This short form prospectus is a base shelf prospectus. This short form base shelf prospectus has been filed under legislation in each of the provinces and territories of Canada that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. Unless an exemption from the prospectus delivery requirement has been granted, or is otherwise available, the legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities.

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form base shelf prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. These securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**1933 Act**") or any state securities laws and may not be offered or sold in the United States or to U.S. persons (as defined in Regulation S under the 1933 Act) except pursuant to an exemption from the registration requirements of those laws. See "Plan of Distribution".*

***Information has been incorporated by reference in this short form base shelf prospectus from documents filed with securities commissions or similar authorities in Canada**. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Secretary of Firm Capital Property Trust at 163 Cartwright Avenue, Toronto, Ontario, M6A 1V5, telephone (416) 635-0221, and are also available electronically at www.sedarplus.ca.*

SHORT FORM BASE SHELF PROSPECTUS

New Issue and Secondary Offering — June 9, 2026

FIRM CAPITAL PROPERTY TRUST

$250,000,000

Trust Units
Debt Securities
Subscription Receipts
Warrants
Units

Firm Capital Property Trust (the "**Trust**") may from time to time offer and issue the following securities: (i) trust units of the Trust ("**Trust Units**"); (ii) debt securities of the Trust ("**Debt Securities**"); (iii) subscription receipts of the Trust ("**Subscription Receipts**") exchangeable for Trust Units and/or other securities of the Trust; (iv) warrants exercisable to acquire Trust Units and/or other securities of the Trust ("**Warrants**"); and (v) securities comprised of more than one of Trust Units, Debt Securities, Subscription Receipts and/or Warrants offered together as a unit ("**Units**"), or any combination thereof having an offer price of up to $250,000,000 in aggregate (or the equivalent thereof, at the date of issue, in any other currency or currencies, as the case may be) at any time during the 25-month period that this short form base shelf prospectus (including any amendments hereto, the "**Prospectus**") remains valid. The Trust Units, Debt Securities, Subscription Receipts, Warrants and Units (collectively, the "**Securities**") offered hereby may be offered separately or together, in separate series, in amounts, at prices and on terms to be set forth in one or more prospectus supplements (each, a "**Prospectus Supplement**" and together, the "**Prospectus Supplements**"). Certain current or future holders of Securities (each, a "**Selling Securityholder**" and collectively, the "**Selling Securityholders**") may also offer and sell Securities under this Prospectus. See "*Selling Securityholders*". This Prospectus may qualify an "at-the-market distribution" as defined in National Instrument 44-102 – *Shelf Distributions* (as defined, an **ATM Distribution**) of Trust Units. However, no Selling Securityholder may sell Trust Units under an ATM Distribution.

The material specific terms of any offering of Securities will be set forth in the applicable Prospectus Supplement and may include, without limitation, where applicable: (i) in the case of Trust Units, the person offering the Trust Units (the Trust and/or the Selling Securityholders), the number of Trust Units being offered, the offering price (in the event the offering is a fixed price distribution), the manner of determining the offering price(s) (in the event the offering is not a fixed price distribution), the identity of any Selling Securityholders and any other specific terms; (ii) in the case of Debt Securities, the specific designation, aggregate principal amount, the currency or the currency unit for which the Debt Securities may be purchased, the maturity date, interest provisions, authorized denominations, offering price, covenants, events of default, any terms for redemption at the option of the Trust or the holder, any exchange or conversion terms and any other material specific terms; (iii) in the case of Subscription Receipts, the number of Subscription Receipts being offered, the offering price, the terms, conditions and procedures for the exchange of the Subscription Receipts into or for Trust Units and/or other securities of the Trust and any other specific terms; (iv) in the case of Warrants, the number of such Warrants offered, the offering price, the terms, conditions and procedures for the exercise of such Warrants into or for Trust Units and/or other securities of the Trust and any other specific terms; and (v) in the case of Units, the number of Units being offered, the offering price, the terms of the Trust Units, Debt Securities, Subscription Receipts and/or Warrants underlying the Units, and any other specific terms.

All shelf information permitted under applicable securities legislation to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus, unless an exemption from the prospectus delivery requirements has been granted. Each Prospectus Supplement will be incorporated by reference into this Prospectus as of the date of such Prospectus Supplement and only for the purposes of the distribution of the Securities covered by that Prospectus Supplement.

This Prospectus does not qualify for issuance Debt Securities, or Securities convertible or exchangeable into Debt Securities, in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to one or more underlying interests including, for example, an equity or debt security, a statistical measure of economic or financial performance including, without limitation, any currency, consumer price or mortgage index, or the price or value of one or more commodities, indices or other items, or any other item or formula, or any combination or basket of the foregoing items. This Prospectus may qualify for issuance Debt Securities, or Securities convertible or exchangeable into Debt Securities: (i) in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to published rates of a central banking authority or one or more financial institutions, such as a prime rate, or to recognized market benchmark interest rates such as CORRA (the Canadian Overnight Repo Rate Average) and/or (ii) convertible into or exchangeable for Trust Units. For greater certainty, this Prospectus does not qualify for issuance any Securities that are convertible into, or exchangeable for, securities other than those of the Trust or an affiliate thereof.

The Trust and/or the Selling Securityholders may sell the Securities to or through underwriters or dealers purchasing as principals and may also sell the Securities to one or more purchasers directly, through applicable statutory exemptions, or through agents designated by the Trust and/or the Selling Securityholders from time to time. The Securities may be sold from time to time in one or more transactions at fixed prices or not at fixed prices, such as market prices prevailing at the time of sale, prices related to such prevailing market prices or prices to be negotiated with purchasers, which prices may vary as between purchasers and during the period of distribution of the Securities. The Prospectus Supplement relating to a particular offering of Securities will identify each underwriter, dealer or agent engaged by the Trust and/or the Selling Securityholders in connection with the offering and sale of the Securities, as well as the method of distribution and the terms of the offering of such Securities, including the initial offering price (in the event the offering is a fixed price distribution), the manner of determining the offering price(s) (in the event the offering is not a fixed price distribution), the net proceeds to the Trust and/or the Selling Securityholders and, to the extent applicable, any fees, discounts or any other compensation payable to underwriters, dealers or agents and any other material terms. See "*Plan of Distribution*".

The Securities may be sold from time to time in one or more transactions at a fixed price or prices or at non-fixed prices, including sales in transactions that are deemed to be ATM Distributions, including sales made directly on the Toronto Stock Exchange ("**TSX**") or other existing trading markets for the Trust Units.

If offered on a non-fixed price basis, the Securities may be offered at market prices prevailing at the time of sale, at prices determined by reference to the prevailing price of a specified Security in a specified market or at prices to be negotiated with purchasers. If offered on a non-fixed price basis, the compensation payable to an underwriter, dealer or agent in connection, if applicable, with any such sale will be decreased by the amount, if any, by which the aggregate price paid for Securities by the purchasers is less than the gross proceeds paid by the underwriter, dealer or agent to us. The price at which the Securities will be offered and sold may vary from purchaser to purchaser and during the period of distribution.

In connection with any offering of the Securities other than an ATM Distribution (unless otherwise specified in the relevant Prospectus Supplement), the underwriters or agents may, subject to applicable law, over-allot or effect transactions that stabilize or maintain the market price of the offered Securities at a level above that which might otherwise prevail on the open market. Such transactions, if commenced, may be interrupted or discontinued at any time. A purchaser who acquires Securities forming part of the underwriters' or agents' over-allotment position acquires those Securities under any such Prospectus Supplement, regardless of whether the over-allotment position is ultimately filled through the exercise of the over-allotment option or secondary market purchases. See "*Plan of Distribution*".

No underwriter or dealer involved in an ATM Distribution under this Prospectus, no affiliate of such an underwriter or dealer and no person or company acting jointly or in concert with such an underwriter or dealer will over-allot securities in connection with such distribution or effect any other transactions that are intended to stabilize or maintain the market price of the Securities. See "*Plan of Distribution*".

The outstanding Trust Units are listed and posted for trading on the TSX under the symbol "FCD.UN". On June 8, 2026, the last trading day prior to the date of this Prospectus, the closing price per Trust Unit on the TSX was $6.75.

Unless otherwise specified in the applicable Prospectus Supplement, the Debt Securities, Subscription Receipts, Warrants and Units will not be listed on any securities exchange. There is no market through which these securities may be sold and purchasers may not be able to resell such securities purchased under this Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See *"Risk Factors".*

A return on a purchaser's investment in Trust Units is not comparable to the return on an investment in a fixed income security. The recovery of the initial investment in Trust Units by an investor is at risk, and the anticipated return on an investment is based on many performance assumptions. Although the Trust intends to make distributions of available cash to holders of Trust Units in accordance with its distribution policy, these cash distributions are not guaranteed and may be reduced or suspended at the discretion of the board of trustees of the Trust (the "**Board**"). The ability of the Trust to make distributions and the actual amount distributed will depend on numerous factors, including, among others, the financial performance of the Trust's properties, debt covenants and other contractual obligations, working capital requirements and future capital requirements, all of which are subject to a number of risks. In addition, the market value of the Trust's securities may decline if the Trust is unable to meet its cash distribution targets in the future, and that decline may be significant. It is important for a person making an investment in the Trust to consider the particular risk factors that may affect the Trust, and therefore the stability of distributions to holders of Trust Units.

A prospective purchaser should review this Prospectus and the documents incorporated by reference herein in their entirety and carefully consider the risk factors described under the heading "*Risk Factors*" herein as well as the risks described in the Trust's then-current annual information form ("AIF") and then-current annual management's discussion and analysis ("MD&A") and then-current interim MD&A, if applicable, to the extent incorporated by reference herein for the purposes of that particular offering of Securities, before purchasing Securities.

The after-tax return to an investor subject to Canadian federal income tax from an investment in Trust Units will depend, in part, on the composition for tax purposes of distributions paid by the Trust, portions of which may be fully or partially taxable or may constitute tax-deferred returns of capital (i.e., returns that initially are non-taxable but which reduce the adjusted cost base of a holder's Trust Units). Owning the Securities may subject a holder to tax in Canada. Holders should read the tax discussion, if any, in any applicable Prospectus Supplement. This Prospectus or any applicable Prospectus Supplement may not fully describe these tax consequences. Prospective purchasers of Trust

Units should consult their own tax advisors with respect to the Canadian income tax considerations in their circumstances.

The Trust is not a trust company and is not registered under applicable legislation governing trust companies as it does not carry on or intend to carry on the business of a trust company. The Trust Units are not "deposits" within the meaning of the *Canada Deposit Insurance Corporation Act* (Canada) and are not insured under the provisions of that statute or any other legislation. The Trust is an unincorporated open-ended real estate investment trust established on August 30, 2012 under the laws of the Province of Ontario pursuant to a declaration of trust dated August 30, 2012, as amended and restated as of November 20, 2012 and as further amended and restated on August 1, 2018 (collectively, the "**Declaration of Trust**"). The Trust is a "mutual fund trust" as defined in the *Income Tax Act* (Canada) (the "**Tax Act**"), but is not a "mutual fund" within the meaning of applicable Canadian securities legislation. See "*The Trust - Summary Description of the Business*".

The registered and head office of the Trust is located at 163 Cartwright Avenue, Toronto, Ontario, M6A 1V5. Geoffrey Bledin, a trustee of the Trust (a "**Trustee**"), resides outside of Canada and has appointed the Trust located at 163 Cartwright Avenue, Toronto, Ontario, M6A 1V5, as his representative agent for service of process in Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against Trustees and officers of the Trust that reside outside of Canada.

No underwriter, agent or dealer has been involved in the preparation of this Prospectus or performed any review of the contents of this Prospectus.

TABLE OF CONTENTS

	Page
ABOUT THIS SHORT FORM BASE SHELF PROSPECTUS	1
NON-IFRS FINANCIAL MEASURES	2
FORWARD-LOOKING STATEMENTS	4
DOCUMENTS INCORPORATED BY REFERENCE	5
THE TRUST	7
RECENT DEVELOPMENTS	8
USE OF PROCEEDS	9
EARNINGS COVERAGE RATIOS	9
CONSOLIDATED CAPITALIZATION	9
THE SELLING SECURITYHOLDERS	9
DECLARATION OF TRUST AND DESCRIPTION OF TRUST UNITS AND SPECIAL VOTING UNITS	10
DESCRIPTION OF DEBT SECURITIES	18
DESCRIPTION OF SUBSCRIPTION RECEIPTS	19
DESCRIPTION OF WARRANTS	19
DESCRIPTION OF UNITS	20
PLAN OF DISTRIBUTION	20
PRIOR SALES	22
TRADING PRICE AND VOLUME	22
CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS	22
RISK FACTORS	22
LEGAL MATTERS	23
AUDITORS, TRANSFER AGENT AND REGISTRAR	23
EXEMPTION	23
PURCHASERS' STATUTORY AND CONTRACTUAL RIGHTS	23
ENFORCEABILITY OF JUDGMENTS	24
CERTIFICATE OF THE TRUST	C-1

ABOUT THIS SHORT FORM BASE SHELF PROSPECTUS

An investor should rely only on the information contained in this Prospectus (including the documents incorporated by reference herein) and is not entitled to rely on parts of the information contained in this Prospectus (including the documents incorporated by reference herein) to the exclusion of others. Neither the Trust nor any Selling Securityholder has authorized anyone to provide investors with additional or different information. Neither the Trust nor any Selling Securityholder is offering to sell the Securities in any jurisdictions where the offer or sale of the Securities is not permitted. The information contained in this Prospectus (including the documents incorporated by reference herein) is accurate only as of the date of this Prospectus (or the date of the document incorporated by reference herein, as applicable), regardless of the time of delivery of this Prospectus or any sale of the Trust Units, Debt Securities, Subscription Receipts, Warrants and/or Units. The Trust's business, financial condition, results of operations and prospects may have changed since the date of this Prospectus.

Unless the context otherwise requires, all references in this Prospectus to the "Trust" refer to the Trust and its subsidiary entities on a consolidated basis; and in the case of references to matters undertaken by a predecessor in interest to the Trust or its subsidiary entities, include each such predecessor in interest. References to dollars or "$" are to Canadian currency.

References to "management" in this Prospectus means the persons acting in the capacity of the Trust's Chief Executive Officer and the Trust's Chief Financial Officer who are acting in the capacities of the executive officers of the Trust. Any statements in this Prospectus made by or on behalf of management are made in such persons' capacities as officers of the Trust and not in their personal capacities.

NON-IFRS FINANCIAL MEASURES

In this Prospectus and certain of the documents incorporated by reference herein, the Trust uses certain financial measures such as Funds From Operations ("**FFO**"), Adjusted Funds From Operations ("**AFFO**"), Net Operating Income ("**NOI**"), Indebtedness (as defined herein), Gross Book Value ("**GBV**"), Indebtedness to GBV Ratio (as defined herein) and adjusted cash provided by operating activities, which financial measures are not measures defined under International Financial Reporting Standards ("**IFRS**") as prescribed by the International Accounting Standards Board. Such measures do not have standardized meanings prescribed by IFRS and should not be compared to or construed as alternatives to profit/loss, cash flow from operating activities or other measures of financial performance calculated in accordance with IFRS. FFO, AFFO, NOI, Indebtedness, GBV, Indebtedness to GBV Ratio, and adjusted cash provided by operating activities as computed by the Trust may not be comparable to similar measures presented by other issuers.

FFO is a term used to evaluate operating performance, but is not indicative of funds available to meet the Trust's cash requirements. The Trust calculates FFO in accordance with the guidelines set out by the Real Property Association of Canada ("**RealPAC**"), as issued in February 2017 for entities adopting IFRS. FFO is defined as net income before fair value gains/losses on real estate properties, gains/losses on the disposition of real estate properties, deferred income taxes and certain other non-cash adjustments.

AFFO is a term used as a non-IFRS financial measure by most Canadian real estate investment trusts, but should not be considered as an alternative to net income, cash flow from operations or any other measure prescribed under IFRS. Unlike RealPAC, who considers AFFO to be a useful measure of net income, the Trust considers AFFO to be a useful measure of cash available for distributions. AFFO is calculated largely in accordance with the guidelines set out by RealPAC and is defined as FFO less adjustments for non-cash items such as straight-line rent, free rent and non-cash interest expense, as well as normalized capital expenditures, tenant inducements and leasing charges. However, under RealPAC, unit-based compensation expense is deducted for reporting AFFO, but the Trust adds back this expense.

NOI is a term used by industry analysts, investors, trusts and management to measure operating performance of Canadian real estate investment trusts. NOI represents rental revenue from properties less repairs and maintenance, insurance, utilities, property management, property taxes, bad debt and other property operating costs. NOI excludes certain expenses included in the determination of net income such as interest, amortization, corporate overhead and taxes.

Net income (loss) before other income (expenses) and income taxes is a measure that the Trust uses in order to present the key operations and administration of the Trust, excluding special items. Items that are excluded from this total and are presented in other income include transaction costs, fair value adjustments of investment properties and gain (loss) on dispositions.

"**Indebtedness**" is a measure of the amount of leverage utilized by the Trust (without duplication) on a consolidated basis:

(a) any obligation of the Trust for borrowed money (other than the impact of any net discount or premium on Indebtedness at the time assumed from vendors of properties at rates of interest less or greater than, respectively, fair value and any undrawn amounts under any acquisition or operating facility);

(b) any obligation of the Trust (other than the impact of any net discount or premium on Indebtedness at the time assumed from vendors of properties at rates of interest less or greater than, respectively, fair value and any undrawn amounts under any acquisition or operating facility) incurred in connection with the acquisition of property, assets or businesses other than the amount of future income tax liability arising out of indirect acquisitions;

(c) any obligation of the Trust issued or assumed as the deferred purchase price of property;

(d) any capital lease obligation of the Trust; and

(e) any obligation of the type referred to in paragraphs (a) through (d) of another person, the payment of which the Trust has guaranteed or for which the Trust is responsible for or liable, other than such an obligation in connection with a property that has been disposed of by the Trust for which the purchaser has assumed such obligation and provided the Trust with an indemnity or similar arrangement therefor;

provided that: (i) for the purposes of paragraphs (a) through (d), an obligation (other than convertible debentures) will constitute Indebtedness only to the extent that it would appear as a liability on the consolidated balance sheet of the Trust in accordance with generally accepted accounting principles (GAAP); (ii) obligations referred to in subsections (a) through (c) exclude trade accounts payables, security deposits, distributions payable to holders of one or more Trust Units or Special Voting Units and accrued liabilities arising in the ordinary course of business; (iii) convertible debentures will constitute Indebtedness to the extent of the principal amount thereof outstanding; and (iv) Trust Units and exchangeable securities will not constitute Indebtedness.

"**Indebtedness to GBV Ratio**" is a compliance measure in the Declaration of Trust and establishes the limit of financial leverage for the Trust. Management considers this non-IFRS measure to be an important measure of the Trust's financial position.

The foregoing terms, including FFO, AFFO, NOI and Indebtedness to GBV Ratio, should not be construed as alternatives to net income or cash flow from operating activities determined in accordance with IFRS. FFO, AFFO and NOI are not intended to represent operating profits for the period, or from a property, nor should any of these measures be viewed as an alternative to net income, cash flow from operating activities or other measures of financial performance calculated in accordance with IFRS. Readers should be further cautioned that the foregoing terms, including FFO, AFFO, NOI and Indebtedness to GBV Ratio, as calculated by the Trust may not be comparable to similar measures presented by other issuers.

Adjusted cash provided by operating activities measures the amount of cash provided by operating activities less interest expense. Management considers this non-IFRS measure to be an important measure of the Trust's operating performance.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Prospectus and the documents incorporated by reference herein constitute "forward-looking information", as such term is defined under applicable securities laws. Such information relates to future events or future performance and reflects management's expectations and assumptions regarding the growth, results of operations, performance and business prospects and opportunities of the Trust. Such forward-looking information reflects management's current beliefs and is based on information currently available to management of the Trust as well as a number of assumptions that management believed were reasonable on the day such forward-looking information was presented. Refer, in particular, to the relevant sections of the documents incorporated by reference, for a discussion of certain assumptions management has made in presenting forward-looking information, which sections are incorporated by reference herein. In some cases, forward-looking information can be identified by terminology such as "may", "will", "might", "could", "would", "should", "likely", "expect", "plan", "anticipate", "intend", "believe", "estimate", "predict", "potential", "continue" or the negative of these terms or other similar expressions concerning matters that are not historical facts. In particular, information regarding the Trust's future operating results and economic performance is forward-looking information. A number of factors could cause actual events or results to differ materially from the events and results discussed in the forward-looking information.

Forward-looking statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and other uncertain events. Forward-looking statements, by their nature, are based on assumptions, including those described below, and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to differ materially from those expressed in the forward-looking statements. Any forecasts or forward-looking predictions or statements cannot be relied upon due to, among other things, changing external events and general uncertainties of the business. Results indicated in forward-looking statements may differ materially from actual results for a number of reasons, including without limitation, risks associated with changes and proposed changes in the tax treatment of real estate investment trusts, real property ownership, availability of cash flow, restrictions on redemption, general uninsured losses, future property acquisitions, environmental matters, tax related matters, debt financing, potential conflicts of interest, potential dilution, reliance on key personnel, changes in legislation, operating risk, energy costs, hedging, insurance, capital investments, indebtedness, interest rate hedging, taxation, harmonization of federal goods and services, real estate values, interest rate fluctuations, unitholder liability, liquidity and price fluctuation of Trust Units, distributions, participation in the Trust's distribution reinvestment plan (the "**DRIP**"), and general economic conditions. Material factors or assumptions that were applied in drawing a conclusion or making an estimate set out in the forward-looking information include, without limitation, that there is not a significant decline in the value of the general real estate market, that interest rates remain relatively stable, that adequate investment opportunities are presented to the Trust and that adequate bank indebtedness and bank loans are available to the Trust, including, without limitation, for refinancing existing indebtedness, as well as the factors identified throughout this short form prospectus and in particular, the "*Risk Factors*" section of this short form prospectus. The forward-looking statements contained in this short form prospectus represent the Trust's expectations as of the date of this short form prospectus, and are subject to change after such date.

While the Trust believes that the expectations reflected in the forward-looking statements contained in this Prospectus, and in the documents incorporated by reference herein, are reasonable, no assurance can be given that these expectations will prove to be correct, and such forward-looking statements included, or incorporated by reference, in such documents should not be unduly relied upon. These statements speak only as of the date of this Prospectus or as of the date specified in the documents incorporated by reference herein, as the case may be. Except as required by law, the Trust does not assume any obligation to update the aforementioned forward-looking statements. The Trust's actual results could differ materially from those anticipated in the aforementioned forward-looking statements, as applicable, including as a result of the risk factors set forth elsewhere in this Prospectus and in the Trust's filings with Canadian securities regulatory authorities which are available under the Trust's profile on the System for Electronic Data Analysis and Retrieval + ("**SEDAR+**") at *www.sedarplus.ca*.

All forward-looking information in this Prospectus and in the documents incorporated by reference is qualified in its entirety by the above cautionary statements.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with the securities commissions or similar regulatory authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Secretary of the Trust at 163 Cartwright Avenue, Toronto, Ontario, M6A 1V5, telephone (416) 635-0221, and are also available electronically under the Trust's profile on SEDAR+ at www.sedarplus.ca.

As of the date hereof, the following documents, filed with the various securities commissions or similar authorities in each of the provinces and territories of Canada, are specifically incorporated by reference into and form an integral part of this Prospectus:

(a) the audited consolidated financial statements of the Trust as at and for the years ended December 31, 2025 and December 31, 2024, together with the notes thereto and the auditors' report thereon;

(b) the MD&A of the Trust as at and for the year ended December 31, 2025;

(c) the AIF of the Trust dated March 18, 2026 for the year ended December 31, 2025 (the "**Current AIF**");

(d) the management information circular dated May 4, 2026 relating to the Trust's annual and special meeting of unitholders to be held on June 23, 2026 (the "**Circular**");

(e) the unaudited condensed consolidated interim financial statements of the Trust as at March 31, 2026 and March 31, 2025 and for the three-month period then ended and the notes thereto (the "**Interim Financial Statements**"); and

(f) the MD&A of the Trust as at and for the three months ended March 31, 2026.

Documents referenced in any of the documents incorporated by reference in this Prospectus but not expressly incorporated by reference therein or herein and not otherwise required to be incorporated by reference therein or in this Prospectus are not incorporated by reference in this Prospectus.

All material change reports (excluding confidential material change reports), annual information forms, annual financial statements and the auditors' report thereon and related MD&A, interim financial statements and related MD&A, information circulars, business acquisition reports, any news release issued by the Trust that specifically states it is to be incorporated by reference in this Prospectus and any other documents as may be required to be incorporated by reference herein under applicable Canadian securities laws which are filed by the Trust with a securities commission or any similar authority in Canada after the date of this Prospectus, during the 25-month period this Prospectus remains valid, shall be deemed to be incorporated by reference into this Prospectus.

Certain "marketing materials" (as that term is defined in applicable securities legislation in Canada) may be used in connection with a distribution of Securities under this Prospectus and any applicable Prospectus Supplement. Any "template version" of the "marketing materials" (as those terms are defined in applicable securities legislation in Canada) pertaining to a distribution of Securities and filed by the Trust after the date of the applicable Prospectus Supplement for the offering and before termination of the distribution of such Securities, will be deemed to be incorporated by reference in such Prospectus Supplement for the purposes of the distribution of Securities to which the Prospectus Supplement pertains.

Upon a new interim financial report and related MD&A of the Trust being filed with the applicable securities regulatory authorities during the currency of this Prospectus, the previous interim financial report and related MD&A of the Trust most recently filed shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder. Upon new annual financial statements and related MD&A of the Trust being filed with the applicable securities regulatory authorities during the currency of this Prospectus, the previous annual financial statements and related MD&A and the previous interim financial report and related MD&A

of the Trust most recently filed shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder.

Upon a new AIF of the Trust being filed with the applicable securities regulatory authorities during the currency of this Prospectus, notwithstanding anything herein to the contrary, the following documents shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder: (i) the previous AIF; (ii) material change reports filed by the Trust prior to the end of the financial year in respect of which the new AIF is filed; (iii) business acquisition reports filed by the Trust for acquisitions completed prior to the beginning of the financial year in respect of which the new AIF is filed; and (iv) any information circular of the Trust filed prior to the beginning of the Trust's financial year in respect of which the new AIF is filed. Upon a new management information circular prepared in connection with an annual general meeting of the Trust being filed with the applicable securities regulatory authorities during the currency of this Prospectus, the previous management information circular prepared in connection with an annual general meeting of the Trust shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder.

A Prospectus Supplement containing the specific variable terms in respect of an offering of the Securities will be delivered to purchasers of such Securities together with this Prospectus, unless an exemption from the prospectus delivery requirements has been granted or is otherwise available, and will be deemed to be incorporated by reference into this Prospectus as of the date of such Prospectus Supplement only for the purposes of the offering of the Securities covered by such Prospectus Supplement.

Notwithstanding anything herein to the contrary, any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of this Prospectus, to the extent that a statement contained herein or in any other subsequently filed document incorporated or deemed to be incorporated by reference herein modifies or supersedes such prior statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall thereafter neither constitute, nor be deemed to constitute, a part of this Prospectus, except as so modified or superseded.

THE TRUST

Summary Description of the Business

Overview

The Trust is an unincorporated, open-ended real estate investment trust established under, and governed by, the laws of the Province of Ontario pursuant to the Declaration of Trust. The Trust Units are listed for trading on the TSX under the symbol "FCD.UN". The registered and head office of the Trust is located at 163 Cartwright Avenue, Toronto, Ontario, M6A 1V5.

The Trust has been formed to create long-term value for Unitholders through: (i) disciplined investing and capital preservation, and (ii) sustainable distributable income. The Trust's objective is to own, both independently and with co-owners, a diversified real estate portfolio consisting of the following real estate asset classes:

Industrial & Flex Industrial

These types of buildings are of a size and configuration that can accommodate the diverse needs of a broad range of tenants. Management's focus on this asset class is due to the extensive tenant diversification that can be achieved and the relatively high yields that this asset class is capable of generating in the current market environment.

Retail

The Trust intends on continuing to target retail assets anchored by leading national and/or credit-worthy tenants under long-term lease contracts.

Multi-Residential

Multi-residential real estate (i.e., low-rise and high-rise apartment buildings, townhouses and manufactured home communities) typically has the following characteristics: (i) lease terms of one year or less; (ii) wide, diverse tenant bases; (iii) stronger tenant demand for space; and (iv) lower operating costs. In addition, low-rise and high-rise apartment buildings, townhouses and manufactured home communities are less likely to undergo a valuation correction in the event of a decline in the economy. For these reasons, the multi-residential real estate is typically deemed to be more defensive in nature than commercial real estate.

Manufactured Home Communities

Manufactured Home Communities ("**MHCs**") are communities of prefabricated housing affixed to a land site designed to hold this type of housing. The Trust owns the land and infrastructure supporting each community and leases the lots to the tenants, who own their own homes and pay the Trust rent. In addition to lot rent, the tenant may have a mortgage payment to a financial institution for their home. The homeowner is responsible for property taxes based on the assessed value of their home, and the Trust is responsible for the property tax related to the land.

MHCs require less recurring capital investment and generally deliver a more predictable and stable cash flow than apartments. MHC homeowners are responsible for the repair, maintenance and operating costs for their homes, which removes many variable costs that are borne by the Trust for apartments. MHCs enjoy a stable tenant base, with consistently strong occupancy rates. Should a tenant choose to leave a community, they typically sell their home and it remains on the site, and rent collection continues uninterrupted from the new homeowner, who the Trust approves as part of the sale process.

Management believes that the Trust offers Unitholders the following:

Experienced Management

Management has the requisite range of experience required in managing a diverse portfolio of real estate. The Trust's executive officers have significant experience in Canada successfully managing multi-tenant residential, multi-tenant industrial, office, MHCs and retail real estate assets. In addition, management has significant corporate finance, accounting and underwriting experience relating to the Canadian real estate industry.

Capabilities Across Multiple Asset Classes

The Trust benefits from management's proven ability to manage, develop, finance and acquire properties across multiple asset classes. Additionally, management is able to leverage an integrated management information system to effectively manage properties across these various asset classes. Diversification across varied asset classes is expected to reduce the Unitholders' risk exposure to market fluctuations in any one asset class.

Managed Asset Class Diversification

The Trust acquires and manages properties in the multi-tenant residential, multi-tenant and single tenant industrial, net lease convenience & standalone retail, MHCs and core service provider/healthcare professional office asset classes, across Canada. Management believes that greater portfolio diversification in terms of tenant, property, asset class and geographic footprint will reduce portfolio risk.

Stable General and Administrative Expenses that are Linked to Actual Costs

The external management platform provides the Trust with known costs, and the efficiencies of an external asset and property management platform.

See "*Objectives & Strategies*", "*General Development of the Trust*", "*Business of the Trust*" and "*Investment Guidelines & Operating Policies*" in the Current AIF for a detailed description of the business of the Trust and its investment strategy.

Consistent with the Trust's past practices and in the normal course of business, the Trust is engaged in discussions with respect to possible acquisitions of new properties and dispositions of existing properties in its portfolio. However, there can be no assurance that these discussions or agreements will result in acquisitions or dispositions or, if they do, what the final terms or timing of such acquisitions or dispositions would be. The Trust expects to continue current discussions and actively pursue acquisition, investment and disposition opportunities.

RECENT DEVELOPMENTS

On April 6, 2026, the Trust announced that it has entered into binding agreements to purchase a 50% interest in a 10 property, 1,649 site MHC located in Alberta and Saskatchewan for a purchase price of $218 million (100% ownership), excluding transaction costs, plus a 50% interest in one additional MHC comprised of 103 MHC sites located in Alberta for a purchase price of $8.5 million (100% ownership), excluding transaction costs (collectively the "**MHC Properties**"). The total purchase price for all 11 MHCs is $226.5 million (100% ownership), excluding transaction costs, and will consist of 1,752 MHC sites. The Trust is purchasing the MHC Properties through its existing joint venture arrangement with SunPark Communities, LP ("**SunPark**"), such that the Trust will own 50% of the MHC Properties and SunPark the remaining 50%. In addition to the MHC Properties, 151 park-owned homes and 192 chattel mortgages are being acquired that will provide additional cash flow streams to the Trust. As of the date of this Prospectus, closing of the acquisition of the MHC Properties is expected in Q2 2026, but remains subject to customary closing conditions and to receipt of all applicable legal and regulatory approvals, including approval from the Canadian Competition Bureau. See "*Forward-Looking Statements*".

USE OF PROCEEDS

The use of proceeds of the sale of each series of Securities will be described in the Prospectus Supplement relating to the specific offering and issuance of Securities. The Trust will not receive any proceeds from any sales of Securities by any Selling Securityholder pursuant to a secondary offering.

The total amount specified to be raised under this Prospectus represents the Trustees' reasonable assessment of the Trust's financial requirements over the term of the Prospectus. This assessment is based upon the Trust's strategic objectives, which include evaluating and pursuing potential acquisitions, investments, and other strategic transactions to increase the size of the Trust over such period. There is no assurance that such strategic objectives will be realized, or that any specific potential transaction currently under consideration or identified in the future will be completed, over the term of the Prospectus or at all. Attainment of such objectives is subject to a number of assumptions and risks, including prevailing real estate market conditions, capital market conditions, and the ability to satisfy conditions precedent in respect of potential transactions.

EARNINGS COVERAGE RATIOS

Earnings coverage ratios will be provided in the applicable Prospectus Supplement(s) with respect to any offering and sale of Debt Securities with a term to maturity in excess of one year pursuant to this Prospectus.

CONSOLIDATED CAPITALIZATION

Other than as described in this Prospectus and the documents incorporated by reference herein, there have been no material changes in the equity or loan capital structure of the Trust since March 31, 2026, the date of the Interim Financial Statements.

The applicable Prospectus Supplement will describe any material change, and the effect of such material change, on the share and loan capitalization of the Trust that will result from the issuance of Securities pursuant to such Prospectus Supplement.

THE SELLING SECURITYHOLDERS

Securities may be sold under this Prospectus by way of secondary offering by or for the account of one or more Selling Securityholders. However, no Selling Securityholder may sell Trust Units under an ATM Distribution. The Prospectus Supplement that the Trust will file in respect of, or including, any offering of Securities by one or more Selling Securityholders will include the following information, to the extent required by applicable securities laws:

- the name of each Selling Securityholder;
- the number or amount of Securities owned, controlled or directed by each Selling Securityholder;
- the number or amount of Securities being distributed for the account of each Selling Securityholder;
- the number or amount of Securities to be owned, controlled or directed by each Selling Securityholder after the distribution and the percentage that number or amount represents of the total number of the Trust's outstanding Securities;
- whether the Securities are owned by the Selling Securityholder(s) both of record and beneficially, of record only, or beneficially only;
- if any Selling Securityholder purchased any of the Securities held by it in the two years preceding the date of the Prospectus Supplement, the date or dates such Selling Securityholder acquired the Securities;
- if the Selling Securityholder(s) acquired any Securities in the 12 months preceding the date of the applicable Prospectus Supplement, the cost thereof to the Selling Securityholder in the aggregate and on an average cost-per-security basis; and
- all other information that is required to be included in the applicable Prospectus Supplement.

To the extent that any Selling Securityholder is resident outside of Canada, (i) such Selling Securityholder will file a non-issuer's submission to jurisdiction form with the corresponding Prospectus Supplement, and (ii) the "Selling Securityholders" section of such corresponding Prospectus Supplement will include the disclosure required by Item 1.11 of Form 44-101F1 – *Short Form Prospectus*.

DECLARATION OF TRUST AND DESCRIPTION OF TRUST UNITS AND SPECIAL VOTING UNITS

The following is a summary of the material attributes and characteristics of the Declaration of Trust, the Trust Units and the Special Voting Units (as defined herein). This summary does not purport to be complete and is subject to, and qualified in its entirety by reference to, the terms of the Declaration of Trust, which is available electronically under the Trust's profile on SEDAR+ at www.sedarplus.ca.

General

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

Although the Trust is a "mutual fund trust" as defined in the Tax Act, the Trust is not a "mutual fund" as defined by applicable securities legislation. The Trust is not a trust company and is not registered under applicable legislation governing trust companies as it does not carry on or intend to carry on the business of a trust company. The Trust Units are not "deposits" within the meaning of the *Canada Deposit Insurance Corporation Act* (Canada) and are not insured under the provisions of that statute or any other legislation.

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

Trust Units and Special Voting Units

The Trust is authorized to issue an unlimited number of Trust Units and an unlimited number of non-participating special voting units in the capital of the Trust ("**Special Voting Units**" and collectively with the Trust Units, the "**Voting Units**"). Issued and outstanding Voting Units may be subdivided or consolidated from time to time by the Trustees without the approval of the holders thereof. 36,925,682 Trust Units and no Special Voting Units were issued and outstanding as at June 8, 2026.

Trust Units

Trust Units have no preference or priority over one another. No holder of Trust Units has, or is deemed to have, any right of ownership of any of the assets of the Trust. Each Trust Unit represents a holder's proportionate undivided beneficial ownership interest in the Trust and confers the right to one vote at any meeting of the holders of Voting Units (the "**Unitholders**") and to participate *pro rata* in any distributions by the Trust, whether of net income, net realized capital gains of the Trust or other amounts and, in the event of termination or winding-up of the Trust, in the net assets of the Trust remaining after satisfaction of all liabilities. Trust Units are fully-paid and non-assessable when issued (unless issued on an instalment basis) and are transferable. The Trust Units are redeemable at the holder's option, as described below under "*Declaration of Trust and Description of Trust Units and Special Voting Units - Redemption Right*" and the Trust Units have no other conversion, retraction, redemption or pre-emptive rights. On any consolidation, any fractional Trust Units, if any, will not be issued but rather rounded down to the nearest whole Trust Unit.

Special Voting Units

Special Voting Units have no economic entitlement in the Trust or in the distributions or assets of the Trust but entitle the holder to one vote per Special Voting Unit at any meeting of Unitholders. Special Voting Units may only be issued in connection with or in relation to securities exchangeable into Trust Units, including the limited partner units of Firm Capital Property Limited Partnership (the "**Partnership Units**"), for the purpose of providing voting rights with respect to the Trust to the holders of such securities. The Special Voting Units are issued in conjunction with the Partnership Units to which they relate, and are evidenced only by the certificates representing such Partnership Units. Special Voting Units are not transferable separately from the exchangeable securities to which they are attached and are automatically transferred upon the transfer of such exchangeable securities. Each Special Voting Unit entitles the holder thereof to that number of votes at any meeting of Unitholders that is equal to the number of Trust Units that may be obtained upon the exchange of the exchangeable security to which such Special Voting Unit is attached. Upon the exchange or surrender of a Partnership Unit for a Trust Unit, the Special Voting Unit attached to such Partnership Unit will automatically be redeemed and cancelled for no consideration without any further action of the Trustees, and the former holder of such Special Voting Unit will cease to have any rights with respect thereto.

Meetings of Unitholders

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

A meeting of Unitholders may be convened at any time and for any purpose by the Trustees and must be convened, except in certain circumstances, if requisitioned in writing by the holders of not less than 10% of the aggregate Voting Units then outstanding. A requisition must state in reasonable detail the business proposed to be transacted at the meeting. Unitholders have the right to obtain a list of Unitholders to the same extent and upon the same conditions as those which apply to shareholders of a corporation governed by the CBCA.

Unitholders may attend and vote at all meetings of Unitholders either in person or by proxy, and a proxyholder need not be a Unitholder. Two or more persons present in person or represented by proxy representing in the aggregate not less than 5% of the total number of outstanding Voting Units on the record date for the meeting will constitute a quorum for the transaction of business at all such meetings.

Holders of Special Voting Units have an equal right to be notified of, attend and participate in meetings of Unitholders on the same basis as holders of Trust Units.

Redemption Right

A Unitholder may at any time demand redemption of some or all of its Voting Units by delivering to the Trust a duly completed and properly executed notice requiring redemption in a form satisfactory to the Trustees, together with written instructions as to the number of Voting Units to be redeemed. Upon receipt of the redemption notice by the Trust, all rights to and under the Voting Units tendered for redemption shall be surrendered and the holder thereof will be entitled to receive a price per Voting Unit (the "**Redemption Price**") equal to the lesser of:

(a) 90% of the Market Price (as defined herein) of the Voting Units calculated as of the date on which the Voting Units were surrendered for redemption (the "**Redemption Date**"); and

(b) 100% of the Closing Market Price (as defined herein) on the Redemption Date.

For purposes of this calculation, the "**Market Price**" of a Voting Unit as at a specified date will be:

(a) an amount equal to the weighted average trading price of a Voting Unit on the principal exchange or market on which the Voting Units are listed or quoted for trading during the period of ten consecutive trading days ending on such date;

(b) an amount equal to the weighted average of the Closing Market Prices of a Voting Unit on the principal exchange or market on which the Voting Units are listed or quoted for trading during the period of ten consecutive trading days ending on such date, if the applicable exchange or market does not provide information necessary to compute a weighted average trading price; or

(c) if there was trading on the applicable exchange or market for fewer than five of the ten trading days, an amount equal to the simple average of the following prices established for each of the ten consecutive trading days ending on such date: the simple average of the last bid and last asking price of the Voting Units for each day on which there was no trading; the closing price of the Voting Units for each day that there was trading if the exchange or market provides a closing price; and the simple average of the highest and lowest prices of the Voting Units for each day that there was trading, if the market provides only the highest and lowest prices of Voting Units traded on a particular day.

The "**Closing Market Price**" of a Voting Unit for the purpose of the foregoing calculations, as at any date will be:

(a) an amount equal to the weighted average trading price of a Voting Unit on the principal exchange or market on which the Voting Units are listed or quoted for trading on the specified date if the principal exchange or market provides information necessary to compute a weighted average trading price of the Voting Units on the specified date;

(b) an amount equal to the closing price of a Voting Unit on the principal market or exchange if there was a trade on the specified date and the principal exchange or market provides only a closing price of the Voting Units on the specified date;

(c) an amount equal to the simple average of the highest and lowest prices of the Voting Units on the principal market or exchange, if there was trading on the specified date and the principal exchange or market provides only the highest and lowest trading prices of the Voting Units on the specified date; or

(d) the simple average of the last bid and last asking prices of the Voting Units on the principal market or exchange, if there was no trading on the specified date.

If, at the relevant time, Voting Units are not listed or quoted for trading in a public market, the Redemption Price will be the fair market value of the Voting Units, which will be determined by the Trustees in their sole discretion.

The aggregate Redemption Price payable by the Trust in respect of any Voting Units surrendered for redemption during any calendar month will be satisfied by way of cheque, in Canadian dollars, and drawn on a Canadian chartered bank or a trust company on or before the last day of the calendar month immediately following the month in which the Voting Units were tendered for redemption, provided that the entitlement of Unitholders to receive cash upon the redemption of their Voting Units is subject to the limitations that: (i) the total amount payable by the Trust in respect of such Voting Units and all other Voting Units tendered for redemption in the same calendar month must not exceed $50,000 (the "**Monthly Limit**") (provided that such limitation may be waived at the discretion of the Trustees in respect of all Voting Units tendered for redemption in such calendar month); (ii) at the time such Voting Units are tendered for redemption, the outstanding Voting Units must be listed for trading on the TSX or traded or quoted on any other stock exchange or market which the Trustees determine, in their sole discretion, provides representative fair market value prices for the Voting Units; and (iii) the normal trading of Voting Units is not suspended or halted on any stock exchange on which the Voting Units are listed (or, if not listed on a stock exchange, in any market where the Voting Units are quoted for trading) on the Redemption Date or for more than five trading days during the ten-day trading period commencing immediately after the Redemption Date.

To the extent that a holder of Voting Units is not entitled to receive cash upon the redemption of Voting Units as a result of the Monthly Limit, the portion of the Redemption Price per Voting Unit equal to the Monthly Limit divided by the number of Voting Units tendered for redemption in the month shall be paid and satisfied by way of cheque, in Canadian dollars, and drawn on a Canadian chartered bank or a trust company, and the remainder of the Redemption Price per Voting Unit shall be paid and satisfied by way of a distribution *in specie* to such Unitholder of Subsidiary Notes (as defined herein) having a fair market value equal to the product of: (i) the remainder of the Redemption Price per Voting Unit of the Voting Units tendered for redemption; and (ii) the number of Voting Units tendered by such Unitholder for redemption. To the extent a holder of Voting Units is not entitled to receive cash upon the redemption of Voting Units as a result of the limitations described at (ii) or (iii) of the foregoing paragraph, then the Redemption Price per Voting Unit shall be paid and satisfied by way of a distribution *in specie* of Subsidiary Notes having a fair market value determined by the Trustees equal to the product of: (i) the Redemption Price per Voting Unit of the Voting Units tendered for redemption; and (ii) the number of Voting Units tendered by such holder of Voting Units for redemption. No Subsidiary Notes in integral multiples of less than $100 will be distributed and, where Subsidiary Notes to be received by a Unitholder includes a multiple less than that number, the number of Subsidiary Notes shall be rounded to the next lowest integral multiple of $100 and the balance shall be paid in cash. The Redemption Price payable as described in this paragraph in respect of Voting Units tendered for redemption during any month shall be paid by the transfer to or to the order of the Unitholder who exercised the right of redemption, of the Subsidiary Notes, if any, and the cash payment, if any, on or before the last day of the calendar month immediately following the month in which the Voting Units were tendered for redemption. Payments by the Trust as described in this paragraph are conclusively deemed to have been made upon the mailing of certificates representing the Subsidiary Notes, if any, and a cheque, if any, by registered mail in a postage prepaid envelope addressed to the former Unitholder and/or any party having a security interest and, upon such payment, the Trust shall be discharged from all liability to such former Unitholder and any party having a security interest in respect of the Trust Units so redeemed. The Trust shall be entitled to all accrued interest, paid or unpaid, on the Subsidiary Notes, if any, on or before the date of distribution *in specie* as described in this paragraph. Any issuance of Subsidiary Notes will be subject to receipt of all necessary regulatory approvals, which the Trust shall use reasonable commercial efforts to obtain forthwith.

It is anticipated that the redemption right described above will not be the primary mechanism for Unitholders to dispose of their Voting Units. Subsidiary Notes which may be distributed to Unitholders in connection with a redemption will not be listed on any exchange, no market is expected to develop in Subsidiary Notes and such securities may be subject to an indefinite "hold period" or other resale restrictions under applicable securities laws. Subsidiary Notes so distributed may not be qualified investments for first home savings accounts, registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts (in each case, within the meaning of the Tax Act), depending upon the circumstances at the time.

For the purpose of the foregoing, "**Subsidiary Notes**" means promissory notes of a subsidiary of the Trust having a maturity date, determined at the time of issuance, of not more than five years, bearing interest at a market rate determined by the Trustees at the time of issuance.

Repurchase of Voting Units

The Trust is entitled to purchase for cancellation at any time the whole or from time to time any part of the outstanding Voting Units, at a price per Voting Unit and on a basis determined by the Trustees in compliance with all applicable securities laws or the rules or policies of any applicable stock exchange.

Nomination of Trustees by Firm Capital Realty Partners

The Declaration of Trust grants Firm Capital Realty Partners the right to nominate two Trustees to the Board, as long as it is the trust asset manager of the Trust under the trust asset management agreement.

Take-Over Bids

The Declaration of Trust contains provisions to the effect that if a take-over bid or issuer bid is made for Voting Units within the meaning of the *Securities Act* (Ontario) and not less than 90% of the Voting Units (other than Voting Units held at the date of the take-over bid by or on behalf of the offeror or associates or affiliates of the offeror) are taken up and paid for by the offeror, the offeror will be entitled to acquire the Voting Units held by Unitholders who do not accept the offer, either on the terms offered by the offeror or, at the option of the holder of the applicable Voting Units, at the fair value of their Voting Units.

Issuance of Trust Units

The Trust may issue new Trust Units from time to time, in such manner, for such consideration and to such person or persons as the Trustees shall determine, subject to the requirement that Trust Units be issued as fully-paid and non-assessable.

If the Trustees determine that the Trust does not have cash in an amount sufficient to make payment of the full amount of any distribution in respect of Trust Units, the payment may include the issuance of additional Trust Units having a value equal to the difference between the amount of such distribution and the amount of cash which has been determined by the Trustees to be available for the payment of such distribution.

The Declaration of Trust also provides that immediately after any pro rata distribution of Trust Units to all holders of Trust Units in satisfaction of any non-cash distribution, the number of outstanding Trust Units will be consolidated so that each holder of Trust Units will hold, after the consolidation, the same number of Trust Units as the holder held before the non-cash distribution. In this case, each certificate representing a number of Trust Units prior to the non-cash distribution is deemed to represent the same number of Trust Units after the non-cash distribution and the consolidation. Where amounts distributed to Non-Resident (as defined herein) holders are subject to taxes required to be withheld, such taxes will be deducted from the amounts distributed and the consolidation will not result in such Non-Resident holders of Trust Units holding the same number of Trust Units. Such Non-Resident holders of Trust Units will be required to surrender the certificates (if any) representing their original Trust Units in exchange for a certificate representing post-consolidation Trust Units. For the purposes of the foregoing and the remainder of this Prospectus, "**Non-Residents**" means: (i) non-residents of Canada; (ii) partnerships that are not Canadian partnerships; or (iii) a combination of non-residents and such partnerships (all within the meaning of the Tax Act).

The Trust may also issue new Trust Units: (i) as consideration for the acquisition of new properties or assets by it, at a price or for the consideration determined by the Trustees; (ii) pursuant to any incentive or option plan established by the Trust from time to time; (iii) pursuant to the DRIP; or (iv) pursuant to a Unitholder rights plan of the Trust.

Transfer and Exchange of Voting Units

The Trust Units are freely transferable and, except as stipulated in the Declaration of Trust, the Trustees shall not impose any restriction on the transfer of Trust Units by any Unitholder except with the consent of such Unitholder. Special Voting Units will not be transferable separately from the exchangeable securities to which they are attached and will be automatically transferred upon the transfer of such exchangeable securities.

Subject to the provisions of the Declaration of Trust, except in the case of: (i) United States purchasers who purchased Voting Units under Rule 144A adopted under the 1933 Act; (ii) United States transferees of (i) who purchase such Voting Units in reliance upon such Rule 144A; and (iii) purchasers of Voting Units for whom the Trust has elected to prepare and deliver definitive certificates representing the Voting Units, the Voting Units are represented in the form of CDS Clearing and Depository Services Inc. ("**CDS**")-registered global Voting Unit certificates.

Registration of ownership and transfers of Voting Units represented by a CDS-registered Voting Unit certificate may be effected through the book-based system administered by CDS or its nominees (with respect to interests of participants of CDS) and on the records of participants of CDS (with respect to interests of persons other than participants of CDS). The ability of a beneficial owner of an interest in a Voting Unit represented by a CDS-registered Voting Unit certificate to pledge such Voting Unit or otherwise take action with respect to such owner's interest in such Voting Unit (other than through a CDS participant) may be limited due to the lack of a physical certificate.

Non-Resident Ownership Constraint

In order for the Trust to maintain its status as a "mutual fund trust" under the Tax Act, the Trust must not be established or maintained primarily for the benefit of Non-Residents of Canada. Accordingly, at no time may Non-Residents be the beneficial owners of more than 49% of the Units and the Trustees have informed the Trust's transfer agent and registrar of this restriction. The Trustees may require a registered holder of Units to provide the Trustees with a declaration as to the jurisdictions in which beneficial owners of the Units registered in such Unitholder's name are resident and as to whether such beneficial owners are Non-Residents. If the Trustees become aware, as a result of acquiring such declarations as to beneficial ownership or as a result of any other investigations, that the beneficial owners of 49% of the Units are, or may be, Non-Residents or that such a situation is imminent, the Trustees may make a public announcement thereof and shall not accept a subscription for Units from or issue or register a transfer of Units to a person or partnership unless the person or partnership provides a declaration in form and content satisfactory to the Trustees that the person or partnership, as the case may be, is not a Non-Resident and does not hold such Units for the benefit of Non-Residents.

If, notwithstanding the foregoing, the Trustees determine that more than 49% of the Units then outstanding are held by Non-Residents, the Trustees may send a notice to such Non-Resident holders of the Units chosen in inverse order to the order of acquisition or registration or in such other manner as the Trustees may consider equitable and practicable, requiring them to sell their Units or a portion thereof within a specified period of not more than 30 days. If the Unitholders receiving such notice have not sold the specified number of Units or provided the Trustees with satisfactory evidence that they are not Non-Residents within such period, the Trustees may on behalf of such holders sell such Units and, in the interim, shall suspend the voting and distribution rights attached to such Units (other than the right to receive the net proceeds from the sale). Upon such sale, the affected Unitholders shall cease to be holders of the relevant Units and their rights shall be limited to receiving the net proceeds of sale upon surrender of the certificates, if any, representing such Units. The Trustees will have no liability for the amount received provided that they act in good faith. The Trust may direct its transfer agent to assist the Trustees with respect to any of the foregoing. Special Voting Units (together with the exchangeable securities to which they are attached) are not permitted to be transferred to Non-Residents.

Notwithstanding the foregoing, the Trustees may determine not to take any of the actions described above if the Trustees have been advised by legal counsel that the failure to take any of such actions would not adversely impact the status of the Trust as a "mutual fund trust" for purposes of the Tax Act or, alternatively, may take such other action or actions as may be necessary to maintain the status of the Trust as a "mutual fund trust" for purposes of the Tax Act.

Information and Reports

The Trust will furnish to Unitholders such financial statements (including quarterly and annual financial statements) and other reports as are from time to time required by the Declaration of Trust and by applicable law, including prescribed forms needed for the completion of Unitholders' tax returns under the Tax Act and equivalent provincial legislation. Prior to each meeting of Unitholders, the Trustees will provide the Unitholders (along with notice of such meeting) information similar to that required to be provided to shareholders of a public corporation governed by the CBCA.

Notwithstanding the terms of the Declaration of Trust, as a "reporting issuer" the Trust is also required to comply with all applicable Canadian securities laws, which include continuous disclosure obligations under National Instrument 51-102 – *Continuous Disclosure Obligations*.

Amendments to Declaration of Trust

The Declaration of Trust may be amended or altered from time to time. Certain amendments require approval by not less than two-thirds of the votes cast at a meeting of Unitholders called for such purpose. Other amendments to the Declaration of Trust require approval by a majority of the votes cast at a meeting of Unitholders called for such purpose.

Approval by Special Resolution of Unitholders

The following amendments, among others, require the approval of not less than two-thirds of the votes cast by all Unitholders at a meeting (or by written resolution in lieu thereof):

(a) any amendment to change a right with respect to any outstanding Voting Units of the Trust to reduce the amount payable thereon upon termination of the Trust or to diminish or eliminate any voting rights pertaining thereto;

(b) any amendment to the duration or termination provisions of the Trust;

(c) any amendment relating to the powers, duties, obligations, liabilities or indemnification of the Trustees;

(d) any sale or transfer of the assets of the Trust as an entirety or substantially as an entirety (other than as part of an internal reorganization of the assets of the Trust as approved by the Trustees); and

(e) any amendment relating to the provisions of the Declaration of Trust that pertain to investment guidelines and operating policies of the Trust, except for any such amendment which, in the opinion of the Trustees, is not prejudicial to Unitholders and is necessary or desirable.

Approval by Trustees

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

(a) aimed at ensuring continuing compliance with applicable laws, regulations, requirements or policies of any governmental authority having jurisdiction over (i) the Trustees, (ii) the Trust, (iii) the Trust's status as a "mutual fund trust" and a "registered investment" under the Tax Act or (iv) the distribution of Voting Units;

(b) which, in the opinion of the Trustees, provide additional protection for the Unitholders;

(c) to remove any conflicts or inconsistencies in the Declaration of Trust or to make minor corrections which are, in the opinion of the Trustees, necessary or desirable and not prejudicial to the Unitholders;

(d) for any other purpose which, in the opinion of the Trustees, are not prejudicial to Unitholders and are necessary or desirable (which, for greater certainty, exclude amendments in respect of which a Unitholder vote is specifically otherwise required);

(e) of a minor or clerical nature or to correct typographical mistakes, ambiguities or manifest omissions or errors, which amendments, in the opinion of the Trustees, are necessary or desirable and not prejudicial to the Unitholders;

(f) which, in the opinion of the Trustees, are necessary or desirable as a result of changes in taxation laws;

(g) to (i) create and issue one or more new classes of preferred units of the Trust (each of which may be comprised of unlimited series) that rank in priority to the Trust Units and Special Voting Units (in payment of distributions and in connection with any termination or winding up of the Trust), and/or (ii) remove the redemption right attaching to the Voting Units and convert the Trust into a closed-end limited purpose trust;

(h) which, in the opinion of the Trustees, are necessary or desirable to enable the Trust to issue Voting Units for which the purchase price is payable on an instalment basis, as permitted pursuant to the Declaration of Trust; and

(i) as otherwise deemed by the Trustees in good faith to be necessary or desirable.

Limitations

Notwithstanding the foregoing and subject to limited exceptions, any amendment that directly or indirectly adds, removes or changes any of the rights, privileges, restrictions or conditions in respect of the Special Voting Units shall not occur without the approval of holders of a majority of the Special Voting Units represented at any such meeting and voted on a poll upon such resolution (or by written resolution in lieu thereof).

Distribution Policy

The following outlines the distribution policy of the Trust contained in the Declaration of Trust. Determinations as to amounts actually distributed will be made in the sole discretion of the Trustees.

Pursuant to the Declaration of Trust, the Trustees have full discretion respecting the timing and amounts of distributions. It is the Trust's intention to make distributions to holders of Trust Units at least equal to the amount of net income and net realized capital gains of the Trust as is necessary to ensure the Trust will not be liable for ordinary income taxes, net of capital gains tax refunds, on such income.

Holders of Trust Units of record as at the close of business on the last business day of the month preceding a date of distribution will have an entitlement on and after that day to receive distributions in respect of that month on the date of such distribution. Distributions may be adjusted for amounts paid in prior periods if the actual distribution for the prior periods is greater than or less than the estimates for the prior periods. Under the Declaration of Trust and pursuant to the above-noted distribution policy of the Trust, where the Trust's available cash is not sufficient to make payment of the full amount of a distribution, such payment will, to the extent necessary and as determined at the discretion of the Trustees, be distributed in the form of additional Trust Units. See "*Declaration of Trust and Description of Trust Units and Special Voting Units - Issuance of Trust Units*".

Special Voting Units Have No Entitlement to any Distributions from the Trust

Distributions payable to holders of Trust Units are deemed to be distributions of income of the Trust (including dividends), net realized taxable capital gains of the Trust, Trust capital or other items in such amounts as the Trustees, in their absolute discretion determine, and are allocated to the holders of Trust Units in amounts proportionate to the number of Trust Units they own, subject to the discretion of the Trustees to adopt an allocation method which the Trustees consider to be more reasonable in the circumstances.

The after-tax return from an investment in Trust Units to holders of Trust Units that is subject to Canadian income tax can be made up of both a "return on" and a "return of" capital. That composition may change over time, thus affecting the after-tax return to a holder of Trust Units. Returns on capital are generally taxed as ordinary income, capital gains or dividends in the hands of a holder of Trust Units. Returns of capital are generally tax-deferred (and reduce the cost base of the Trust Unit to its holder for tax purposes).

The Trustees will deduct or withhold from distributions payable to any holder of a Trust Unit, all amounts required by law to be withheld from such distribution and the Trust will remit such taxes to the appropriate governmental authority within the times prescribed by law. Holders of Trust Units who are Non-Residents are required to pay all withholding taxes payable in respect of any distributions of income by the Trust, whether such distributions are in the form of cash or additional Trust Units, and the Trust is entitled to dispose of any Trust Units or other property that is otherwise to be so distributed to any such holder of a Trust Unit in order to pay such withholding taxes and to pay all of the Trust's reasonable expenses with regard thereto.

DRIP & Unit Purchase Plan

As of the date of this Prospectus, the Trust has both a DRIP and a unit purchase plan. Under the terms of the DRIP, the Unitholders may elect to automatically reinvest all or a portion of their regular monthly distributions in additional Trust Units, without incurring brokerage fees or commissions. Trust Units purchased through the DRIP are acquired at the weighted average closing price of Trust Units in the five trading days immediately prior to the distribution payment date. Trust Units purchased through the DRIP will be acquired either in the open market or be issued directly from the Trust's treasury based on a floor price to be set at the discretion of the Trustees. Currently, there are 257,075 eligible Trust Units reserved under the DRIP. Any increase in the number of securities reserved for issuance under the DRIP shall be subject to: (i) the approval of the Board; (ii) public disclosure; and (iii) any requisite regulatory approval, including the approval of the TSX.

Unitholders who elect to receive Trust Units under the DRIP may also enroll in the unit purchase plan of the Trust, as amended from time to time (the "**UPP**"). The UPP gives each Unitholder resident in Canada the right to purchase additional Trust Units on a monthly basis. Under the terms of the UPP, the Unitholders may purchase a minimum of $1,000 of Trust Units on each monthly purchase date with maximum purchases of up to $12,000 per annum. The aggregate number of Trust Units that may be issued may not exceed 2% of the issued and outstanding Trust Units per annum.

Unit Option Plan

The Trust currently has in place an option plan, as amended from time to time (the "**Option Plan**"), pursuant to which options to acquire Trust Units ("**Options**") are issuable. Under the Option Plan, the aggregate number of Options reserved for issuance at any given time shall not exceed 10% of the issued and outstanding Trust Units.

Deferred Unit Plan

The Trust currently has in place a deferred unit plan (the "**DU Plan**"), pursuant to which awards of deferred units ("**DUs**") may be granted to members of the Board. The maximum number of DUs which may be awarded under the DU Plan is 1,722,402, or such greater number as may be approved from time to time by ordinary resolution of the Unitholders of the Trust.

DESCRIPTION OF DEBT SECURITIES

The following sets forth certain general terms and provisions of the Debt Securities. The particular terms and provisions of Debt Securities offered by a Prospectus Supplement, and the extent to which the general terms and provisions described below may apply to such Debt Securities, will be described in such Prospectus Supplement.

The Debt Securities will be direct obligations of the Trust and will be senior or subordinated Indebtedness of the Trust and will be secured or unsecured, all as described in the relevant Prospectus Supplement.

The Debt Securities will be issued under one or more indentures between the Trust and a financial institution to which the *Trust and Loan Companies Act* (Canada) applies or a financial institution organized under the laws of any province of Canada and authorized to carry on business as a trustee under applicable provincial legislation (each, a "**Debenture Trustee**"), as supplemented and amended from time to time (each, a "**Trust Indenture**").

Each applicable Prospectus Supplement will set forth the terms and other information with respect to the Debt Securities being offered thereby, including: (i) the designation, aggregate principal amount and authorized denominations of such Debt Securities; (ii) the currency or currency units for which the Debt Securities may be purchased and the currency or currency unit in which the principal and any interest is payable (in either case, if other than Canadian dollars); (iii) the percentage of the principal amount at which such Debt Securities will be issued; (iv) the date or dates on which such Debt Securities will mature; (v) the rate or rates per annum at which such Debt

Securities will bear interest (if any), or the method of determination of such rates (if any); (vi) the dates on which such interest will be payable and the record dates for such payments; (vii) the Debenture Trustee under the Trust Indenture pursuant to which the Debt Securities are to be issued; (viii) any redemption term or terms under which such Debt Securities may be defeased or otherwise settled and discharged; (ix) whether such Debt Securities are to be issued in registered form, "book-entry only" form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof; (x) any exchange or conversion terms; (xi) whether such Debt Securities will be subordinated to other liabilities of the Trust; and (xii) any other material specific and terms.

Debt Securities may be offered separately or together with Trust Units, Subscription Receipts or Warrants (see "*Description of Units*").

DESCRIPTION OF SUBSCRIPTION RECEIPTS

The Subscription Receipts will be issued under a subscription receipt agreement. The following sets forth certain general terms and provisions of the Subscription Receipts. The particular terms and provisions of Subscription Receipts offered pursuant to any Prospectus Supplement, and the extent to which the general terms and provisions described below may apply to them, will be described in the Prospectus Supplement filed in respect of such Subscription Receipts. This description will include, where applicable: (i) the number of Subscription Receipts; (ii) the price at which the Subscription Receipts will be offered; (iii) the terms, conditions and procedures for the exchange of the Subscription Receipts into or for Trust Units and/or other securities of the Trust; (iv) the number of Trust Units and/or other securities of the Trust that may be issued or delivered upon exchange of each Subscription Receipt; and (v) any other material terms and conditions of the Subscription Receipts. Trust Units and/or other securities of the Trust issued or delivered upon the exchange of Subscription Receipts will be issued for no additional consideration.

Under the subscription receipt agreement, an original purchaser of Subscription Receipts will have a contractual right of rescission following the issuance of Trust Units and/or other securities of the Trust issued or delivered to such purchaser upon exchange of Subscription Receipts, entitling the purchaser to receive the amount paid (including any additional amount paid upon conversion, exchange or exercise) for the Subscription Receipts upon surrender or deemed surrender of the Subscription Receipts, if this Prospectus, the relevant Prospectus Supplement, and any amendment thereto, contains a misrepresentation or is not delivered to such purchaser, provided such remedy for rescission is exercised within 180 days of the date the Subscription Receipts are issued. See "*Purchasers' Statutory and Contractual Rights*".

Subscription Receipts may be offered separately or together with Trust Units, Debt Securities or Warrants (see "*Description of Units*").

DESCRIPTION OF WARRANTS

Each series of Warrants will be issued under a separate indenture in each case between the Trust and a warrant agent determined by the Trust. The statements below relating to any Warrants to be issued are summaries of certain anticipated provisions thereof, are not complete and are subject to, and qualified by reference to, all provisions of the applicable warrant indenture. The particular terms and provisions of Warrants offered pursuant to any Prospectus Supplement, and the extent to which the general terms and provisions described below may apply to them, will be described in the Prospectus Supplement filed in respect of such Warrants. This description will include, where applicable: (i) the title or designation of the Warrants; (ii) the number of Warrants offered and the offering price; (iii) the number of Trust Units and/or other securities of the Trust purchasable upon exercise of the Warrants and the procedures for exercise; (iv) the exercise price of the Warrants; (v) the dates or periods during which the Warrants are exercisable and when they expire; (vi) the designation and terms of any other securities with which the Warrants will be offered, if any, and the number of Warrants that will be offered with each such security; (vii) the material income tax consequences of owning, holding and disposing of the Warrants; and (viii) any other material terms and conditions of the Warrants including, without limitation, transferability and adjustment terms and whether the Warrants will be listed on a stock exchange. Prior to the exercise of their Warrants, holders of Warrants will not have any of the rights of holders of the underlying securities issuable upon exercise of the Warrants.

The Trust will not offer Warrants for sale separately to any member of the public in Canada unless the offering is in connection with and forms part of the consideration for an acquisition or merger transaction or unless the Prospectus Supplement containing the specific terms of the Warrants to be offered separately is first approved for filing by or on behalf of the securities commissions or similar regulatory authorities in each of the provinces and territories of Canada where the Warrants will be offered for sale.

Warrants may be offered separately or together with Trust Units, Debt Securities or Subscription Receipts (see "*Description of Units*").

DESCRIPTION OF UNITS

Units are a security comprised of more than one of the other Securities described in this Prospectus offered together as a "Unit". A Unit is typically issued so the holder thereof is also the holder of each Security included in the Unit. Thus, the holder of a Unit will have the rights and obligations of a holder of each Security comprising the Unit. The agreement, if any, under which a Unit is issued may provide that the Securities comprising the Unit may not be held or transferred separately at any time or at any time before a specified date.

The particular terms and provisions of Units offered pursuant to any Prospectus Supplement, and the extent to which the general terms and provisions described below may apply to them, will be described in the Prospectus Supplement filed in respect of such Units. This description will include, where applicable: (i) the designation and terms of the Units and of the Securities comprising the Units, including whether and under what circumstances those Securities may be held or transferred separately; (ii) any provisions for the issuance, payment, settlement, transfer or exchange of the Units or of the Securities comprising the Units; (iii) whether the Units will be issued in registered or global form; and (iv) any other material terms and conditions of the Units.

PLAN OF DISTRIBUTION

The Trust may sell the Securities to or through underwriters or dealers purchasing as principals and may also sell the Securities to one or more purchasers directly, through applicable statutory exemptions, or through agents designated from time to time. The Securities may be sold from time to time in one or more transactions at fixed prices or not at fixed prices, such as market prices prevailing at the time of sale, prices related to such prevailing market prices or prices to be negotiated with purchasers, which prices may vary as between purchasers and during the period of distribution of the Securities.

This Prospectus may also, from time to time, relate to the offering of Securities by certain Selling Securityholders. The Selling Securityholders may sell all or a portion of Securities beneficially owned by them and offered hereby from time to time directly or through one or more underwriters, dealers or agents. If Securities are sold through underwriters or dealers, the Selling Securityholders will be responsible for underwriting discounts or commissions or agent's commissions. The Selling Securityholders and any other person participating in such distribution will be subject to applicable provisions of Canadian securities legislation and the rules and regulations thereunder, which may limit the timing of purchases and sales of Securities by the Selling Securityholders and any other participating person.

The Prospectus Supplement relating to a particular offering of Securities will identify the person offering the Securities (the Trust or the Selling Securityholder(s)), each underwriter, dealer or agent engaged by the Trust and/or the Selling Securityholders in connection with the offering and sale of the Securities, as well as the method of distribution and the terms of the offering of such Securities, including the initial offering price (in the event that the offering is a fixed price distribution), the manner of determining the offering price(s) (in the event that the offering is not a fixed price distribution), the net proceeds to the Trust and/or the Selling Securityholders and, to the extent applicable, any fees, discounts or any other compensation payable to underwriters, dealers or agents and any other material terms. Only underwriters so named in the Prospectus Supplement are deemed to be underwriters in connection with the Securities offered thereby.

If underwriters purchase Securities from the Trust and/or the Selling Securityholders as principal, the Securities will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale, at market prices prevailing at the time of sale or at prices related to such prevailing market prices.

The obligations of the underwriters to purchase such Securities as principal will be subject to certain conditions precedent, and the underwriters will be obligated to purchase all the Securities offered by the Prospectus Supplement if any of such Securities are purchased. Any public offering price and any discounts or concessions allowed or re-allowed or paid to underwriters, dealers or agents may be changed from time to time.

The Securities may also be sold from time to time in one or more transactions at a fixed price or prices which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices, including sales in transactions that are deemed to be ATM Distributions, including sales made directly on the TSX or other existing trading markets for the Trust Units. No Selling Securityholder may sell Trust Units under an ATM Distribution. The prices at which the Securities may be offered may vary as between purchasers and during the period of distribution. If, in connection with the offering of Securities at a fixed price or prices, the underwriters have made a bona fide effort to sell all of the Securities at the initial offering price fixed in the applicable Prospectus Supplement, the public offering price may be decreased and thereafter further changed, from time to time, to an amount not greater than the initial public offering price fixed in such Prospectus Supplement, in which case the compensation realized by the underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Securities is less than the gross proceeds paid to the Trust by the underwriters.

The Securities may also be sold directly by the Trust and/or the Selling Securityholders, pursuant to applicable statutory exemptions, at such prices and upon such terms as agreed to by the Trust and/or the Selling Securityholders and the purchaser or through agents designated by the Trust and/or the Selling Securityholders from time to time. Any agent involved in the offering and sale of the Securities in respect of which this Prospectus is delivered will be named, and any commissions payable by the Trust and/or the Selling Securityholders to such agent will be set forth, in the Prospectus Supplement. Unless otherwise indicated in the Prospectus Supplement, any agent would be acting on a best efforts basis for the period of its appointment.

The Trust and/or the Selling Securityholders may agree to pay the underwriters a commission for various services relating to the issue and sale of any Securities offered hereby. Any such commission owed by the Trust will be paid out of the general funds of the Trust. Underwriters, dealers and agents who participate in the distribution of the Securities may be entitled under agreements to be entered into with the Trust and/or the Selling Securityholders to indemnification by the Trust and/or the Selling Securityholders against certain liabilities, including liabilities under securities legislation, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof.

Any initial offering of Debt Securities, Subscription Receipts, Warrants or Units will be a new issue of securities with no established trading market. Unless otherwise specified in the applicable Prospectus Supplement, the Debt Securities, Subscription Receipts, Warrants or Units will not be listed on any securities exchange. Certain dealers may make a market in these Securities, but will not be obligated to do so and may discontinue any market making at any time without notice. No assurance can be given that any dealer will make a market in these Securities or as to the liquidity of the trading market, if any, for these Securities.

In connection with any offering of the Securities (unless otherwise specified in a Prospectus Supplement), the underwriters or agents may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at a higher level than that which might exist in the open market. Such transactions, if commenced, may be interrupted or discontinued at any time.

No underwriter or dealer involved in an ATM Distribution, no affiliate of such an underwriter or dealer and no person or company acting jointly or in concert with such an underwriter or dealer will over-allot Securities in connection with such distribution or effect any other transactions that are intended to stabilize or maintain the market price of the Securities.

Unless otherwise specified in a Prospectus Supplement, the Securities will not be registered under the 1933 Act or the securities laws of any states in the United States and, subject to certain exceptions, may not be offered or sold or otherwise transferred or disposed of in the United States or to or for the account of U.S. persons absent registration or pursuant to an applicable exemption from the 1933 Act and applicable state securities laws. In addition, until 40 days after closing of an offering of Securities, an offer or sale of the Securities within the United States by any dealer (whether or not participating in such offering) may violate the registration requirement of the 1933 Act if such offer or sale is made other than in accordance with Rule 144A or another exemption under the 1933 Act.

PRIOR SALES

Information in respect of prior sales of the Securities distributed under this Prospectus and for securities that are convertible or exchangeable into such Securities within the previous 12-month period will be provided, as required, in a Prospectus Supplement with respect to the issuance of such Securities pursuant to such Prospectus Supplement.

TRADING PRICE AND VOLUME

Information regarding the trading price and volume of the Trust's Securities will be provided as required for all of the Trust's issued and outstanding Securities that are listed on any securities exchange, as applicable, in each Prospectus Supplement to this Prospectus.

The outstanding Trust Units are listed and posted for trading on the TSX under the symbol "FCD.UN". As at the date hereof, no other securities of the Trust are listed for trading on any exchange or marketplace.

On June 8, 2026, the last trading day prior to the date of this Prospectus, the closing price of the outstanding Trust Units on the TSX was $6.75.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement may describe certain Canadian federal income tax considerations generally applicable to investors described therein of purchasing, holding and disposing of applicable Securities, including, in the case of an investor who is not a resident of Canada, Canadian non-resident withholding tax considerations.

RISK FACTORS

Before making an investment decision, prospective purchasers under a particular offering and sale of the Securities should carefully consider the information described in this Prospectus, the Prospectus Supplement relating to that offering and sale of Securities and the documents incorporated by reference herein and therein for the purposes of that offering and sale of Securities.

There are certain risks inherent in an investment in Securities and in the Trust's business and activities, and prospective purchasers should carefully consider those risks described under "*Forward-Looking Statements*" herein and the risks described in the Prospectus Supplement relating to the offering and sale of such Securities and the documents incorporated by reference herein and therein for the purposes of that offering and sale of Securities before investing in Securities. Readers are cautioned that such risk factors are not exhaustive. The Trust's business, financial condition and results of operations could be materially adversely affected by any of these risks and past performance is no guarantee of future performance. See "*Forward-Looking Statements*" and "*Documents Incorporated by Reference*" herein. Prospective investors should also carefully review the risks described in the Trust's then-current AIF and then-current annual MD&A and interim MD&A, if applicable, to the extent incorporated by reference herein for the purposes of that particular offering of Securities, before making an investment decision.

The risks and uncertainties described in the Prospectus Supplement relating to an offering and sale of Securities and the documents incorporated by reference herein and therein are not the only ones that the Trust is or may be facing. Additional risks and uncertainties not currently known to the Trust (or not known to the Trust at the date of any Prospectus Supplement), or that that Trust currently deems immaterial (or that the Trust deems immaterial at the date of any Prospectus Supplement), may also impair the Trust's operations. If any of these risks actually occur, the Trust's business, financial condition and operating results could be adversely affected. As a result, the trading price of the particular Securities offered and sold could decline and investors could lose part or all of their investment.

No Market for the Securities

There is currently no trading market for any Debt Securities, Subscription Receipts, Warrants or Units that may be offered. No assurance can be given that an active or liquid trading market for these securities will develop or be sustained. If an active or liquid market for these securities fails to develop or be sustained, the prices at which these securities trade may be adversely affected. Whether or not these securities will trade at lower prices depends on many factors, including the liquidity of these securities, prevailing interest rates and the markets for similar securities, the market price of the Trust Units, general economic conditions and the Trust's financial condition, historic financial performance and future prospects.

Trust Mortgage Indebtedness

The Trust has approximately $45.0 million of mortgage debt maturing over the ensuing 12-month period. Management of the Trust anticipates that the Trust will refinance these mortgages in the ordinary course with new and/or existing lenders. This expectation is based on the fact that all maturing debt is fully collateralized by fixed charges on the Trust's real estate assets, and the interest rates on the maturing debt are materially aligned with current prevailing market rates for equivalent mortgage financings. While management is currently in discussions with lenders and does not anticipate difficulties in refinancing this debt, there can be no assurance that the Trust will be successful in doing so. If the Trust is unable to refinance these mortgages on acceptable terms, or at all, it could have a material adverse impact on the Trust's business, financial condition, liquidity, and its unitholders.

LEGAL MATTERS

Unless otherwise specified in the Prospectus Supplement relating to an offering of Securities, certain legal matters relating to the offering of Securities will be passed upon on behalf of the Trust by Fogler, Rubinoff LLP with respect to matters of Canadian law. In addition, certain legal matters in connection with any offering of Securities will be passed upon for any underwriters, dealers, agents or Selling Securityholders by counsel to be designated at the time of the offering by such underwriters, dealers or agents with respect to matters of Canadian and, if applicable, United States or other foreign law. As of the date hereof, the partners and associates of Fogler, Rubinoff LLP, as a group, beneficially own, directly or indirectly, less than 1% of the outstanding securities of the Trust.

Any Securities offered pursuant to this Prospectus, including by way of ATM Distributions, will be offered in accordance with applicable securities legislation in Canada.

AUDITORS, TRANSFER AGENT AND REGISTRAR

MNP LLP, Chartered Professional Accountants, are the auditors of the Trust and have advised that they are independent with respect to the Trust within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations. The auditors of the Trust are located at 1 Adelaide Street East, Suite 1900, Toronto, Ontario, M5C 2V9. MNP LLP was first appointed as auditors of the Trust in 2024.

TSX Trust Company, at its principal office in Toronto, Ontario, is the transfer agent and registrar for the Trust Units.

EXEMPTION

Pursuant to a decision of the Autorité des marchés financiers dated May 25, 2026, the Trust was granted a permanent exemption from the requirement to translate into French, Schedule "D" of the Circular, which contains the restricted unit rights plan of the Trust.

PURCHASERS' STATUTORY AND CONTRACTUAL RIGHTS

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. However, purchasers of securities distributed under an ATM Distribution by the Trust do not have the right to withdraw from an agreement to purchase the securities and do not have remedies of rescission or, in some jurisdictions, revisions of the price, or damages for non-delivery of the prospectus, prospectus supplement, and any amendment relating to the securities purchased by such purchaser because the prospectus, prospectus supplement, and any amendment relating to the securities purchased by such purchaser will not be sent or delivered, as permitted under Part 9 of National Instrument 44-102 – *Shelf Distributions*.

In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus, prospectus supplement and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. Any remedies under securities legislation that a purchaser of securities distributed under an ATM Distribution by the Trust may have against the Trust or its agents for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser contain a misrepresentation will remain unaffected by the non-delivery of the prospectus referred to above. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal adviser.

Original purchasers of Securities which are convertible, exchangeable or exercisable for other securities of the Trust will have a contractual right of rescission against the Trust in respect of the conversion, exchange or exercise of such Securities. The contractual right of rescission will entitle such original purchasers to receive, upon surrender of the underlying securities, the amount paid (including any additional amount paid upon conversion, exchange or exercise) for the applicable convertible, exchangeable or exercisable Securities in the event that this Prospectus, the relevant Prospectus Supplement or an amendment thereto contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of such Securities under this Prospectus and the applicable Prospectus Supplement; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of such Securities under this Prospectus and the applicable Prospectus Supplement. This contractual right of rescission will be consistent with the statutory right of rescission described under Section 130 of the *Securities Act* (Ontario), and is in addition to any other right or remedy available to original purchasers under Section 130 of the *Securities Act* (Ontario) or otherwise at law.

Original purchasers are further advised that in certain provinces and territories the statutory right of action for damages in connection with a prospectus misrepresentation is limited to the amount paid for the convertible, exchangeable or exercisable securities that were purchased under a prospectus and, therefore, a further payment at the time of conversion, exchange or exercise may not be recoverable in a statutory action for damages. The purchaser should refer to any applicable provisions of the securities legislation of the province or territory in which the purchaser resides for the particulars of these rights, or consult with a legal adviser.

ENFORCEABILITY OF JUDGMENTS

Mr. Geoffrey Bledin, a Trustee of the Trust, resides outside of Canada and has appointed the Trust located at 163 Cartwright Avenue, Toronto, Ontario, M6A 1V5, as his representative agent for service of process in Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against Trustees and officers of the Trust that reside outside of Canada.

CERTIFICATE OF THE TRUST

Dated: June 9, 2026

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of each of the provinces and territories of Canada.

(Signed) "ROBERT MCKEE" President and Chief Executive Officer	(Signed) "SANDY POKLAR" Chief Financial Officer

On behalf of the Trustees

(Signed) "ELI DADOUCH" Trustee	(Signed) "HOWARD SMUSCHKOWITZ" Trustee