property as the REIT moved to a new head office and began offering this now unused space for lease.

11. Line of Credit

The REIT's revolving line of credit (the "Line of Credit") is secured by two MHCs and two resort communities and has a total available capacity of $10,000. The Line of Credit matures on December 23, 2025 and incurs interest at Prime plus 0.50%. As at December 31, 2024 and December 31, 2023 there was $3,000 and $10,000 outstanding on the Line of Credit and unamortized deferred financing costs were $22 and $49, respectively. The Line of Credit requires the REIT to comply with various covenants all of which the REIT was in compliance with as at December 31, 2024 and 2023.

(Amounts in thousands of U.S. dollars, except for unit and per unit amounts)

12. Other Liabilities

	As at December 31, 2024	As at December 31, 2023
Property related accruals	$ 4,149	$ 2,996
Finance costs payable	1,095	876
Tenant security deposits	4,322	3,411
Distributions payable	1,291	1,037
Unearned revenue	2,816	2,402
Unit based compensation payable	1,974	1,050
Total	$ 15,647	$ 11,772

13. Mortgages and Note Payable, Net

Mortgages and note payable are shown net of unamortized mark-to-market adjustments and unamortized deferred financing costs. The balances are as follows:

	As at December 31, 2024	As at December 31, 2023
Mortgages and note payable	$ 421,513	$ 351,654
Unamortized mark-to market adjustment	1,204	3,771
Unamortized deferred financing costs	(2,894)	(2,056)
Total mortgages and note payable	419,823	353,369
Less: current portion	(45,271)	(21,521)
Amount classified as non-current portion	$ 374,552	$ 331,848

The REIT's weighted average contractual annual interest rate on its mortgages and note payable as at December 31, 2024 and 2023 was approximately 4.41% and 4.08%, respectively, which excludes the impact of the amortization of the mark-to-market adjustment and amortization of deferred financing costs.

The REIT's mortgages and note payable consists of both fixed rate and variable rate mortgages and note's.

The mortgages and note payable balances as at December 31, 2024, excluding unamortized mark-to-market adjustments and unamortized deferred financing costs, are due as follows:

For the year ending December 31,	Principal payments
2025	$ 45,299
2026	$ 288
2027	$ 613
2028	$ 2,012
2029	$ 16,604
Thereafter	$ 356,697
Total	$ 421,513

(Amounts in thousands of U.S. dollars, except for unit and per unit amounts)

The REIT's mortgages and note payable contains customary representations, warranties, and events of default, which require the REIT to comply with affirmative and negative covenants. As at December 31, 2024 and 2023, the REIT was in compliance with all financial covenants relating to its mortgages and note payable.

Cash flows and non-cash changes related to the mortgages and note payable, net are as follows:

	For the year ended December 31, 2024	2023
Mortgages and note payable, net, opening balance	$ 353,369	$ 332,562
Cash Flows		
Proceeds from mortgages payable	118,894	7,995
Financing costs associated with financing activities	(1,734)	(318)
Repayment of mortgages payable	(49,035)	(730)
	421,494	339,509
Non-Cash Changes		
Acquisition of investment property (Note 8)	-	14,693
Gain from mortgages payable settlement	(2,277)	
Mortgages payable settlement expense	463	-
Accretion of mark-to-market adjustment on mortgages payable	(290)	(1,029)
Amortization of deferred financing costs	433	196
Mortgages and note payable, net, ending balance	$ 419,823	$ 353,369

14. Class B Units

The fair value was calculated using the Unit closing price as at December 31, 2024 and 2023.

As at December 31, 2024 and 2023, distributions payable on Class B Units was $288 and $275, respectively.

For the periods presented, the following table presents the outstanding Class B Units and the change in fair value of the Class B Units.

	Class B Units	Value
Class B Units, December 31, 2022	5,467,031	$ 88,785
Class B units issued (Note 9)	120,598	2,255
Class B units redeemed	(5,035)	(81)
Fair value adjustment	-	(1,917)
Class B Units, December 31, 2023	5,582,594	$ 89,042
Class B units redeemed	(5,183)	(78)
Fair value adjustment	-	(5,805)
Class B Units, December 31, 2024	5,577,411	$ 83,159

(Amounts in thousands of U.S. dollars, except for unit and per unit amounts)

15. Other Non-Current Liabilities

Other non-current liabilities consist of unvested RUs. As at December 31, 2024 and 2023, the REIT had other non-current liabilities of $290 and $167, respectively.

16. Unitholders' Equity

The REIT is authorized to issue an unlimited number of Units. Units are ordinary trust units of the REIT, each of which represents a unitholders' proportionate undivided beneficial interest and voting rights in the REIT.

	Number of Units	Value
Units outstanding, December 31, 2022	**14,141,185**	**221,489**
Units issued on ATM offering closed March 22, 2023 *(1)*	1,176,471	20,000
Units issued on ATM offering closed May 23, 2023 *(2)*	174,400	2,965
Less: issuance costs *(3)*		(1,102)
Units outstanding, December 31, 2023	**15,492,056**	**243,352**
Units issued on equity offering closed April 24, 2024 *(4)*	3,910,000	60,019
Less: issuance costs *(5)*		(2,937)
Units outstanding, December 31, 2024	**19,402,056**	**$ 300,434**

Transaction costs relating to equity offerings and over-allotment options were charged directly to transaction expense.

On May 17, 2022, the REIT filed a supplement to its base shelf prospectus, dated May 7, 2021, and entered into an equity distribution agreement for the purpose of completing at-the-market equity offering(s) (the "ATM Offering"). Pursuant to the ATM Offering, the REIT may issue Units, from time to time, up to an aggregate amount of $50,000.

Following the lapsing of the REIT's previous short form base shelf prospectus dated May 7, 2021, the REIT filed a new base shelf prospectus dated June 7, 2023. Subsequently, the REIT re-established the ATM Offering pursuant to a new prospectus supplement dated June 28, 2023.

As at December 31, 2024 and 2023 the REIT has issued a total of 1,350,871 Units under the ATM Offering and related deferred issuance costs, including those related to re-establishment of the base shelf prospectus, were $392 and $377, respectively.

(1) On March 22, 2023, pursuant to the ATM Offering, the REIT raised gross proceeds of $20,000 through the issuance of 1,176,471 Units at a price of $17.00 per Unit.

(2) On May 23, 2023, pursuant to the ATM Offering, the REIT raised gross proceeds of $2,965 through the issuance of 174,400 Units at a price of $17.00 per Unit.

(3) Issuance costs relating to the ATM Offering, including underwriters' fees and other costs directly associated, were approximately $1,102 and were charged directly to unitholders' equity.

(4) On April 19, 2024, the REIT filed a supplement to its base shelf prospectus dated June 7, 2023 and entered into an underwriting agreement for the purpose of completing an equity offering (the "April 2024 Offering") that closed on April 24, 2024. Pursuant to the April 2024 Offering, the REIT raised gross proceeds of $60,019 through the issuance of 3,910,000 Units at a price of $15.35 per Unit.

(5) Issuance costs relating to the April 2024 Offering, including underwriters' fees and other costs directly associated, were approximately $2,937 and were charged directly to unitholders' equity.

On November 15, 2023 the REIT announced that the Board of Trustees approved a 5% increase to its cash distribution to unitholders to $0.0492 per Unit per month or $0.5904 per Unit per year. The new monthly cash distribution commenced with the November 2023 distribution, paid in December 2023.

On October 1, 2024 the REIT announced that the Board of Trustees approved a 5% increase to its cash distribution to unitholders to $0.0517 per Unit per month or $0.6204 per Unit per year. The new monthly cash distribution commenced with the October 2024 distribution, paid in November 2024.

For the years ended December 31, 2024 and 2023 the REIT declared distributions to unitholders of record in the amount of $11,023 ($0.0492 per Unit per month until the November 15, 2024 distribution at which time the amount increased to $0.0517 per Unit per month) and $8,632 ($0.0468 per Unit per month until the December 15, 2023 distribution at which time the amount increased to $0.0492 per Unit per month), respectively. Total distributions payable as at December 31, 2024 and 2023 was $1,003 and $762, respectively.

17. Related Party Transactions

The REIT and Empower, an entity majority-owned by the REIT's Chief Executive Officer and Chief Investment Officer, are party to certain agreements that govern the relationships between such parties and their affiliates. Empower will acquire and develop MHCs that do not meet the REIT's investment criteria and conduct home sales, including sales of manufactured homes located on investment properties, under the ''You Got it Homes'' brand.

Transactions between the REIT and Empower are governed by the Services Agreement (see "Services Agreement" in the Annual Information Form) or agreements relating directly to the specific transaction.

The consolidated financial statements include the following related party transactions:

(1) On July 2, 2021 the REIT entered into a promissory note ("Note Receivable-Related Party") in the amount of $2,460 with Empower. The Note Receivable-Related Party includes monthly interest-only payments and matures on July 2, 2031 at which time the entire principal balance and any unpaid interest is due. The Note Receivable-Related Party incurs interest at the Prime rate. For the year ended December 31, 2024, interest revenue, included in other (income) in the consolidated statements of net income and comprehensive income, was $212 ($203 for the year ended December 31, 2023).

(2) On February 28, 2023 the REIT acquired a 20-acre manufactured housing resort community from a related party, Empower, for $25 and 120,598 Class B Units. The number of Class B Units issued was calculated by reference to the volume-weighted average closing price of a Unit for the 10 trading days prior to the date of closing which was $18.60. Total consideration paid was $2,280.

(Amounts in thousands of U.S. dollars, except for unit and per unit amounts)

(3) Payroll and benefits include $2,470 incurred to key management personnel during the year ended December 31, 2024, which includes short-term employee payroll and benefits, and RUs ($2,003 for the year ended December 31, 2023).

(4) For the year ended December 31, 2024, the REIT billed Empower a total of $2,492, of which, $2,320 was payroll and benefits, $154 was management fees, and $18 was other miscellaneous items, respectively ($2,004; $1,838; $132; $40, respectively, for the year ended December 31, 2023). These amounts are recorded as an offset to the expense in which they relate, or in the case of management fees, in other (income), in the consolidated statements of net income and comprehensive income. As at December 31, 2024 and 2023, the REIT had a receivable, included in tenant and other receivables, net, from Empower of $906 and $279, respectively.

(5) For the year ended December 31, 2024 and 2023, the REIT was billed for services provided by related parties that included HVAC, paving/concrete repair and landscape services. These amounts are capitalized to investment property on the consolidated statement of financial position or expensed to the appropriate expense account, including property operating expense, general and administrative expense, or finance costs from operations, on the consolidated statements of net income and comprehensive income. As at December 31, 2024 and 2023, the REIT had total accounts payable and accrued liabilities due to related parties of $493 and $793, respectively.

The following table breaks out billings for each related party.

Company Name	Ownership & Control	Description of Services	For the year ended December 31, 2024	2023
Call Now HVAC	50% owned by the REIT's Chief Executive Officer ("CEO") and Chief Investment Officer ("CIO") . Managing member of the entity is a non-related party	Provides HVAC services to various properties including installing new air conditioning units as well as servicing existing units.	$ 1,107	$ 464
BG3	100% owned by the brother of the REIT's CEO.	Provides landscaping and construction services to properties.	$ 941	$ 671
Empower Park	Wholly owned by the REIT's CEO and CIO.	Acquires and develops MHCs that do not meet the REIT's investment criteria, conducts sales of manufactured homes located on the REIT's investment properties and conducts sales of manufactured homes to the REIT for use in the REIT's rental fleet. The REIT has agreed to pay floor plan interest on homes located on the REIT's investment properties and reimburse Empower for any losses on home sales within the REIT's investment properties.	$ 15,911	$ 9,036
Total			$ 17,959	$ 10,171

(Amounts in thousands of U.S. dollars, except for unit and per unit amounts)

18. Rental Revenue and Related Income

The REIT's revenues consist of rental revenue and related income, including reimbursements of utility costs. Rental revenue and related income is generated from leasing investment properties to tenants under short term non-cancellable leases. Long term leases are recognized on a straight line basis over the non-cancellable lease term.

No tenant accounted for more than 10% of the REIT's total rental revenue for the years ended December 31, 2024 or 2023, respectively.

	For the year ended December 31, 2024		2023	
Rental revenue	$	73,444	$	60,525
Utilities reimbursement		11,963		8,131
Fee income		2,402		2,116
Other		321		280
Total	$	88,130	$	71,052

As at December 31, 2024, the total future contractual minimum base rent lease payments expected to be received under non-cancellable leases are as follows:

Year ending December 31,	Base rent	
2025	$	707
2026	$	635
2027	$	548
2028	$	437
2029	$	340
Thereafter	$	7,764
Total	$	10,431

19. Property Operating Expenses

Property operating expenses incurred and charged to net income and comprehensive income are recorded as follows:

	For the year ended December 31, 2024		2023	
Utility costs	$	11,236	$	8,356
Payroll and benefits		6,498		5,384
Taxes and insurance		7,220		5,926
Repairs and maintenance		1,899		1,763
Other property-based costs		2,839		2,706
Total	$	29,692	$	24,135

(Amounts in thousands of U.S. dollars, except for unit and per unit amounts)

20. General and Administrative Expenses

General and administrative expenses incurred and charged to net income and comprehensive income are recorded as follows:

	For the year ended December 31, 2024	2023
Payroll and benefits	$ 5,660	$ 4,842
Legal / Consulting	1,865	778
Audit and tax fees	640	878
Taxes and insurance	674	551
Trustee fees	580	486
Travel	520	612
Other	1,012	974
Total	$ 10,951	$ 9,121

21. Finance Costs from Operations

Finance costs incurred and charged to net income and comprehensive income are as follows:

	For the year ended December 31, 2024	2023
Interest expense	$ 962	$ 1,022
Interest - mortgages and note	17,535	13,310
Mortgages payable settlement expense	2,523	-
(Gain) on mortgages payable settlement	(2,277)	-
Amortization of deferred financing costs from mortgages and note payable	433	196
Total	$ 19,176	$ 14,528

22. Employee Benefit Plan

Management of the REIT has adopted a defined contribution plan ("Plan") under Internal Revenue Service code section 401(k) for all eligible employees. A participant may elect to defer up to the maximum percentage of compensation permissible under code section 401(k). Management of the REIT elects to match employee deferrals under the Basic Safe Harbor Match: The REIT matches 100% of the first 3% of each employee's contributions and 50% of the next 2%. Employer matching contributions to the Plan totaled $195 during the year ended December 31, 2024 ($168 during the year ended December 31, 2023).

(Amounts in thousands of U.S. dollars, except for unit and per unit amounts)

23. Unit-based Compensation

(A) Restricted Units

Under the Equity Incentive Plan, RUs can be issued to better align the interests of the recipient with the interests of Unitholders and to facilitate the retention of key employees through long term ownership of Units. The number of RUs to be awarded to a recipient is equal to (i) the monetary value of the award, (ii) divided by the closing price of a Unit on the TSX for the day immediately preceding the date of grant. RUs are granted at the discretion of the executive team, with approval from the Board of Trustees, and vest over six years in equal installments.

For the periods presented, the following table summarizes the number of RUs outstanding.

	Number of Units
Units outstanding, December 31, 2022	62,458
Restricted Unit issuance *(1)*	123,236
Distribution reinvestment	3,595
Units forfeited	(4,047)
Units outstanding, December 31, 2023	185,242
Restricted Unit issuance *(2)*	148,593
Distribution reinvestment	9,640
Settlement *(3)*	(63)
Units forfeited	(2,420)
Units outstanding, December 31, 2024	340,992

(1) On August 17, 2023 the REIT granted 123,236 RUs at a fair value of $16.23 per RU for a total grant date fair value of $2,000.

(2) On August 09, 2024 the REIT granted 148,593 RUs at a fair value of $13.86 per RU for a total grant date fair value of $2,060.

(3) During the year ended December 31, 2024 the REIT has settled 63 RUs at settlement date fair values ranging from $13.94 to $15.81.

For the periods presented, the following table summarizes the RUs activity.

	As at December 31, 2024	As at December 31, 2023
Restricted Units, opening balance	$ 330	$ 56
Payroll and benefits	638	278
Fair value adjustment - unit based compensation	(52)	(4)
Restricted Units, ending balance	$ 916	$ 330

As at December 31, 2024 and 2023, 42,026 and 10,251 RUs are fully vested and recorded in Other liabilities while 19,441 and 10,435 RUs are unvested and recorded in Other non-current liabilities, respectively.

(Amounts in thousands of U.S. dollars, except for unit and per unit amounts)

(B) Deferred Trust Units

Under the Equity Incentive Plan, non-employee trustees have the option to elect to receive up to 100% of trustee fees, which are otherwise payable in cash, in the form of DTUs. Accordingly, the number of DTUs to be awarded to a non-employee trustee is equal to (i) the value of the trustee fees that the non-employee trustee elects to receive in the form of DTUs, (ii) divided by the closing price of a Unit on the TSX for the day immediately preceding the date of grant. DTUs are granted on the first day of the month following the quarter in which they were earned. Once made, elections are irrevocable for the year in respect of which they are made and are effective for subsequent calendar years until terminated by the non-employee trustee. DTUs granted to non-employee trustees vest immediately upon grant.

For the periods presented, the following table summarizes DTU activity and the number of DTUs outstanding.

	Number of Units		Value
Units outstanding, December 31, 2022	28,565	$	455
Trustee fees	25,527		409
Distribution reinvestment	1,564		25
Fair value adjustment - unit based compensation	-		(2)
Units outstanding, December 31, 2023	55,656	$	887
Trustee fees *(1)*	31,793		486
Distribution reinvestment *(2)*	2,948		45
Fair value adjustment - unit based compensation	-		(70)
Units outstanding, December 31, 2024	90,397	$	1,348

(1) Trustee fees related to the issuance of DTU for the year ended December 31, 2024 were $486, resulting in 31,793 DTUs being issued ($409, resulting in 25,527 DTUs being issued for the year ended December 31, 2023).

(2) Distributions, that would otherwise be payable in cash, resulted in additional DTUs of 2,948 being issued for year ended December 31, 2024 (DTUs of 1,564 for the year ended December 31, 2023, respectively).

(Amounts in thousands of U.S. dollars, except for unit and per unit amounts)

24. Fair Value Measurement

The following summarizes the significant methods and assumptions used in estimating fair values of the REIT's financial instruments or the significant methods and assumptions related to financial instruments carried at amortized cost where carrying value approximates fair value:

The carrying values of the REIT’s short-term financial assets and liabilities, except for DTUs which are carried at fair value, are carried at amortized cost which approximate their fair values due to their short periods to maturity.

The Note Receivable – Related Party is carried at amortized cost, which approximates fair value. The effective interest rate method exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount on initial recognition.

As at December 31, 2024 and 2023 the RUs, DTUs, and Class B Units are carried at fair value which is based on the market trading price of a Unit (Level 1).

The mortgages and note payable, net are carried at amortized cost. For disclosure purposes, the fair value of the mortgages and note payable as at December 31, 2024 and 2023 was estimated by discounting expected cash flows using a rate of 6.00% and 6.29%, respectively, which is the expected rate available for debt of similar terms at the end of each respective period (Level 2).

The following tables summarizes the categories and fair values of the REIT’s financial instruments.

	Fair value as at December 31, 2024		
	Level 1	Level 2	Level 3
Financial Assets and Liabilities			
RUs	$ (916)	-	-
DTUs	$ (1,348)	-	-
Class B Units	$ (83,159)	-	-
Mortgages and note payable	-	$ (356,007)	-

	Fair value as at December 31, 2023		
	Level 1	Level 2	Level 3
Financial Assets and Liabilities			
RUs	$ (330)	-	-
DTUs	$ (887)	-	-
Class B Units	$ (89,042)	-	-
Mortgages and note payable	-	$ (287,220)	-

(Amounts in thousands of U.S. dollars, except for unit and per unit amounts)

25. Changes in Non-cash Working Capital

Changes in non-cash working capital are recorded as follows:

	For the year ended December 31,	
	2024	2023
Tenant and other receivables, net	$ (1,015)	$ (78)
Prepaids and other assets	(240)	$ (260)
Lender escrow deposits	783	$ (1,694)
Trade and other payables	(252)	$ 1,768
Other liabilities	3,075	$ 1,165
Change in non-cash working capital	$ 2,351	$ 901

26. Segment Reporting

The REIT owns, manages and operates multifamily properties located in the United States. Management, when measuring the REIT's performance, does not distinguish or group its operations on a geographical or any other basis. Accordingly, the REIT has a single reportable segment for disclosure purposes in accordance with IFRS.

27. Commitment and Contingencies

The REIT is subject to claims and litigation in the ordinary course of business. Management does not believe that any such claim or litigation will have a material adverse effect on the business, assets, or results of operations of the REIT.

28. Capital Management

The REIT's policy is to maintain an appropriate capital base to support ongoing operations, maintain creditor and market confidence and sustain future developments of the business. Capital consists of cash and cash equivalents, Line of Credit, mortgages and note payable, net, Class B Units and unitholders' equity. The REIT monitors capital using tools designed to anticipate cash needs and to maintain adequate working capital, while also making appropriate distributions to the unitholders on a regular basis.

The REIT's mortgages and note payable contains customary representations, warranties, and events of default, which require the REIT to comply with affirmative and negative covenants. As at December 31, 2024 and 2023, the REIT was in compliance with all financial covenants relating to its mortgages and note payable.

29. Financial Risk Management

The REIT's risk exposure and the impact on the REIT's financial instruments are summarized below:

(A) Credit Risk

Financial instruments that potentially subject the REIT to significant concentrations of credit risk consist principally of cash and cash equivalents, tenant and other receivables, net, and Note Receivable – Related Party. The only debtor to comprise more than 10% of the REITs outstanding tenant and other receivables, net balance as at December 31, 2024 and 2023 was a related party debtor (See Note 17). Additionally, the Note Receivable – Related Party accounted for 21.02% and 21.92% of the aforementioned financial instruments, respectively. The REIT regularly monitors its credit risk exposure and takes steps to mitigate the likelihood of these exposures resulting in actual loss. Credit risk arises from the possibility that residents in investment properties may not fulfill their lease or contractual obligations. The REIT mitigates its credit risks by attracting residents of sound financial standing and by diversifying its mix of residents. It also monitors resident payment patterns and discusses potential resident issues with property managers on a regular basis. Cash and cash equivalents carry minimal credit risk as all funds are maintained with reputable financial institutions. The related party receivable, included in tenant and other receivables, net, and the Note Receivable – Related Party also carries minimal credit risk due to the nature of the relationship of the debtor to the REIT. The carrying amount of financial assets represents the maximum credit exposure.

(B) Liquidity risk

The REIT is exposed to liquidity risk or the risk of not meeting its financial obligations as they come due. The REIT manages maturities of the fixed rate mortgages payable, as well as the variable rate note payable, and monitors the repayment dates to ensure sufficient capital will be available to cover obligations. The REIT constantly monitors and manages its cash flows to assess the liquidity necessary to fund operations. The REIT expects to be able to meet all obligations as they become due using some or all of the following sources of liquidity - cash flow generated from property operations; property-specific mortgages; unsecured notes payable, existing cash and cash equivalents on hand; and available capacity on lines of credit. All of the REIT's financial liabilities are due within one year except for a portion of the mortgages and note payable.

(Amounts in thousands of U.S. dollars, except for unit and per unit amounts)

The following tables provide information on the carrying balance and the non-discounted contractual maturities of financial liabilities of the REIT as at December 31, 2024 and 2023, respectively.

As at December 31, 2024	Carrying	Contractual	Within 1 year	1 to 2 years	2 to 5 years	5+ years
Trade and other payables	$ 1,925	$ 1,925	$ 1,925	$ -	$ -	$ -
Line of credit	3,000	3,000	3,000	-	-	-
Other liabilities	15,647	15,647	15,647	-	-	-
Mortgages and note payable	419,823	573,768	63,379	31,602	165,123	313,664
Total	$ 440,395	$ 594,340	$ 83,951	$ 31,602	$ 165,123	$ 313,664

As at December 31, 2023	Carrying	Contractual	Within 1 year	1 to 2 years	2 to 5 years	5+ years
Trade and other payables	$ 2,177	$ 2,177	$ 2,177	$ -	$ -	$ -
Line of credit	10,000	10,000	-	10,000	-	-
Other liabilities	11,772	11,772	11,772	-	-	-
Mortgages and note payable	353,369	481,864	36,763	26,709	80,243	338,149
Total	$ 377,318	$ 505,813	$ 50,712	$ 36,709	$ 80,243	$ 338,149

(C) Interest rate risk

The REIT is exposed to interest rate risk as a result of the Line of Credit and its mortgages and note payable; however, this risk is mitigated through management's strategy to primarily structure its mortgages and note payable in fixed-rate arrangements. The REIT will, from time to time, enter into mortgages and notes payable with variable rates as a way to quickly raise capital as opportunities arise.

The REIT also structures its financings so as to stagger the maturities of its debt, minimizing the exposure to interest rate volatility in any one year.

30. Subsequent Events

On February 07, 2025, the REIT borrowed $27,130 as a supplemental borrowing on its Fannie Mae credit facility, for which thirteen MHCs are the collateral. The interest rate on this mortgage is 6.03% for 10 years with all payments being interest only for the full term.

On February 28, 2025, the REIT borrowed $22,677 for which three MHCs are the collateral. The interest rate on this mortgage is 5.76% for 10 years with payments being interest only for the first 5 years.

On February 28, 2025, $45,000 outstanding on a bridge note was repaid in full, along with accrued interest, with proceeds from the February 7, 2025 and February 28, 2025 borrowings.