*This prospectus supplement (the "**Prospectus Supplement**"), together with the accompanying short form base shelf prospectus dated December 11, 2017 to which it relates (the "**Prospectus**"), as may be amended or supplemented, and each document deemed to be incorporated by reference into this Prospectus Supplement and the 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. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws. Accordingly, the securities offered hereby may not be offered or sold in the United States of America (the "**United States**") except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws. This Prospectus Supplement, together with the Prospectus, does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".*

Information has been incorporated by reference in this Prospectus Supplement and the Prospectus from documents filed with 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 Timbercreek Financial Corp. at 25 Price Street, Toronto, Ontario, Canada, M4W 1Z1, Telephone (416) 923-9967, and are also available electronically at www.sedar.com.*

PROSPECTUS SUPPLEMENT
TO THE SHORT FORM BASE SHELF PROSPECTUS DATED DECEMBER 11, 2017

NEW ISSUE **June 21, 2018**

Timbercreek Financial

TIMBERCREEK FINANCIAL CORP.

$70,000,000 of Common Shares

Timbercreek Financial Corp. (the "**Corporation**", "**we**", "**our**" or "**us**") is hereby qualifying the distribution (the "**Offering**") of common shares of the Corporation (the "**Common Shares**") having an aggregate offering price of up to $70,000,000.

The Corporation has entered into an equity distribution agreement dated June 21, 2018 (the "**Equity Distribution Agreement**") with National Bank Financial Inc. (the "**Agent**") pursuant to which, except as noted below, the Corporation may distribute Common Shares from time to time, through the Agent, as agent for the distribution of such Common Shares. See *"Plan of Distribution"*.

Sales of the Common Shares, if any, under the Offering are anticipated to be made in transactions that are deemed to be "at-the-market distributions" as defined in National Instrument 44-102 – *Shelf Distributions* ("**NI 44-102**"), including sales made directly on the Toronto Stock Exchange (the "**TSX**") or any other recognized "marketplace" within the meaning of National Instrument 21-101 – *Marketplace Operation* (a "**Marketplace**"). The Common Shares will be distributed at market prices prevailing at the time of the sale of such Common Shares. As a result, prices may vary as between purchasers and during the period of distribution. **There is no minimum amount of funds that must be raised under the Offering. This means that the Corporation could complete the Offering after raising only a small portion of the offering amount set out above, or none at all.** See *"Plan of Distribution"*.

The Corporation will compensate the Agent for its services in acting as agent in the sale of Common Shares pursuant to the Equity Distribution Agreement in an amount up to 3% of the gross proceeds from the sales made on the TSX and any other Marketplace.

No underwriter or dealer involved in the Offering, no affiliate of such an underwriter or dealer and no person or company acting jointly or in concert with such an underwriter or dealer has over-allotted, or will over-allot, Common Shares in connection with the Offering or effect any other transactions that are intended to stabilize or maintain the market price of the Common Shares in connection with the Offering. See *"Plan of Distribution"*.

The outstanding Common Shares are listed and posted for trading on the TSX under the symbol "**TF**". On June 20, 2018, the last trading day prior to the date of this Prospectus Supplement, the closing price of the outstanding Common Shares on the TSX was $9.10. The Corporation has applied to list the Common Shares offered under the Offering on the TSX. Listing will be subject to the Corporation fulfilling all of the listing requirements of the TSX.

No certificates evidencing the Common Shares will be issued to purchasers, except in certain limited circumstances, and registration will be made in the depository service of CDS Clearing and Depository Services Inc. ("**CDS**"). Purchasers of the Common Shares will receive only a customer confirmation from the Agent or other registered dealer who is a CDS participant and from or through whom a beneficial interest in the Common Shares is purchased.

Investing in the Common Shares involves certain risks that should be considered by a prospective purchaser. Prospective purchasers should carefully consider the risk factors described herein under the heading "*Risk Factors*" and elsewhere in this Prospectus Supplement, the Prospectus and the documents incorporated by reference herein and therein.

The Common Shares are not "deposits" within the meaning of the *Canada Deposit Insurance Corporation Act* (Canada) and are not insured under the provisions of that Act or any other legislation. A return on an investment in the Common Shares is not comparable to the return on an investment in a fixed-income security. The recovery of your initial investment in the Common Shares is at risk, and the anticipated return on your investment is based on certain performance assumptions. Although the Corporation intends to make distributions of its available cash to its shareholders (the "**Shareholders**"), these cash distributions may be reduced or suspended. The actual amount distributed will depend on numerous factors disclosed in the Corporation's continuous disclosure documents, including the financial performance of the mortgages in its portfolio, its debt covenants and obligations, its working capital requirements and its future capital requirements. In addition, the market value of the Common Shares may decline if the Corporation is unable to meet its cash distribution targets in the future, and that decline may be significant. **You should be aware that the acquisition of the Common Shares described herein may have tax consequences in Canada. This Prospectus Supplement and the Prospectus may not describe these tax consequences fully. You should read the discussion under "*Certain Canadian Federal Income Tax Considerations*" in this Prospectus Supplement. See also "*Risk Factors*" in this Prospectus Supplement and the Prospectus.**

The Corporation is a corporation amalgamated under the *Business Corporations Act* (Ontario) and its head and registered office is at 25 Price Street, Toronto, Ontario, Canada, M4W 1Z1. It is a mortgage investment corporation ("**MIC**") within the meaning of the *Income Tax Act* (Canada) (the "**Tax Act**") whose business is providing financing to qualified real estate investors, most of whom require funding during the transitional phase of the investment process. Please see "*Summary Description of the Business*" for more details.

The Agent is a subsidiary of, or is otherwise affiliated with, a Canadian chartered bank which is a lender to the Corporation under a revolving credit facility. For more details, please see "*Relationship Between the Corporation and the Agent*". Consequently, the Corporation may be considered to be a connected issuer of the Agent under applicable Canadian securities legislation.

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IMPORTANT INFORMATION ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this Prospectus Supplement, which describes the specific terms of the Common Shares that are being offered and the method of distribution of such Common Shares, and also supplements and updates certain information contained in the Prospectus and the documents incorporated by reference therein. The second part, the Prospectus, gives more general information, some of which may not apply to the Common Shares being offered under this Prospectus Supplement. This Prospectus Supplement is deemed to be incorporated by reference into the Prospectus solely for the purposes of this Offering.

Readers should rely only on the information contained in this Prospectus Supplement and the Prospectus (including the documents incorporated by reference herein and therein). The Corporation and the Agent have not authorized any other person to provide prospective investors with different information and any such information should not be relied upon. The Corporation and the Agent are not making an offer to sell the Common Shares in any jurisdiction where it is unlawful. The information appearing in this Prospectus Supplement, the Prospectus and the documents incorporated by reference herein and therein is accurate only as of their respective dates. Our business, properties, financial condition, results of operations and prospects may have changed since those dates.

Unless the context otherwise permits, indicates or requires, all references in this Prospectus Supplement to the "Corporation", "we", "our", "us" and similar expressions are references to Timbercreek Financial Corp. and the business carried on by it. Where the context requires, such references refer to either or both of Timbercreek Mortgage Investment Corporation ("**TMIC**") and Timbercreek Senior Mortgage Investment Corporation ("**TSMIC**"), the predecessors of the Corporation. All dollar amounts and financial information in this Prospectus Supplement, the Prospectus and any document incorporated by reference herein and therein is presented in Canadian dollars unless otherwise indicated. The financial statements incorporated by reference in this Prospectus Supplement and in the Prospectus have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board ("**IFRS**"), and as adopted by the Chartered Professional Accountants of Canada.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Prospectus Supplement, the Prospectus and the documents incorporated by reference herein and therein, constitute forward-looking statements or information within the meaning of applicable securities laws. These statements relate to future events or our future performance. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions (including negative and grammatical variations). These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. As well as those factors discussed in the section entitled *"Risk Factors"* in this Prospectus Supplement and the Prospectus, these risks and uncertainties include, among other things: the completion of the Offering; the use of proceeds from the Offering; the nature of our investments; risks related to mortgage defaults, foreclosure and related costs; reliance on our manager; environmental matters associated with our business; the availability of investments; potential conflicts of interest; borrowing risks; limited sources of borrowing; risks related to the renewal of mortgages comprising our portfolio; the composition of our portfolio; subordinated and subsequent debt financings; reliance on borrowers; no guarantees or insurance; litigation risks; the ability to manage growth; changes in legislation; qualification as a MIC; the market for Common Shares; the unpredictability and volatility of the market price of the Common Shares; payment of dividends; dilution; and limitations on the ownership and repurchases of shares of the Corporation. Readers are cautioned that the foregoing list is not exhaustive.

While the Corporation believes that the expectations reflected in the forward-looking statements contained in this Prospectus Supplement, the Prospectus and the documents incorporated by reference herein and therein, 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 Supplement, the Prospectus or as of the date specified in the documents incorporated by reference herein and therein, as the case may be. Except as required by law, the

Corporation does not assume any obligation to update the aforementioned forward-looking statements. Our 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 in the section entitled "Risk Factors" and elsewhere in this Prospectus Supplement and our filings with the securities regulatory authorities which are available on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus Supplement and the Prospectus from documents filed with securities commissions or similar regulatory authorities in each of the provinces and territories of Canada. Copies of these documents may be obtained on request without charge from the secretary of the Corporation at our head office located at 25 Price Street, Toronto, Ontario, Canada, M4W 1Z1, Telephone (416) 923-9967 or by accessing these documents from SEDAR at www.sedar.com.

This Prospectus Supplement is incorporated by reference into the Prospectus as of the date hereof and only for the purposes of the Offering. Other documents are also incorporated or deemed to be incorporated by reference into the Prospectus and reference should be made to the Prospectus for full details. See *"Documents Incorporated by Reference"* in the Prospectus.

The following documents of the Corporation filed with the securities commissions or similar regulatory authorities in each of the provinces and territories of Canada are specifically incorporated by reference into, and form an integral part of, this Prospectus Supplement:

(a) the annual information form of the Corporation for the year ended December 31, 2017, dated March 6, 2018 (the "**AIF**");

(b) the audited consolidated financial statements of the Corporation for the year ended December 31, 2017;

(c) the management's discussion and analysis of financial condition and results of operations ("**MD&A**") of the Corporation for the year ended December 31, 2017;

(d) the unaudited condensed consolidated interim financial statements and MD&A of the Corporation for the three months ended March 31, 2018;

(e) the material change report of the Corporation dated January 10, 2018 relating to the second amended and restated credit agreement of the Corporation with a syndicate of lenders for upsized revolving credit facilities in an aggregate amount of $400 million;

(f) the material change report of the Corporation dated February 5, 2018 relating to the offering of 4,302,000 Common Shares at a price of $9.30 per share for gross proceeds of $40,008,600; and

(g) the management information circular of the Corporation dated March 27, 2018 relating to the annual meeting of Shareholders held on May 7, 2018 (adjourned from May 2, 2018).

Documents referenced in any of the documents incorporated by reference in this Prospectus Supplement but not expressly incorporated by reference therein or herein and not otherwise required to be incorporated by reference therein or herein are not incorporated by reference in this Prospectus Supplement. Any documents of the type required by National Instrument 44-101 – *Short Form Prospectus Distributions* ("**NI 44-101**") to be incorporated by reference in a short form prospectus, including any annual information form, annual financial statements and the auditors' report thereon, interim financial statements, management's discussion and analysis of financial conditions and results of operations, material change reports (except confidential material change reports), business acquisition reports and information circulars, filed by us with securities commissions or similar authorities in Canada after the date of this Prospectus Supplement but before the termination of the Offering shall be deemed to be incorporated by reference in this Prospectus Supplement. **In addition, pursuant to the Decision (as defined below under the heading "*Statutory Exemptions*"), if the Corporation disseminates a news release in respect of previously undisclosed information that, in the Corporation's determination, constitutes a "material fact" (as such term**

is defined under applicable Canadian securities laws), the Corporation will identify such news release as a "designated news release" for the purposes of the Prospectus in writing on the face page of the version of such news release that the Corporation files on SEDAR (any such news release, a "Designated News Release"), and any such Designated News Release shall be deemed to be incorporated by reference into the Prospectus only for the purposes of the Offering. These documents will be available through the internet on SEDAR, which can be accessed at www.sedar.com.

Notwithstanding anything herein to the contrary, any statement contained in this Prospectus Supplement, the Prospectus or in a document incorporated or deemed to be incorporated by reference herein or therein shall be deemed to be modified or superseded, for the purposes of this Prospectus Supplement and the Prospectus, to the extent that a statement contained herein, therein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein or therein modifies or supersedes such 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 or statement which it modifies or supersedes. The making of such 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 not be deemed to constitute a part of this Prospectus Supplement or the Prospectus, except as so modified or superseded.

MARKETING MATERIALS

Any template version of "marketing materials" (as defined in National Instrument 41-101 – *General Prospectus Requirements*) filed after the date of this Prospectus Supplement and before the termination of the distribution under the Offering is deemed to be incorporated into this Prospectus Supplement. Any marketing materials are not part of this Prospectus Supplement or the Prospectus to the extent that the contents thereof have been modified or superseded by a statement contained in this Prospectus Supplement or any amendment.

ELIGIBILITY FOR INVESTMENT

In the opinion of McCarthy Tétrault LLP, counsel to the Corporation, and Goodmans LLP, counsel to the Agent, based on the provisions of the Tax Act and the regulations thereunder (the "**Regulations**") in force as of the date hereof, provided that the Common Shares are listed on a "designated stock exchange" as defined in the Tax Act (which currently includes the TSX) on a particular date, the Common Shares would, if issued on such date, be qualified investments under the Tax Act and the Regulations for trusts governed by registered retirement savings plans ("**RRSPs**"), registered retirement income funds ("**RRIFs**"), deferred profit sharing plans, registered disability savings plans ("**RDSPs**"), registered education savings plans ("**RESPs**") and tax-free savings accounts ("**TFSAs**"), each as defined in the Tax Act (collectively, the "**Plans**").

The Common Shares will also be qualified investments for such Plans if the Corporation qualifies as a MIC throughout a taxation year and further provided that the Corporation does not hold as part of its property at any time during the relevant calendar year any indebtedness, whether by way of mortgage or otherwise, of a person who is an annuitant, a beneficiary, an employer, or a subscriber under, or a holder of, the Plan, or of any other person who does not deal at arm's length with that person.

Notwithstanding the foregoing, if the Common Shares are "prohibited investments" for the purposes of a TFSA, RDSP, RRSP, RRIF or RESP, the holder, annuitant or subscriber of such Plan, as the case may be, will be subject to a penalty tax as set out in the Tax Act. The Common Shares will not be a "prohibited investment" provided the holder, annuitant or subscriber of a TFSA, RDSP, RRSP, RRIF or RESP, as the case may be, deals at arm's length with the Corporation for purposes of the Tax Act and does not have a "significant interest" (within the meaning of the Tax Act) in the Corporation. In addition, Common Shares will not be a "prohibited investment" if the Common Shares are "excluded property" (within the meaning of the Tax Act) for trusts governed by a TFSA, RDSP, RRSP, RRIF or RESP. **Prospective purchasers who intend to hold Common Shares in a TFSA, RDSP, RRSP, RRIF or RESP should consult their own tax advisors regarding their particular circumstances.**

TIMBERCREEK FINANCIAL CORP.

Timbercreek Financial Corp. is a corporation amalgamated under the *Business Corporations Act* (Ontario) pursuant to articles of arrangement dated June 30, 2016 (as amended from time-to-time, the "**Articles**"). The Corporation's head and registered office is at 25 Price Street, Toronto, Ontario, Canada, M4W 1Z1. Timbercreek Asset Management Inc. ("**TAMI**" or the "**Manager**") is the manager of the Corporation.

The Corporation was formed through the amalgamation of TMIC and TSMIC on June 30, 2016 (the "**Amalgamation Date**") pursuant to a plan of arrangement (the "**Arrangement**") under sections 182 and 183 of the *Business Corporations Act* (Ontario).

The Corporation currently has one wholly-owned subsidiary, Timbercreek Mortgage Investment Fund ("**TMIF**"), a trust governed by the laws of the Province of Ontario, and one indirectly wholly-owned subsidiary, 2292912 Ontario Inc., a corporation incorporated under the laws of the Province of Ontario.

The Corporation is authorized to issue an unlimited number of Common Shares. As at the date of this Prospectus Supplement, there are 79,375,253 Common Shares issued and outstanding. The outstanding Common Shares are listed and posted for trading on the TSX under the symbol "TF". The Corporation also has four series of debentures outstanding, being the $34.5 million aggregate principal amount of 6.35% convertible unsecured subordinated debentures due March 31, 2019 (the "**2014 Debentures**"), the $45.8 million aggregate principal amount of 5.40% convertible unsecured subordinated debentures due July 31, 2021 (the "**2016 Debentures**"), the $46 million aggregate principal amount of 5.45% convertible unsecured subordinated debentures due March 31, 2022 (the "**February 2017 Debentures**") and the $45 million aggregate principal amount of 5.30% convertible unsecured subordinated debentures due June 30, 2024 (the "**June 2017 Debentures**" and together with the 2014 Debentures, the 2016 Debentures and the February 2017 Debentures, the "**Debentures**"). The 2014 Debentures, the 2016 Debentures, the February 2017 Debentures and the June 2017 Debentures are listed and posted for trading on the TSX under the symbols "TF.DB", "TF.DB.A", "TF.DB.B" and "TF.DB.C" respectively. On May 30, 2018, the Corporation delivered notice to holders of the 2014 Debentures that it intends to redeem in full the $34.5 million aggregate principal amount of 2014 Debentures, effective July 3, 2018. The 2014 Debentures will subsequently be de-listed from the TSX.

SUMMARY DESCRIPTION OF THE BUSINESS

General

The Corporation is focused on providing financing solutions to qualified real estate investors who require funding, and who are generally in a transitional phase of the investment process (such as redevelopment of a property). The Corporation fulfills a financing requirement for real estate investors that is not well serviced by the commercial banks: primarily shorter duration, structured financing. Real estate investors typically use short-term loans to bridge a period (generally one to five years) during which they conduct property repairs, redevelop the property, or purchase another investment. These short-term "bridge" loans comprise most of our assets and are typically repaid with traditional bank mortgages (lower cost and longer-term debt) once the transitional period is over or a restructuring is complete or from proceeds generated on the sale of assets.

The business objectives of the Corporation are, with a primary focus on capital preservation, to place and maintain a diversified portfolio of mortgages that generates attractive and stable returns in order to permit the Corporation to pay monthly dividends to the Shareholders. To achieve these objectives, the Corporation benefits from the extensive experience of TAMI in originating, underwriting and investing in real estate both as a lender and an equity participant. TAMI currently manages approximately $7.2 billion in assets and has conducted over $10 billion in private equity real estate transactions and private debt originations since its inception in 1999. This platform provides substantial market knowledge, underwriting support and asset management expertise. As of the date of this Prospectus Supplement, the Manager believes that the portfolio is well diversified (see "*Summary Description of the Business – Strategies of the Corporation*").

The Corporation is qualified, and intends to continue to qualify, as a "mortgage investment corporation" under the Tax Act. In order to maintain its status as a MIC in a particular taxation year, the Corporation must continually meet all of the criteria enumerated in the relevant section of the Tax Act throughout such taxation year. As a MIC, the Corporation is entitled to deduct from its taxable income for a particular taxation year (i) all taxable dividends, other than capital gains dividends, paid by the Corporation to its Shareholders during the year or within 90 days after the end of the year provided that such dividends were not deductible by the Corporation in the immediately preceding year and (ii) a portion of capital gains dividends. It is the Corporation's intention to distribute enough of its annual profit from operations to Shareholders through the monthly payment of dividends so as to minimize or eliminate its own liability for tax under the Tax Act.

Strategies of the Corporation

The Corporation seeks to generate attractive, risk-adjusted returns for investors by providing financing solutions to qualified real estate investors who require funding, and who are generally in a transitional phase of the investment process (such as redevelopment of a property). The Corporation primarily focuses on lending against properties where there is existing rental income as these assets are typically more liquid, provide less volatile security for mortgage loans and have a lower probability of default.

These strategies combine to provide the Corporation with the ability to:

- obtain favourable yields and maximize returns through efficient sourcing and management of mortgage loans secured by real property;
- take advantage of yield benefits which arise from the Corporation's quick access to capital through efficient processing and management of opportunities;
- take advantage of yield benefits which arise from the Corporation's ability to offer more customized features for borrowers;
- gain access to a continuous supply of mortgage investment opportunities; and
- mitigate risk in the investment selection process through the significant experience and comprehensive underwriting practises of the Corporation.

The board of directors of the Corporation oversees investment guidelines established to provide the overriding risk parameters for the Corporation. These guidelines are described in more detail in the AIF under "*The Business – Investment Guidelines*", and include the following:

- not more than 10% of the portfolio can be allocated to an investment in any one real property;
- not more than 20% of the portfolio can be allocated to an investment with any one borrower;
- not more than 30% of the portfolio can be allocated to investments in mortgages which are secured by non-income producing non-residential assets;
- not more than 50% of the portfolio can be investments in B-notes;
- not more than 20% of the portfolio shall be secured by mortgages that are not first mortgages;
- not more than the percentages set out below of the portfolio can be invested in the corresponding regions:
    - Ontario – 80%

- Alberta – 50%
- British Columbia – 50%
- Quebec – 35%
- Atlantic Provinces – 25%
- Manitoba and Saskatchewan – 25%
- Yukon, Northwest Territories and Nunavut – 10%

- not more than the percentages set out below of the portfolio can be invested in mortgages secured by the product type set out below:
    - Residential and Multi-Residential Buildings – 80%
    - Office Buildings – 50%
    - Industrial Buildings – 40%
    - Retail Buildings – 40%
    - Hotels – 35%
    - Self-Storage Buildings – 35%
    - Unimproved Lands – 12%
    - Other – 10%
- on the date of funding, the maximum loan-to-value ratio of any loan shall not exceed 85%;
- total value liabilities associated with the portfolio will not exceed 75% of the total market value of the properties comprising the security of the portfolio;
- the Corporation is permitted to invest up to 10% of the portfolio in other investments; and
- the Corporation cannot make any loans to the Manager or its affiliates.

USE OF PROCEEDS

The net proceeds from the Offering are not determinable in light of the nature of the distribution. The net proceeds to the Corporation of any given distribution of Common Shares through the Agent in an “at-the-market distribution” will represent the gross proceeds after deducting the applicable compensation payable to the Agent under the Equity Distribution Agreement and the Corporation’s expenses of the distribution.

The Corporation currently intends to use the net proceeds, if any, from this Offering to repay amounts owing under the Credit Facility – Mortgage Investments (as defined below under the heading “*Relationship Between the Corporation and the Agent*”), and will subsequently draw on the Credit Facility – Mortgage Investments for purposes of funding future mortgage loans. The Credit Facility – Mortgage Investments is used for day to day working capital requirements of the Corporation and for other general corporate purposes, particularly the funding of mortgage loans. See *“Relationship Between the Corporation and the Agent”* in this Prospectus Supplement.

CONSOLIDATED CAPITALIZATION

There have been no material changes in the share and loan capital of the Corporation since March 31, 2018. The Corporation does not expect that any material change will result from the issuance of the securities being distributed under this Prospectus Supplement. Set forth in the table below is the capitalization of the Corporation as at March 31, 2018.

	Authorized	**Outstanding ($) as at March 31, 2018 (except Common Share amount (#))**
Common Shares	Unlimited	79,241,349 Common Shares $694,843,968
2014 Debentures	$34,500,000(1)	$33,921,146 (2)
2016 Debentures	$45,800,000(3)	$44,127,817 (4)
February 2017 Debentures	$46,000,000(5)	$43,819,202 (6)
June 2017 Debentures	$45,000,000(7)	$42,569,219 (8)
Credit Facilities(9)(10)	$433,276,895(9)(10)	$394,258,361
Total Capitalization	N/A	79,241,349 Common Shares $1,253,539,713

Notes:

(1) $30,000,000 principal amount of 2014 Debentures were issued by TMIC on February 25, 2014 pursuant to the trust indenture dated as of February 25, 2014 (the "**Indenture**") between TMIC and Computershare Trust Company of Canada (the "**Debenture Trustee**"). Subsequently, on March 3, 2014, TMIC issued an additional $4,500,000 principal amount of 2014 Debentures pursuant to the exercise by the underwriters of the over-allotment option in respect of the offering of 2014 Debentures. On the Amalgamation Date, the Corporation entered into a first supplemental indenture with the Debenture Trustee pursuant to which the Corporation assumed the obligations of TMIC under the Indenture and in respect of the 2014 Debentures.

(2) This amount is net of unamortized issue costs and the reclassification of the equity component in respect of the offering of the 2014 Debentures (as reflected in the Corporation's balance sheet as of March 31, 2018). On May 30, 2018, the Corporation delivered notice to holders of the 2014 Debentures that it intends to redeem in full the $34.5 million aggregate principal amount of 2014 Debentures, effective July 3, 2018. The Corporation intends to draw from the Credit Facility – Mortgage Investments to fund the redemption price plus accrued and unpaid interest.

(3) $40,000,000 principal amount of 2016 Debentures were issued by the Corporation pursuant to the second supplemental indenture entered into between the Corporation and the Debenture Trustee dated July 29, 2016. Subsequently, on August 5, 2016, the Corporation issued an additional $5,800,000 principal amount of 2016 Debentures pursuant to the exercise by the underwriters of the over-allotment option in respect of the offering of 2016 Debentures.

(4) This amount is net of unamortized issue costs and the reclassification of the equity component in respect of the offering of the 2016 Debentures (as reflected in the Corporation's balance sheet as of March 31, 2018).

(5) $40,000,000 principal amount of February 2017 Debentures were issued by the Corporation pursuant to the third supplemental indenture entered into between the Corporation and the Debenture Trustee dated February 7, 2017. The Corporation concurrently issued an additional $6,000,000 principal amount of February 2017 Debentures pursuant to the exercise by the underwriters of the over-allotment option in respect of the offering of February 2017 Debentures.

(6) This amount is net of unamortized issue costs and the reclassification of the equity component in respect of the offering of the February 2017 Debentures (as reflected in the Corporation's balance sheet as of March 31, 2018).

(7) $40,000,000 principal amount of June 2017 Debentures were issued by the Corporation pursuant to the fourth supplemental indenture entered into between the Corporation and the Debenture Trustee dated June 13, 2017. Subsequently, on June 27, 2017, the Corporation issued an additional $5,000,000 principal amount of June 2017 Debentures pursuant to the exercise by the underwriters of the over-allotment option in respect of the offering of June 2017 Debentures.

(8) This amount is net of unamortized issue costs and the reclassification of the equity component in respect of the offering of the June 2017 Debentures (as reflected in the Corporation's balance sheet as of March 31, 2018).

(9) The Corporation has entered into the Credit Facility – Mortgage Investments with a syndicate of lenders. Under the terms of the Credit Facility – Mortgage Investments, the Corporation can borrow up to $440,000,000 on a revolving basis. As at the close of business on June 20, 2018 a total of $341,173,467 was outstanding under the Credit Facility – Mortgage Investments. As at the date of this Prospectus Supplement, the Corporation is in compliance with the terms of the Credit Facility – Mortgage Investments and no breach of the Credit Facility – Mortgage Investments has been waived by the lenders thereunder. For further details on the Credit Facility – Mortgage Investments, please refer to *"Relationship Between the Corporation and the Agent"*.

(10) On August 16, 2017, the Corporation acquired a 20.46% undivided beneficial interest in 14 investment properties. Concurrently with the acquisition, the Corporation and the co-owners entered into a credit agreement with a Schedule 1 Bank (the "**Credit Facility – Investment Properties**" and together with the Credit Facility – Mortgage Investments, the "**Credit Facilities**"). By virtue of its guarantee of TMIF's obligations under the Credit Facility – Investment Properties, the Corporation's share of the outstanding amounts under the Credit Facility – Investment Properties was $30,851,919 as at March 31, 2018 and $31,404,793 as at the close of business on June 20, 2018 The Credit Facility – Investment Properties will mature on August 10, 2019 with an option to extend the Credit Facility – Investment Properties by one year. The Credit Facility – Investment Properties is secured by a first charge on specific assets. The Corporation's share of the carrying value is $41,296,871. As at the date of this Prospectus Supplement, the co-owners are in compliance with the terms of the Credit Facility – Investment Properties and no breach of the Credit Facility – Investment Properties has been waived by the lender thereunder.

SUMMARY DESCRIPTION OF COMMON SHARES

The Corporation is authorized to issue an unlimited number of Common Shares. As at the date of this Prospectus Supplement, there are 79,375,253 Common Shares issued and outstanding.

Holders of Common Shares are entitled to receive notice of and to attend and vote at all meetings of the Shareholders, and each Common Share confers the right to one vote in person or by proxy at all such meetings of Shareholders. In addition, certain matters, such as a change in the Manager, or a reorganization of the Corporation will, subject to certain exceptions, require approval by a resolution passed by at least 66 2/3% of the votes cast by the holders of the Common Shares at a meeting called and held for the consideration of such matter.

No Shareholder is permitted, together with any "related persons", at any time to hold more than 25% of the Common Shares.

In the event that any repurchase of Common Shares by the Corporation, or as determined by the board of directors of the Corporation in its sole discretion, any other transaction affecting any Common Shares (each a "**Triggering Transaction**"), if completed, would cause any holder(s) of such Common Shares (each an "**Automatic Repurchase Shareholder**"), together with any "related persons", to hold more than 25% of the Common Shares, that portion of such Common Shares held by each Automatic Repurchase Shareholder which constitutes in excess of 24.9% of the Common Shares (the "**Repurchased Shares**") will, simultaneously with the completion of a Triggering Transaction, automatically be deemed to have been repurchased by the Corporation (an "**Automatic Repurchase**") without any further action by the Corporation or the Automatic Repurchase Shareholder. The purchase price for any Repurchased Shares will be equal to the 10-day volume weighted average trading price of the Common Shares on the TSX for the 10 days prior to the date of the Triggering Transaction. The proceeds of any Automatic Repurchase will be remitted to each applicable Automatic Repurchase Shareholder within 30 days of the Automatic Repurchase.

For more details on the attributes and characteristics of the Common Shares, please refer to the AIF.

PLAN OF DISTRIBUTION

Sales of Common Shares will be made in transactions that are deemed to be "at-the-market distributions" as defined in NI 44-102, including sales made directly on the TSX or any other Marketplace. Subject to the terms and conditions of the Equity Distribution Agreement and upon receipt of instructions provided by the Corporation, the Agent or selling agent thereof will use its commercially reasonable efforts, consistent with its normal trading and sales practices, applicable laws, the terms of the Decision and the applicable rules of the TSX or any other applicable Marketplace, to sell the Common Shares directly on the TSX or any other Marketplace. The Common Shares will be distributed at market prices prevailing at the time of the sale of such Common Shares. As a result, prices may vary as between purchasers and during the period of distribution. The Corporation will instruct the Agent as to the specific number of Common Shares to be sold. Unless otherwise permitted by additional exemptive relief or otherwise, pursuant to the Decision, the number of Common Shares sold pursuant to the Equity Distribution Agreement on any trading day will not exceed, in the aggregate, 25% of the total trading volume of the Common Shares traded on the TSX and any other Marketplace on that day unless otherwise permitted by additional exemptive relief. The Corporation or the Agent may suspend the Offering upon proper notice and subject to certain other conditions set forth in the Equity Distribution Agreement.

The Corporation will file on SEDAR a report disclosing the number and average price of Common Shares distributed on the TSX or any other Marketplace pursuant to this Prospectus Supplement as well as the gross proceeds, commission and net proceeds realized thereon within seven (7) calendar days after the end of the month with respect to sales during the prior month. The Corporation will also disclose the number of Common Shares sold, as well as the gross proceeds, commission and net proceeds from sales under the Offering in its annual and interim financial statements and associated management's discussion and analysis of financial condition and results of operations. For so long as the Common Shares are listed on the TSX, the Corporation will provide the TSX with all information it requires with respect to the offered Common Shares within the timelines prescribed by the TSX.

Pursuant to the terms of the Equity Distribution Agreement, the Corporation will compensate the Agent for its services in acting as agent in the sale of Common Shares in an amount up to 3% of the gross proceeds from the sales made on the TSX and any other Marketplace (the "**Commission**"). The Corporation estimates that the total expenses it will incur for the Offering, excluding compensation payable to the Agent under the terms of the Equity Distribution Agreement, will be approximately $265,000.

Settlement for sales of Common Shares will occur on the second trading day following the date on which any sales are made, or on such earlier date as is the then current industry practice for regular-way trading, in return for payment of the net proceeds to the Corporation.

The Offering will terminate upon the earlier of: (i) the issuance and sale of all of the Common Shares subject to the Equity Distribution Agreement by the Agent; (ii) the receipt issued for the Prospectus ceasing to be effective in accordance with applicable securities laws; and (iii) the termination of the Equity Distribution Agreement in accordance with its terms. Pursuant to the Equity Distribution Agreement, the Corporation is entitled, at its option and at any time, on notice to the Agent as provided in the Equity Distribution Agreement, without liability on its part, to terminate and cancel its participation in the Equity Distribution Agreement and its obligations thereunder if the Agent is in breach of, default under or non-compliance with any material covenant, agreement, representation, warranty, term or condition in the Equity Distribution Agreement or in any certificate or document delivered pursuant thereto. The Corporation, on the one hand, and the Agent, on the other hand, may terminate the Equity Distribution Agreement in its sole discretion at any time by giving fifteen (15) days prior written notice to the other party.

No underwriter or dealer involved in the Offering, no affiliate of such an underwriter or dealer and no person or company acting jointly or in concert with such an underwriter or dealer has over-allotted, or will over-allot, Common Shares in connection with the Offering pursuant to the Equity Distribution Agreement or effect any other transactions that are intended to stabilize or maintain the market price of the Common Shares in connection with the Offering.

The Common Shares offered hereby have not been and will not be registered under the U.S. Securities Act, or any securities or "blue sky" laws of any of the states of the United States. Accordingly, the Common Shares may not be offered or sold within the United States except in accordance with an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

This Prospectus Supplement, together with the Prospectus, does not constitute an offer to sell or a solicitation to buy any of the Common Shares hereby in the United States.

The Corporation has applied to list the Common Shares offered under the Offering on the TSX. Listing will be subject to the Corporation fulfilling all of the listing requirements of the TSX.

PRIOR SALES

During the 12-month period preceding the date of this Prospectus Supplement, the Corporation has not issued any Common Shares, or securities that are convertible into or exchangeable for Common Shares, except as described in the following table:

Date of Issuance and Issue Type	Number and Type of securities issued	Price per security
February 7, 2018 Short form prospectus offering	4,302,000 Common Shares	$9.30
February 16, 2018 Partial exercise of over-allotment option	545,300 Common Shares	$9.30
July 14, 2017 DRIP	38,278 Common Shares	$9.17
August 15, 2017 DRIP	38,861 Common Shares	$9.16
September 15, 2017 DRIP	39,200 Common Shares	$9.13
October 13, 2017 DRIP	37,047 Common Shares	$9.19
November 15, 2017 DRIP	36,152 Common Shares	$9.37
December 15, 2017 DRIP	36,582 Common Shares	$9.36
January 15, 2018 DRIP	36,506 Common Shares	$9.30
February 15, 2018 DRIP	38,539 Common Shares	$8.86
March 15, 2018 DRIP	41,648Common Shares	$8.98
April 13, 2018 DRIP	43,931 Common Shares	$8.86
May 15, 2018 DRIP	44,862 Common Shares	$8.86
June 15, 2018 DRIP	45,111 Common Shares	$8.85

TRADING PRICE AND VOLUME

The following table summarizes the high and low prices of the Common Shares and volume of trading on the TSX on a monthly basis for the 12-month period prior to the date of this Prospectus Supplement:

Month	High	Low	Volume
June 2017	$9.48	$9.00	1,494,289
July 2017	$9.47	$9.19	933,791
August 2017	$9.47	$9.22	1,059,318
September 2017	$9.47	$9.24	1,098,849
October 2017	$9.75	$9.30	1,226,009
November 2017	$9.70	$9.45	1,400,362

Month	High	Low	Volume
December 2017	$9.66	$9.50	973,303
January 2018	$9.70	$9.21	1,849,295
February 2018	$9.30	$8.88	2,408,678
March 2018	$9.26	$8.93	1,733,459
April 2018	$9.23	$8.91	1,412,104
May 2018	$9.23	$8.96	1,548,139
June 1, 2018 – June 20, 2018	$9.18	$9.00	907,682

The following table summarizes the high and low prices of the 2014 Debentures and volume of trading on the TSX on a monthly basis for the 12-month period prior to the date of this Prospectus Supplement:

Month	High	Low	Volume
June 2017	$102.01	$101.05	362,000
July 2017	$102.00	$100.50	188,000
August 2017	$101.70	$100.60	129,000
September 2017	$101.02	$100.80	171,000
October 2017	$101.86	$101.05	386,000
November 2017	$102.00	$100.55	243,000
December 2017	$101.50	$100.75	243,000
January 2018	$101.25	$99.75	358,000
February 2018	$101.00	$99.75	286,000
March 2018	$101.49	$100.00	100,000
April 2018	$101.30	$100.90	54,000
May 2018	$101.48	$100.00	238,000
June 1, 2018 – June 20, 2018	$100.50	$100.00	202,000

The following table summarizes the high and low prices of the 2016 Debentures and volume of trading on the TSX on a monthly basis for the 12-month period prior to the date of this Prospectus Supplement:

Month	High	Low	Volume
June 2017	$101.50	$100.35	501,000
July 2017	$102.00	$100.50	333,000
August 2017	$101.96	$100.50	658,000
September 2017	$101.50	$100.50	389,000
October 2017	$102.00	$100.75	374,000
November 2017	$101.64	$100.51	534,000
December 2017	$102.01	$100.80	634,000
January 2018	$103.32	$101.25	876,000
February 2018	$101.25	$99.75	423,000
March 2018	$101.00	$99.75	511,000
April 2018	$101.55	$101.00	70,000
May 2018	$101.25	$100.00	612,000
June 1, 2018 – June 20, 2018	$100.76	$99.53	263,000

The following table summarizes the high and low prices of the February 2017 Debentures and volume of trading on the TSX on a monthly basis for the 12-month period prior to the date of this Prospectus Supplement:

Month	High	Low	Volume
June 2017	$101.80	$100.00	1,035,000
July 2017	$101.21	$100.06	546,000
August 2017	$100.80	$99.99	424,000
September 2017	$100.75	$100.00	557,000
October 2017	$101.00	$100.35	1,890,000
November 2017	$102.00	$100.24	680,000
December 2017	$101.25	$100.77	453,000
January 2018	$102.00	$100.40	916,000
February 2018	$101.01	$98.00	431,000

Month	High	Low	Volume
March 2018	$101.51	$97.20	1,226,000
April 2018	$101.51	$99.75	287,000
May 2018	$101.00	$99.75	452,000
June 1, 2018 – June 20, 2018	$100.90	$99.05	486,000

The following table summarizes the high and low prices of the June 2017 Debentures and volume of trading on the TSX on a monthly basis for the 12-month period prior to the date of this Prospectus Supplement:

Month	High	Low	Volume
June 2017(1)	$99.00	$97.50	5,182,000
July 2017	$98.00	$96.50	1,417,000
August 2017	$97.00	$96.00	2,173,000
September 2017	$97.26	$96.50	2,357,000
October 2017	$99.00	$96.75	1,077,000
November 2017	$100.50	$97.50	1,186,000
December 2017	$101.00	$99.00	682,000
January 2018	$100.50	$98.45	2,007,000
February 2018	$98.79	$96.02	798,000
March 2018	$99.01	$97.00	950,000
April 2018	$98.49	$96.99	459,000
May 2018	$99.70	$97.01	1,516,000
June 1, 2018 – June 20, 2018	$100.00	$95.04	1,164,000

Notes:

(1) The June 2017 Debentures were listed and posted for trading on the TSX on June 13, 2017 under the symbol “TF.DB.C”.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of McCarthy Tétrault LLP, counsel to the Corporation, and Goodmans LLP, counsel to the Agent (collectively, “**Counsel**”), the following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations pursuant to the Tax Act generally applicable to a holder who acquires Common Shares under this Offering. This summary is only applicable to such a holder who, for purposes of the Tax Act and at all relevant times, is or is deemed to be resident in Canada, holds the Common Shares as capital property and deals at arm's length with the Corporation and the Agent and is not affiliated with the Corporation or the Agent (a "**Holder**"). Generally, Common Shares will be considered to be capital property to a Holder provided the Holder does not hold the Common Shares in the course of carrying on a business of trading or dealing in securities and has not acquired the Common Shares in one or more transactions considered to be an adventure or concern in the nature of trade.

Certain Holders who might not otherwise be considered to hold their Common Shares as capital property may, in certain circumstances, be entitled to have the Common Shares, and all other "Canadian securities" (as defined in the Tax Act) owned or subsequently acquired by such Holders, deemed to be capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. Such Holders should consult their own tax advisors as to whether such election is available and advisable, having regard to their own particular circumstances.

This summary is not applicable to a Holder: (i) that is a "financial institution" for purposes of the mark-to-market rules; (ii) an interest in which is or would be a "tax shelter investment"; (iii) that is a "specified financial institution"; (iv) that reports its "Canadian tax results" in a "functional currency" (which excludes Canadian dollars); or (v) that enters into a "derivative forward agreement" in respect of the Common Shares (in each case, as defined in the Tax Act). Any such Holder should consult its own tax advisors with respect to an investment in the Common Shares.

This summary is based upon the current provisions of the Tax Act and the regulations thereunder (the "**Regulations**"), taking into account all proposed amendments to the Tax Act and the Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Tax Proposals**"), and Counsel's understanding of the current administrative practices and assessing policies of the Canada Revenue Agency (the "**CRA**") published in writing by it prior to the date hereof. This summary is also based on a certificate of an officer of the Corporation as to certain factual matters. This summary assumes the Tax Proposals will be enacted in the form proposed; however, no assurance can be given that the Tax Proposals will be enacted in the form proposed, or at all. This summary is not exhaustive of all possible Canadian federal income tax considerations and, except for the Tax Proposals, does not otherwise take into account or anticipate any changes in the law, whether by way of legislative, governmental or judicial decision or action, or in the administrative practices or assessing policies of the CRA, nor does it take into account other federal or any provincial, territorial or foreign tax laws or considerations, which may differ significantly from the tax considerations described herein.

This summary does not consider the implications of the proposed amendments to the Tax Act pertaining to the taxation of passive investment income earned by private corporations in the federal budget released by the Minister of Finance (Canada) on February 27, 2018. Holders that are private corporations should consult their own tax advisors regarding the implications of these proposed amendments with respect to their particular circumstances.

The income and other tax consequences of acquiring, holding or disposing of Common Shares will vary depending on the particular circumstances of the Holder thereof, including any province or territory in which the Holder resides or carries on business. Accordingly, this summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder or prospective Holder of Common Shares, and no representations with respect to the income tax consequences to any Holder or prospective Holder are made. Consequently, Holders and prospective Holders of Common Shares should consult their own tax advisors for advice with respect to the tax consequences to them of acquiring Common Shares pursuant to this Offering, having regard to their particular circumstances.

This summary does not address the Canadian federal tax considerations applicable to holders that are not, nor are deemed to be, resident in Canada. Any such prospective holders should consult their own tax advisors regarding the tax consequences of acquiring, holding and disposing of Common Shares.

Qualification as a MIC

This summary is based upon the assumption that the Corporation will qualify as a MIC under the Tax Act throughout its current taxation year and for all future taxation years. The Corporation has advised Counsel that it intends to meet all of the requirements under the Tax Act to qualify as a MIC throughout its current taxation year and for all of its future taxation years. Counsel express no opinion as to the status of the Corporation as a MIC. If the Corporation were to not qualify as a MIC at any time, the income tax considerations would be materially different from those described herein.

The Tax Act imposes certain requirements in order for a corporation to qualify as a MIC in a taxation year. These requirements generally will be satisfied by the Corporation if, throughout the taxation year: the Corporation was a Canadian corporation for the purposes of the Tax Act; the Corporation's only undertaking is the investing of its funds and it did not manage or develop real or immovable property; none of the Corporation's property consisted of specified types of foreign property; the Corporation had at all times at least 20 Shareholders; no Shareholder (together with "related persons", see below) held directly or indirectly more than 25% of any class of the issued shares of the Corporation; certain dividend rights attach to any preferred shares of the Corporation; the cost amount to the Corporation of certain residential mortgages (see commentary below), deposits and money was at least 50% of the cost amount to it of all of its property; not more than 25% of the cost amount to the Corporation of its property was attributable to real or immovable property or leasehold interests therein; and, in circumstances where at any time in the year the cost amount to the Corporation of its money and certain of its residential mortgages and deposits (such residential mortgages and deposits referred to herein as "**Required Property**") represented less than two-thirds of the aggregate cost amount to the Corporation of all of its property, the Corporation's liabilities may not exceed 75% of its assets (at cost amount). Where, however, throughout the year the cost amount to the Corporation of its money and Required Property represented two-thirds or more of the aggregate cost amount to the Corporation of all of its property, the Corporation's liabilities may not exceed 83.33% of its assets (at cost amount).

For these purposes, "related persons" (as referred to above) include a corporation and the person or persons that control the corporation, a parent corporation and its subsidiary corporation(s) and corporations that are part of the same corporate group, and an individual and that individual's spouse, common-law partner or child under 18 years of age. The rules in the Tax Act defining "related persons" are complex and Holders should consult their own tax advisors in this regard.

For purposes of the 50% asset test noted above, the reference to certain residential mortgages is, more specifically, to debts that are secured by mortgages, hypothecs or in any other manner, on "houses" as defined in the *National Housing Act* (Canada) or on property included within a "housing project", as defined in the *National Housing Act* (Canada) as it read on June 16, 1999.

Taxation of the Corporation

The Corporation is a "public corporation" for purposes of the Tax Act and as such is subject to tax at the full corporate rate on its taxable income.

However, provided the Corporation qualifies as a MIC, the Corporation may deduct in computing its income for a taxation year the amount of dividends paid to its Shareholders, as follows: (i) all taxable dividends, other than capital gains dividends, paid by the Corporation to its Shareholders during the year or within 90 days after the end of the year (to the extent not deductible in computing the Corporation's income for the previous year); and (ii) one-half of all capital gains dividends paid by the Corporation to its Shareholders during the period commencing 91 days after the commencement of the year and ending 90 days after the end of the year. The Corporation must elect to have the full amount of a dividend qualify as a capital gains dividend. The payment of capital gains dividends will allow the Corporation to flow capital gains it realizes through to its Shareholders.

The Corporation has advised Counsel that it intends to pay dividends to the extent necessary to reduce its taxable income in each year to nil so that it has no tax payable under Part I of the Tax Act and to elect to have dividends be capital gains dividends to the maximum extent allowable.

Taxation of Shareholders

Corporate Dividends

Capital gains dividends received by a Holder (whether paid in cash or reinvested in Common Shares) will be treated as a capital gain of the Holder from a disposition in the year of capital property for the year in which the dividend is received. See below under the subheading *"Dispositions of Common Shares"* for a description of the tax treatment of capital gains.

Taxable dividends, other than capital gains dividends, received by a Holder of Common Shares (whether paid in cash or reinvested in Common Shares) must be included in the Holder's income as interest payable on a bond issued by the Corporation. The amount of a dividend reinvested in additional Common Shares will be the cost amount of such Common Shares.

The provisions of the Tax Act providing for interest accrual, the gross-up and dividend tax credit in respect of taxable dividends received by individuals from taxable Canadian corporations, and for the deduction generally available to corporations for inter-corporate dividends received, will not apply in respect of taxable dividends on the Common Shares. Similarly, the provisions of Part IV of the Tax Act will not apply to the receipt of taxable dividends on the Common Shares by a corporate Holder.

Dispositions of Common Shares

On the disposition or deemed disposition of a Common Share by a Holder (other than to the Corporation, unless purchased by the Corporation in the open market in the manner in which shares are normally purchased by any member of the public in an open market), the Holder will generally realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition in respect of such Common Share, net of any reasonable costs of disposition, exceed (or are exceeded by) the adjusted cost base of the Common Share to the Holder. A Holder's proceeds of disposition will not include an amount payable by the Corporation on the Common Share that is otherwise required to be included in the Holder's income.

For the purpose of determining the adjusted cost base to a Holder of Common Shares, when a Common Share is acquired, the cost of the newly-acquired Common Share will be averaged with the adjusted cost base of all of the Common Shares owned by the Holder as capital property immediately before that acquisition. The adjusted cost base of a Common Share to a Holder will be subject to certain adjustments.

One-half of the amount of any capital gain (a "**taxable capital gain**") realized by a Holder in a taxation year must be included in computing such Holder's income for that year, and one-half of any capital loss (an "**allowable capital loss**") realized by a Holder in a taxation year must be deducted from any taxable capital gains realized by the Holder in the year, subject to and in accordance with the provisions of the Tax Act. Allowable capital losses in excess of taxable capital gains realized in a taxation year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any following taxation year against net taxable capital gains realized in such years, subject to and in accordance with the provisions of the Tax Act.

On a redemption or acquisition of Common Shares by the Corporation (other than an acquisition by the Corporation in the open market in the manner in which shares are normally purchased by any member of the public in an open market), the Holder generally will be deemed to have received, and the Corporation will be deemed to have paid, a dividend in the amount equal to the amount by which the price paid by the Corporation exceeds the paid-up capital of the purchased Common Shares. This deemed dividend will be treated in the same manner as other dividends received by the Holder from the Corporation (i.e. as interest or, if the Corporation elects that the entire dividend be a capital gains dividend, as a capital gain). The balance of the purchase price, if any, will constitute proceeds of disposition of the Common Shares for purposes of the capital gains rules, as described above.

Minimum Tax and Refundable Tax

In general terms, a capital gain realized by a Holder (including capital gains dividends received on Common Shares) who is an individual or trust (other than certain specified trusts) may increase the Holder's liability for alternative minimum tax.

A Holder that is a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay an additional refundable tax on certain investment income for the year, including amounts as, or in respect of, interest and taxable capital gains.

Tax Implications of our Dividend Policy

The market value of a Common Share may be attributable in part to income and capital gains that have been earned by the Corporation, but which have not been realized and/or paid out as a dividend. If a Holder acquires Common Shares before a dividend record date, the Holder will be taxed on the full amount of any such dividend that is received by the Holder. As the Corporation has adopted a dividend policy of paying equal monthly distributions to Shareholders of record on the last business day of each month, a Holder who acquires a Common Share late in the month but prior to the dividend record date will pay tax on the entire dividend, which will generally reflect the income and/or capital gains earned by the Corporation throughout the month up to the record date, although the Holder will have only recently acquired Common Shares.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Agent is a subsidiary of, or is otherwise affiliated with, National Bank of Canada, which is a lender to us and to which we are currently indebted under the terms of the Credit Facility – Mortgage Investments. The Corporation is the borrower under the second amended and restated credit agreement dated as of December 21, 2017 (the "**Credit Agreement**") among the Corporation, a syndicate of lenders including National Bank of Canada (collectively, the "**Banks**") and the Toronto-Dominion Bank, as administration agent. Under the terms of the Credit Agreement, the Corporation may borrow up to $440,000,000 on a revolving basis (which includes a $20,000,000 swingline facility and an increase of $40,000,000 through the Corporation's utilization of a portion of an accordion feature under the Credit Agreement) (the "**Credit Facility – Mortgage Investments**"), subject to its borrowing base as set out in the Credit Agreement. The commitments of the lenders under the Credit Agreement – Mortgage Investments may be increased by a further $60,000,000 by way of the accordion feature referred to above.

The Credit Facility – Mortgage Investments is used for day to day working capital requirements of the Corporation and for other general corporate purposes, particularly the funding of mortgage loans. The term of the Credit Facility – Mortgage Investments matures on December 20, 2019. The Credit Facility – Mortgage Investments is secured by a general security agreement over the Corporation's assets and is guaranteed by TMIF. As at the close of business on June 20, 2018, a total of $341,173,467 was outstanding under the Credit Facility – Mortgage Investments.

Consequently, we may be considered to be a connected issuer of the Agent under applicable Canadian securities legislation. As at the date of this Prospectus Supplement, the Corporation is in compliance with the terms of the Credit Facility – Mortgage Investments and no breach of the Credit Facility – Mortgage Investments has been waived by the Banks. The decision to act as Agent in connection with the Offering was made independently of National Bank of Canada. The terms of the Offering were determined by negotiation between the Corporation and the Agent, without the involvement of National Bank of Canada. As a consequence of the Offering, the Agent will receive the Commission in accordance with the provisions of the Equity Distribution Agreement. The Corporation currently intends to use the net proceeds, if any, from this Offering to repay amounts owing under the Credit Facility – Mortgage Investments, and will subsequently draw on the Credit Facility – Mortgage Investments for purposes of funding future mortgage loans.

RISK FACTORS

Before making an investment decision, prospective purchasers of Common Shares should carefully consider the information described in this Prospectus Supplement, the Prospectus and the documents incorporated by reference herein and therein. There are certain risks inherent in an investment in Common Shares, including the following factors, which investors should carefully consider before investing. Some of the following factors are interrelated and, consequently, investors should treat such risk factors as a whole. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this Prospectus Supplement, the Prospectus and the documents incorporated by reference herein and therein. These risks and uncertainties are not the only ones that could affect the Corporation and additional risks and uncertainties not currently known to the Corporation or the Manager, or that they currently deem immaterial, may also impair the returns, financial condition and results of operations of the Corporation. If any such risks actually occur, the returns, financial condition and results of operations of the Corporation could be materially adversely affected and the financial performance of the Corporation, the ability of the Corporation to make cash distributions and the trading price of the Common Shares could be materially adversely affected.

Risks Relating to the Business

A prospective purchaser of Common Shares should carefully consider the risk factors described under the heading *"Risk Factors"* in the AIF. These include, but are not limited to: (i) changes in real estate values; (ii) the lack of guarantees or insurance with respect to mortgage loans; (iii) competition in the mortgage lending business; (iv) the Corporation's sensitivity to interest rates; (v) the availability of investments; (vi) risks related to mortgage defaults; (vii) foreclosure and related costs; (viii) risks related to subordinated loans and mortgages; (ix) litigation risks; (x) qualification as a MIC; (xi) reliance on the Manager, Timbercreek Investment Management Inc. and the investment committee; (xii) inability to fund future mortgage investments; (xiii) borrowing and leverage risks; (xiv) potential conflicts of interest; (xv) allocation of investment opportunities by the Manager; (xvi) restrictions on the ownership and repurchases of the Common Shares; (xvii) changes to legislation; (xviii) the ability to manage growth; (xix) environmental matters; (xx) concentration and composition of the portfolio; and (xxi) the ability to safeguard the Corporation's information systems, including the security and privacy of its information systems.

Volatility of Market Price of the Common Shares

The Corporation has applied to list the Common Shares being distributed under this Prospectus Supplement on the TSX. Listing will be subject to the Corporation fulfilling all of the listing requirements of the TSX. There can be no assurance that an active public market for trading in the Common Shares will persist and, as a result, the market price of the Common Shares may be adversely affected.

The market price of the Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, including actual or anticipated fluctuations in our operating and financial results, the results of any public announcements made by the Corporation, sales of the Common Shares in the marketplace, failure to meet analysts' expectations, or general market conditions.

The volatility may affect the ability of holders of Common Shares to sell the Common Shares at an advantageous price. Financial markets have, at times, experienced significant price and volume fluctuations that have particularly affected the market prices of securities of companies and that have, in many cases, been unrelated to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil occur, our operations could be adversely impacted and the trading price of the Common Shares may be adversely affected.

Investment Eligibility

The Corporation will endeavor to ensure that the Common Shares continue to be qualified investments for trusts governed by Plans. No assurance can be given in this regard. If the Common Shares are not qualified investments for Plans, such Plans (and, in the case of certain Plans, the annuitants, subscribers or beneficiaries thereunder or holders thereof) may be subject to adverse tax consequences.

Dividends on Common Shares

Although the Corporation intends to make distributions of its available capital to the Shareholders in accordance with its dividend policy, these cash distributions may be reduced or suspended. The actual amount distributed will depend on numerous factors disclosed in our continuous disclosure documents, including the financial performance of the properties in our mortgage portfolio, our debt covenants and obligations, our working capital requirements and our future capital requirements. In addition, the market value of the Common Shares may decline if the Corporation is unable to meet its cash distribution targets in the future, and that decline may be significant.

Potential Dilution

The Corporation's Articles and by-laws allow us to issue an unlimited number of Common Shares for such consideration and on such terms and conditions as shall be established by the board of directors, in many cases, without the approval of the Shareholders, and Shareholders will have no pre-emptive rights in connection with such further issuances. Except as described under the heading *"Plan of Distribution"* in this Prospectus Supplement, the Corporation may issue additional Common Shares in subsequent offerings (including through the sale of securities convertible into or exchangeable for Common Shares) and on the vesting of deferred share units, income deferred share units or other securities exchangeable or exercisable for Common Shares. The Corporation cannot predict the size of future issuances of Common Shares or the effect that future issuances and sales of Common Shares will have on the market price of the Common Shares. Issuances of a substantial number of additional Common Shares, or the perception that such issuances could occur, may adversely affect prevailing market prices for the Common Shares. With any additional issuance of Common Shares, holders of Common Shares will suffer dilution to their voting power and the Corporation may experience dilution in its earnings per Common Share.

Qualification as a MIC

Although the Corporation intends to qualify at all times as a MIC, no assurance can be provided in this regard. Since the Corporation must meet certain requirements throughout the year to qualify as a MIC, it is only possible to determine whether the Corporation qualifies as a MIC for a particular taxation year at or after the end of such year. If for any reason the Corporation does not qualify as a MIC under the Tax Act, dividends paid by the Corporation on its Common Shares will not be deductible by the Corporation in computing its income and will not be deemed to have been received by Shareholders as interest or a capital gain, as the case may be. In consequence, as long as the Common Shares are listed on a designated stock exchange, the rules in the Tax Act regarding the taxation of public corporations and their shareholders apply, with the result that the combined corporate and shareholder tax may be significantly greater.

No Shareholder is permitted, alone or together with "related persons", at any time to hold (directly or indirectly) more than 25% of any class of the issued shares of the Corporation. The Corporation intends to monitor major holdings of Common Shares to ensure that no one Shareholder exceeds this 25% maximum ownership limit set by the Tax Act, in order for the Corporation to maintain its qualification as a MIC. However, given that registration of the Common Shares issued by the Corporation is made in the depository service of CDS, it may be difficult for the Corporation to monitor this 25% ownership rule. In order for the Corporation to stay within this 25% limit, it may have to exercise its right to trigger an Automatic Repurchase.

Net Proceeds to the Corporation

There is no certainty that the maximum total offering amount, or any of the offering amount, will be raised under the Offering. The Agent has agreed to use its commercially reasonable efforts to sell the Common Shares when and to the extent requested by the Corporation, but the Corporation is not required to request the sale of the maximum amount offered and, if it requests a sale, the Agent is not obligated to purchase any Common Shares that are not sold. As a result of the Offering being made on a commercially reasonable efforts basis with no minimum offering amount, and only as requested by the Corporation, the Corporation may raise substantially less than the maximum total offering amount, or none at all.

Number of Common Shares to be Offered

The Common Shares will be sold by the Agent at the market price prevailing at the time of sale and, therefore, there is no certainty on the number of Common Shares that may be sold under the Offering. If the prevailing market price for the Common Shares declines, then the Corporation will be able to issue more Common Shares under the Offering and investors may suffer greater dilution.

LEGAL MATTERS AND INTEREST OF EXPERTS

Certain legal matters relating to the Offering will be passed upon on behalf of the Corporation by McCarthy Tétrault LLP, and on behalf of the Agent by Goodmans LLP. As at the date hereof, the partners and associates of McCarthy Tétrault LLP, as a group, own less than 1% of the outstanding Common Shares, and the partners and associates of Goodmans LLP, as a group, own less than 1% of the outstanding Common Shares.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is KPMG LLP, Chartered Professional Accountants, Toronto, Ontario. KPMG LLP has confirmed that it is independent of the Corporation within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and applicable legislation or regulations.

KPMG LLP was the auditor of TMIC and TSMIC for the years ended December 31, 2015 and 2014. KPMG has confirmed that as at the respective dates of its audit reports in respect of the foregoing financial statements and during the period covered by the financial statements on which it reported, it was independent of each of TMIC and TSMIC within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and applicable legislation or regulations.

The transfer agent and registrar for the Common Shares is AST Trust Company (Canada) (formerly known as CST Trust Company), and the transfer agent and registrar for the Debentures is Computershare Trust Company of Canada, in each case, at its principal offices located in Toronto, Ontario, Canada.

STATUTORY EXEMPTIONS

Pursuant to a decision dated December 12, 2017 (the "**Decision**") granted by the Ontario Securities Commission (as principal regulator) pursuant to National Policy 11-203 – *Process for Exemptive Relief Applications in Multiple Jurisdictions* ("**NP 11-203**"), (i) the Agent and any other registered investment dealer acting on behalf of the Agent as a selling agent are exempt from the requirement under securities legislation in each of the provinces and territories of Canada to send or deliver the latest Prospectus (including the applicable prospectus supplement(s)) and any amendment to the Prospectus, to a purchaser of Common Shares under any "at-the-market distribution" made under this Prospectus Supplement, (ii) the Corporation is exempt from the requirement to include in any prospectus supplement that provides for "at-the-market distributions" the form of forward-looking issuer certificate and form of forward-looking underwriter certificate for a prospectus supplement in the form specified in Appendix A of NI 44-102, provided that a specified modified form of forward-looking issuer certificate and underwriter certificate in the form set out in this Prospectus Supplement is included, and (iii) the Corporation is exempt from the requirement to include in this Prospectus Supplement the statement respecting purchasers' statutory rights of withdrawal and remedies of rescission or damages in the form prescribed by Item 20 of Form 44-101F1, provided that the disclosure in the form set out under *"Statutory Rights of Withdrawal and Rescission"* is included in this Prospectus Supplement.

The Decision is also conditional upon (i) the Corporation disclosing the number and average price of Common Shares sold pursuant to "at-the-market distributions", as well as the gross proceeds, Commission and net proceeds, within seven (7) calendar days after the end of the month with respect to sales during the prior month and also in its annual and interim financial statements and management discussion and analysis filed on SEDAR, (ii) the Corporation including a modified form of forward-looking issuer certificate page and a modified form of forward-looking underwriter certificate page in any prospectus supplement providing for “at-the-market distributions”, and (iii) other conditions as set out in the Decision.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities and with remedies for rescission or, in some jurisdictions, revision of the price, or damages if the prospectus, prospectus supplements relating to securities purchased by a purchaser and any amendment are not delivered to the purchaser, provided that the remedies are exercised by the purchaser within the time limit prescribed by securities legislation. However, purchasers of Common Shares under an “at-the-market distribution” by the Corporation will not have the right to withdraw from an agreement to purchase the Common Shares and will not have remedies for rescission or, in some jurisdictions, revision of the price, or damages for non-delivery of the Prospectus, because the Prospectus, prospectus supplements relating to the Common Shares purchased by such purchasers and any amendment relating to Common Shares purchased by such purchasers will not be delivered as permitted under the Decision and granted pursuant to NP 11-203.

Securities legislation in certain of the provinces and territories of Canada also provides purchasers with remedies for rescission or, in some jurisdictions, revision of the price or damages if the prospectus, prospectus supplements relating to securities purchased by a purchaser and any amendment contains a misrepresentation, provided that the remedies are exercised by the purchaser within the time limit prescribed by securities legislation. Any remedies under securities legislation that a purchaser of Common Shares under an “at-the-market distribution” by the Corporation may have against the Corporation or the Agent for rescission or, in some jurisdictions, revision of the price, or damages if the prospectus, prospectus supplements relating to securities purchased by a purchaser and any amendment contain a misrepresentation remain unaffected by the non-delivery and the Decision.

Purchasers should refer to any applicable provisions of securities legislation and the Decision for the particulars of these rights or consult with a legal advisor.

For purposes of the Offering, the information set out in this section supersedes and replaces the statement of purchasers’ rights contained in the Prospectus under the heading *“Statutory Rights of Withdrawal and Rescission”*.

CERTIFICATE OF THE CORPORATION

Dated: June 21, 2018

The short form prospectus together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, as of the date of a particular distribution of securities under the prospectus, will, as of that date, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each of the provinces and territories of Canada.

(Signed) "CAMERON GOODNOUGH" Chief Executive Officer	(Signed) "GIGI WONG" Chief Financial Officer

On behalf of the Board of Directors

(Signed) "R. BLAIR TAMBLYN" Director	(Signed) "STEVEN SCOTT" Director

CERTIFICATE OF THE AGENT

Dated: June 21, 2018

To the best of our knowledge, information and belief, the short form prospectus together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, as of the date of a particular distribution of securities under the prospectus, will, as of that date, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each of the provinces and territories of Canada.

NATIONAL BANK FINANCIAL INC.

(Signed) "JOE KULIC"