Flagship Communities REIT

Management's Discussion and Analysis

For the three months ended March 31, 2024

May 7, 2024

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Presentation

This Management's Discussion and Analysis ("MD&A") is prepared as at May 7, 2024 and outlines Flagship Communities Real Estate Investment Trust's (the "REIT" or "Flagship") operating strategies, risk profile considerations, business outlook and analysis of its financial condition and financial performance as at March 31, 2024 and for the three months ended March 31, 2024 and 2023.

This MD&A should be read in conjunction with the REIT's condensed consolidated interim financial statements and accompanying notes for the three months ended March 31, 2024 and 2023, as well as the REIT's audited consolidated financial statements and accompanying notes for the year ended December 31, 2023 and the REIT's MD&A for the year ended December 31, 2023 (the "Annual MD&A"). Such documents, as well as additional information relating to the REIT (including the REIT's most recently filed annual information form (the "Annual Information Form")) can be accessed under the REIT's SEDAR+ profile at www.sedarplus.com or on the REIT's website at www.flagshipcommunities.com.

This MD&A is based on condensed consolidated interim financial statements prepared by management in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (the "IASB"). All amounts are stated in thousands of U.S. dollars, unless otherwise noted.

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".

Forward Looking Statements

This MD&A contains statements that include forward-looking information (within the meaning of applicable Canadian securities laws). Forward-looking statements are identified by words such as "believe", "anticipate", "project", "expect", "intend", "plan", "will", "may", "can", "could", "would", "must", "estimate", "target", "objective", and other similar expressions, or negative versions thereof, and include statements herein concerning: the REIT's investment strategy, objectives and creation of long-term value; the REIT's intention to continue to expand in its existing operational footprint, increasing its presence in core markets to enhance efficiencies and achieve economies of scale, and target growth markets, the REIT's intention to convert rental homes to tenant owned homes as opportunities allow; expected sources of funding for future acquisitions and the expected performance of acquisitions; macro characteristics and trends in the United States real estate and housing industry, as well as the manufactured housing community ("MHC") industry specifically; the REIT's distribution policy and intended sources of cash therefor; the REIT's target indebtedness as a percentage of Gross Book Value; the terms and expected closing of the Expansion Acquisitions (as defined herein); and longer-term plans with respect to financing the properties comprising the Expansion Acquisitions. These statements are based on the REIT's expectations, estimates, forecasts, and projections, as well as assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies that could cause actual results to differ materially from those that are disclosed in such forward-looking statements. While considered reasonable by management of the REIT as at the date of this MD&A, any of these expectations, estimates, forecasts, projections, or assumptions could prove to be inaccurate, and as a result, the forward-looking statements based on those expectations, estimates, forecasts, projections, or assumptions could be incorrect. Material factors and assumptions used by management of the REIT to develop the forward-looking information in this MD&A include, but are not limited to, the REIT's current expectations about: vacancy and rental growth rates in MHCs and the continued receipt of rental payments in line with historical collections; demographic trends in areas where the MHCs are located; further MHC acquisitions by the REIT; the applicability of any government regulation concerning MHCs and other residential accommodations; the availability of debt financing and future interest rates, which continue to be volatile and have trended upward since the REIT's formation in 2020; increasing expenditures and fees, in connection with the ownership of MHCs, driven by inflation; tax laws; and that the conditions to closing of the Expansion Acquisitions will be met or waived in a timely manner and that both of the Expansion Acquisitions will be completed on the current agreed upon terms. When relying on forward-looking statements to make decisions, the REIT cautions readers not to place undue reliance on these statements, as they are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. 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 or referenced under the heading "Risks and Uncertainties" herein or in the Annual MD&A. There can be no assurance that forward-looking statements will prove to be accurate as actual outcomes and results may differ materially from those expressed in these forward-looking statements. Further, certain forward-looking statements included in this MD&A may be considered as "financial outlook" for purposes of applicable Canadian securities laws, and as such, the financial outlook may not be appropriate for purposes other than to understand management's current expectations and plans relating to the future, as disclosed in this MD&A. Forward-looking statements are made as of the date of this MD&A and, except as expressly required by applicable law, the REIT assumes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Use of Estimates

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 of Flagship Operating, LLC ("Class B Units"), Restricted Units ("RUs"), and Deferred Trust Units ("DTUs"). Actual results may differ from these estimates.

Non-IFRS Financial Measures

In this MD&A, the REIT uses certain financial measures that are not defined under IFRS including certain non-IFRS ratios, to measure, compare and explain the operating results, financial performance and cash flows of the REIT. These measures are commonly used by entities in the real estate industry as useful metrics for measuring performance. However, they do not have any standardized meaning prescribed by IFRS and are not necessarily comparable to similar measures presented by other publicly traded entities. These measures should be considered as supplemental in nature and not as a substitute for related financial information prepared in accordance with IFRS.

Funds from Operations and Adjusted Funds from Operations

Funds from operations (“FFO”) and adjusted funds from operations (“AFFO”) are calculated in accordance with the definition provided by the Real Property Association of Canada (“REALPAC”).

FFO is defined as IFRS consolidated net income (loss) adjusted for items such as distributions on redeemable or exchangeable units (including distributions on the Class B Units), unrealized fair value adjustments to Class B Units, unrealized fair value adjustments to investment properties, unrealized fair value adjustments to unit based compensation, loss on extinguishment of acquired mortgages payable, gain on disposition of investment properties, and depreciation. FFO should not be construed as an alternative to consolidated net income (loss) or consolidated cash flows provided by (used in) operating activities determined in accordance with IFRS. The REIT’s method of calculating FFO is substantially in accordance with REALPAC’s recommendations but may differ from other issuers’ methods and, accordingly, may not be comparable to FFO reported by other issuers. Refer to section “Reconciliation of FFO, FFO per unit, FFO adjusted, FFO adjusted per unit, AFFO, AFFO per unit, AFFO adjusted and AFFO adjusted per unit” for a reconciliation of FFO to FFO adjusted to AFFO to AFFO adjusted to consolidated net income (loss).

“FFO per unit (diluted)” is defined as FFO for the applicable period divided by the diluted weighted average unit count (including Class B Units, vested RUs and vested DTUs) during the period.

“FFO adjusted” is defined as FFO adjusted for unique, infrequent transactions with the goal of presenting FFO in a normalized manner that is substantially in accordance with REALPAC’s recommendations. For the three months ended March 31, 2024 adjustments include mortgages payable settlement expense, which 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.

“FFO adjusted per unit (diluted)” is defined as FFO adjusted for the applicable period divided by the diluted weighted average unit count (including Class B Units, vested RUs and vested DTUs) during the period.

AFFO is defined as FFO adjusted for items such as maintenance capital expenditures, and certain non-cash items such as amortization of intangible assets, and premiums and discounts on debt and investments. AFFO should not be construed as an alternative to consolidated net income (loss) or consolidated cash flows provided by (used in) operating activities determined in accordance with IFRS. The REIT's method of calculating AFFO is substantially in accordance with REALPAC's recommendations. The REIT uses a capital expenditure reserve of $75 per lot per year and $1,100 per rental home per year, for the year ending December 31, 2024, ($60 per lot per year and $1,000 per rental home per year, for the year ended December 31, 2023) in the AFFO calculation. This reserve is based on management's best estimate of the cost that the REIT may incur, related to maintaining the investment properties. This may differ from other issuers' methods and, accordingly, may not be comparable to AFFO reported by other issuers. Refer to section "Reconciliation of FFO, FFO per unit, FFO adjusted, FFO adjusted per unit, AFFO, AFFO per unit, AFFO adjusted and AFFO adjusted per unit" for a reconciliation of AFFO to AFFO adjusted to consolidated net income (loss).

"AFFO Payout Ratio" is defined as total cash distributions of the REIT (including distributions on Class B Units) divided by AFFO.

"AFFO per unit (diluted)" is defined as AFFO for the applicable period divided by the diluted weighted average unit count (including Class B Units, vested RUs and vested DTUs) during the period.

"AFFO adjusted" is defined as AFFO adjusted for unique, infrequent transactions with the goal of presenting AFFO in a normalized manner that is substantially in accordance with REALPAC's recommendations. For the three months ended March 31, 2024 adjustments include mortgages payable settlement expense, which 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.

"AFFO adjusted Payout Ratio" is defined as total cash distributions of the REIT (including distributions on Class B Units) divided by AFFO adjusted.

"AFFO adjusted per unit (diluted)" is defined as AFFO adjusted for the applicable period divided by the diluted weighted average unit count (including Class B Units, vested RUs and vested DTUs) during the period.

The REIT believes these non-IFRS financial measures and ratios provide useful supplemental information to both management and investors in measuring the operating performance, financial performance and financial condition of the REIT. The REIT also uses AFFO and AFFO adjusted in assessing its distribution paying capacity.

Other Real Estate Industry Metrics

Additionally, this MD&A contains several other real estate industry financial metrics:

- "Acquisitions" means the REIT's properties, excluding Same Communities (as defined below) (i.e., Acquisitions Revenue, as well as Acquisitions net operating income ("NOI"), and Acquisitions NOI Margin (as defined below)), and such measure is used by management to evaluate period-over-period performance of such investment properties throughout both respective periods. These results reflect the impact of acquisitions of investment properties.
- "Debt to Gross Book Value" is calculated by dividing indebtedness, which consists of the total principal amounts outstanding under mortgages payable and credit facilities, by Gross Book Value (as defined below). Refer to section "Calculation of Other Real Estate Industry Metrics – Debt to Gross Book Value".
- "Gross Book Value" means, at any time, the greater of: (a) the value of the assets of the REIT and its consolidated subsidiaries, as shown on its then most recent consolidated statement of financial position prepared in accordance with IFRS, less the amount of any receivable reflecting interest rate subsidies on any debt assumed by the REIT; and (b) the historical cost of the investment properties, plus (i) the carrying value of cash and cash equivalents, (ii) the carrying value of mortgages receivable; and (iii) the historical cost of other assets and investments used in operations.
- "Liquidity" is defined as (a) cash and cash equivalents, plus (b) borrowing capacity available under any existing credit facilities.
- "NOI Margin" is defined as NOI divided by total revenue. Refer to section "Calculation of Other Real Estate Industry Metrics – NOI and NOI Margin".
- "Rent Collections" is defined as the total cash collected in a period divided by total revenue charged in that same period.
- "Same Community" means all properties which have been owned and operated continuously since January 1, 2023 by the REIT and such measures (i.e., Same Community Revenue, as well as Same Community NOI, Same Community NOI Margin, and Same Community Occupancy) are used by management to evaluate period-over-period performance.
- "Weighted Average Lot Rent" means the lot rent for each individual community multiplied by the total lots in that community summed for all communities divided by the total number of lots for all communities.
- "Weighted Average Mortgage Interest Rate" is calculated by multiplying each mortgage's interest rate by the mortgage balance and dividing the sum by the total mortgage balance.
- "Weighted Average Mortgage Term" is calculated by multiplying each mortgage's remaining term by the mortgage balance and dividing by the sum by the total mortgage balance.

Highlights

Three months ended March 31, 2024

- Rental revenue for the three months ended March 31, 2024 was $19,920 compared to $16,758 for the three months ended March 31, 2023, an increase of $3,162 or 18.9%.
- Same Community Revenue[1] for the three months ended March 31, 2024 was $18,600, compared to $16,732 for the three months ended March 31,2023, an increase of $1,868 or 11.2%.
- Net income and comprehensive income for the three months ended March 31, 2024 was $11,124 compared to $16,215 for the three months ended March 31,2024, a decrease of $(5,091) or (31.4%).
- Net income and comprehensive income per unit (diluted) for the three months ended March 31, 2024 was $0.53 versus $0.82 for the three months ended March 31, 2023.
- NOI for the three months ended March 31, 2024 was $13,337 compared to $11,118 for the three months ended March 31, 2023, an increase of $2,219 or 20.0%.
- Same Community NOI[1] for the three months ended March 31, 2024 was $12,608 compared to $11,116 for the three months ended March 31, 2023, an increase of $1,492 or 13.4%.
- NOI Margin[1] for the three months ended March 31, 2024 was 67.0% compared to 66.3% for the three months ended March 31, 2023.
- Same Community NOI Margin[1] for the three months ended March 31, 2024 was 67.8% compared to 66.4% for the three months ended March 31, 2023.
- FFO per unit (diluted)[2] for the three months ended March 31, 2024 was $0.206 compared to $0.298 for the three months ended March 31, 2023 which was a decrease of $(0.092) per unit, or (30.9%)
- FFO adjusted per unit (diluted)[2] for the three months ended March 31, 2024 was $0.325 compared to $0.298 for the three months ended March 31, 2023 which was an increase of $0.027 per unit, or 9.1%.
- AFFO per unit (diluted)[2] for the three months ended March 31, 2024 was $0.165 compared to $0.260 for the three months ended March 31, 2023 which was a decrease of $(0.095) per unit, or (36.5%).
- AFFO adjusted per unit (diluted)[2] for the three months ended March 31, 2024 was $0.285 compared to $0.260 for the three months ended March 31, 2023 which was an increase of $0.025 per unit, or 9.6%.
- Rent Collections[1] for the three months ended March 31, 2024 was 99.7%, which was the same for the three months ended March 31, 2023.

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[1] Refer to section *"Other Real Estate Industry Metrics".*
[2] *Refer to section "Non-IFRS Financial Measures".*

As at March 31, 2024

- Debt to Gross Book Value[1] as at March 31, 2024 was 40.5% compared to 40.3% as at December 31, 2023.
- Total portfolio occupancy was 83.9% as at March 31, 2024 a 0.5% increase when compared to total portfolio occupancy as at March 31, 2023.
- Same Community[1] Occupancy was 84.7% as at March 31, 2024, a 1.1% increase when compared to Same Community Occupancy as at March 31, 2023.

Business Overview

Objectives

Flagship Communities Real Estate Investment Trust is an unincorporated, open-ended real estate investment trust established pursuant to a declaration of trust dated August 12, 2020 (as subsequently amended and restated, the "Declaration of Trust") under the laws of the Province of Ontario. The registered office of the REIT is located at 199 Bay Street, Suite 4000, Toronto, Ontario, M5L 1A9, Canada. The head office of the REIT is located at 467 Erlanger Road, Erlanger, Kentucky, 41018, United States. The REIT has been formed for the purpose of owning and operating a portfolio of income-producing MHCs, and related assets, all of which are located in the United States.

As at March 31, 2024, the REIT owned a 100% interest in a portfolio of 73 MHCs with 13,310 lots as well as two recreational vehicle ("RV") resort communities with 470 sites, located in seven contiguous states: (i) Arkansas; (ii) Illinois; (iii) Indiana; (iv) Kentucky; (v) Missouri; (vi) Ohio; and (vii) Tennessee. These MHCs and RV resort communities are strategically concentrated in key markets where management has comprehensive knowledge and experience, including the REIT's largest markets of Louisville, Cincinnati and Evansville. As at March 31, 2024, the REIT also owned a fleet of approximately 1,250 manufactured homes for lease to residents. The REIT plans to continue its strategy of converting rental homes to tenant owned homes however, from time to time, the rental home fleet may grow as a result of property acquisitions and targeted additions based on community needs.

The REIT is internally managed by a vertically integrated team of seasoned MHC professionals with expertise across the spectrum of real estate investment management, including: acquisitions, underwriting, financing, asset management, property management, operations, development and redevelopment, accounting, regulatory affairs, marketing, and human resources.

The primary objectives of the REIT are to:

- Provide Unitholders an opportunity to invest in a portfolio of MHCs and RV resort communities located in attractive U.S. markets;
- Provide Unitholders with predictable, sustainable and growing cash distributions;

- Enhance the value of the REIT's portfolio and maximize the long-term value of the Units through proactive asset and property management, disciplined capital management and value-add investment opportunities; and
- Expand the asset base of the REIT in its existing operational footprint and target growth markets by leveraging management's extensive industry experience and relationships to acquire MHCs and RV resort communities that are expected to be accretive to the REIT's AFFO per unit.

Three months ended March 31, 2024

On January 31 2024, the REIT refinanced four mortgages payable with six mortgages payable, for which, collectively six communities are collateral ("January 31 Refinance"). Total proceeds from the refinance were $54,521 and the interest rate on these notes is fixed at 5.95% for 10 years with monthly payments being interest only until maturity, at which time any accrued and unpaid interest, and the principal balances, are due in full. A portion of funds were used to repay one of the two September 18th Bridge Notes (as defined below) and the remainder of the funds will be used to fund future acquisitions and for general business purposes.

On February 15, 2024, the REIT refinanced the remaining September 18th Bridge Note for which one community is collateral ("February 15 Refinance"). Total proceeds from the refinance were $4,709 and the interest rate on these notes is fixed at 5.60% for 10 years with monthly payments being interest only until maturity at which time any accrued and unpaid interest, and the principal balances, are due in full.

On February 20, 2024, the REIT refinanced the September 19th Bridge Note (as defined below) for which one community is collateral ("February 20 Refinance"). Total proceeds from the refinance were $14,664 and the interest rate on these notes is fixed at 5.60% for 10 years with monthly payments being interest only until maturity at which time any accrued and unpaid interest, and the principal balances, are due in full.

Collectively, the January 31 Refinance, February 15 Refinance and February 20 Refinance, shall be referred to as the "Refinance and Repayment".

Year ended December 31, 2023

On February 28, 2023, the REIT acquired a 20 acre MHC in Austin, Indiana for approximately $2,000 from a related party, Empower Park, LLC ("Empower")(see section "Transactions with Related Parties"). The acquisition includes 120 MHC homesites, which include 94 developed lots and 26 lots for additional expansion. The purchase price for the acquisition was satisfied by $25 cash and the issuance of 120,598 Class B Units by Flagship Operating, LLC.

On March 22, 2023, pursuant to the ATM Offering (as defined below), the REIT raised gross proceeds of $20,000 through the issuance of 1,176,471 Units at a price of $17.00 per unit ("March ATM Offering"). The net proceeds from the March ATM Offering were used by the REIT to fund subsequent acquisitions and for general business purposes.

On May 4, 2023, the REIT acquired three MHCs comprising 660 lots for approximately $21,000. The MHCs had an average occupancy of 67% at the time of acquisition and are located in the REITs existing markets in Arkansas, Indiana and Tennessee. These acquisitions align with the REITs strategy to increase presence in core markets to enhance efficiencies and achieve economies of scale.

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 ("May ATM Offering"). The net proceeds from the May ATM Offering were used by the REIT to fund a subsequent acquisition and for general business purposes.

On June 7, 2023, 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. Subsequently, the REIT re-established the ATM Offering pursuant to a new prospectus supplement dated June 28, 2023. Pursuant to the ATM Offering, the REIT may issue Units, from time to time, up to an aggregate amount of $50,000.

On September 18, 2023, the REIT borrowed $7,995 from a life insurance lender, for which two MHCs were the collateral ("September 18th Bridge Notes"). The interest rates on the September 18th Bridge Notes are variable at 3.75% over the Secured Overnight Financing Rate ("SOFR") and is adjusted each month until the notes are paid in full. As at December 31, 2023, the September 18th Bridge Notes were accruing interest at 9.13%. The September 18th Bridge Notes were originally scheduled to mature 12 months after their issuance and had monthly payments being interest only. The borrowed funds were used to fund subsequent acquisitions and for general business purposes.

On September 19, 2023, the REIT acquired a MHC comprising 309 lots for approximately $23,000. The MHC had an average occupancy of 95% at the time of acquisition and is located in the REITs existing markets in Indiana. At closing, the REIT borrowed $12,693 from a life insurance lender, for which the MHC was the collateral ("September 19th Bridge Note"). The interest rate on the September 19th Bridge Note is variable at 3.75% over the SOFR and is adjusted each month until the note is paid in full. As at December 31, 2023, the September 19th Bridge Note were accruing interest at 9.13%. The September 19th Bridge Note were originally scheduled to mature 12 months after their issuance and had monthly payments being interest only. This acquisition aligns with the REITs strategy to increase presence in core markets to enhance efficiencies and achieve economies of scale.

On October 16, 2023, the REIT acquired a 62 site manufactured housing resort community in Lakeview, Ohio for approximately $3,000. At the time of acquisition, the MHC had an average occupancy of 95%. The community also includes 62 boat slips, three wave runner docks and a clubhouse. At closing, the REIT paid $1,000 and borrowed $2,000 from the seller. The interest rate on the note is fixed at 3.00% for 72 months. Monthly payments are interest only until maturity, at which time any accrued and unpaid interest and the principal balance, are due in full.

Subsequent to the three months March 31, 2024

On April 17, 2024, the REIT announced that it had entered into an agreement to acquire a total of seven MHCs, comprising 1,253 lots, for an aggregate purchase price of approximately $93,000 (the “Expansion Acquisitions”). At the time of announcement, the MHCs had an average occupancy of 78% and are located in an adjacent market of Nashville, TN, as well as a new market, West Virginia. The Expansion Acquisitions will be funded with proceeds from an equity offering (see below) as well as a bridge note (see below). The Expansion Acquisitions are expected to close on or about May 15, 2024, subject to customary closing conditions, and represent an opportunity to strategically expand the REITs footprint into adjacent and new markets, both of which enable the REIT to maximize existing synergies and leverage economies of scale.

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. The net proceeds from the April 2024 Offering will be used by the REIT to partially fund the Expansion Acquisitions.

In May 2024, the REIT entered a loan commitment with a commercial lender for an amount that is to be determined (“Bridge Note”). The interest rate on the Bridge Note is expected to be variable at 2.40% over the SOFR and the interest rate is expected to be adjusted each month until the note is paid in full. The Bridge Note is expected to mature 12 months after its issuance and monthly payments are expected to be interest only until maturity, at which time any accrued and unpaid interest and the principal balance are expected to be due in full. The Bridge Note is anticipated to be unsecured. The proceeds from the Bridge Note will be used to partially fund the Expansion Acquisitions and the REIT intends to replace this Bridge Note with long-term, fixed rate, financing before it reaches maturity.

Amounts in Thousands of US Dollars (except for per unit amounts)

Business Performance Measures

The following tables present an overview of certain performance measures of the REIT as at March 31, 2024 and December 31, 2023 or for the three months ended March 31, 2024 and 2023.

	As at March 31, 2024	As at December 31, 2023
Total communities	75	75
Total lots	13,780	12,743
Weighted Average Lot Rent*	$447	$418
Total portfolio occupancy	83.9%	83.4%
Debt to Gross Book Value*	40.5%	40.3%
Weighted Average Mortgage Interest Rate*	4.04%	4.08%
Weighted Average Mortgage Term*	10.8 Years	10.3 Years

* Refer to section *"Other Real Estate Industry Metrics"*.

		For the three months ended March 31, 2024		For the three months ended March 31, 2023
Rental revenue and related income	$	19,920	$	16,758
Net income and comprehensive income	$	11,124	$	16,215
Net income and comprehensive income per unit (basic)	$	0.72	$	1.14
Net income and comprehensive income per unit (diluted)	$	0.53	$	0.82
Distributions Declared per unit (Units)	$	0.148	$	0.140
Distributions Declared per unit (Class B Units)	$	0.148	$	0.140
NOI	$	13,337	$	11,118
NOI Margin**		67.0%		66.3%
FFO*	$	4,354	$	5,903
FFO per unit* (diluted)	$	0.206	$	0.298
FFO adjusted*	$	6,877	$	5,903
FFO adjusted per unit* (diluted)	$	0.325	$	0.298
AFFO*	$	3,497	$	5,153
AFFO per unit* (diluted)	$	0.165	$	0.260
AFFO Payout Ratio*		89.0%		53.4%
AFFO adjusted*	$	6,020	$	5,153
AFFO adjusted per unit* (diluted)	$	0.285	$	0.260
AFFO adjusted Payout Ratio*		51.7%		53.4%
Weighted average units (basic)		15,492,056		14,258,833
Weighted average units (diluted)		21,147,279		19,802,146

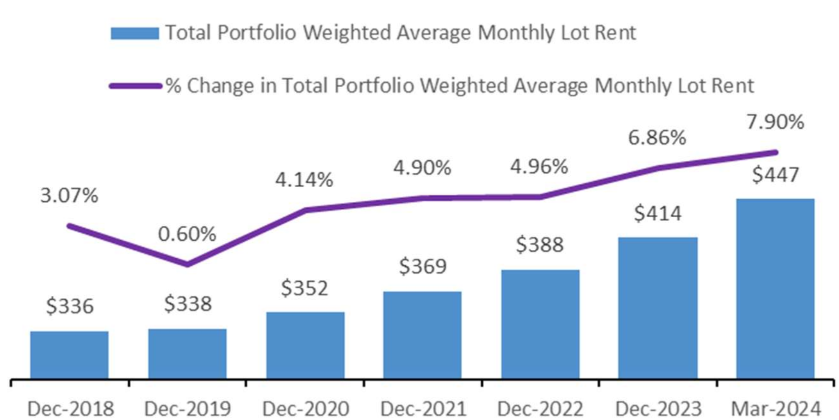
* *Refer to section "Non-IFRS Financial Measures".*
** *Refer to section "Other Real Estate Industry Metrics".*

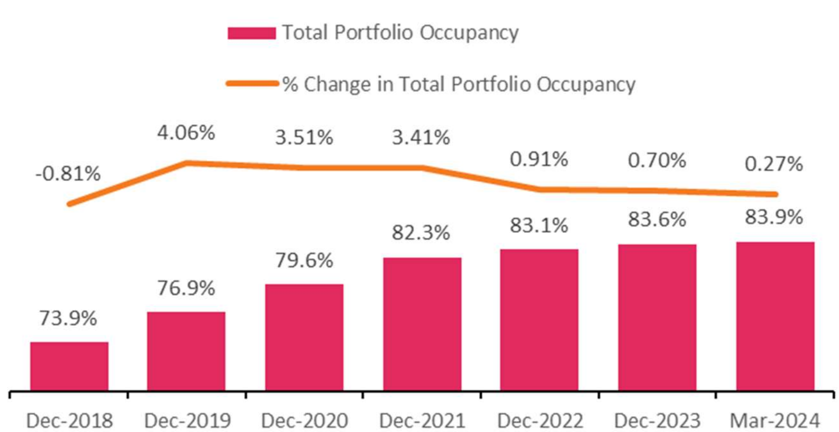
Amounts in Thousands of US Dollars (except for per unit amounts)

The following table highlights certain information about communities as at March 31, 2024, organized by Metropolitan Statistical Area ("MSA"):

MSA	State	Number of lots	$ Average Lot Rent	Occupancy
Louisville	KY	4108	$ 471	80.4%
Lexington	KY	895	$ 426	93.2%
Paducah	KY	491	$ 316	83.9%
Cincinnati	OH	2840	$ 481	89.0%
Dayton	OH	125	$ 560	96.0%
Evansville	IN	2502	$ 419	77.6%
Knoxville	TN	167	$ 380	95.8%
Little Rock	AR	819	$ 360	73.3%
St Louis	MO	502	$ 565	94.0%
Springfield	IL	336	$ 444	88.1%
Bloomington	IL	364	$ 420	80.2%
Other		631	$ 378	94.5%
Total Portfolio		13,780	$ 447	83.9%

The charts below show the total portfolio Weighted Average Lot Rent (see section "Other Real Estate Industry Metrics") and occupancy growth since 2018 for communities owned by the REIT, or the preceding entities prior to the reorganization and related transactions that created the REITs initial portfolio, in that year:





Amounts in Thousands of US Dollars (except for per unit amounts)

The following tables highlight certain financial performance measures of the REIT for the three months ended March 31, 2024, versus the three months ended March 31, 2023.

	For the three months ended March 31, 2024	For the three months ended March 31, 2023	Variance
Rental revenue and related income	$ 19,920	$ 16,758	$ 3,162
Same Community Revenue[1]	$ 18,600	$ 16,732	$ 1,868
Acquisitions Revenue[1]	$ 1,320	$ 26	$ 1,294
Net income and comprehensive income	$ 11,124	$ 16,215	$ (5,091)
NOI, total portfolio	$ 13,337	$ 11,118	$ 2,219
Same Community NOI[1]	$ 12,608	$ 11,116	$ 1,492
Acquisitions NOI[1]	$ 729	$ 2	$ 728
NOI Margin[1], total portfolio	67.0%	66.3%	0.7%
Same Community NOI Margin[1]	67.8%	66.4%	1.3%
Acquisitions NOI Margin[1]	55.3%	5.9%	49.3%

[1] Refer to section *"Other Real Estate Industry Metrics"*.

Amounts in Thousands of US Dollars (except for per unit amounts)

Selected Quarterly Financial Information

Performance measures	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022
Total communities	75	75	74	73	70	69	68	66
Total lots	13,780	13,780	13,716	13,407	12,743	12,601	12,500	11,913
Weighted Average Lot Rent**	$ 447	$ 414	$ 415	$ 415	$ 418	$ 388	$ 385	$ 384
Occupancy	83.9%	83.6%	83.5%	83.3%	83.4%	83.1%	83.1%	83.3%
Rental revenue and related income	$ 19,920	$ 18,761	$ 18,154	$ 17,379	$ 16,758	$ 15,700	$ 15,042	$ 14,363
Net income (loss) and comprehensive income (loss)	$ 11,124	$ (1,488)	$ 28,980	$ 21,391	$ 16,215	$ 684	$ 14,910	$ 26,024
Net income (loss) and comprehensive income (loss) per unit (basic)	$ 0.72	$ (0.10)	$ 1.87	$ 1.39	$ 1.14	$ (0.05)	$ 1.05	$ 1.84
Net income (loss) and comprehensive income (loss)per unit (diluted)	$ 0.53	$ (0.07)	$ 1.37	$ 1.02	$ 0.82	$ (0.03)	$ 0.76	$ 1.33
NOI	$ 13,337	$ 12,439	$ 11,830	$ 11,578	$ 11,118	$ 10,367	$ 9,848	$ 9,460
NOI Margin**	67.0%	66.3%	65.2%	66.6%	66.3%	66.0%	65.5%	65.9%
FFO*	$ 4,354	$ 6,224	$ 6,267	$ 6,233	$ 5,903	$ 4,865	$ 5,337	$ 5,434
FFO per unit* (diluted)	$ 0.206	$ 0.294	$ 0.297	$ 0.297	$ 0.298	$ 0.248	$ 0.272	$ 0.277
FFO adjusted*	$ 6,877	$ 6,224	$ 6,267	$ 6,233	$ 5,903	$ 4,865	$ 5,337	$ 5,434
FFO adjusted per unit* (diluted)	$ 0.325	$ 0.294	$ 0.297	$ 0.297	$ 0.298	$ 0.248	$ 0.272	$ 0.277
AFFO*	$ 3,497	$ 5,450	$ 5,489	$ 5,468	$ 5,153	$ 4,114	$ 4,616	$ 4,716
AFFO per unit* (diluted)	$ 0.165	$ 0.258	$ 0.260	$ 0.260	$ 0.260	$ 0.209	$ 0.235	$ 0.240
AFFO Payout Ratio*	89.0%	55.2%	53.9%	53.7%	53.4%	64.8%	56.8%	55.7%
AFFO adjusted*	$ 6,020	$ 5,450	$ 5,489	$ 5,468	$ 5,153	$ 4,114	$ 4,616	$ 4,716
AFFO adjusted per unit* (diluted)	$ 0.285	$ 0.258	$ 0.260	$ 0.260	$ 0.260	$ 0.209	$ 0.235	$ 0.240
AFFO adjusted Payout Ratio*	51.7%	55.2%	53.9%	53.7%	53.4%	64.8%	56.8%	55.7%

** Refer to section "Non-IFRS Financial Measures".*

*** Refer to section "Other Real Estate Industry Metrics".*

Amounts in Thousands of US Dollars (except for per unit amounts)

Review of Selected Operating Information – Q1 2024

The following tables highlight selected financial information of the REIT. This information has been compiled from the condensed consolidated interim financial statements, and notes thereto, and should be read in conjunction with the condensed consolidated interim financial statements and notes.

The following tables highlight certain operating information of the REIT for the three months ended March 31, 2024, versus the three months ended March 31, 2023.

	For the three months ended March 31, 2024	For the three months ended March 31, 2023	Variance
Revenue			
Rental revenue and related income	$ 19,920	$ 16,758	$ 3,162
Expenses (Income)			
Property operating expenses	$ 6,583	$ 5,640	$ 943
General and administrative	$ 2,672	$ 2,147	$ 525
Finance costs from operations	$ 6,727	$ 3,389	$ 3,338
Accretion of mark-to-market adjustment on mortgages payable	$ (257)	$ (257)	$ -
Depreciation	$ 111	$ 88	$ 23
Other (income)	$ (159)	$ (64)	$ (95)
Fair value adjustment - Class B Units	$ 7,090	$ 3,950	$ 3,140
Distributions on Class B Units	$ 824	$ 768	$ 56
Fair value adjustment - investment properties	$ (14,829)	$ (15,163)	$ 334
Fair value adjustment - unit-based compensation	$ 34	$ 45	$ (11)
	$ 8,796	$ 543	$ 8,253
Net income and comprehensive income	**$ 11,124**	**$ 16,215**	**$ (5,091)**

Revenue

	For the three months ended March 31, 2024	For the three months ended March 31, 2023	Variance	Variance %
Rental revenue and related income	$ 19,920	$ 16,758	$ 3,162	18.9%

Rental revenue consists of lot rent, home rent, utility reimbursements, and other miscellaneous income collected at the communities. For the three months ended March 31, 2024, the higher revenue as compared to the prior period was primarily driven by lot rent increases and occupancy increases across the portfolio as well as Acquisitions. Acquisitions accounted for $1,294 of the increase versus the prior period. Same Community Revenue was approximately $1,868 higher than the prior period. The increase in Same Community Revenue was a result of increasing monthly lot rent year over year, growth in Same Community Occupancy, and increased utility revenues.

Amounts in Thousands of US Dollars (except for per unit amounts)

Property Operating Expenses

The following tables highlight property operating expenses of the REIT.

	For the three months ended March 31, 2024	For the three months ended March 31, 2023	Variance	Variance %
Operating expenses	$ 6,583	$ 5,640	$ 943	16.7%

Operating expenses are comprised mainly of utilities, common area and maintenance expenses, payroll, insurance, property taxes and other costs associated with the management and maintenance of the investment properties. Operating expenses increased by $943 for the three months ended March 31, 2024, versus the three months ended March 31, 2023. The drivers for the increase were Acquisitions as well as inflationary pressures on wages, utilities, and property taxes. Acquisitions accounted for $566 of the increase in operating expenses incurred during the three months ended March 31, 2024.

The table below provides a breakdown of operating expenses for the period:

Operating Expenses	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Utilities	$ 2,451	$ 2,085
Payroll and benefits	$ 1,413	$ 1,254
Taxes and insurance	$ 1,710	$ 1,351
Repairs and maintenance	$ 304	$ 358
Other	$ 705	$ 592
Total Operating Expenses	**$ 6,583**	**$ 5,640**

General and Administrative

The following tables highlight general and administrative expenses of the REIT.

	For the three months ended March 31, 2024	For the three months ended March 31, 2023	Variance	Variance %
General and administrative	$ 2,672	$ 2,147	$ 525	24.5%

General and administrative expenses include payroll and benefits for certain REIT employees, legal / consulting fees, audit and tax fees, taxes and insurance, trustee fees, travel, and other administrative costs. For the three months ended March 31, 2024, the $525 higher spend compared to the prior period is primarily the result of higher professional service fees, such as legal / consulting fees, as well as inflationary pressures on salaries and benefits for certain REIT employees. Further adding to the increase was taxes as the REIT anticipates a larger state tax burden.

Amounts in Thousands of US Dollars (except for per unit amounts)

The table below provides a breakdown of general and administrative expenses:

General and administrative	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Payroll and benefits	$ 1,403	$ 1,199
Legal / Consulting	$ 349	$ 196
Audit and tax fees	$ 156	$ 156
Taxes and insurance	$ 292	$ 134
Trustee fees	$ 127	$ 118
Travel	$ 94	$ 106
Other	$ 251	$ 238
Total General and administrative	$ 2,672	$ 2,147

Finance Cost from Operations

	For the three months ended March 31, 2024	For the three months ended March 31, 2023	Variance	Variance %
Finance costs from operations	$ 6,727	$ 3,389	$ 3,338	98.5%

Finance costs from operations consist of interest expense on loans and borrowings, floorplan interest and other miscellaneous interest expense, mortgages payable settlement expense, and amortization of deferred financing costs. For this period, interest expense on loans and borrowings accounted for $3,878 and floorplan interest and other miscellaneous interest expense was $253. Amortized deferred financing cost was $73. Of the $3,338 increase in finance costs from operations compared to the three months ended March 31, 2023, $2,523 was mortgages payable settlement expense associated with the REIT's Refinance and Repayment of mortgages payable in 2024. The Refinance and Repayment also increased total borrowings of the REIT which contributed to an increase of $785 in interest expense on loans.

Other (Income)

	For the three months ended March 31, 2024	For the three months ended March 31, 2023	Variance	Variance %
Other (income)	$ (159)	$ (64)	$ (95)	148.4%

Other (income) is made up of property management fees, asset management fees, note receivable interest that the REIT charges to Empower (see "Transactions with Related Parties"), and interest received on cash held in a money market account. For the three months ended March 31, 2024, other (income) was higher than the prior period due to $74 in interest received on cash held in a money market account.

Amounts in Thousands of US Dollars (except for per unit amounts)

Fair Value Adjustment - Class B Units

For the three months ended March 31, 2024, the REIT recognized a fair value loss (gain) on Class B Units of $7,090 ($3,950 for the three months ended March 31, 2023). Class B Units are measured at fair value with any changes in fair value recorded in "Fair value adjustment – Class B Units" on the consolidated statement of net income and comprehensive income. The fair value as at March 31, 2024 and December 31, 2023 was calculated using the Unit closing price as at the end of the respective reporting period.

Distributions on Class B Units

The Class B Units are redeemable for cash or Units, at the option of the REIT, and, therefore, the Class B Units meet the definition of a financial liability under IAS 32. The distributions paid to the holders of Class B Units are treated as interest expense and reflected on the consolidated statement of net income and comprehensive income. For the three months ended March 31, 2024, the REIT paid distributions on Class B Units of $824, ($768 for the three months ended March 31, 2023).

Fair Value Adjustment – Investment Properties

In accordance with IFRS, management has elected to use the fair value model to account for investment properties. Overall, the fair value of investment properties increased by $14,829 for the three months ended March 31, 2024 (increased by $15,163 for the three months ended March 31, 2023). Fair value adjustments were determined based on the movement of various parameters, including changes in NOI and capitalization rates. The increase in fair value for the three months ended March 31, 2024 was the result of an increase in the trailing twelve months NOI.

Net Income and Comprehensive Income

	For the three months ended March 31, 2024	For the three months ended March 31, 2023	Variance	Variance %
Net income and comprehensive income	$ 11,124	$ 16,215	$ (5,091)	-31.4%

Net income and comprehensive income for the three months ended March 31, 2024 was $(5,091) less than the prior period as a result of the fair value adjustments on investment properties and Class B Units being $3,474 less than in the same period in 2023, as well as other variances previously described.

NOI, FFO, FFO adjusted, AFFO, AFFO adjusted

Below is a summary of the NOI, FFO, FFO adjusted, AFFO, and AFFO adjusted for the three months ended March 31, 2024 and 2023. The diluted weighted average Unit count for the three months ended March 31, 2024 was 21,147,279 (19,802,146 for the three months ended March 31, 2023).

As at March 31, 2024, there were 21,147,621 units outstanding (including the combined number of Units, Class B Units, vested RUs and vested DTUs).

FFO per unit for the three months ended March 31, 2024 and 2023 was $0.206 and $0.298, respectively, reflecting a decrease of (30.9%).

AFFO per unit for the three months ended March 31, 2024 and 2023 was $0.165 and $0.260, respectively, reflecting a decrease of (36.5%).

For the three months ended March 31, 2024, the decrease in AFFO per unit and FFO per unit was the result of mortgages payable settlement expense, which 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.

For the three months ended March 31, 2024, mortgages payable settlement expense totaled $2,523. Such costs are infrequent and FFO adjusted and AFFO adjusted removes infrequent costs to present a normalized metrics.

For the three months ended March 31, 2024 and 2023, FFO adjusted per unit was $0.325 and $0.298, respectively, reflecting an increase of 9.1%.

For the three months ended March 31, 2024 and 2023, AFFO adjusted per unit was $0.285 and $0.260, respectively, reflecting an increase of 9.6%.

The increases in FFO adjusted and AFFO adjusted was driven by increases to NOI through lot rent increases, amongst other factors, and occupancy growth.

Weighted average lot rent saw an increase to $447 as at March 31, 2024, compared to $418 as at March 31, 2023.

Total portfolio occupancy and Same Community Occupancy was 83.9% and 84.7% as at March 31, 2024, an increase of 0.5% and 1.1%, respectively, when compared to March 31, 2023.

NOI Margins and Same Community NOI Margins for the three months ended March 31, 2024 were 67.0% and 67.5%, an increase of 0.7% and 1.3% compared to the three months ended March 31, 2023, respectively.

Amounts in Thousands of US Dollars (except for per unit amounts)

The following tables highlight a summary of the NOI, FFO, FFO adjusted, AFFO and AFFO adjusted of the REIT.

	For the three months ended March 31, 2024	For the three months ended March 31, 2023	Variance	Variance %
NOI	$ 13,337	$ 11,118	$ 2,219	20.0%
NOI Margin**	67.0%	66.3%	0.7%	1.1%
FFO*	$ 4,354	$ 5,903	$ (1,549)	-26.2%
FFO per unit*	$ 0.206	$ 0.298	$ (0.092)	-30.9%
FFO adjusted*	$ 6,877	$ 5,903	$ 974	16.5%
FFO adjusted per unit*	$ 0.325	$ 0.298	$ 0.027	9.1%
AFFO*	$ 3,497	$ 5,153	$ (1,656)	-32.1%
AFFO per unit*	$ 0.165	$ 0.260	$ (0.095)	-36.5%
AFFO Payout Ratio*	89.0%	53.4%	35.5%	66.7%
AFFO adjusted*	$ 6,020	$ 5,153	$ 867	16.8%
AFFO adjusted per unit*	$ 0.285	$ 0.260	$ 0.025	9.6%
AFFO adjusted Payout Ratio*	51.7%	53.4%	-1.7%	-3.2%

** Refer to section "Non-IFRS Financial Measures".*
*** Refer to section "Other Real Estate Industry Metrics".*

Reconciliation of FFO, FFO per unit, FFO adjusted, FFO adjusted per unit, AFFO, AFFO per unit, AFFO adjusted and AFFO adjusted per unit

The REIT uses the following non-IFRS key performance indicators: FFO, FFO per unit, FFO adjusted, FFO adjusted per unit, AFFO, AFFO per unit, AFFO adjusted, and AFFO adjusted per unit.

The calculations of these measures and the reconciliation to net income and comprehensive income, are set out in the following tables:

	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Net income and comprehensive income	$ 11,124	$ 16,215
Adjustments to arrive at FFO		
Depreciation	$ 111	$ 88
Fair value adjustment - Class B Units	$ 7,090	$ 3,950
Distributions on Class B Units	$ 824	$ 768
Fair value adjustment - investment properties	$ (14,829)	$ (15,163)
Fair value adjustment - unit based compensation	$ 34	$ 45
Funds from Operations ("FFO")	$ 4,354	$ 5,903
FFO per unit (diluted)	$ 0.206	$ 0.298

Amounts in Thousands of US Dollars (except for per unit amounts)

		For the three months ended March 31, 2024		For the three months ended March 31, 2023
Funds from Operations ("FFO")	$	4,354	$	5,903
Adjustments to arrive at FFO adjusted				
Mortgages payable settlement expense	$	2,523	$	-
FFO adjusted	$	6,877	$	5,903
FFO adjusted per unit (diluted)	$	0.325	$	0.298
Adjustments to arrive at AFFO				
Accretion of mark-to-market adjustment on mortgage payable	$	(257)	$	(257)
Capital Expenditure Reserves	$	(600)	$	(493)
Adjusted Funds from Operations ("AFFO")	$	3,497	$	5,153
AFFO per unit (diluted)	$	0.165	$	0.260
Adjustments to arrive at AFFO adjusted				
Mortgages payable settlement expense	$	2,523	$	-
AFFO adjusted	$	6,020	$	5,153
AFFO adjusted per unit (diluted)	$	0.285	$	0.260

In the calculation of AFFO, the REIT uses a capital expenditure reserve of $75 per lot per year and $1,100 per rental home per year, for the year ending December 31, 2024, ($60 per lot per year and $1,000 per rental home per year, for the year ended December 31, 2023). This reserve is based on management's best estimate of the cost that the REIT may incur, related to maintaining the investment properties. The REIT believes this approach is more relevant as a reserve normalizes seasonal impacts of such costs. For the three months ended March 31, 2024, the capital expenditure reserve was $600 as compared to actual spending of $325 (for the three months ended March 31, 2023 the capital expenditure reserve was $493 as compared to actual spending of $565).

For the three months ended March 31, 2024, the REIT has spent $3,971 in total capital expenditures (excluding Acquisitions). Much of the spending is related to non "maintenance" capital expenditures. The REIT considers capitalized spending during the first 18-24 months after acquisition of a new community to be "growth" capital expenditures as work is done to bring the community and rental homes up to the REITs standards including adding community amenities. The other significant category for "growth" capital expenditure would be related to the purchase of the rental homes that the REIT has added during the three months ended March 31, 2024. This spending is done to enhance revenues and is not considered "maintenance" capital expenditure for the purposes of calculating AFFO and AFFO Per unit.

Amounts in Thousands of US Dollars (except for per unit amounts)

Calculation of Other Real Estate Industry Metrics

NOI and NOI Margin

The REIT uses the following non-IFRS key performance indicators: NOI and NOI Margin.

The tables below lay out the calculation of the REIT's NOI for the three months ended March 31, 2024 and 2023:

NOI

		For the three months ended March 31, 2024		For the three months ended March 31, 2023
Net income and comprehensive income	$	11,124	$	16,215
Adjustments to arrive at NOI				
General and administrative	$	2,672	$	2,147
Finance costs from operations	$	6,727	$	3,389
Accretion of mark-to-market adjustment on mortgage payable	$	(257)	$	(257)
Depreciation	$	111	$	88
Other (income)	$	(159)	$	(64)
Fair value adjustment - Class B units	$	7,090	$	3,950
Distributions on Class B units	$	824	$	768
Fair value adjustment - investment properties	$	(14,829)	$	(15,163)
Fair value adjustment - unit based compensation	$	34	$	45
NOI	$	13,337	$	11,118

NOI Margin

		For the three months ended March 31, 2024		For the three months ended March 31, 2023
Rental revenue and related income	$	19,920	$	16,758
Property operating expenses	$	6,583	$	5,640
Net Operating Income ("NOI")	$	13,337	$	11,118
NOI Margin		67.0%		66.3%

Amounts in Thousands of US Dollars (except for per unit amounts)

Debt to Gross Book Value

The following table lays out the REIT's Debt to Gross Book Value (see section "Other Real Estate Industry Metrics").

	As at March 31, 2024	As at December 31, 2023
Mortgages payable, net (current portion)	$ 285	$ 21,521
Mortgages payable, net (non-current portion)	$ 376,913	$ 331,848
Line of Credit	$ -	$ 10,000
Total Debt	$ 377,198	$ 363,369
Gross Book Value	$ 932,445	$ 902,601
Debt to Gross Book Value	**40.5%**	**40.3%**

Since December 31, 2023, Debt to Gross Book Value has increase by 0.2% due to the increase in total debt as a result of the Refinance and Repayment.

Liquidity and Capital Resources

As at March 31, 2024 and December 31, 2023, the capital structure of the REIT was as follows:

	As at March 31, 2024	As at December 31, 2023
Indebtedness		
Line of credit	$ -	$ 10,000
Mortgages payable (current portion)	$ 285	$ 21,521
Mortgages payable (non-current portion)	$ 376,913	$ 331,848
Class B Units	$ 96,132	$ 89,042
	$ 473,330	$ 452,411
Unitholders equity		
Unitholders equity	$ 444,911	$ 436,074
Total capitalization	**$ 918,241**	**$ 888,485**

Liquidity and capital resources are used to fund capital investments in the investment properties, acquisition activities, servicing of debt obligations and distributions to Unitholders. The principal source of Liquidity is cash flow generated from property operations. For the three months ended March 31, 2024, net cash from operating activities was $9,737. Business operations are also financed using property-specific mortgages, and equity financing.

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 a floating interest rate at 0.5% above the Wall Street Journal Prime rate. Payments will be interest only for the full term. As at March 31, 2024, the REIT had $Nil outstanding on the Line of Credit (as at December 31, 2023 - $10,000).

As at March 31, 2024, Liquidity[1] was $27,876 (as at December 31, 2023, Liquidity was $7,814) consisting of cash, cash equivalents, and available capacity on lines of credit.

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; and

• existing cash and cash equivalents on hand

In addition, subject to market conditions, the REIT may raise funding through equity financing.

On May 17, 2022, the REIT filed a supplement to the (final) short form base shelf prospectus, pursuant to which, for a period of 12 months thereafter, the REIT (and Unitholders) may sell up to an aggregate of $50,000 of Units pursuant to the ATM Offering.

On March 22, 2023, pursuant to the March 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.

On May 23, 2023, pursuant to the March 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.

On June 7, 2023, the REIT filed a (final) short form base shelf prospectus, pursuant to which, for a period of 25 months thereafter, the REIT (and Unitholders) may sell up to an aggregate of $350,000 of (i) Units; (ii) senior or subordinated unsecured debt securities of the REIT; (iii) subscription receipts; (iv) warrants; and (v) securities comprised of more than one of the foregoing, or any combination thereof.

On June 28, 2023, the REIT filed a supplement to the (final) short form base shelf prospectus, pursuant to which, for a period of 12 months thereafter, the REIT may sell up to an aggregate of $50,000 of Units pursuant to the ATM Offering.

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.

The REIT believes that its capital structure will provide it with financial flexibility to pursue future growth strategies. However, the REIT's ability to fund operating expenses, capital expenditures and future debt service requirements will depend on, among other things, future operating performance, which will be affected by general economic, industry, financial and other factors, including factors beyond the REIT's control.

[1] Refer to section "*Other Real Estate Industry Metrics*".

Amounts in Thousands of US Dollars (except for per unit amounts)

The REIT currently has 17 unencumbered investment properties with a total fair value of $33,221 as at March 31, 2024.

The table below sets out the upcoming principal payments due by year.

Year		Principal payments due during period	% of Total Principal
2024	$	219	0.1%
2025	$	274	0.1%
2026	$	288	0.1%
2027	$	678	0.2%
2028	$	2,065	0.5%
Thereafter	$	373,183	99.0%
TOTAL	$	376,707	

Debt Financing

The REIT seeks to maintain a debt profile consisting of borrowings from various sources of low-cost capital, which may include debt from regional and national banks, government-sponsored entities such as Fannie Mae and Freddie Mac, insurance companies, commercial mortgage-backed security (CMBS) lenders and publicly issued bonds.

The REIT's overall borrowing philosophy is to obtain secured debt, principally on a fixed rate or effectively fixed rate basis, which will allow the REIT to: (i) achieve and maintain staggered maturities to lessen exposure to re-financing risk in any particular period; (ii) achieve and maintain fixed rates to lessen exposure to interest rate fluctuations; and (iii) extend loan terms and fixed rate periods as long as possible when borrowing conditions are favorable. Subject to market conditions and the growth of the REIT, management currently intends to target Debt to Gross Book Value of approximately 45%-55%. Interest rates and loan maturities will be reviewed on a regular basis to ensure appropriate debt management strategies are implemented.

Pursuant to the Declaration of Trust, the REIT shall not incur or assume any indebtedness if, after giving effect to the incurrence or assumption of such indebtedness, the total indebtedness of the REIT (including convertible debentures) would be more than 65% of Gross Book Value.

From time to time the REIT may enter variable rate bridge notes. Such notes are a tool the REIT can use to quickly raise capital while working to secure permanent long term fixed rate financing.

As at March 31, 2024 the REIT's Weighted Average Mortgage Interest Rate (see section "Other Real Estate Industry Metrics") was 4.04% (as at December 31, 2023 – 4.08%) and the REIT's Weighted Average Mortgage Term (see section "Other Real Estate Industry Metrics") to maturity was 10.8 years (as at December 31, 2023 – 10.3 years). The REIT's mortgages mature at various dates beginning in 2027.

As at March 31, 2024, the REIT's Debt to Gross Book Value ratio was 40.5% (as at December 31, 2023 – 40.3%).

As at March 31, 2024, the REIT was in compliance with all debt covenants with various lenders.

Class B Units

As partial consideration for the Initial Communities, Flagship Operating, LLC issued Class B Units to certain retained interest holders. The holders of Class B Units are entitled to receive distributions from Flagship Operating, LLC proportionately to the distributions made by the REIT to holders of Units. The Class B Units are redeemable by the holder thereof 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. As a result, the Class B Units have been classified as financial liabilities and are measured at FVTPL (fair value through profit or loss). The fair value of the Class B Units is measured every period, with changes in measurement recorded in Fair value adjustment – Class B Units in the consolidated statement of net income and comprehensive income.

As at May 7, 2024, the total number of Class B Units outstanding was 5,582,594 (as at December 31, 2023 - 5,582,594).

Unit-Based Compensation

The REIT adopted the Omnibus Equity Incentive Plan (the "Equity Incentive Plan") on December 1, 2020. On May 10, 2021 Unitholders passed an ordinary resolution at the REIT's unitholder meeting to approve the Equity Incentive Plan, including any previous grants of award and all unallocated awards issuable thereunder. The Equity Incentive Plan provides for awards of RUs, Performance Units ("PUs"), 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, cash measured by the value of the Units 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.

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 volume-weighted average closing price of a Unit on the TSX for the five trading days 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.

RUs are recognized at their grant date fair value in payroll and benefits, included in general and administrative expenses on the consolidated statement of net income and comprehensive income, with a corresponding increase in the liability, as the respective RUs vest. Grant date fair value is the 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 statement of net income and comprehensive income.

As at May 7, 2024, the total number of RUs outstanding was 187,300, of which 10,229 are vested (as at December 31, 2023 – 185,242 and 10,251, respectively)

No PUs have been granted under the Equity Incentive Plan.

Under the Equity Incentive Plan, non-employee trustees have the option to elect to receive up to 100% of trustee fees, that 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 volume-weighted average closing price of a Unit on the TSX for the five trading days immediately preceding the date of grant. 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.

DTUs are recorded at their grant date fair value in trustee fees, included in general and administrative expenses on the consolidated statement 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 statement of net income and comprehensive income.

As at May 7, 2024, the total number of DTUs outstanding was 69,802(as at December 31, 2023 – 62,547).

Units

The REIT is authorized to issue an unlimited number of Units. 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.

As at May 7, 2024, the total number of Units outstanding was 19,402,056 (as at December 31, 2023 – 15,492,056).

Amounts in Thousands of US Dollars (except for per unit amounts)

Distributions

The REIT has adopted a distribution policy pursuant to which the REIT and Flagship Operating, LLC make cash distributions to Unitholders and holders of Class B Units, respectively, on a monthly basis. Pursuant to this distribution policy, distributions are paid to Unitholders and holders of Class B Units of record at the close of business on the last business day of a month on or about the 15th day of the following month. Distributions must be approved by the Board and are subject to change depending on the general economic outlook and financial performance of the REIT. The REIT does not use net income in accordance with IFRS as the basis to establish the level of distributions as net income includes, among other items, non-cash fair value adjustments related to its property portfolio. In lieu of cash distributions, holders of RUs and holders of DTUs receive additional RUs and DTUs, respectively, with a grant date fair value equal to the corresponding distributions that would have been payable on the applicable quantity of underlying Units.

In accordance with National Policy 41-201 - Income Trusts and Other Indirect Offerings, the REIT provides the following additional disclosure relating to cash distributions:

	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Cash Provided by operating activities	$ 9,737	$ 9,079
Less finance cost from operations	$ 6,727	$ 3,389
	$ 3,010	$ 5,690
Less distributions paid to unitholders	$ 2,287	$ 1,985
Less distributions paid to Class B unitholders	$ 824	$ 768
(Lack of) Excess cash provided by operating activities over distributions paid	$ (101)	$ 2,937
Net income and comprehensive income	$ 11,124	$ 16,215
Less distributions paid to unitholders	$ 2,287	$ 1,985
Excess net income and comprehensive income over distributions paid	$ 8,837	$ 14,230

The (lack of) cash provided by operating activities over distributions paid for the three months ended March 31, 2024 is due to an increase in finance costs from operations as a result of mortgages payable settlement expense of $2,523. Such costs are infrequent and do not reflect a recurring cash outflow of the REIT. For the foreseeable future, the REIT intends to continue to fund distributions with cash flow provided by operating activities.

Total distributions declared to Unitholders and holders of Class B Units was $3,111 for the three months ended March 31, 2024 ($2,808 for the three months ended March 31, 2023).

Amounts in Thousands of US Dollars (except for per unit amounts)

On November 15, 2023, the REIT announced that the Board approved a 5% increase to its monthly 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.

The AFFO Payout Ratio[1] for the three months ended March 31, 2024 was 85.6% compared to 53.4% in the comparable period in 2023.

The AFFO adjusted Payout Ratio[1] for the three months ended March 31, 2024 was 50.5% compared to 53.4% in the comparable period in 2023.

Contractual Commitments

The following table provides information on the carrying balance and the non-discounted contractual maturities of financial liabilities of the REIT as at March 31, 2024.

	Carrying amount	Contractual cash flows	1 Year	1 to 2 Years	2 to 5 years	5+ years
Trade and other payables	$ 1,085	$ 1,085	$ 1,085	$ -	$ -	$ -
Other liabilities	12,842	12,842	12,842	-	-	-
Mortgages payable	377,198	539,136	16,955	31,295	65,735	425,151
	$ 391,125	$ 553,063	$ 30,882	$ 31,295	$ 65,735	$ 425,151

Investment Property Portfolio

A property is determined to be an investment property when it is held either to earn rental income, capital appreciation or for both. Investment properties include land, buildings, land improvements, and building improvements. The REIT's investment properties consist of MHCs and a fleet of rental homes for lease to residents of the MHCs. The REIT used a combination of internal valuation methodologies and external appraisals to value the investment properties. The estimated fair value of the MHC's was determined using the direct capitalization income method. The direct capitalization method analyzes the relationship of one year's NOI to total property value. The NOI is capitalized at a rate that implicitly considers expected growth in cash flow and growth in property 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.

[1] Refer to section *"Non-IFRS Financial Measures"*.
[1] Refer to section *"Non-IFRS Financial Measures"*.

Amounts in Thousands of US Dollars (except for per unit amounts)

The investment property portfolio had 75 communities as at March 31, 2024 (as at December 31, 2023 – 75). A reconciliation of the carrying amount for investment properties at the beginning and end of the period is set out below:

		As at March 31, 2024		As at December 31, 2023
Investment properties, opening balance	$	880,310	$	770,043
Capital expenditures	$	4,642	$	21,776
Acquisitions of investment properties	$	-	$	49,471
Disposal of investment properties	$	(737)	$	(3,025)
Fair value adjustment - investment properties	$	14,829	$	42,045
Total investment properties, end of period	$	899,044	$	880,310

Investment Property Valuation

A significant increase (decrease) in estimated rents or occupancy rates, per annum in isolation would result in a significantly higher (lower) fair value. A significant increase (decrease) in capitalization rate estimates in isolation would result in significantly lower (higher) fair value. The REIT used a combination of internal valuation methodologies and external appraisals to value the investment properties as March 31, 2024 and December 31, 2023. 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. The REIT uses these appraisals along with, other market data, as part of the internal valuation methodology when determining fair value.

The high, low, and overall weighted average of the capitalization rates applicable to the community portfolio are set out below along with the impact of a 25 basis-point increase or (decrease) in the weighted average capitalization rate on the carrying value of investment properties in a dollar and percentage terms:

	As at March 31, 2024		As at December 31, 2023	
Capitalization Rates of Investment Properties				
High	9.00	%	9.00	%
Low	4.50	%	4.50	%
Weighted Average	4.90	%	4.92	%
% Change				
+0.025	4.97	%	4.95	%
-0.025	(5.38)	%	(5.37)	%
$ Change				
+0.025	$42,178		$41,224	
-0.025	($45,655)		($44,663)	

Amounts in Thousands of US Dollars (except for per unit amounts)

Cash Flows

The REIT held cash and cash equivalents of $17,876 as at March 31, 2024. The changes in cash flows are as follows:

	For the three months ended March 31, 2024	For the three months ended March 31, 2023
Cash provided by operating activities	$ 9,737	$ 9,079
Cash provided by financing activities	$ 4,347	$ 3,093
Cash (used in) investing activities	$ (4,022)	$ (4,217)
Change in cash and cash equivalents during the period	$ 10,062	$ 7,955

Operating activities for the three months ended March 31, 2024

Operating activities for the period generated a net cash inflow of $9,737 ($9,079 inflow for the three months ended March 31, 2023). This cash flow from operating activities was largely driven by cash inflows from normal business operations (net income adjusted for non-cash items and financing or investing activities).

Financing activities for the three months ended March 31, 2024

Financing activities for the period generated a net cash inflow of $4,347 ($3,093 inflow for the three months ended March 31, 2023). This was largely driven by a net increase in proceeds from the Refinance and Repayment. These inflows were offset by paying $10,000 on the Line of Credit, as well as debt settlement expenses of $2,060 (reduced by the amortization of financing costs associated with the Refinance and Repayment).

Investing activities for the three months ended March 31, 2024

Investing activities for the period resulted in a net cash outflow of $4,022 ($4,217 outflow for the three months ended March 31, 2023). This was driven by capital expenditures on investment properties during the three months ended March 31, 2024.

Transactions with Related Parties

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 condensed consolidated interim financial statements include the following related party transactions:

- 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 three months ended March 31, 2024, interest revenue, included in other (income) on the consolidated statements of net income and comprehensive income, was $53 ($47 for the three months ended March 31, 2023).
- 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.
- Payroll and benefits include $941 incurred to key management personnel during the three months ended March 31, 2024, which includes short-term employee payroll and benefits, and RUs ($727 for the three months ended March 31, 2023).
- For the three months ended March 31, 2024, the REIT billed Empower a total of $502, of which $469 was payroll and benefits, $28 was management fees, and $5 was other miscellaneous items, respectively ($425; $382; $34; $9, respectively, for the three months ended March 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), on the consolidated statements of net income and comprehensive income. As at March 31, 2024 and December 31, 2023, the REIT had a receivable, included in tenant and other receivables, net, from Empower of $515 and $279, respectively.

Amounts in Thousands of US Dollars (except for per unit amounts)

- For the three months ended March 31, 2024 and 2023, the REIT was billed for services provided by related parties that included HVAC, paving/concrete repair and landscape services. As at March 31, 2024 and December 31, 2023, the REIT had total accounts payable and accrued liabilities due to related parties of $248 and $793, respectively.

Company Name	Ownership & Control	Description of Services	For the three months ended March 31, 2024	For the three months ended March 31, 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.	$151	$49
BG3	100% owned by the brother of the REIT's CEO.	Provides landscaping services to properties.	$204	$105
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.	$1,161	$1,228
		Total	**$1,516**	**$1,382**

The increase in spending, versus the comparable period, with Call Now HVAC and BG3 is the result of increased costs for HVAC replacement and repair on homes in the rental fleet , as well as, solar light installations, respectively.

Management believes these related party transactions were done on commercial terms normally attainable from third parties.

Critical Accounting Estimates and Assumptions

Management makes estimates and assumptions concerning the future. The resulting accounting estimates may differ from actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial period are outlined below.

Investment properties

A property is determined to be an investment property when it is held either to earn rental income, capital appreciation or for both. Investment properties include land, buildings, land improvements, and building improvements. The REIT used a combination of internal valuation methodologies and external appraisals to value the investment properties. The estimated fair value of the investment properties was determined using the direct capitalization income method. The direct capitalization method analyzes the relationship of one year's NOI to total property value. The NOI is capitalized at a rate that implicitly considers expected growth in cash flow and growth in property 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.

A significant increase (decrease) in estimated rents or occupancy rates, per annum in isolation would result in a significantly higher (lower) fair value. A significant increase (decrease) in capitalization rate estimates in isolation would result in significantly lower (higher) fair value.

Changes in Accounting Policies

There have been no changes to significant accounting policies from the Annual MD&A but additional information is included below.

Class B Units and RUs

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 on the condensed consolidated interim statement of financial position and has been applied retrospectively to the comparative period.

Financial instruments

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:

- Measured at amortized cost
- Measured at fair value through profit or loss ("FVTPL")
- 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:

- Held within a business model whose objective is to hold assets to collect contractual cash flows; and
- 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 amortized 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	Amortized cost
Mortgages payable, net	Amortized cost
Class B Units	FVTPL
RUs	FVTPL
DTUs	FVTPL

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.

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.

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.

Disclosure Controls and Internal Controls Over Financial Reporting

There have been no changes in the internal control over financial reporting of the REIT during the three months ended March 31, 2024, that have materially affected, or are reasonably likely to materially affect, the REIT's internal control over financial reporting.

Management, including the Chief Executive Officer and Chief Financial Officer, does not expect that control systems of the REIT will prevent or detect all errors and all fraud or will be effective under all potential future conditions. A control system is subject to inherent limitations and, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control systems objectives will be met. Further, the design of a control system must reflect that there are resource constraints, and the benefits of controls must be considered relative to their costs. Inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by individual acts of some persons, by collusion of two or more people or by management override of the controls. Due to the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. The design of any control system is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential conditions. Projections of any evaluations of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Risk and Uncertainties

The REIT faces a variety of significant and diverse risks, many of which are inherent in the business conducted by the REIT. The Annual Information Form and Annual MD&A each contain a detailed summary of risk factors pertaining to the REIT and its business. These risk factors remain unchanged during the three months ended March 31, 2024, and any new risk factors are described below. The disclosures in this MD&A are subject to the risk factors outlined in the Annual Information Form or Annual MD&A. Other risks and uncertainties that the REIT does not presently consider to be material, or of which the REIT is not presently aware, may become important factors that affect the REIT's future financial condition and results of operations. The occurrence of any of the risks discussed in the Annual Information Form could materially and adversely affect the business, prospects, financial condition, results of operations, cash flow or the ability of the REIT to make cash distributions to Unitholders or value of the Units of the REIT.