PRELIMINARY SHORT FORM PROSPECTUS

New Issue June 9, 2022

AIP REALTY TRUST

US$25,000,000

12,500,000 Units

This short form prospectus qualifies the distribution (the "**Offering**") of up to 12,500,000 Class A trust units (the "**Offered Units**") of AIP Realty Trust (the "**Trust**") at a price of $2.00 per Offered Unit (the "**Offering Price**") for maximum gross proceeds of $25,000,000.

The Offered Units will be offered for sale on a "best efforts" agency basis pursuant to an agency agreement (the "**Agency Agreement**") to be entered into between the Trust and Laurentian Bank Securities Inc. ("**Laurentian**") and Raymond James Ltd. (the "**Co-Lead Agents**") and iA Private Wealth Inc. and Canaccord Genuity Corp. (collectively with the Co-Lead Agents, the "**Agents**"). The Offering Price of the Offered Units was determined by negotiation between the Trust and the Agents.

There is no minimum amount of funds that must be raised under this Offering. This means that the Trust could complete this Offering after raising only a small proportion of the Offering amount set out above.

The Trust is an unincorporated, open-ended real estate investment trust currently governed by the laws of the Province of Alberta. The Trust has been established to own a portfolio of AllTrades Industrial Properties, Inc. ("**AllTrades**") branded light industrial flex multi-tenant properties facilities that cater to trades, service companies and small operating businesses in the United States (the "**AllTrades Facilities**"). The Trust will provide financing for a portion of the facilities' construction, for which the Trust has provided a forward purchase commitment. The currently issued and outstanding Class A trust units of the Trust (the "**Units**") are listed and posted for trading on the TSX Venture Exchange (the "**TSXV**") under the trading symbol "AIP.U". The closing price of the Units on the TSXV on June 8, 2022, the last trading day prior to the date hereof, was $2.00. The Trust has applied to list the Offered Units (including the Offered Units issuable pursuant to the Over-Allotment Option (as defined herein)) offered under this short form prospectus and the Units underlying the Agents' Warrants (as defined herein) on the TSXV. Listing will be subject to the Trust fulfilling all the listing requirements of the TSXV.

There are risks associated with an investment in the Offered Units. See "Risk Factors" for a discussion of factors that should be considered by prospective investors and their advisors in assessing the appropriateness of an investment in the Offered Units.

Price: $2.00 Per Offered Unit

	Price to the Public	Agents' Fee(1)	Net Proceeds to the Trust(2)
Per Offered Unit	$ 2.00	$ 0.12	$ 1.88
Total Offering(3)(4)	$ 25,000,000	$ 1,500,000	$ 23,500,000

Notes:

(1) Pursuant to the terms of the Agency Agreement, the Agents will receive a cash commission equal to $0.12 per Offered Unit, or 6.0% of the gross proceeds of the Offering (the "**Agents' Fee**"). In addition, the Agents will be granted non-transferable warrants to purchase that number of Units as is equal to 6.0% of the Offered Units sold in connection with the Offering, including pursuant to any exercise of the Over-Allotment Option, at the Offering Price (the "**Agents' Warrants**"), exercisable for a period of 24 months from the closing of the Offering (the "**Closing**"), which Agents' Warrants are qualified for distribution under this short form prospectus. See "Plan of Distribution".

(2) After deducting the Agents' Fee but before deducting the expenses of the Offering, which are estimated to be $625,000.

(3) Assuming completion of the full Offering of 12,500,000 Offered Units.

(4) The Trust has granted to the Agents an option (the "**Over-Allotment Option**") to purchase up to an additional 1,875,000 Offered Units at a price of $2.00 per Offered Unit on the same terms and conditions as the Offering, exercisable in whole or in part from time to time up to 30 days following the Closing for the purpose of covering the Agents' over-allocation position, if any, and for consequent market stabilization purposes. If the Over-Allotment Option is exercised in full, the total price to the public, Agents' Fee and net proceeds to the Trust (before deducting expenses of the Offering) will be $28,750,000, $1,725,00 and $27,025,000, respectively. This short form prospectus also qualifies the distribution of the Over-Allotment Option and the issuance of Offered Units pursuant to the exercise of the Over-Allotment Option. See "Plan of Distribution" and the table below. A purchaser who acquires Offered Units forming part of the Agents' over-allocation position acquires those securities under this short form prospectus regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Agents' Position	**Maximum Number of Securities Available**	**Exercise Period**	**Exercise Price**
Over-Allotment Option	Option to acquire up to 1,875,000 Offered Units	Exercisable in whole or in part from time to time for a period of up to 30 days following the Closing	$2.00 per Offered Unit
Agents' Warrants	Up to 750,000 Agents' Warrants (up to 862,500 Agents' Warrants if the Over-Allotment Option is exercised in full)	Exercisable at any time and from time to time for a period of 24 months following the Closing	$2.00 per Agents' Warrant

The Agents conditionally offer the Offered Units qualified under this short form prospectus for sale on a "best efforts" agency basis, if, as and when issued by the Trust and accepted by the Agents in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution", and subject to the approval of certain legal matters relating to the Offering on behalf of the Trust by Cassels Brock & Blackwell LLP, and on behalf of the Agents by Blake Cassels & Graydon LLP.

Subscriptions for Offered Units will be received subject to rejection or allotment in whole or in part and the Agents reserve the right to close the subscription books at any time without notice. It is expected that Closing will occur on June 30, 2022 or such other date as the Trust and the Agents may agree, but in any event, not more than 90 days after the date of the receipt for the final short form prospectus. It is anticipated that the Offered Units will be issued in "book-entry only" form and may be represented by one or more global certificates or be represented by uncertificated securities, issued in the name of CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee. No certificates evidencing the Offered Units will be issued to subscribers except in certain limited circumstances, and registration will be made in the depository service of CDS. Subscribers for Offered Units will receive only a customer confirmation from the Agents or other registered dealer who is a CDS participant and from or through whom a beneficial interest in the Offered Units is purchased.

Subject to applicable laws, the Agents may, in connection with the Offering, over-allocate or effect transactions which stabilize or maintain the market price of the Offered Units at levels other than those which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See "Plan of Distribution". The Agents propose to offer the Offered Units initially at the Offering Price. **After the Agents have made reasonable effort to sell all of the Offered Units at the Offering Price, the Agents may subsequently reduce the selling price to investors from time to time in order to sell any of the Offered Units remaining unsold. Any such reduction will not affect the proceeds received by the Trust. See "Plan of Distribution".**

A return on an investment in Offered Units is not comparable to the return on an investment in a fixed income security. The recovery of an initial investment in Offered Units is at risk and the anticipated return on such investment is based on many performance assumptions. **Although the Trust intends to make distributions of a portion of its available cash to Unitholders (defined herein) in accordance with its distribution policy, these cash distributions may be reduced or suspended.** The ability of the Trust to make distributions and the actual amount distributed, if any, will depend on numerous factors, including the debt obligations, contractual obligations, working capital requirements, future capital requirements and risks associated with the Trust's business which include the ability of the Trust to complete acquisitions consistent with its business plan, having sufficient access to capital and on terms favourable to the Trust and other such risks. In addition, the market value of the Offered Units may decline if the Trust's cash distributions are reduced and/or suspended in the future, and that decline may be material. See "Risk Factors".

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 currently qualifies as a mutual fund trust for the purposes of the Tax Act (as defined herein) and offers and sells its Offered Units to the public. The Offered Units 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.

Investors should be aware that the acquisition, holding or disposition of Offered Units may have tax consequences in Canada or elsewhere depending on each particular investor's specific circumstances. Investors should consult their own tax advisors with respect to such tax considerations. The after-tax return from an investment in Offered Units to Unitholders subject to Canadian or other income tax will depend, in part, on the composition for tax purposes of distributions paid by the Trust on Offered Units, which may be fully or partially taxable or tax deferred. That composition may change over time, thus affecting a Unitholder's after-tax return. See "Certain Canadian Federal Income Tax Considerations", "Certain U.S. Federal Income Tax Considerations" and "Risk Factors".

Investors who are not residents of Canada for tax purposes should consult their own tax advisors concerning the tax consequences to them of the Offering.

The principal, registered and head office of the Trust is located at Suite 2200, HSBC Building, 885 West Georgia St. Vancouver, BC V6C 3E8 Canada.

Each of Mr. Les Wulf, Executive Chairman, Chief Capital Officer and Trustee of the Trust, Mr. Bruce Hall, Chief Financial Officer and Secretary of the Trust, and Messrs. Nathan Smith and Brian Shibley, Trustees of the Trust, reside outside of Canada and each has appointed Cassels Brock &

Blackwell LLP at Suite 2200, HSBC Building 885 West Georgia Street Vancouver, British Columbia V6C 3E8, as agent for service of process. See “Enforcement of Judgments Against Foreign Persons or Companies”.

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NON-IFRS MEASURES AND INDUSTRY METRICS

Our financial statements and the carve-out financial statements contained in this short form prospectus are prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("**IFRS**"). In this short form prospectus, we make reference to certain non-IFRS financial measures and non-IFRS ratios to measure and explain the operating results and financial performance of the Trust. These measures are commonly used by entities in the real estate industry as useful metrics for measuring performance. However, these non-IFRS financial measures and non-IFRS ratios are not recognized measures under IFRS and do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other publicly traded entities. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management's perspective. Accordingly, these measures should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS.

NOTICE REGARDING FORWARD-LOOKING STATEMENTS

This short form prospectus contains forward-looking statements within the meaning of Canadian securities laws that reflect the current expectations of management regarding our future growth, results of operations, performance and business prospects and opportunities. Forward-looking statements are only management's beliefs, expectations and intentions and are not guarantees of performance. Wherever possible, words such as "may", "would", "could", "will", "believe", "expect", "estimate", "intend" and similar expressions have been used to identify these forward-looking statements. Some of the specific forward-looking statements in this short form prospectus include, but are not limited to, statements with respect to the following:

- completion of the Offering and the date of such completion;
- the intention of the Trust to distribute a portion of its available cash flow to securityholders and the amount of such distributions;
- the ability of the Trust to execute its business and growth strategies, including by making additional acquisitions of properties in its target markets;
- the expected tax treatment of the Trust's distributions to Unitholders;
- the Acquisitions (as defined herein) and the performance of the Acquisition Properties (as defined herein);
- the expected completion and method of financing of the Acquisition Properties;
- the expected occupancy of the Trust's properties;
- potential acquisitions and redevelopment opportunities;
- the ability of the Trust to qualify for the REIT Exception (as defined herein);
- the effect of the Trust's recent acquisitions on the financial performance of the Trust;
- the expected repayment of certain indebtedness of the Trust; and
- the use of the net proceeds of the Offering, including in the event that certain of the Acquisitions are not completed and/or in the event the Over-Allotment Option is exercised.

These forward-looking statements reflect management's beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks, uncertainties and assumptions. Important assumptions relating to the forward-looking statements contained in this short form prospectus include the Trust's future growth potential, expected capital expenditures, competitive conditions, results of operations, future prospects and opportunities, the acquisition of each of the Acquisition Properties, industry trends remaining unchanged, future levels of indebtedness, the ability to secure equity and debt financing on terms acceptable to the Trust, the tax laws as currently in effect remaining unchanged and the current economic conditions remaining unchanged. Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, without limitation, risks and uncertainties relating to the properties of the Trust, our expectations regarding future occupancy rates of our properties, and including those risks and uncertainties discussed under the heading "Risk Factors" and elsewhere in our documents incorporated by reference in this short form prospectus. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward-looking statements contained in this short form prospectus. These factors should be considered carefully, and prospective investors should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this short form prospectus are based upon what management currently believes to be reasonable assumptions, we cannot assure prospective investors that actual results, performance or achievements will be consistent with these forward-looking statements.

These forward-looking statements are made as of the date of this short form prospectus or, in the case of documents incorporated by reference herein, as of the date of, or specified in, such documents, and we do not intend, and do not assume any obligation, to update these forward-looking statements, except as required by law. We cannot assure you that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Investors are cautioned that forward-looking statements are not guarantees of future performance and accordingly investors are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty therein.

ELIGIBILITY FOR INVESTMENT

In the opinion of Cassels Brock & Blackwell LLP, counsel to the Trust, and Blake, Cassels & Graydon LLP, counsel to the Agents, based on the current provisions of the Tax Act, provided that, on the date hereof, the Trust qualifies as a "mutual fund trust" (as defined in the Tax Act) or the Offered Units are listed on a designated stock exchange (which currently includes Tier 1 and Tier 2 of the TSXV), the Offered Units would, if issued on the date hereof, be on such date a qualified investment under the Tax Act for trusts governed by a registered retirement savings plan, registered retirement income fund, registered education savings plan, registered disability savings plan and tax-free savings account, each as defined in the Tax Act (collectively, "**Plans**"), and a trust governed by a deferred profit sharing plan (a "**DPSP**").

Notwithstanding the foregoing, the holder or subscriber of, or an annuitant under, a Plan, as the case may be (each a "**Controller**"), will be subject to a penalty tax if the Offered Units held in the Plan are a "prohibited investment" for the purposes of the Tax Act. Offered Units will generally not be a "prohibited investment" for a Plan provided that the Controller of the Plan (i) deals at arm's length with the Trust for purposes of the Tax Act and (ii) does not have a "significant interest", as defined in subsection 207.01(4) of the Tax Act, in the Trust. Generally, a Controller will not have a significant interest in the Trust unless the Controller owns interests as a beneficiary under the Trust that have a fair market value of 10% or more of the fair market value of the interests of all beneficiaries under the Trust, either alone or together with persons and partnerships with which the Controller does not deal at arm's length. In addition, the Offered Units will generally not be a "prohibited investment" if the Offered Units are "excluded property" (as defined in the Tax Act). Prospective purchasers who intend to hold their Offered Units in a Plan should consult their own tax advisors with regard to the application of these rules in their particular circumstances.

GENERAL MATTERS

Certain terms used in this short form prospectus are defined under "Glossary". References to dollars, "US$" or "$" are to United States currency. Unless otherwise indicated, the disclosure in this short form prospectus assumes that the Over-Allotment Option will not be exercised.

Unless the context otherwise requires, all references in this short form prospectus to the "Trust", "we", "us" and "our" 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, include each such predecessor in interest.

Notwithstanding the foregoing, for the purposes of the opinions given under the heading "Certain Canadian Federal Income Tax Considerations" and the opinion given under the heading "Eligibility for Investment", a reference to the "Trust" is a reference to AIP Realty Trust only and is not a reference to any predecessors in interest or any subsidiary entities.

References to "management" in this short form prospectus mean the persons acting in the capacity of the Trust's Chief Executive Officer, the Trust's Chief Financial Officer and the Trust's Chief Capital Officer. Any statements in this short form 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.

You should rely only on the information contained in this short form prospectus and in the documents incorporated by reference herein. The Trust and the Agents have not authorized anyone to provide you with additional or different information from that contained in this short form prospectus. The Trust and the Agents are offering the Offered Units only in jurisdictions where, and to persons to whom, such offering is lawfully permitted. The information contained in this short form prospectus (including documents incorporated by reference herein) is accurate only as of the date of this short form prospectus (or the date of, or specified in, the documents incorporated by reference, as applicable), regardless of the time of delivery of this short form prospectus or of any sale of the Offered Units. The Trust's business, financial condition, results of operations and prospects may have changed since the date of this short form prospectus.

MARKET AND INDUSTRY DATA

This short form prospectus includes market and industry data and forecasts that were obtained from third-party sources, industry publications and publicly available information as well as industry data prepared by management on the basis of its knowledge of the industry in which the Trust operates (including management's estimates and assumptions relating to the industry based on that knowledge). Management's knowledge of the U.S. real estate industry has been developed through its experience and participation in the industry. Management believes that its industry data is accurate and that its estimates and assumptions are reasonable, but there can be no assurance as to the accuracy or completeness of this data. Third-party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of included information. Although management believes it to be reliable, neither the Trust nor the Agents have independently verified any of the data from management or third-party sources referred to in this short form prospectus, or analyzed or verified the underlying studies or surveys relied upon or referred to by such sources, or ascertained the underlying economic assumptions relied upon by such sources.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of documents incorporated herein by reference may be obtained on request without charge from the Trust at Suite 2200, HSBC Building, 885 West Georgia St. Vancouver, British Columbia, V6C 3E8, telephone 972-841-6298, and are also available electronically at www.sedar.com. The following documents, as filed with the various securities commissions or similar authorities in each of the provinces of Canada, other than Québec, are specifically incorporated by reference into, and form an integral part of, this short form prospectus:

(a) the unaudited condensed consolidated interim financial statements of the Trust as at and for the three and nine months ended January 31, 2022, together with the notes thereto;

(b) the management's discussion and analysis of results of operations and financial condition for the Trust for the three and nine month periods ended January 31, 2022;

(c) the unaudited condensed consolidated interim financial statements of AIPYF as at and for the three months ended March 31, 2022, together with the notes thereto;

(d) the audited consolidated financial statements of AIPYF as at and for the years ended December 31, 2021 and 2020, together with the notes thereto;

(e) the unaudited condensed consolidated interim financial statements of AIP Eagle as at and for the three month period ended March 31, 2022, together with the notes thereto;

(f) the audited consolidated financial statements of AIP Eagle as at and for the years ended December 31, 2021 and 2020, together with the notes thereto;

(g) the filing statement of the Trust dated March 31, 2022 (the "**Filing Statement**");

(h) the material change report dated April 14, 2022 relating to the Qualifying Transaction (as defined herein);

(i) the management information circular of the Trust dated May 16, 2022 (the "**Circular**") sent to Unitholders in connection with the special meeting of Unitholders to be held on June 17, 2022 (the "**Meeting**"); and

(j) the material change report dated May 31, 2022 in respect of the Acquisitions.

Any documents of the types referred to above, any material change reports and business acquisition reports (but excluding confidential material change reports) and any other documents referred to in Section 11.1 of Form 44-101F1 – *Short Form Prospectus*, filed by the Trust with a securities commission or similar authority in Canada after the date of this short form prospectus and prior to the termination of the distribution pursuant to the Offering will be deemed to be incorporated by reference into this short form prospectus.

Notwithstanding anything herein to the contrary, any statement contained in this short form prospectus, or in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded, for purposes of this short form prospectus, to the extent that a statement contained in this short form prospectus or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein 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 that it modifies or supersedes. The making of a modifying or superseding statement is not to 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 will not, except as so modified or superseded, be deemed to constitute a part of this short form prospectus.

MARKETING MATERIALS

Any "template version" of any "marketing materials" (as such terms are defined in National Instrument 41-101 – *General Prospectus Requirements*) is not part of this short form prospectus to the extent that the contents of the template version of the marketing materials have been modified or superseded by a statement contained in this short form prospectus. Any "template version" of "marketing materials" filed with the securities commission or similar authority in each of the provinces of Canada in connection with the Offering, after the date hereof, but prior to the termination of the distribution of the Offered Units under this short form prospectus (including any amendments to, or an amended version of, the template version of the marketing materials), is deemed to be incorporated by reference herein.

GLOSSARY

The following terms used in this short form prospectus have the meanings set out below:

"**Acquisition Agreements**" has the meaning given to such term under "Recent Developments – Proposed Transactions".

"**Acquisition Properties**" has the meaning given to such term under "Recent Developments – Proposed Transactions".

"**Acquisitions**" has the meaning given to such term under "Recent Developments – Proposed Transactions".

"**Additional Offered Units**" means the additional Offered Units, if any, issued pursuant to the Over-Allotment Option.

"**Agency Agreement**" means the agreement dated as of [●], 2022 entered into among the Trust and the Agents in respect of the Offering.

"**Agents**" means, collectively, the Co-Lead Agents, iA Private Wealth Inc. and Canaccord Genuity Corp.

"**Agents' Fee**" has the meaning given to such term on the cover page of this short form prospectus.

"**AIP Eagle**" means AIP Eagle Court, LLC.

"**AIP Realty Management**" means AIP Realty Management, LLC, a wholly-owned subsidiary of the Trust.

"**AIPYF**" means AIP Yield Fund, LP.

"**AllTrades**" means AllTrades Industrial Properties, Inc.

"**AllTrades Facilities**" has the meaning given to such term on the cover page of this short form prospectus.

"**AllTrades Industrial**" means AllTrades Industrial Development, LLC.

"**Board**" or "**Board of Trustees**" means the board of Trustees of the Trust.

"**Carrollton Property**" has the meaning given to such term under "Recent Developments – Proposed Transactions".

"**Carrollton Purchase Price**" has the meaning given to such term under "Recent Developments – Proposed Transactions".

"**CDS**" means CDS Clearing and Depository Services Inc.

"**CFAs**" has the meaning given to such term under "Certain U.S. Federal Income Tax Considerations – Taxation of the Trust".

"**Circular**" has the meaning given to such term under "Documents Incorporated by Reference".

"**Co-Lead Agents**" means Laurentian Bank Securities Inc. and Raymond James Ltd.

"**Code**" has the meaning given to such term under "Certain U.S. Federal Income Tax Considerations".

"**Consolidation**" has the meaning given to such term under "Recent Developments - Qualifying Transaction".

"**CRA**" means the Canada Revenue Agency.

"**Credit Facility**" has the meaning given to such term under "Recent Developments – Mezzanine Financing".

"**DFW**" has the meaning given to such term under "Recent Developments – General".

"**Declaration of Trust**" means the declaration of trust of the Trust dated March 16, 2017, as amended and restated on April 30, 2017, and again on April 14, 2022 and as it may be further amended, supplemented or amended and restated from time to time.

"**Direct Relation Exceptions**" has the meaning given to such term under "Certain U.S. Federal Income Tax Considerations – Taxation of the Trust".

"**DPSP**" means a Deferred Profit Sharing Plan.

“**Employee Exception**” has the meaning given to such term under “Certain U.S. Federal Income Tax Considerations – Taxation of the Trust”.

“**FAPI**” has the meaning given to such term under “Certain U.S. Federal Income Tax Considerations – Taxation of the Trust”.

“**FAT**” has the meaning given to such term under “Certain U.S. Federal Income Tax Considerations – Taxation of the Trust”.

“**Filing Statement**” has the meaning given to such term under “Documents Incorporated by Reference”.

“**Frisco Property**” has the meaning given to such term under “Recent Developments – Proposed Transactions”.

“**Frisco Purchase Price**” has the meaning given to such term under “Recent Developments – Proposed Transactions”.

“**GLA**” means gross leasable area.

“**IRS**” has the meaning given to such term under “Certain U.S. Federal Income Tax Considerations”.

“**Marketing Materials**” has the meaning given to such term under “Documents Incorporated by Reference”.

“**Meeting**” has the meaning given to such term under “Documents Incorporated by Reference”.

“**Mesquite Property**” has the meaning given to such term under “Recent Developments – Proposed Transactions”.

“**Mesquite Purchase Price**” has the meaning given to such term under “Recent Developments – Proposed Transactions”.

“**MI 61-101**” means Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*.

“**NI 51-102**” means National Instrument 51-102 – *Continuous Disclosure Obligations*.

“**Offered Units**” has the meaning given to that term on the cover page of this short form prospectus.

“**Offering**” has the meaning given to that term on the face page of this short form prospectus.

“**Option Plan**” means the Unit option plan of the Trust adopted by the Trustees.

“**Options**” means the options issuable under the Option Plan.

“**Over-Allotment Option**” has the meaning given to that term on the face page of this short form prospectus.

“**Person**” means an individual, firm, trust, trustee, syndicate, corporation, partnership, limited partnership, association, government, governmental agency or other entity.

“**Plano Property**´ has the meaning given to such term under “Recent Developments – Proposed Transactions”.

“**Plano Purchase Price**´ has the meaning given to such term under “Recent Developments – Proposed Transactions”.

“**Property LLCs**” has the meaning given to such term under “Certain U.S. Federal Income Tax Considerations – Taxation of the Trust and US Holdco – Partnerships and Disregarded Entities”.

“**QRS**” has the meaning given to such term under “Certain U.S. Federal Income Tax Considerations – Taxation of the Trust and US Holdco – Qualified REIT Subsidiaries”.

“**Qualifying Transaction**” has the meaning given to such term under “Recent Developments - Qualifying Transaction”.

“**REIT Exception**” means the exclusion from the definition of “SIFT trust” in the Tax Act, for a trust qualifying as a “real estate investment trust” as defined in subsection 122.1(1) of the Tax Act.

“**SIFT Rules**” means the rules applicable to “SIFT trusts” and “SIFT partnerships” (each as defined in the Tax Act) in the Tax Act.

“**Stock**” has the meaning given to such term under “Certain U.S. Federal Income Tax Considerations – Taxation of the Trust and US Holdco – Share Ownership Tests”.

“**Subco**” has the meaning given to such term under “Recent Developments - Qualifying Transaction”.

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

“**Tax Proposals**” has the meaning given to such term under “Certain Canadian Federal Income Tax Considerations”.

“**Transfer Agent**” means TSX Trust Company, in its capacity as registrar and transfer agent of the Offered Units, at its principal office in Toronto, Ontario.

“**Treasury Regulations**” has the meaning given to such term under “Certain U.S. Federal Income Tax Considerations”.

“**Treaty**” has the meaning given to such term under “Certain U.S. Federal Income Tax Considerations”.

“**Trinity**” means Trinity Investors, a Dallas-based $4B private equity firm.

“**TRS**” has the meaning given to such term under “Certain U.S. Federal Income Tax Considerations – Taxation of the Trust and US Holdco – Taxable REIT Subsidiaries”.

“**Trust**” means AIP Realty Trust and references in this short form prospectus to the “Trust” should be interpreted as described under “General Matters”.

“**Trustees**” means the trustees from time to time of the Trust.

“**TSXV**” means the TSX Venture Exchange.

“**Units**” means the Class A trust units in the capital of the Trust.

“**Unitholder**” means a holder of Units, and any reference to a Unitholder in the context of such Unitholder’s right to vote at a meeting of Unitholders.

“**US Holdco**” means AIP Realty USA, Inc.

“**Vendor**” has the meaning given to such term under “Recent Developments – Proposed Transactions”.

BUSINESS OF THE TRUST

The Trust is an unincorporated, open-ended real estate investment trust established by the Declaration of Trust and governed by the laws of the Province of Alberta. As disclosed in the Circular, the Trust intends to continue from the province of Alberta into British Columbia following the Meeting. The Trust is a “mutual fund trust” as defined in the Tax Act, but is not a “mutual fund” within the meaning of applicable Canadian securities legislation. The principal, registered and head office of the Trust is located at Suite 2200, HSBC Building, 885 West Georgia St. Vancouver, British Columbia, V6C 3E8. A copy of the Declaration of Trust is available on SEDAR at www.sedar.com.

The Trust has been established to act as purchaser and long-term owner of AllTrades Facilities. The AllTrades Facilities are designed with WorkSpace Shops™, WorkSpace Studios™ and WorkSpace Secured Parking™ with a target market of trades, service companies and small operating businesses. This target market sector of tenants represents 15% to 18% of U.S. gross domestic product. The Trust will also finance a portion of the construction costs in the form of mezzanine loans, and purchase the completed AllTrades Facilities. The Trust holds the exclusive rights to purchase all completed AllTrades Facilities across North America.

Pursuant to the Acquisitions, the Trust intends to acquire the Acquisition Properties comprised of five commercial properties in Texas, United States and representing approximately 376,000 square feet of GLA. The Acquisitions will be financed from assumed mortgages, and a portion of the net proceeds of the Offering, as well as additional financing to be completed as needed. See “Recent Developments – Proposed Transactions – General”, “Recent Developments – Proposed Transactions – Funding Sources”, “Risk Factors - Risks Related to the Acquisitions and the Offering” and “AIP Press Released Acquisitions in 2022” in the Additional Summary Information attached as Appendix “A” hereto.

The objectives of the Trust are to: (i) provide Unitholders with stable and growing cash distributions from investments in real estate properties in Texas on a tax efficient basis; (ii) expand the asset base of the Trust and enhance the value of the Trust’s assets to maximize long-term Unit value; and (iii) increase the Trust’s net operating income and adjusted funds from operations per Unit, through internal growth strategies and accretive acquisitions. The Trust intends to grow and diversify its portfolio in order to increase its stability and to reduce its exposure to any particular property, location, tenant or industry. The Trust seeks to identify potential acquisitions using investment criteria that focus on the security of cash flow, potential for increased rents, potential for capital appreciation, potential for operating efficiencies and ability to finance on attractive terms. The Trust’s acquisition strategy is dynamic and is intended to enable the Trust to adapt to changes in the economy, the real estate industry and capital markets conditions. The Trust seeks to identify undervalued opportunities in all market cycles in the commercial real estate industry.

RECENT DEVELOPMENTS

There have been no material developments in the business of the Trust since March 31, 2022, the date of the Trust's Filing Statement, which have not been disclosed in this short form prospectus or the documents incorporated by reference herein.

Qualifying Transaction

On April 14, 2022, the Trust completed the reverse take-over (the "**Qualifying Transaction**") of AIPYF. In accordance with the terms of the Qualifying Transaction, AIP Yield Fund GP ULC, the general partner of AIPYF amalgamated with a wholly-owned subsidiary of the Trust, 1345492 B.C. Unlimited Liability Company ("**Subco**"), pursuant to the terms of a definitive agreement among the Trust, AIPYF, AIP Yield Fund GP Inc., and Subco and consolidated its Units on the basis of one (1) post-consolidation Unit for every twenty (20) pre-consolidation Units (the "**Consolidation**"). The Trust also changed its name to "AIP Realty Trust".

Proposed Transactions

General

The Trust announced on May 24, 2022 its wholly-owned subsidiary AIP Realty Management entered into membership purchase agreements (the "**Acquisition Agreements**") with AllTrades Five Properties, LLC (the "**Vendor**"), to acquire up to five additional companies (the "**Acquisitions**"). The Acquisition Agreements provide the Trust with the exclusive option, subject to certain conditions, to acquire (i) AIP Mesquite, LLC, (ii) AIP Lewisville Main, LLC, (iii) AIP Carrollton Briercroft, LLC, (iv) AIP Frisco, LLC, and (v) AIP Plano, LLC, which respectively own a light industrial flex property in Mesquite, Lewisville, Carrollton, Frisco and Plano, Texas, respectively.

The Acquisition Properties represent an aggregate approximate 376,000 square feet of GLA in the Dallas Fort Worth area of Texas ("**DFW**"), comprised of 108 WorkSpace Shops™ and 44 WorkSpace Studios™ as well as 209 WorkSpace Secured Parking™ spaces, and are targeted at the trades and services sectors and small businesses which are often underserved and relegated to older buildings with outdated amenities. The facilities offer modern, appealing spaces that can be readily adapted to multiple uses. The Acquisition Properties are being developed with equity capital from AllTrades and Trinity and construction and mini-perm financing from regional banks. The five AllTrades Facilities are currently being constructed and in the pre-leasing phase. For additional information on the Acquisition Properties, see "AIP Press Released Acquisitions in 2022" in the Additional Summary Information attached as Appendix "A" hereto.

The Trust is not bound to complete any of the Acquisitions at this time. Upon completion of construction of each of the facilities subject to an Acquisition Agreement, the Governance Committee of the Trust will obtain independent appraisals and audited financial statements pertaining to each of such facilities. In the event that each appraisal and the respective audited financial statements support a purchase price that is within the range set out in the respective Acquisition Agreement, the Governance Committee will make a recommendation to the Board for approval, with each of Leslie Wulf, Bruce Hall and Greg Vorwaller recusing themselves. The Trust will then seek regulatory approvals, including approval of the TSXV, following which, the Board will determine whether or not to proceed with each respective Acquisition.

Pursuant to each Acquisition Agreement, the Trust has the right to purchase all completed AllTrades facilities being developed within 90 days following completion of such facilities for a purchase price equal to the greater of: (i) 125% of the certified cost of the facility; and (ii) a price determined by a third-party appraiser. The purchase prices set out below reflect the estimated purchase price for each respective Acquisition Property as at the date hereof.

The transactions contemplated in the Acquisition Agreements and the Credit Facility may constitute a "related party transaction" under MI 61-101 as the Vendor is owned by AIP DFW I, LLC ("**AIPDFW**") and AllTrades Group Two Properties, LP ("**ATG2**"). AIPDFW is majority owned by TPEG AllTrades DFW I Investors LLC with AllTrades holding 5.73% of the Class B shares and 22.5% of the Class C shares. The general partner of ATG2 is AllTrades Group Two Management, Inc., a corporation wholly owned by AllTrades. Three of the trustees and officers of the Trust, namely Leslie Wulf, Bruce Hall and Greg Vorwaller, are directors and officers of AllTrades. Bruce Hall is also the manager of the Vendor. Leslie Wulf, Greg Vorwaller and Bruce Hall collectively own approximately 8.63% of the Trust. Pursuant to subsections 5.5(e) of and 5.7(1)(c) of MI 61-101, the Trust was exempt from obtaining a formal valuation and approval of the Trust's minority shareholders because the Trust's units trade on the TSXV and, pursuant to subsection 5.5(e) of MI 61-101, the Acquisition Agreements and the Credit Facility were supported by Alpha Carta Ltd., the Trust's controlling unitholder and who is not an interested party.

To date, none of the Acquisition Properties have conducted any business operations nor has construction or development commenced on any such property. Accordingly, financial statements for the Acquisition Properties are not required to be included in this short form prospectus on the basis that that the Acquisition Properties do not meet the definition of "business" under Item 8.1(4)(a) of Companion Policy to NI 51-102 and, therefore, no exemption was required to be sought by the Trust from certain financial statement disclosure in respect of the Acquisition Properties.

The Mesquite Property

The facility owned by AIP Mesquite, LLC (the "**Mesquite Property**") is located in an attractive market in the southeastern part of the DFW market. Construction of the Mesquite Property is expected to be completed in July 2022. The Mesquite Property will be comprised of 49,713 rentable square feet across 12 WorkSpace Shops™, 10 WorkSpace Studios™ and 32 WorkSpace Secured Parking™ spaces. The Mesquite Property is currently in the pre-leasing phase.

The membership purchase agreement pertaining to the acquisition of AIP Mesquite, LLC provides for the purchase of all of the membership interests of AIP Mesquite, LLC, for a purchase price of up to US$12 million, excluding closing costs (the "**Mesquite Purchase Price**"). The acquisition of AIP Mesquite, LLC by AIP Realty Management is subject to certain conditions, including but not limited to completion of the construction of the facility, receipt of audited financial statements of AIP Mesquite, LLC, receipt of a satisfactory third-party appraisal supporting the Mesquite Purchase Price, receipt of regulatory approvals, including the approval of the TSXV, and customary closing date and post-closing adjustments. The purchase price is expected to be satisfied by a combination of the assumption of a mortgage of approximately US$5.95 million and cash.

The Lewisville Property

The facility owned by AIP Lewisville Main, LLC (the "**Lewisville Property**") is located in the northern area of the DFW market. Construction of the Lewisville Property is expected to be completed in October of 2022. The Lewisville Property will be comprised of approximately 69,000 rentable square feet across 22 WorkSpace Shops™, 6 WorkSpace Studios™ and 27 WorkSpace Secured Parking™ spaces.

The membership purchase agreement pertaining to the acquisition of AIP Lewisville, LLC provides for the purchase of all of the membership interests of AIP Lewisville, LLC, for a purchase price of up to US$15 million, excluding closing costs (the "**Lewisville Purchase Price**"). The acquisition of AIP Lewisville, LLC by AIP Realty Management is subject to certain conditions, including but not limited to completion of the construction of the facility, receipt of audited financial statements of AIP Lewisville, LLC, receipt of a satisfactory third-party appraisal supporting the Lewisville Purchase Price, receipt of regulatory approvals, including the approval of the TSXV, and customary closing date and post-closing adjustments. The purchase price is expected to be satisfied by a combination of the assumption of a mortgage of approximately US$7.5 million and cash.

The Carrollton Property

The facility owned by AIP Carrollton Briercroft, LLC (the "**Carrollton Property**") is located in the north central area of the DFW market. Construction of the Carrollton Property is expected to be completed in December of 2022. The Carrollton Property will be comprised of approximately 100,000 rentable square feet across 22 WorkSpace Shops™, 22 WorkSpace Studios™ and 54 WorkSpace Secured Parking™ spaces.

The membership purchase agreement pertaining to the acquisition of AIP Carrollton, LLC provides for the purchase of all of the membership interests of AIP Carrollton, LLC, for a purchase price of up to US$24 million, excluding closing costs (the "**Carrollton Purchase Price**"). The acquisition of AIP Carrollton, LLC by AIP Realty Management is subject to certain conditions, including but not limited to completion of the construction of the facility, receipt of audited financial statements of AIP Carrollton, LLC, receipt of a satisfactory third-party appraisal supporting the Carrollton Purchase Price, receipt of regulatory approvals, including the approval of the TSXV, and customary closing date and post-closing adjustments. The purchase price is expected to be satisfied by a combination of the assumption of a mortgage of approximately US$11.25 million and cash.

The Frisco Property

The facility owned by AIP Frisco, LLC (the "**Frisco Property**") is located in the north central area of the DFW market. Construction of the Frisco Property is expected to be completed in December of 2022. The Frisco Property will be comprised of approximately 75,000 rentable square feet across 22 WorkSpace Shops™, 6 WorkSpace Studios™ and 45 WorkSpace Secured Parking™ spaces.

The membership purchase agreement pertaining to the acquisition of AIP Frisco, LLC provides for the purchase of all of the membership interests of AIP Frisco, LLC, for a purchase price of up to US$20.5 million, excluding closing costs (the "**Frisco Purchase Price**"). The acquisition of AIP Frisco, LLC by AIP Realty Management is subject to certain conditions, including but not limited to completion of the construction of the facility, receipt of audited financial statements of AIP Frisco, LLC, receipt of a satisfactory third-party appraisal supporting the Frisco Purchase Price, receipt of regulatory approvals, including the approval of the TSXV, and customary closing date and post-closing adjustments. The purchase price is expected to be satisfied by a combination of the assumption of a mortgage of approximately US$9.22 million and cash.

The Plano Property

The facility owned by AIP Plano, LLC (the "**Plano Property**" and collectively with the Mesquite Property, the Lewisville Property, the Carrollton Property, and the Frisco Property, the "**Acquisition Properties**") is located in the east central area of the DFW market. Construction of the Plano Property is expected to be completed in September of 2022. The Plano Property will be comprised of approximately 82,000 rentable square feet across 30 WorkSpace Shops™ and 51 WorkSpace Secured Parking™ spaces.

The membership purchase agreement pertaining to the acquisition of AIP Plano, LLC provides for the purchase of all of the membership interests of AIP Plano, LLC, for a purchase price of up to US$20 million, excluding closing costs (the "**Plano Purchase Price**"). The acquisition of AIP Plano, LLC by AIP Realty Management is subject to certain conditions, including but not limited to completion of the construction of the facility, receipt of audited financial statements of AIP Plano, LLC, receipt of a satisfactory third-party appraisal supporting the Plano Purchase Price, receipt of regulatory approvals, including the approval of the TSXV, and customary closing date and post-closing adjustments. The purchase price is expected to be satisfied by a combination of the assumption of a mortgage of approximately US$9 million and cash.

The Acquisitions, if completed, are each expected to be accretive to the AIP's adjusted funds from operations (AFFO) per unit.

Mezzanine Financing

Pursuant to a commitment, AIP Realty Management has agreed to lend mezzanine financing (the "**Credit Facility**") of up to US$12 million to AllTrades Industrial, a wholly-owned subsidiary of AllTrades, which will be used in conjunction with additional equity funding provided by Trinity along with construction loans to build and develop up to 12 further facilities in the DFW area by a subsidiary of AllTrades Industrial. The Credit Facility will be granted for facilities that AIP Realty Management has underwritten and provides a forward purchase commitment to acquire upon completion of all required conditions being met. The Credit Facility will bear current pay interest of 10% on the drawn down portion and AIP Realty Management will also receive up to 50% of the sales profit generated from the prorated portion of the mezzanine loan to the overall equity in each respective project.

Funding Sources

In accordance with the understanding of each of the parties to the Acquisition Agreements, the Trust is to raise 45% to 50% of the aggregate US$90.9 million amount as a portion of the consideration for each of the Acquisitions is to be provided through the assumption of mortgage obligations of the Vendor. The Trust intends to obtain the necessary financing to cover approximately half of the required 45% to 50% in the second quarter of 2022, with the remainder to be funded by the end of 2022. In the event the additional financing cannot be obtained, the option on one or more of the Acquisition Properties would not be exercised in 2022. Additionally, the Acquisition Agreements allow the Trust to acquire the properties through September 30, 2023.

USE OF PROCEEDS

Assuming the completion of the Offering for gross proceeds of $25,000,000, the estimated net proceeds to the Trust from the Offering, after deducting the Agents' Fee of approximately $1,500,000 and the expenses of the Offering estimated to be approximately $625,000, will be approximately $22,875,000.

The net proceeds from the Offering are expected to be used by the Trust as follows:

Use of Proceeds	Dollar Amount
Net Proceeds from the Offering	$22,875,000
Working Capital as at May 31, 2022	$1,671,003
Total Expected Funds Available	**$24,546,003**
Use of Proceeds	
Anticipated Equity to purchase the Mesquite Property (Estimate), being the initial Acquisition to effect	$6,000,000
Credit Facility for use as a Co-Investment with Trinity for the Development of up to twelve new facilities	$12,000,000

Unallocated Working Capital	$6,546,003
Total	**$24,546,003**

Assuming the completion of the Offering for gross proceeds of $25,000,000, if the Agents exercise the Over-Allotment Option in full for gross proceeds of $3,750,000, the estimated net proceeds to the Trust from the Offering, after deducting the Agents' Fee of approximately $1,725,000 and the expenses of the Offering estimated to be approximately $625,000, will be approximately $26,400,000. The Trust intends to use any additional funds, as well as any proceeds that remain in the event that one or more of the Acquisitions is not completed to fund future acquisitions and for general trust purposes in accordance with its investment guidelines and operating policies. The Trust intends to spend the funds available to the Trust as stated in this short form prospectus; however, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary. See "Risk Factors".

CONSOLIDATED CAPITALIZATION

The following table sets forth the pro forma consolidated capitalization of the Trust as at March 31, 2022 and the consolidated capitalization of the Trust as of the date hereof and after giving effect to the Qualifying Transaction, the Consolidation and the Offering (assuming completion of the full Offering of 12,500,000 Offered Units and no exercise of the Over-Allotment Option). The table should be read in conjunction with the financial statements and notes thereto incorporated by reference in this short form prospectus.

	As at March 31, 2022	As at June 9, 2022 (1)	As June 9, 2022, after giving effect to the Offering (2)
Total indebtedness	Nil	$3,142,510	$3,142,510
Unitholders' equity	$262,917	$4,379,563	$29,379,563
Number of outstanding Units	11,600,000	3,417,861	15,917,861
Number of outstanding Options	1,021,180	58,345	58,345
Number of outstanding Warrants	Nil	74,200	824,200

(1) On April 14, 2022, the Trust effected the Consolidation on the basis of one post-consolidation Unit for every twenty (20) pre-consolidation Units in connection with the Qualifying Transaction.

(2) Adjusted to give effect to the Offering, including the receipt of the net proceeds of this Offering (assuming the Agents' Fee of $1,500,000 and expenses of the Offering of approximately $625,000 and assuming no exercise of the Over-Allotment Option).

PRIOR SALES

On April 14, 2022, the Trust completed the Qualifying Transaction and issued the following securities to former holders of securities of AIPYF:

(a) 72,861 Units at a price of $0.00001 per Unit;

(b) 2,765,000 Units at a price of $2.00 per Unit;

(c) 74,200 agent's warrants, with each such agent's warrant exercisable for one (1) Unit at an exercise price of $2.00 until April 14, 2023; and

(d) 7,286 Options, with each such Option exercisable for one (1) Unit at an exercise price of $0.00001 until December 18, 2030.

Other than the above, the Trust did not distribute any other Units and securities that are convertible into Units during the 12-month period before the date of this short form prospectus.

TRADING PRICE AND VOLUME

The outstanding Units are listed on the TSXV and trade under the symbol "AIP.U". The following table sets forth, for the periods indicated, the reported high and low prices and the aggregate volume of trading of the Units on the TSXV:

Period	High ($)	Low ($)	Trading Volume
June 2022 (until June 8, 2022)	2.15	1.80	72,550
May 2022	1.95	1.50	57,578
April 2022	2.59	1.70	19,250
March 2022	-(1)	-(1)	-(1)
February 2022	-	-	-

Period	High ($)	Low ($)	Trading Volume
January 2022	-	-	-
December 2021	-	-	-
November 2021	-	-	-
October 2021	-	-	-
September 2021	-	-	-
August 2021	-	-	-
July 2021	-	-	-
June 2021	-	-	-

(1) The Units of the Trust were suspended from trading between July 23, 2019 and April 21, 2022 when they commenced trading under the stock symbol "AIP.U" following the completion of the Qualifying Transaction.

DESCRIPTION OF OFFERED UNITS

The Offering consists of 12,500,000 Offered Units (in addition to up to 1,875,000 additional Offered Units in the event the Over-Allotment Option is exercised in full).

See the section entitled "Description of the Securities of the Resulting Issuer" in the Filing Statement for a description of the terms and provisions of the Offered Units. Following completion of the Qualifying Transaction, there were 3,417,861 Units issued and outstanding.

PLAN OF DISTRIBUTION

General

Subject to the terms and conditions contained in the Agency Agreement, the Trust has agreed to issue and the Agents have agreed to conditionally offer for sale on a best efforts basis, subject to prior sale, if, as and when issued by the Trust and accepted by the Agents, on June [●], 2022 or on such other date as the Trust and the Agents may agree, but in any event, not more than 90 days after the date of the receipt for the final short form prospectus, up to a maximum of an aggregate of 12,500,000 Offered Units at the Offering Price, payable in cash to the Trust against delivery of such Offered Units, for aggregate gross proceeds to the Trust of $25,000,000. The Offering Price per Offered Unit was established by negotiation among the Trust and the Co-Lead Agents on their own behalf and on behalf of the Agents. There is no minimum amount of funds that must be raised under this Offering. This means that the Trust could complete this Offering after raising only a small proportion of the Offering amount set out above.

In consideration for their services in connection with the Offering, the Trust has agreed to pay the Agents a fee equal to $0.12 per Offered Unit, representing 6.0% of the gross proceeds of the Offering. The Agents will also be reimbursed by the Trust for their expenses and legal fees, plus applicable taxes and disbursements. In addition, the Agents will be granted non-transferable warrants to purchase that number of Units as is equal to 6.0% of the Offered Units sold in connection with this Offering, including pursuant to any exercise of the Over-Allotment Option, at the Offering Price (the "**Agents' Warrants**"), exercisable for a period of 24 months from the Closing, which Agent's Warrants are qualified for distribution under this short form prospectus.

Subscriptions will be received subject to rejection or allocation in whole or in part and the Agents reserve the right to close the subscription books at any time without notice. Registrations and transfers of Offered Units will be effected electronically through the non-certificated inventory system administered by CDS Clearing and Depository Services Inc. Beneficial owners of Offered Units will not, except in certain limited circumstances, be entitled to receive physical certificates evidencing their ownership of Offered Units.

The obligations of the Agents under the Agency Agreement are several and not joint nor joint and several and conditional and may be terminated at their discretion on the occurrence of certain stated events. Such events include, but are not limited to: (i) if there shall have occurred or been discovered any material change, or a change in a material fact, a new material fact shall arise (whether or if not previously disclosed or discussed with the Agents in advance, prior to the occurrence thereof) or there should be discovered any previously undisclosed material fact in relation to the Trust which was required to be disclosed in this short form prospectus or in the final short form prospectus or any amendment thereto, in each case, that has or would be expected to have, in the sole opinion of the Agents (or any of them), acting reasonably, an adverse material change or effect on the business or affairs of the Agent or a significant adverse effect on the market price or the value of the Units; (ii) (A) if any inquiry, action, suit, investigation or other proceeding (whether formal or informal) is commenced, announced or threatened or any order made by any federal, provincial, state, municipal or other governmental department, commission, board, bureau, agency or instrumentality including, without limitation, the TSXV or any securities regulatory authority (except for any inquiry, action, suit, proceeding, investigation or order based upon activities of the Agents and not upon activities of the Trust) or any law or regulation is enacted or changed which in the sole opinion of the Agents (or any of them), acting reasonably, operates to prevent or materially restrict the trading of the Units or materially and adversely affects or might be expected to materially and adversely affect the market price or value of the Units; or (B) if there should develop, occur or come into effect or existence any event, action, state, condition or major financial occurrence of national or international consequence or any law or regulation which in the sole opinion of the Agents, acting reasonably, seriously adversely affects, or involves, or will seriously adversely affect, or involve, the financial markets or the business, operations or affairs of the Trust taken as a whole; (iii) if, in the opinion of the Agents, the Offered Units cannot be profitably marketed; (iv) if the Trust is in breach of any material term, condition or covenant of the Agency Agreement or any material representation or warranty given by the Agents in the Agency Agreement is or becomes false and such material breach or materially false representation is in the sole opinion of the Agents (or any of them), acting reasonably, not capable of being cured prior to the Closing; or (v) if both Laurentian (on behalf of the Agents) and the Trust mutually agree in writing to terminate the Agency Agreement.

The Trust has granted to the Agents the Over-Allotment Option, exercisable in whole or in part from time to time for a period of 30 days from the date of the Closing, to purchase up to 1,875,000 Additional Offered Units at a price of $2.00 per Additional Offered Unit, solely to cover the Agents' over-allocation position, if any, and for consequent market stabilization purposes. This short form prospectus qualifies the distribution of the Over-Allotment Option and any Additional Offered Units. A purchaser who acquires securities forming part of the Agents' over allocation position acquires those securities under this short form prospectus, regardless of whether the position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. If the Agents exercise the Over-Allotment Option in full, the total price to the public relating to the Offering, the Agents' Fee and the net proceeds to the Trust before deducting the expenses of the Offering will be $28,750,000, $1,725,000 and $27,025,000, respectively.

The Trust has applied to list the Offered Units distributed under this short form prospectus and the Units underlying the Agents' Warrants on the TSXV. Listing will be subject to the Trust fulfilling all the listing requirements of the TSXV.

Under the Agency Agreement, the Trust has agreed to indemnify and hold harmless the Agents and their respective affiliates, subsidiaries and each of their respective officers, directors, employees, agents and shareholders against certain liabilities, including civil liabilities under Canadian securities legislation, and to contribute to payments the Agents may be required to make in respect thereof.

The Trust has agreed that, for a period of 90 days following the Closing, it will not, directly or indirectly, without the prior consent of Laurentian, on behalf of the Agents, such consent not to be unreasonably withheld, offer, issue, sell, grant, secure, pledge or announce any intention to do so, in any manner whatsoever, Units, with the exception of (i) pursuant to the Trust's option plan and other similar compensation plans of the Trust in effect as of the date hereof, and (ii) securities issued to satisfy existing instruments already issued as of April 28, 2022.

The Offering is being made in each of the provinces of Canada, other than Québec. The Offered Units have not been and will not be registered under the U.S. Securities Act or any state securities laws and may not be offered or sold within the United States unless pursuant to an exemption to the registration requirements of such laws. Accordingly, each Underwriter has agreed that it will not offer, sell or deliver the Offered Units within the United States except in certain transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws.

The Agents propose to offer the Offered Units to the public initially at the Offering Price. After the Agents have made a reasonable effort to sell all of the Offered Units at the Offering Price, the offering price for the Offered Units may be decreased and may be further changed from time to time to amounts not greater than the Offering Price, and the compensation realized by the Agents will be decreased by the amount that the aggregate price paid by the purchasers of the Offered Units is less than the amount paid by the Agents to the Trust. Any such reduction will not affect the proceeds received by the Trust.

Price Stabilization

Pursuant to policy statements of certain regulators, the Agents may not, throughout the period of distribution, bid for or purchase Offered Units. The foregoing restriction is subject to exceptions, on the condition that the bid or purchase is not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, Offered Units. These exceptions include a bid or purchase permitted under the bylaws and rules of the TSXV relating to market stabilization and passive market-making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution. Under the first-mentioned exception, in connection with the Offering, the Agents may over-allocate or effect transactions which stabilize or maintain the market price of the Units at levels other than those which otherwise might prevail on the open market, including: stabilizing transactions; short sales; purchases to cover positions created by short sales; imposition of penalty bids; and syndicate covering transactions. Those transactions, if commenced, may be interrupted or discontinued at any time.

RISK FACTORS

There are certain risks inherent in an investment in the Offered Units and in the activities of the Trust. In addition to the risks described herein, reference is made to the section entitled "Risk Factors" of the Filing Statement, which is incorporated herein by reference. Prospective investors should carefully consider, in light of their own financial circumstances, the risk factors

set forth in the information incorporated by reference herein and all of the other information contained in this short form prospectus (including without limitation the documents incorporated herein by reference) before purchasing any of the securities distributed under this short form prospectus. The risks described herein are not the only risks facing the Trust and Unitholders. Additional risks and uncertainties not currently known to the Trust, or that the Trust currently deems immaterial, may also materially and adversely affect its business. The business, financial condition, revenues or profitability of the Trust could be materially adversely affected by any of the risks set forth in this short form prospectus, in the documents incorporated by reference or such other risks. The trading price of the Offered Units could decline due to any of these risks and investors could lose all or part of their investment. This short form prospectus contains forward-looking statements that involve risks and uncertainties. The Trust's actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by the Trust described below and elsewhere in this short form prospectus. See "Notice Regarding Forward-Looking Statements".

Risks Related to the Acquisitions and the Offering

Discretion Over the Use of Proceeds

The Trust will have discretion concerning the use of the net proceeds of the Offering as well as the timing of their expenditures, and may apply the net proceeds of the Offering in ways other than as described under "Use of Proceeds". As a result, an investor will be relying on the judgment of the Trust for the application of the net proceeds of the Offering. The Trust may use the net proceeds of the Offering in ways that an investor may not consider desirable. The results and the effectiveness of the application of the net proceeds are uncertain. If the net proceeds are not applied effectively, the Trust's results of operations may suffer. To the extent that any of the net proceeds of the Offering remain uninvested pending their use, or are used to pay down indebtedness with a low interest rate, the Offering may result in substantial dilution, on a per unit basis, to the Trust's net income and other measures used by the Trust.

Possible Failure to Complete Any or All of the Acquisitions

The Trust expects to complete the Acquisitions commencing in the third quarter of 2022 with the final Acquisition expected to be completed in the fourth quarter of 2022, subject to satisfactory completion of customary closing conditions and regulatory approval. However, the Trust has limited control over whether or not the conditions will be met and there can be no assurance that all conditions will be satisfied or waived or that all Acquisitions will be consummated. The Trust may proceed to acquire less than all of the Acquisitions. There is no assurance that the Acquisitions will be completed or, if completed, will be on terms that are exactly the same as disclosed in this short form prospectus.

If the acquisition of any or all of the Acquisition Properties or if any of the other transactions contemplated in this short form prospectus do not take place as contemplated, the proceeds of the Offering will not be refunded and the Trust will use such proceeds to fund future acquisitions and for general trust purposes in accordance with its investment guidelines and operating policies. If less than all of the Acquisition Properties are acquired, the Trust may not realize the benefits described in this short form prospectus and could suffer adverse consequences, including loss of investor confidence. The price of the Offered Units may decline to the extent that the relevant current market price reflects a market assumption that the Acquisitions will be completed and certain costs related to the Acquisitions such as legal, accounting and consulting fees must be paid even if all Acquisitions are not completed. The Trust may be unable to identify other investments offering financial returns comparable to those of the Acquisitions.

General Risks Relating to the Acquisitions

Although the Trust is conducting due diligence in connection with the Acquisitions and the Vendor has provided a number of representations and warranties in favour of the Trust in connection with the Acquisitions, an unavoidable level of risk remains regarding any undisclosed or unknown liabilities of, or issues concerning, the Acquisition Properties. Following the closing of the Acquisitions, the Trust may discover that it has acquired substantial undisclosed liabilities or that certain of the representations made by the Vendor were untrue. There can be no assurance of recovery by the Trust from the Vendor for any breach of the representations, warranties or covenants provided, or to be provided, by the Vendor under the applicable Acquisition Agreements because there can be no assurance that the amount and length of the indemnification obligations will be sufficient to satisfy such obligations or that the Vendor will have any assets or continue to exist. The Trust's inability to claim for full indemnification from the Vendor could have a material and adverse effect on the Trust.

The Acquisition Agreements contain representations and warranties of the Vendor of the applicable Acquisition Properties. The Vendor, and/or parties related thereto, has, subject to certain qualifications, generally agreed to indemnify the Trust from, among other things: (i) claims or losses relating to the breach of such representations or warranties; and (ii) the failure of the applicable vendor to perform covenants under the applicable Acquisition Agreements. The Trust will have limited recourse against the Vendor and other related parties in connection with the Acquisitions, as any claim for breach of a representation and warranty will be subject to the limitations, exceptions and qualifications in the applicable Acquisition Agreement. There is no assurance that any particular vendor will be sufficiently capitalized or otherwise able to satisfy any particular claim. As a result, the Trust may not be able to collect all or a portion of any indemnity claim it may have against the relevant vendor. While the Trust will put in place insurance to cover indemnity claims, there is no assurance that such insurance will cover a particular claim or that exclusions or limitations would not apply. The sole remedy of the Trust is through any indemnities provided, or to be provided, to the Trust by the Vendor under the Acquisition Agreements in respect of a breach of the representations and warranties in the applicable agreement and the above mentioned insurance, which, even in the aggregate, may be insufficient to cover all costs and as such, could materially adversely affect the business, results of operations and financial condition of the Trust. The Acquisition Agreements are also subject to a number of closing conditions. See "Risk Factors - Risks Related to the Acquisitions and the Offering - Possible Failure to Complete Any or All of the Acquisitions" and "Risk Factors - Risks Related to the Acquisitions and the Offering - Discretion Over the Use of Proceeds".

Possible Failure to Realize Expected Returns on the Acquisition

Acquisitions involve risks, including the failure of the Acquisition Properties to realize the results the Trust expects. If any of the Acquisition Properties fails to realize the results that the Trust expects, such failure could materially and adversely affect the Trust's business plan and could have a material adverse effect on the Trust and its financial results.

Geographic Concentration

Following the Acquisitions, all of the Trust's business, operations and property ownership in the United States, at present, will be conducted in Texas, United States through and under is main American operating subsidiary, US Holdco. In the future, the Trust may expand its operations into other locations throughout the United States. The fair value of the Trust's assets and the income generated therefrom could be negatively affected by changes in local and regional economic conditions.

Risks Relating to the Offered Units

Volatile Market Price for Offered Units

The market price for Offered Units may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Trust's control, including the following: (i) actual or anticipated fluctuations in the Trust's quarterly results of operations; (ii) recommendations by securities research analysts; (iii) changes in the economic performance or market valuations of other issuers that investors deem comparable to the Trust; (iv) addition or departure of the Trust's executive officers and other key personnel; (v) release or expiration of lock-up or other transfer restrictions on outstanding Units; (vi) sales or perceived sales of additional Units; (vii) significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Trust or its competitors; and (viii) news reports relating to trends, concerns, competitive developments, regulatory changes and other related issues in the Trust's industry or target markets.

Financial markets have, in recent years, experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of issuers and that have, in many cases, been unrelated to the operating performance, underlying asset values or prospects of such issuers. Accordingly, the market price of the Trust's securities may decline even if the Trust's operating results, underlying asset values, or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. As well, certain institutional investors may base their investment decisions on consideration of the Trust's environmental, governance and social practices and performance against such institutions' respective investment guidelines and criteria, and failure to meet such criteria may result in limited or no investment in the Trust's securities by those institutions, which could adversely affect the trading price of the Trust's securities. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil exist for a protracted period of time, the Trust's operations could be adversely impacted and the trading price of the Trust's securities may be adversely affected.

Cash Distributions Are Not Guaranteed

The Trust does not have a fixed obligation to make payments to holders of Offered Units and does not promise to return the initial purchase price of an Offered Unit. There can be no assurance regarding the amount of income to be generated by the Trust's properties and future financial performance of the Trust may not meet its future plans or budgets. Distributions made to holders of Offered Units exceed actual cash available to the Trust from time to time. Although the Trust intends to make cash distributions to Unitholders, these cash distributions may be reduced or suspended. The ability of the Trust to make cash distributions and the actual amount distributed are entirely dependent on the operations and assets of the Trust, and are subject to various factors including financial performance, obligations under applicable credit facilities, the sustainability of income derived from anchor tenants and capital expenditure requirements. Cash available to the Trust to fund distributions may be limited from time to time because of such items as principal repayments, tenants' allowances, leasing commissions, capital expenditures and redemptions of Offered Units, if any. The Trust may be required to use part of its debt capacity or to reduce distributions in order to accommodate such items. The market value of the Offered Units will deteriorate if the Trust is unable to continue its distribution levels in the future, and that deterioration may be significant. In addition, the composition of cash distributions for tax purposes may change over time and may affect the after-tax return for investors.

Subordination of the Offered Units

In the event of a bankruptcy, liquidation or reorganization of the Trust, holders of its indebtedness and its trade creditors will generally be entitled to payment of their claims from the assets of the Trust, before any assets are made available for distribution to the Trust or its Unitholders. Upon completion of the Offering, the Offered Units will be subordinated to the debt and other obligations of the Trust.

Mutual Fund Trust Status

It is anticipated that the Trust will qualify, or will be deemed to qualify, at all times as a “mutual fund trust” within the meaning of the Tax Act. For the Trust to qualify as a “mutual fund trust” it must be resident in Canada for purposes of the Tax Act, and comply on a continuous basis with certain requirements relating to the qualification of its Units for distribution to the public, the number of Unitholders and the dispersal of ownership of Offered Units.

Currently, a trust will be deemed not to be a mutual fund trust if it is established or maintained primarily for the benefit of non-residents unless, at that time, all or substantially all of its property is property other than property that would be “taxable Canadian property” (if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof). The current law does not provide any means of rectifying a loss of mutual fund trust status if this requirement is not met.

Based on the Trust’s investment strategy, no more than 10% of the fair market value of the Trust’s assets will at any time consist of property that would be “taxable Canadian property” (if the definition of such term in the Tax Act were read without reference to paragraph (b) thereof).

If the Trust fails to qualify or were to cease to qualify as a mutual fund trust, the income tax considerations in respect of the Trust as described under “*Income Tax Considerations*” would in some respects be materially and adversely different.

Qualified Investment Eligibility

There can be no assurance that the Offered Units will be qualified investments under the Tax Act for a trust governed by a Plan and a DPSP. If the Offered Units, or such shares distributed on a redemption of Offered Units, are not qualified investments under the Tax Act for a trust governed by a Plan and a DPSP, such plans, or the subscribers, holders or annuitants thereunder, may be subject to adverse tax consequences.

Loss Restriction Event

The Tax Act includes “loss restriction event” (“**LRE**”) rules that could potentially apply to the Trust. In general, the Trust will be subject to a LRE if a person (or group of persons) acquires more than 50% of the fair market value of the Offered Units. If a LRE occurs (i) the Trust will be deemed to have a year-end for tax purposes immediately before the LRE occurs, (ii) any net income and net realized capital gains of the Trust at such year-end will be distributed to Holders (as defined herein) to the extent required for the Trust not to be liable for income taxes, and (iii) the Trust will be restricted in its ability to use tax losses (including any unrealized capital losses) that exist at the time of the LRE.

Tax Related Risk Factors

Under the SIFT Rules, a publicly traded trust may be considered a SIFT trust if it holds non-portfolio properties (as defined for purposes of the SIFT Rules) and does not qualify for the REIT Exception. As discussed under “Certain Canadian Federal Income Tax Considerations” a publicly traded trust will only qualify for the REIT Exception if assets held by the Trust qualify under specific provisions of the REIT Exception, which rules generally require that each intermediate entity (including partnerships) through which the Trust owns property satisfies the REIT Exception on a stand-alone continuous basis. If each relevant entity (including partnerships) does not qualify continuously for the REIT Exception and the Trust is otherwise considered a SIFT trust, the SIFT Rules may have an adverse impact on the Trust and the Unitholders, on the value of the Offered Units and the ability of the Trust to undertake financings and acquisitions, and if the SIFT Rules were to apply, distributable cash of the Trust may be materially reduced.

The Trust has been structured to satisfy the REIT Exception and management is confident that it has mechanisms in place to ensure that the Trust (and each intermediate entity (including partnerships) through which it owns property) will continue to satisfy the REIT Exception going forward; however, no assurances can be made in this regard.

The CRA has expressed a view that, in certain circumstances, the deductibility of interest on money borrowed to invest in a trust (including a real estate investment trust such as the Trust) may be reduced on a pro rata basis in respect of distributions from the trust that are a return of capital and that are not reinvested for an income earning purpose. If the CRA view were to apply to a Unitholder who borrowed money to invest in Offered Units of the Trust, part of the interest payable by such Unitholder in connection with money borrowed to acquire such Offered Units could be non-deductible.

Nature of Investment

A holder of an Offered Unit does not hold a share of a body corporate. Unitholders do 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 Offered Units are based primarily on the Declaration of Trust, respectively. There is no statute governing the affairs of the Trust equivalent to the *Business Corporations Act* (Alberta) which sets out the rights and entitlements of shareholders of corporations in various circumstances.

The Offered Units are not "deposits" within the meaning of the *Canada Deposit Insurance Corporation Act* (Canada), nor will they be insured under the provisions of that statute or any other legislation. Furthermore, the Trust is not a trust company and, accordingly, is not registered under any trust and loan company legislation as it does not carry on or intend to carry on the business of a trust company.

Unitholder Liability

The Declaration of Trust provides that no holder of Offered Units or annuitant or beneficiary of a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan, a tax-free savings account or a deferred profit sharing plan, each as defined in the Tax Act, or of any plan of which a holder of Offered Units acts as a trustee or a carrier (an "**annuitant**") will be held to have any personal liability as such, and that no resort shall be had to, nor shall recourse or satisfaction be sought from, the private property of any holder of Offered Units or annuitant for any liability whatsoever, whether constituting extracontractual or contractual liability or arising in tort, contract or otherwise, to any Person in connection with the Trust property or the affairs of the Trust, including for satisfaction of any obligation or claim arising out of or in connection with any contract or obligation of the Trust or of the Trustees or any obligation which a holder of Offered Units or annuitant would otherwise have to indemnify a Trustee for any personal liability incurred by the Trustee as such ("**Trust Liability**"). Only the assets of the Trust are intended to be liable and subject to levy or execution for satisfaction of such Trust Liability. Each holder of Offered Units and annuitant will be entitled to be reimbursed out of the assets of the Trust in respect of any payment of such Trust Liability made by such holder of Offered Units or annuitant.

The Declaration of Trust further provides that the Trustees shall cause the operations of the Trust to be conducted, with the advice of counsel, in such a way and in such jurisdictions as to avoid, to the extent they determine practicable and consistent with their fiduciary duty to act in the best interests of the holders of Offered Units, any material risk of liability on the holders of Offered Units for claims against the Trust, and shall, to the extent available on terms which they determine to be practicable, including the cost of premiums, cause the insurance carried by the Trust, to the extent applicable, to cover the holders of Offered Units and annuitants as additional insured. Any written instrument creating an obligation which is or includes the granting by the Trust of a mortgage and, to the extent the Trustees determine it to be practicable and consistent with their fiduciary duties to act in the best interest of the holders of Offered Units, any written instrument which is a material obligation, shall contain a provision that the obligation created is not personally binding upon the Trustees, the holders of Offered Units or officers, employees or agents of the Trust, but that only property of the Trust or a specific portion thereof is bound. Except in case of bad faith or gross negligence on their part, no personal liability will attach under the laws of the Province of Alberta to Unitholders or annuitants for contract claims under any written instrument disclaiming personal liability as aforesaid.

However, in conducting its affairs, the Trust will be acquiring immovable property investments, subject to existing contractual obligations, including obligations under hypothecs, mortgages and leases. The Trustees will use commercially reasonable efforts to have any such obligations, other than leases, modified so as not to have such obligations binding upon any of the Unitholders or annuitants personally. However, the Trust may not be able to obtain such modification in all cases. If a claim is not satisfied by the Trust, there is a risk that a Unitholder or annuitant will be held personally liable for the performance of the obligations of the Trust where the liability is not disavowed as described above. The possibility of any personal liability attaching to Unitholders or annuitants under the laws of the Province of Alberta for contract claims where the liability is not so disavowed is remote.

Dilution

The number of Offered Units the Trust is authorized to issue is unlimited. The Trust may, in its sole discretion, issue additional Offered Units from time to time. Any issuance of Offered Units, including Offered Units issued in consideration for properties acquired by the Trust, grants under the Option Plan will have a dilutive effect on existing Unitholders.

Change of Tax Laws

There can be no assurance that Canadian tax laws, the judicial interpretation thereof, the terms of any income tax treaty applicable to the Trust or its affiliates or the administrative and assessing practices and policies of the CRA or the Minister of Finance (Canada) will not change in a manner that adversely affects the Trust, its affiliates or Unitholders. Any such change could affect the Trust's eligibility for the REIT Exception, increase the amount of tax payable by the Trust or its affiliates, or otherwise adversely affect Unitholders by reducing the amount available to pay distributions or changing the tax treatment applicable to Unitholders in respect of such distributions.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Cassels Brock & Blackwell LLP, counsel to the Trust, and Blake, Cassels & Graydon LLP, counsel to the Agents, the following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations generally applicable under the Tax Act to the acquisition, holding and disposition of Offered Units by a purchaser who acquires, as beneficial owner, Offered Units pursuant to this short form prospectus and who, for purposes of the Tax Act and at all relevant times, (i) is, or is deemed to be, resident in Canada, (ii) deals at arm's length with and is not affiliated with the Trust and each of the Agents, and (iii) holds Offered Units as capital property ("**Holder**").

Generally, Offered Units will be considered to be capital property to a Holder provided that the Holder does not hold such Offered Units in the course of carrying on a business of trading or dealing in securities and has not acquired them 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 Offered Units as capital property may, in certain circumstances, be entitled to make an irrevocable election under subsection 39(4) of the Tax Act to have their Offered Units, and every other "Canadian security" (as defined in the Tax Act) owned in the taxation year in which the election is made and each subsequent taxation year, deemed to be capital property. Holders who do not hold their Offered Units as capital property should consult their own tax advisors regarding their particular circumstances.

This summary does not apply to a Holder (i) that is a "financial institution" for the purposes of the "mark-to-market" rules (within the meaning of the Tax Act); (ii) that is a "specified financial institution" (within the meaning of the Tax Act); (iii) an interest in which would be a "tax shelter investment" (within the meaning of the Tax Act); (iv) to whom the functional currency reporting rules contained in the Tax Act apply; or (v) that has entered or will enter into a "derivative forward arrangement" (within the meaning of the Tax Act). This summary is also not applicable to a Holder that holds Offered Units acquired upon the exercise of rights to acquire such Offered Units received in respect of, in the course of, or by virtue of employment with the Trust or any corporation not dealing at arm's length for purposes of the Tax Act with the Trust (all within the meaning of the Tax Act). Such Holders should consult their own tax advisors. In addition, this summary does not address the deductibility of interest by an investor who has borrowed money to acquire the Offered Units.

This summary is based on certain representations as to factual matters made in a certificate signed by an officer of the Trust and provided to counsel (the "**Officer's Certificate**"). This summary assumes that the representations made in the Officer's Certificate are true and correct, including the representations: (i) that would ensure that the Trust qualifies and will continue to qualify as a "mutual fund trust" (within the meaning of the Tax Act); and (ii) that the Trust has and will at all times comply with the Declaration of Trust (including continuing to qualify as a real estate investment trust (within the meaning of the Tax Act).

This summary is based on the current provisions of the Tax Act, all specific proposals to amend the Tax Act which have been 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 published administrative policies and assessing practices of the CRA. Except for the Tax Proposals, this summary does not take into account or anticipate any changes in law or in the administrative policies and assessing practices of the CRA, whether by legislative, governmental or judicial decision or action, and does not take into account any provincial, territorial or foreign tax legislation or considerations, which may differ significantly from those discussed in this short form prospectus. 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 applicable to an investment in Offered Units. Moreover, the income and other tax consequences of acquiring, holding or disposing of Offered Units will vary depending on the holder's particular circumstances, including the province(s) 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 or representations to any prospective purchaser of Offered Units. Prospective purchasers should consult their own tax advisors for advice with respect to the tax consequences to them of an investment in Offered Units based on their particular circumstances.

This summary does not address any Canadian federal income tax considerations applicable to non-residents, and non-residents should consult their own tax advisors regarding the tax consequences of acquiring, holding and disposing of Offered Units. All payments to non-residents of distributions on the Offered Units will be net of any applicable withholding taxes.

For the purposes of this summary and the opinion given under the heading "Certain Canadian Federal Income Tax Considerations", a reference to the "Trust" is a reference to AIP Realty Trust only and is not a reference to any of its subsidiaries or predecessors.

Status of the Trust

Based on the representations as to factual matters set out in the Officer's Certificate, the Trust qualifies as a "mutual fund trust" as defined in the Tax Act, and will continue to qualify as a mutual fund trust at all relevant times. The balance of this summary assumes this to be the case. If the Trust were not to qualify as a mutual fund trust, the income tax considerations described below would, in some respects, be materially and adversely different.

This summary assumes that the Trust is not a "SIFT trust" (as defined in the Tax Act). Provided that the Trust does not hold at any relevant time any "non-portfolio property" (as defined in the Tax Act), it will not be a SIFT trust.

If the Trust were to become a SIFT trust, the income tax considerations described below would, in some respects, be materially and adversely different.

Taxation of the Trust

The taxation year of the Trust is the calendar year. The Trust must compute its income or loss for each taxation year as though it were an individual resident in Canada. The income of the Trust will generally include, among other things, foreign accrual property income ("**FAPI**") in respect of "controlled foreign affiliates" ("**CFAs**"), dividends received (or deemed to be received) from US Holdco (subject to effective reduction in connection with prior FAPI recognition, as described further below), and any net realized taxable capital gains.

US Holdco is a "foreign affiliate" and a CFA of the Trust for purposes of the Tax Act. To the extent that US Holdco earns income that is characterized as FAPI for purposes of the Tax Act in a particular taxation year, the amount of such FAPI must be included in computing the income of the Trust for purposes of the Tax Act whether or not the Trust actually receives a distribution of that FAPI. If an amount of FAPI is included in computing the income of the Trust for Canadian tax purposes, an amount may be deductible in respect of the "foreign accrual tax" ("**FAT**") applicable to that FAPI as computed in accordance with the Tax Act.

FAPI does not include income from a business carried on by a CFA of the Trust that is an "active business" within the meaning of the FAPI provisions of the Tax Act. This should generally include income of a CFA where, throughout the period in the taxation year during which the business was carried on, the business is the leasing of property conducted principally with persons with whom the CFA deals at arm's length for purposes of the Tax Act and the CFA employs more than five employees full-time in the active conduct of the business (the "**Employee Exception**") and should also generally include income from sources in a country other than Canada derived by a CFA of the Trust from activities that can reasonably be considered to be directly related to active business activities carried on in a country other than Canada by another non-resident corporation that is or is deemed to be a foreign affiliate in respect of which the Trust has a "qualifying interest" (including such a corporation that is considered to carry on an active business by virtue of the Employee Exception) to the extent that such income would, if it were earned by such other corporation, be included in computing amounts prescribed to be its earnings or loss from an active business carried on in a country other than Canada for purposes of the FAPI provisions of the Tax Act (the "**Direct Relation Exception**").

The Trust intends to monitor its compliance with the Employee Exception and the Direct Relation Exception at all relevant times, and/or otherwise attempt to reasonably manage and mitigate its exposure to FAPI recognition, but there can be no assurances in this regard.

The adjusted cost base to the Trust of its shares in US Holdco will be increased by the amount of FAPI, if any, that is included in the income of the Trust in respect of the FAPI earned by US Holdco, net of the amount of any applicable FAT deduction related to such FAPI. At such time as such Trust receives a dividend from US Holdco, the amount of that dividend will effectively be reduced by any amount(s) so added to the adjusted cost base to the Trust of its shares in US Holdco (for clarity, net of the amount of any applicable FAT deduction), and there will be a corresponding reduction in the adjusted cost base to the Trust of its shares in US Holdco.

In computing its income for purposes of the Tax Act, the Trust may deduct reasonable administrative costs and other reasonable expenses incurred by it for the purpose of earning income. The Trust may also deduct from its income for the year a portion of any reasonable expenses incurred by the Trust in the course of an issuance of Offered Units. The portion of the issue expenses deductible by the Trust in a taxation year is 20% of the total issue expenses, pro-rated where the Trust's taxation year is less than 365 days.

For the purposes of the foreign tax credit and foreign tax deduction rules in the Tax Act, the income the Trust should generally be considered to be income from a source in the U.S., except to the extent that such income arises from hedging transactions entered into with Canadian counterparties. The Trust, directly or indirectly, may be liable to pay income or profits tax in the U.S. The amount of foreign income or profits taxes considered to be paid by the Trust in respect of income from property may generally be deducted by the

Trust in computing its income for the purposes of the Tax Act (a "**foreign tax deduction**"). Foreign income or profits taxes considered to be paid by the Trust in respect of capital gains realized by or allocated to the Trust will generally not be deductible by the Trust in computing its income for purposes of the Tax Act. Provided the Trust makes the appropriate designations, certain foreign income or profits taxes considered to be paid by the Trust that are not deducted by the Trust in computing its income may be deemed to have been paid by Holders for purposes of the foreign tax credit rules in the Tax Act. See "Taxation of Holders – Foreign Tax Credits and Foreign Tax Deductions" below.

The Trust may enter into transactions denominated in currencies other than the Canadian dollar. The cost and proceeds of disposition of such investments, the amount of any dividends (including deemed dividends), returns of capital, interest and other distributions received thereon, and all other amounts will be determined for the purposes of the Tax Act in Canadian dollars using the appropriate exchange rates in accordance with the detailed rules in the Tax Act. The amount of income, gains and losses realized by the Trust may accordingly be affected by fluctuations in the value of foreign currencies relative to the Canadian dollar.

Losses incurred by the Trust cannot be allocated to Holders but may generally be carried forward and deducted by the Trust in future years in computing its taxable income, in accordance with the Tax Act. In the event the Trust would otherwise be liable for tax on its net taxable capital gains realized by the Trust for a taxation year, it will be entitled for each taxation year to reduce (or receive a refund in respect of) its liability, if any, for such tax by an amount determined under the Tax Act based on the redemption of Offered Units during the year (the "**capital gains refund**").

Taxation of Holders

Distributions by the Trust

A Holder will generally be required to include in income for a particular taxation year the portion of the net income of the Trust for the taxation year ending on or before the particular taxation year-end of the Holder, including net realized taxable capital gains, that is paid or payable, or deemed to be paid or payable, to the Holder in the particular taxation year (and that the Trust deducts in computing its income), whether such portion is received in cash, additional Offered Units or otherwise. Any loss of the Trust for purposes of the Tax Act cannot be allocated to, or treated as a loss of, a Holder.

Provided that the appropriate designations are made by the Trust, such portion of net taxable capital gains of the Trust as is paid or payable to a Holder will effectively retain its character and be treated as such in the hands of the Holder for purposes of the Tax Act. See below under the subheading "Taxation of Holders – Capital Gains and Capital Losses". The non-taxable portion of any net capital gains of the Trust that is paid or payable, or deemed to be paid or payable, to a Holder in a taxation year will not be included in computing the Holder`s income for the year. Any other amount in excess of the net income and net taxable capital gains of the Trust that is paid or payable, or deemed to be paid or payable, by the Trust to a Holder in a taxation year will not generally be included in the Holder's income for the year. However, such an amount which becomes payable to a Holder (other than proceeds of disposition of Offered Units or any part thereof) will reduce the adjusted cost base of the Offered Units held by such Holder. To the extent that the adjusted cost base of an Offered Unit would otherwise be less than zero, the negative amount will be deemed to be a capital gain realized by the Holder from the disposition of the Offered Unit and will be added to the adjusted cost base of the Offered Unit so that the adjusted cost base will be reset to zero.

The composition of distributions paid by the Trust, portions of which may be fully or partially taxable or non-taxable, may change over time, affecting the after-tax return to Holders. To the extent that amounts are designated as having been paid to Holders out of taxable dividends received or deemed to have been received by the Trust on shares of taxable Canadian corporations, the normal gross-up and dividend tax credit rules, including the enhanced gross-up and dividend tax credit rules in respect of dividends designated by the corporation as "eligible dividends" will apply to Holders who are individuals (other than certain trusts). A Holder that is a corporation is required to include amounts designated as taxable dividends in computing its income for tax purposes and will generally be entitled to deduct the amount of such dividends in computing its taxable income. Certain corporations, including "private corporations" or "subject corporations" (as defined in the Tax Act) may be liable to pay a refundable tax at the rate of 38 $^{1}/_{3}$% of such dividends to the extent that such dividends are deductible in computing taxable income.

Foreign Tax Credits and Foreign Tax Deductions

Provided the Trust makes appropriate designations in respect of foreign source income made payable to a Holder for a year, such Holder will be deemed to have paid its pro rata share of the foreign "business income taxes" and "non-business income taxes" (each as defined for purposes of the foreign tax credit rules in the Tax Act) considered to be paid by the Trust for the year in respect of its foreign source income. The amount of such tax deemed to be paid by a Holder may be deductible from the Holder's Canadian federal income tax otherwise payable for the year (a "**foreign tax credit**").

A Holder's ability to claim a foreign tax credit in respect of its pro rata share of such U.S. taxes deemed to be paid by the Holder may be affected where the Holder does not have sufficient taxes otherwise payable under Part I of the Tax Act or sufficient U.S. source income in the taxation year in which the U.S. taxes are paid, or has other U.S. source income or losses, has paid other U.S. taxes or, in certain circumstances, has not filed a U.S. federal income tax return where required for the relevant taxation year. Although the foreign tax credit provisions are designed to avoid double taxation, the maximum credit is limited. Because of this, and because of timing differences in recognition of expenses and income and other factors, there is a risk of double taxation. Prospective Holders should consult their own tax advisors regarding their ability to claim foreign tax credits.

A Holder will not be entitled to claim a foreign tax deduction in respect of foreign taxes of the Trust deemed to have been paid by such Holder in respect of which a foreign tax credit is not available.

Dispositions of Offered Units

On a disposition or deemed disposition of an Offered Unit (including a redemption), a Holder will generally realize a capital gain (or a capital loss) equal to the amount by which the Holder's proceeds of disposition (excluding any amount payable by the Trust which represents an amount that must otherwise be included in the Holder's income as described herein) are greater (or less than) the aggregate of the Holder's adjusted cost base of the Offered Unit immediately before such disposition and any reasonable costs of disposition.

The adjusted cost base to a Holder of an Offered Unit generally will include all amounts paid by the Holder for the Offered Unit subject to certain adjustments. The cost to a Holder of Offered Units received in lieu of a cash distribution will be equal to the amount of income distributed by the issuance of such Offered Units. For the purpose of determining the adjusted cost base to a Holder, when an Offered Unit is acquired, the cost of the newly-acquired Offered Unit will be averaged with the adjusted cost base of all of the Offered Units owned by the Holder as capital property immediately before that acquisition.

A redemption of Offered Units in consideration for cash will be a disposition of such Offered Units for proceeds of disposition equal to such cash less any income or capital gain realized by the Trust in connection with the redemption of those Offered Units. Holders exercising the right of redemption will consequently realize a capital gain, or sustain a capital loss, depending upon whether the proceeds of disposition received exceed, or are less than, the aggregate of the adjusted cost base of the Offered Units redeemed and any reasonable costs of disposition. Where income or capital gain realized by the Trust in connection with the distribution of such shares *in specie* on the redemption of Offered Units has been designated by the Trust to a redeeming Holder, the Holder will be required to include in income the income or taxable portion of the capital gain so designated. The cost of such shares distributed *in specie* by the Trust to a Holder upon redemption of Offered Units will be equal to the fair market value of such shares at the time of the distribution. The Holder will thereafter be required to include in income any income derived from such shares, in accordance with the provisions of the Tax Act.

Capital Gains and Capital Losses

One-half of any capital gain (a "**taxable capital gain**") realized by a Holder on a disposition or deemed disposition of Offered Units and the amount of any net taxable capital gains designated by the Trust in respect of a Holder will be included in the Holder's income as a taxable capital gain. One-half of any capital loss (an "**allowable capital loss**") realized by a Holder on a disposition or deemed disposition of Offered Units must generally be deducted from taxable capital gains of the Holder in the year of disposition as an allowable capital loss. Allowable capital losses realized in excess of taxable capital gains in a particular taxation year may generally be deducted against taxable capital gains realized in the three preceding taxation years or in any subsequent taxation year, subject to and in accordance with the provisions of the Tax Act.

A Holder that is a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay an additional refundable tax in respect of certain types of income, including taxable capital gains. Tax Proposals announced by the Minister of Finance (Canada) on April 7, 2022 are intended to extend this additional tax and refund mechanism in respect of "aggregate investment income" to "substantive CCPCs" as defined in the Tax Proposals announced on April 7, 2022. The complete legislation for such Tax Proposals has yet to be released. Holders are advised to consult their own tax advisors.

In general terms, net income of the Trust paid or payable to a Holder who is an individual, including certain trusts, that is designated as net taxable capital gains and capital gains realized on the disposition of the Offered Units by such a Holder may increase the Holder's liability for alternative minimum tax.

CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS

THIS SUMMARY OF CERTAIN FEDERAL INCOME TAX CONSIDERATIONS IS FOR GENERAL INFORMATION PURPOSES ONLY AND IS NOT TAX ADVICE. PROSPECTIVE PURCHASERS ARE URGED TO CONSULT THEIR OWN TAX ADVISERS REGARDING THE U.S. FEDERAL, STATE, LOCAL AND NON-U.S. TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF THE OFFERED UNITS, AND REGARDING POTENTIAL CHANGES IN APPLICABLE TAX LAW.

In the opinion of Jackson Walker LLP, U.S. counsel to the Trust, the following is a description of certain U.S. federal income tax consequences of the intended treatment of US Holdco as a real estate investment trust.

This discussion is based on the United States Internal Revenue Code of 1986, as amended (the "**Code**"), Treasury regulations promulgated under the Code ("**Treasury Regulations**"), administrative pronouncements or practices, judicial decisions, and the United States – Canada Income Tax Convention and all protocols thereto (the "**Treaty**"), all as of the date hereof. Future legislative, judicial, or administrative modifications, revocations, or interpretations, which may or may not be retroactive, may result in U.S. federal income tax consequences significantly different from those discussed herein. This discussion is not binding on the U.S. Internal Revenue Service (the "**IRS**"). No ruling has been or will be sought or obtained from the IRS with respect to any of the U.S. federal income tax consequences discussed herein. No assurance can be given whether the IRS will challenge any of the conclusions described herein or whether a U.S. court will sustain such a challenge.

The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Treasury Department, which review may result in revisions to regulations and interpretations in addition to statutory changes, in each case possibly with retroactive effect. No assurance can be given as to whether, or in what form, any proposals affecting real estate investment trusts or their owners will be enacted.

Prospective purchasers are urged to consult with their tax advisors with respect to legislative, regulatory, and administrative developments and proposals and their potential effect on investment in the Offered Units.

Taxation of the Trust and US Holdco

U.S. Status of the Trust

Although the Trust is organized as an unincorporated trust under Canadian law, the Trust should be classified as an association taxable as a corporation for U.S. federal income tax purposes under current Treasury Regulations. The discussion herein assumes the correctness of this classification and uses terminology consistent with this classification.

An entity treated as a corporation generally is considered for U.S. federal income tax purposes to be a tax resident in the jurisdiction of its organization or incorporation. Accordingly, under the generally applicable U.S. federal income tax rules, the Trust, which is organized under the laws of Canada, should be classified as a foreign corporation for U.S. federal income tax purposes.

Real Estate Investment Trust Status of US Holdco

US Holdco intends to operate in a manner that permits it to satisfy the requirements for qualification and taxation as a real estate investment trust under the applicable provisions of the Code, and the following discussion describes certain U.S. federal income tax consequences of its intended status as a real estate investment trust.

The Trust will seek an opinion from Jackson Walker LLP, U.S. counsel to the Trust, in connection with the Closing to the effect that, commencing with its first taxable year ending December 31, 2022, US Holdco is organized and will operate in conformity with the requirements for qualification and taxation as a real estate investment trust under the Code, and that US Holdco's organization and current and proposed method of operation will enable US Holdco to continue to meet the requirements for qualification and taxation as a real estate investment trust under the Code. This opinion will be based on various assumptions and representations as to factual matters. Moreover, US Holdco's qualification and taxation as a real estate investment trust depends upon its ability to meet the various qualification tests imposed under the Code, which are discussed below, including through actual annual operating results, asset composition, distribution levels and diversity of stock ownership, the results of which have not been and will not be reviewed by Jackson Walker LLP. Accordingly, no assurance can be given that US Holdco's actual results of operations for any particular taxable year will satisfy those requirements. Further, the anticipated U.S. federal income tax treatment that apply as a result of US Holdco's status as a real estate investment trust may be changed, perhaps retroactively, by legislative, administrative or judicial action at any time, and Jackson Walker LLP has no obligation to update its opinion subsequent to the date of such opinion. Jackson Walker LLP's opinion does not foreclose the possibility that US Holdco may have to use one or more real estate investment trust savings provisions, described below, which require US Holdco to pay a deficiency dividend or an excise tax or penalty (which may be material) in order to maintain qualification and taxation as a real estate investment trust.

US Holdco intends to elect to be a real estate investment trust for U.S. federal income tax purposes beginning with its taxable year ending December 31, 2022, and US Holdco believes that it has been organized and operated, and intends to continue to be organized and to operate, in a manner that will allow US Holdco to qualify for taxation as a REIT commencing with its taxable year ending December 31, 2022. The discussion below assumes that US Holdco will qualify as a real estate investment trust for U.S. federal income tax purposes for such taxable year and in each taxable year thereafter. No assurance can be given, however, that US Holdco will qualify, or will continue to qualify in any taxable year, as a real estate investment trust for U.S. federal income tax purposes because qualification as a real estate investment trust depends on continuing to satisfy numerous asset, income and distribution tests described below, which in turn are dependent in part on US Holdco's ongoing operating activities and results. US Holdco's ability to satisfy such tests during any year may depend upon the fair market values of assets directly or indirectly owned by US Holdco, which values may not be susceptible to a precise determination. Accordingly, no assurance can be given that the actual results of US Holdco's operations for any taxable year will satisfy such requirements for qualification and taxation as a REIT.

Qualified REIT Subsidiaries

A corporation owned entirely by a real estate investment trust generally qualifies to be a qualified REIT subsidiary ("**QRS**"), which is disregarded for U.S. federal income tax purposes. Initially, US Holdco does not own any QRSs.

Partnerships and Disregarded Entities

The Trust owns stock in US Holdco, which in turns owns 100% of multiple limited liability companies (the "**Property LLCs**") that are treated as disregarded entities for U.S. federal income tax purposes. All of US Holdco's real estate assets are owned through the Property LLCs, which are disregarded entities for U.S. federal income tax purposes. For purposes of the real estate investment trust status tests discussed below, all of the assets and income and loss of the Property LLCs are treated as assets and income and loss of US Holdco. References herein to the income, assets or loss of US Holdco shall include income, assets or loss of the Property LLCs. For purposes of the real estate investment trust status tests discussed below, US Holdco is considered to own a proportionate share of the assets and receive a proportionate share of the income and loss of any entity treated as a partnership for U.S. federal income tax purposes of which US Holdco is treated as a partner.

Taxable REIT Subsidiaries

A real estate investment trust, in general, may jointly elect with a direct or indirect subsidiary corporation, regardless of whether wholly-owned, to treat the subsidiary corporation as a taxable REIT subsidiary ("**TRS**"). The separate existence of a TRS, unlike a disregarded QRS as discussed above, is not ignored for U.S. federal income tax purposes. A TRS is subject to U.S. federal corporate income tax on its taxable income, which may reduce the cash flow generated by the real estate investment trust and its ability to make distributions to its stockholders. In addition, if a TRS owns, directly or indirectly, securities representing 35% or more of the vote or value of a subsidiary entity treated as a corporation for U.S. federal income tax purposes, that subsidiary also is treated as a TRS. An entity does not qualify as a TRS, however, if the entity directly or indirectly operates or manages a lodging or health care facility, or generally provides to another person, under a franchise, license or otherwise, rights to any brand name under which any lodging facility or health care facility is operated.

If US Holdco jointly elects with a subsidiary to treat the subsidiary as a TRS, US Holdco is not treated as holding the assets of the TRS or as receiving directly any income that the TRS earns. Rather, the shares issued by the TRS are treated as an asset of US Holdco, and the real estate investment trust generally recognizes as income the dividends, if any, that US Holdco receives from a TRS. This treatment can affect the gross income and asset test calculations described below. Because US Holdco does not include the assets and income of any subsidiary corporation that is treated as a TRS in determining US Holdco's compliance with the real estate investment trust requirements, such an entity may be used by US Holdco to undertake indirectly activities that the real estate investment trust rules might otherwise preclude US Holdco from doing directly or through pass-through subsidiaries.

General U.S. Federal Income Tax Considerations of Real Estate Investment Trust Status

Provided that US Holdco qualifies as a real estate investment trust, US Holdco generally will not be subject to U.S. federal income tax on the portion of its real estate investment trust taxable income or net capital gain that is distributed to holders of US Holdco stock because US Holdco generally will be entitled to a dividends-paid deduction (i.e., a deduction against its income and gain) for the amount of any distribution (or deemed distribution) treated as a taxable dividend for U.S. federal income tax purposes. Consequently, US Holdco will be subject to U.S. federal income tax at normal corporate rates on any taxable income or net capital gain not distributed.

Furthermore, notwithstanding US Holdco's intended qualification as a real estate investment trust, US Holdco may also be subject to taxation in other circumstances. If US Holdco fails to satisfy either the 75% or 95% gross income test, as discussed below, and nonetheless maintains its qualification as a real estate investment trust because other requirements are met, and such failure is due to reasonable cause and not willful neglect, US Holdco is subject to a 100% tax on the greater of the amount by which US Holdco fails to satisfy either the 75% or 95% gross income test, multiplied by a fraction intended to reflect US Holdco's profitability. Furthermore, if US Holdco fails to satisfy the 5% asset test or the 10% vote or value test (and does not qualify for a de minimis safe harbor) or fails to satisfy the other asset tests, each of which is discussed below, and nonetheless maintains its qualification as a real estate investment trust because certain other requirements are met, and such failure is due to reasonable cause and not willful neglect, US Holdco is subject to a tax equal to the greater of $50,000 or an amount determined by multiplying the highest U.S. federal corporate tax rate by the net income generated by the assets that caused the failure for the period beginning on the first date of the failure to meet the tests and ending on the earlier of the date that US Holdco disposes of the assets (which must be within six months after the last day of the quarter in which the failure is identified) or US Holdco otherwise satisfies the tests. If US Holdco fails to satisfy one or more real estate investment trust requirements other than the 75% or 95% gross income tests and other than the asset tests, but nonetheless maintains its qualification as a real estate investment trust because such failure is due to reasonable cause and not willful neglect, US Holdco is subject to a penalty of $50,000 for each such failure. US Holdco also is subject to a tax of 100% on net income from any "prohibited transaction" (as described below). If US Holdco has net income from the sale or other disposition of "foreclosure property" (as described below) that is held primarily for sale to customers in the ordinary course of business or other net income from foreclosure property, US Holdco is subject to tax on such income from foreclosure property at the highest U.S. federal corporate income tax rate. US Holdco also pays federal income tax on taxable income, including net capital gain, that US Holdco does not distribute during, or within a specified time after, the calendar year in which the income is earned. In addition, if US Holdco fails to distribute during each calendar year at least the sum of:

(i) 85% of its real estate investment trust ordinary income for such year;

(ii) 95% of its real estate investment trust capital gain net income for such year, other than the amount of any capital gain net income that US Holdco elects to retain and pay tax on as described below;

(iii) any undistributed taxable income from prior years;

then US Holdco is subject to a 4% non-deductible excise tax on the excess of such required distribution over the amounts actually distributed. The amount that a real estate investment trust is treated as having "actually distributed" during the current taxable year is both the amount distributed during the current year and the amount by which the distributions during the prior year exceed its taxable income and net capital gain for that prior year. If US Holdco retains and pays income tax on any of its ordinary income or capital gain net income, such retained amounts are treated as having been distributed for purposes of the 4% excise tax.

A 100% tax may be imposed on some items of income and expense that are directly or indirectly paid between a real estate investment trust and a TRS if, and to the extent that, the IRS successfully determines that the transaction is not at arm's-length and adjusts the reported amount of these items. Such items include rents paid by a tenant to US Holdco properly attributable to services performed by the TRS for the tenant, interest payments from the TRS to US Holdco, income attributable to services provided by the TRS to, or on behalf of, US Holdco and any other deductible item of the TRS attributable to payments to, or on behalf of, US Holdco, in each case, to the extent such arrangement is other than on arm's-length terms.

If US Holdco acquires any asset from a C corporation, including any entity that generally is subject to full corporate level tax, in a merger or other transaction in which US Holdco acquires a basis in the asset that is determined by reference either to the C corporation's basis in the asset or to another asset, US Holdco is required to pay tax at the highest regular corporate rate applicable if US Holdco recognizes gain on the sale or disposition of the asset during the five-year period after US Holdco acquires the asset. The amount of gain on which US Holdco pays tax is the lesser of:

(i) the amount of gain recognized at the time of the sale or disposition; and

(ii) the amount of gain that US Holdco would have recognized if US Holdco had sold the asset at the time US Holdco acquired the asset.

In addition, US Holdco, including its subsidiaries and affiliated entities, may be subject to a variety of taxes, including payroll taxes and state and local income, property and other taxes on its assets and operations.

A TRS also is subject to U.S. federal corporate income tax on its taxable income. US Holdco may also be subject to tax in various situations and on some types of transactions not presently contemplated.

Qualification as a Real Estate Investment Trust — Generally

A real estate investment trust for U.S. federal income tax purposes is a corporation, trust or association that meets each of the following requirements:

(i) is managed by one or more trustees or directors;

(ii) has beneficial ownership evidenced by transferable shares, or by transferable certificates of beneficial interest;

(iii) would be taxable as a domestic corporation, but for the provisions of the Code applicable to a real estate investment trust;

(iv) is neither a financial institution nor an insurance company subject to special provisions of the Code;

(v) has at least 100 persons who are beneficial owners of its shares or certificates of beneficial interest.

(vi) satisfies the requirement, during the last half of any taxable year, that not more than 50% in value of its outstanding shares, or certificates of beneficial interest (treating certain options and, under certain circumstances, securities convertible into shares or certificates of beneficial interest as such shares of certificates), is owned, directly or indirectly, by five or fewer individuals (as defined for this purpose in the Code to include certain tax-exempt entities, such as charitable trusts and private foundations but to exclude certain qualified trusts described in Section 401(a) of the Code).

(vii) elects to be a real estate investment trust, or has made such election for a previous taxable year, and satisfies all relevant filing and other administrative requirements established by the IRS that must be met to elect and maintain real estate investment trust status.

(viii) meets certain other qualification tests, described below, regarding the nature of its income and assets and the distribution of its income.

(ix) uses a calendar year for U.S. federal income tax purposes and complies with the recordkeeping requirements of the Code.

Conditions (iii), (v), (vi), and (viii) above are discussed in detail below. With respect to condition (i) above, under the corporate law of the state of Nevada, US Holdco is managed by its Board. With respect to condition (ii) above, the shares of US Holdco stock constitute transferable shares or certificates of beneficial interest for U.S. federal income tax purposes. With respect to condition (iv) above, US Holdco is neither a financial institution nor an insurance company subject to special provisions of the Code. With respect to condition (vii) above, US Holdco intends to elect to be a real estate investment trust for U.S. federal income tax purposes beginning with its taxable year ending December 31, 2022 (as described above). With respect to condition (ix) above, US Holdco intends to use a calendar year for both U.S. federal income tax purposes and for financial reporting purposes and intends to comply with the recordkeeping requirements of the Code.

Taxable as a U.S. Domestic Corporation

US Holdco must be taxable as a U.S. domestic corporation for U.S. federal income tax purposes, but for its election to be taxable as a real estate investment trust. US Holdco is a corporation formed under the laws of Nevada and thus is treated as a U.S. domestic corporation for all purposes under the Code (but for the provisions of the Code applicable to a real estate investment trust) and, as a result, should be permitted to elect to be treated as a real estate investment trust under the Code.

Share Ownership Tests

The stock of US Holdco (the "**Stock**") must be held by a minimum of 100 persons for at least 335 days in each taxable year or a proportional number of days in any short taxable year (other than its first taxable year as a real estate investment trust). US Holdco intends to issue shares of preferred Stock following the Closing and before the end of 2022) to more than 100 persons. In addition, at all times during the second half of each taxable year as a real estate investment trust (other than its first taxable year as a real estate investment trust), no more than 50% in value of the Stock (treating certain options and, under certain circumstances, securities convertible into Stock as Stock) may be owned, directly or indirectly (applying constructive ownership rules) by five or fewer individuals (as defined for this purpose in the Code to include certain tax-exempt entities, such as charitable trusts and private foundations but to exclude certain qualified trusts described in Section 401(a) of the Code). These rules look through the Trust, and most entities that may own Units, to determine whether five or fewer individuals own more than 50% in value of the Stock. If US Holdco complies with the Treasury Regulations for ascertaining its actual ownership (i.e., the persons required to include dividends from US Holdco in gross income) and does not know, or exercising reasonable diligence would not have reason to know, that more than 50% in value of the outstanding Units (treating certain options and, under certain circumstances, securities convertible into Units as Units) are held, actually or constructively, by five or fewer individuals (as defined for this purpose in the Code), then US Holdco is treated as meeting such requirement.

In order to ensure compliance with the 50% ownership test, the Trust has placed restrictions on the transfer of the Units to prevent concentration of ownership. In order to demonstrate compliance with these requirements under the applicable Treasury Regulations, US Holdco must maintain records that disclose the actual ownership of the outstanding Units disclosed to the Trust in response to written statements demanded from Unitholders for this information. Failure to comply with these record-keeping requirements could subject US Holdco to monetary penalties. In fulfilling these obligations to maintain records, the Trust intends to request written statements each year from the record holders of designated percentages of Units disclosing the actual owners of such Units in the manner required under the applicable Treasury Regulations. A list of persons failing or refusing to comply in whole or in part with the Trust's request for written statements must be maintained by the Trust. In addition, the Declaration of Trust provides restrictions regarding the transfer of Units that are intended to assist the Trust in continuing to satisfy the share ownership requirements. The Trust intends to enforce the percentage limitations on ownership of Units in a manner necessary to maintain US Holdco's qualification as a real estate investment trust for U.S. federal income tax purposes.

Asset Test

At the close of each quarter of US Holdco's taxable year, US Holdco must satisfy tests relating to the nature of its "total assets," which are defined to be its gross assets determined in accordance with generally accepted accounting principles. As described above, for purposes of these tests, if US Holdco (directly or through a QRS) invests in a partnership or other entity treated as a partnership or disregarded entity for U.S. federal income tax purposes (such as the Property LLCs), US Holdco is treated as owning a proportionate share of the partnership's or other entity's assets, and if US Holdco owns 100% of a corporation that is a QRS, US Holdco is treated as owning 100% of the QRS's assets.

First, at least 75% of the value of US Holdco's total assets must be represented by:

(i) interests in real property;

(ii) interests in mortgages on real property (including certain mezzanine debt secured by interests in a pass-through entity that directly or indirectly owns real property, provided that certain requirements set forth in guidance published by the IRS are met);

(iii) shares or certificates of beneficial interest in other real estate investment trusts;

(iv) cash;

(v) cash items;

(vi) U.S. government securities;

(vii) qualified temporary investments (generally assets acquired by US Holdco with capital received in exchange for Stock or debt of US Holdco during the one-year period following the receipt of such capital);

(viii) personal property leased in connection with real property to the extent that rents attributable to such personal property are treated as "rents from real property" (i.e., the amount attributable to the personal property does not exceed 15% of the total rent attributable to the personal property and the associated real property);

(ix) personal property securing a mortgage on real property, as long as the fair market value of the personal property does not exceed 15% of the total fair market value of such real property and personal property; and

(x) debt instruments issued by "publicly offered" real estate investment trusts (i.e., real estate investment trusts that are required to file annual and periodic reports with the U.S. Securities and Exchange Commission under the Securities Exchange Act of 1934).

Second, although the remaining 25% of US Holdco's assets generally may be invested without restriction, US Holdco is prohibited from owning securities representing more than 10% of either the vote or value of the outstanding securities of any non-government issuer other than a QRS, another real estate investment trust or a TRS. Further, no more than 20% of the value of US Holdco's total assets may be represented by securities of its TRSs. No more than 5% of the value of US Holdco's total assets may be represented by securities of any single non-government issuer other than a QRS, or a TRS, or shares of another real estate investment trust. Finally, not more than 25% of the value of a real estate investment trust's assets may be represented by debt instruments issued by publicly offered real estate investment trusts to the extent not otherwise qualifying as mortgages on real property or on interests in real property.

The 5% and 10% asset tests described above do not apply to securities of TRSs, QRSs, or securities that are "real estate assets" for purposes of the 75% gross asset test described above. The 10% value test does not apply to certain "straight debt" and other excluded securities, as described in the Code including, but not limited to, any loan to an individual or estate, any obligation to pay rents from real property and any security issued by a REIT. In addition, for purposes of applying the 10% value test, (1) a REIT's interest as a partner in a partnership is not considered a security issued by the partnership; (2) any debt instrument issued by a partnership (other than straight debt or another excluded security) will not be considered a security issued by the partnership if at least 75% of the partnership's gross income is derived from sources that would qualify for the 75% REIT gross income test; and (3) any debt instrument issued by a partnership (other than straight debt or another excluded security) will not be considered a security issued by the partnership to the extent of US Holdco's interest as a partner in the partnership. For purposes of the 10% value test, "straight debt" means a written unconditional promise to pay on demand on a specified date a sum certain in money if (i) debt is not convertible, directly or indirectly, into stock, (ii) the interest rate and interest payment dates are not contingent on profits, the borrower's discretion, or similar factors other than certain contingencies relating to the timing and amount of principal and interest payments, as described in the Code and (iii) in the case of an issuer that is a corporation or a partnership, securities that otherwise would be considered straight debt will not be so considered if US Holdco, and any of its "controlled taxable REIT subsidiaries," as defined in the Code, hold any securities of the corporate or partnership issuer which (a) are not straight debt or other excluded securities (prior to the application of this rule), and (b) have an aggregate value greater than 1% of the issuer's outstanding securities (including, for the purposes of a partnership issuer, its interest as a partner in the partners).

US Holdco believes that its holdings of securities and other assets will comply with the foregoing REIT asset requirements and intends to monitor compliance with such tests on an ongoing basis. There can be no assurance, however, that US Holdco will be successful in this effort.

Moreover, the values of some of US Holdco's assets, including the securities of any TRSs or other non-publicly traded investments, may not be susceptible to a precise determination and are subject to change in the future. Furthermore, the proper classification of an instrument as debt or equity for U.S. federal income tax purposes may be uncertain in some circumstances, which could affect the application of the REIT asset tests. Accordingly, there can be no assurance that the IRS will not successfully contend that US Holdco's assets do not meet the requirements of the REIT asset tests.

After initially meeting the asset tests at the close of any quarter, US Holdco will not lose its qualification as a REIT for failure to satisfy the asset tests at the end of a later quarter solely by reason of changes in asset values. If US Holdco fails to meet any of the asset tests at the end of any quarter and such failure is not cured within 30 days thereafter (or US Holdco has failed to comply with the asset tests as of end of the prior quarter), US Holdco would fail to qualify as a real estate investment trust, subject to the additional cure provisions described below. After the 30-day cure period (or if not available), with respect to violations of the 5% and 10% asset tests described above, US Holdco may maintain its qualification as a real estate investment trust by disposing of sufficient assets to cure such a violation provided that the violation does not exceed the lesser of 1% of US Holdco's assets at the end of the relevant quarter or $10 million if the disposition occurred within six months after the last day of the calendar quarter in which US Holdco identified the violation. For violations of these tests that are larger than such amount and for violations of the other asset tests described above, where such violations are due to reasonable cause and not willful neglect, US Holdco may avoid disqualification as a real estate investment trust, after the 30-day cure period (or if not available), by taking steps including the disposition of sufficient assets to meet the asset tests and paying a tax equal to the greater of $50,000 or an amount determined by multiplying the highest U.S. federal corporate tax rate by the net income generated by the non-qualifying assets for the period beginning on the first date of the failure to meet the tests and ending on the earlier of the date that US Holdco disposes of the assets (which must be within six months after the last day of the quarter in which the failure is identified) or US Holdco otherwise satisfies the asset tests.

Gross Income Tests

US Holdco is subject to two separate percentage tests relating to the sources of its gross income that must be satisfied for each taxable year. As described above, for purposes of these tests, if US Holdco (directly or through a QRS) invests in a partnership or other entity treated as a partnership or disregarded entity for U.S. federal income tax purposes (such as the Property LLCs), US Holdco is treated as receiving its proportionate share of the income and loss of the partnership or other entity, and the gross income and other tax items of the partnership or other entity retain the same character in the hands of US Holdco as such items have in the hands of the partnership or other entity, and if US Holdco owns 100% of a corporation that is a QRS, such as US Holdco, US Holdco is treated as receiving 100% of the QRS's gross income and other tax items. The two gross income tests, which are described below, are referred to as the "75% gross income test" and the "95% gross income test."

75% Gross Income Test

At least 75% of US Holdco's gross income (excluding gross income from "prohibited transactions," discussed below, and certain other specified items, such as income from certain hedging and foreign currency transactions, discussed below) for the taxable year must be derived from the following sources:

(i) rents from real property, except as modified below;

(ii) interest on obligations adequately secured by mortgages on, or interests in, real property (including income from debt held by US Holdco and secured by interests in an entity treated as a partnership or disregarded entity for U.S. federal income tax purposes if the debt is treated as an interest in a mortgage on real property under the 75% asset test described above);

(iii) gain from the sale or other disposition of interests in real property and interests in mortgages on real estate, other than gain from property held primarily for sale to customers in the ordinary course of a trade or business (or otherwise treated as inventory);

(iv) dividends or other distributions on shares (or transferable certificates of beneficial interest) in other real estate investment trusts, as well as gain from the sale or other disposition of such shares (or certificates);

(v) abatements and refunds of real property taxes;

(vi) income from the operation, and gain from the sale, of "foreclosure property," discussed below;

(vii) commitment fees or other amounts (other than amounts the determination of which depend in whole or in part on the income or profits of any person) received for agreeing to make loans secured by mortgages on real property, or to purchase or lease real property;

(viii) certain qualified temporary investment income attributable to the investment of new capital received by US Holdco in exchange for Stock or certain publicly offered debt, which income is received or accrued during the one-year period following the receipt of such capital; and

(ix) gain from the sale or other disposition of a real estate asset (excluding any asset qualifying as a real estate asset (as described above) solely as a result of being a debt instrument issued by a publicly offered real estate investment trust) which is not a "prohibited transaction" solely by reason of the exceptions in Section 857(b)(6) of the Code.

95% Gross Income Test

In addition to deriving 75% of US Holdco's gross income for the taxable year from the sources listed above (i.e., qualifying income for purposes of the 75% gross income test), at least 95% of US Holdco's gross income for the taxable year must be derived from income that is treated as qualifying income for purposes of the 75% gross income test, dividends, interest or gain from the sale or disposition of stock or other securities that are not held primarily for sale to customers in the ordinary course of a trade or business (or otherwise treated as inventory).

Rents from Real Property

Rents received from a tenant does not, however, qualify as rents from real property for purposes of the 75% or 95% gross income test if US Holdco, or an owner of 10% or more of the Units (owned directly or constructively), directly or indirectly (applying constructive ownership rules) owns 10% or more (if a corporation for U.S. federal income tax purposes, by vote or value, or otherwise, by value or net profits) of such tenant, unless the tenant is a TRS of US Holdco and certain other requirements are met. In addition, if rent attributable to personal property leased in connection with a lease of real property is greater than 15% of the total rent received under the lease, then the portion of rent attributable to such personal property (based on relative fair market values of the personal property and real property) does not qualify as rents from real property. No portion of rent attributable to personal property qualifies as rent from real property if the rent is attributable to a separate lease of only the personal property. Moreover, an amount received or accrued does not qualify as rent from real property if the amount is based in whole or in part on the income or profits of any person, although an amount received or accrued generally is not excluded from "rents from real property" solely by reason of being based on a fixed percentage or percentages of receipts or sales.

For rents received to qualify as rents from real property, US Holdco generally must not furnish or render services to tenants, other than through a TRS, or an independent contractor from whom US Holdco derives no income, except that US Holdco may provide services directly that are "usually or customarily rendered" in connection with the rental of properties for occupancy only, or are not otherwise considered rendered to the occupant "primarily" for the occupant's "convenience." US Holdco is permitted to render a de minimis amount (not to exceed 1% of amounts received or accrued with respect to such property, valued at not less than 150% of any direct costs of performing such services) of impermissible services to tenants, or in connection with the management of property, and still treat amounts received with respect to that property (other than the amounts attributable to the provision of the de minimis impermissible services) as rent from real property. Furthermore, US Holdco may furnish such services to tenants through a TRS and still treat amounts otherwise received with respect to the property as rent from real property.

Dividends

US Holdco’s share of any dividends received from any corporation or other entity treated as a corporation for U.S. federal income tax purposes (including any TRS, but excluding any other real estate investment trust) in which US Holdco owns an equity interest constitute qualifying income for purposes of the 95% gross income test but not for purposes of the 75% gross income test. US Holdco’s share of any dividends received from any other real estate investment trust in which US Holdco owns an equity interest, if any, constitute qualifying income for purposes of the 75% and 95% gross income tests.

Interest

For purposes of the 75% and 95% gross income tests, the term “interest” generally does not include any amount US Holdco receives or accrues, directly or indirectly, if the determination of such amount depends in whole or in part on the income or profits of any person. Interest, however, generally includes both: (i) an amount that is based on a fixed percentage or percentages of receipts or sales and (ii) an amount that is based on the income or profits of a debtor, as long as the debtor derives substantially all of its income from leasing substantially all of its interest in the real property securing the debt, and only to the extent that the amounts that US Holdco receives or accrues that are based on the amounts that the debtor receives or accrues would be treated as qualifying “rents from real property” if received directly by US Holdco. If a loan held by US Holdco contains a provision that entitles US Holdco to a percentage of the borrower’s gain upon the sale of the real property securing the loan (or gain that would be realized from a sale as of a specified date) or a percentage of the appreciation in the property’s value as of a specific date, income attributable to that loan provision is treated as gain from the sale of the property securing the loan, which generally is treated as qualifying income for purposes of the 75% and 95% gross income tests, provided that the property is not inventory or dealer property in the hands of the borrower or US Holdco.

Interest on debt secured by a mortgage on real property or on interests in real property generally is treated as qualifying income for purposes of the 75% and 95% gross income tests. If a loan that is secured by real property and other property and the highest principal amount of the loan outstanding during a taxable year exceeds the fair market value of the real property securing the loan as of the date US Holdco agrees (and becomes legally bound) to originate or acquire the loan, a portion of the interest income from such loan is not treated as qualifying income for purposes of the 75% gross income test, but is treated as qualifying income for purposes of the 95% gross income test. The portion of the interest income that is treated as qualifying income for purposes of the 75% gross income test is equal to the interest income multiplied by a fraction, the numerator of which is the value of the real property as of the date described above, and the denominator of which is the amount of the loan (with the remainder of the interest not being treated as qualifying income for purposes of the 75% gross income test). The portion of the loan related to the interest that is not treated as qualifying income for purposes of the 75% gross income test is not treated as a real estate asset for purposes of the asset tests described above, and accordingly such portion of the loan is subject to, among other requirements, the 10% asset value test described above. In the case of a mortgage loan secured by both real property and personal property, if the fair market value of the personal property does not exceed 15% of the total fair market value of all of the property securing the loan, then the personal property securing the loan is treated as real property for purposes of determining whether the mortgage loan is a qualifying asset for purposes of the 75% asset test and whether the related interest is treated as qualifying income for purposes of the 75% gross income test.

Fee Income

US Holdco may receive various fees in connection with its operations. The fees will be qualifying income for purposes of the 75% and 95% gross income tests if the fees are received in consideration for entering into an agreement to make a loan secured by real property or to purchase or lease real property and the fees are not determined by the borrower’s income and profits. Other fees are treated as non-qualifying income for purposes of the 75% or 95% gross income test. If such fees are received by a TRS, however, US Holdco is not treated as receiving the fees for purposes of the 75% or 95% gross income test, any net taxable income to the TRS in respect of the fees may be subject to U.S. federal corporate income tax, and any distribution from the TRS to US Holdco generally is treated as dividend income (which generally is treated as non-qualifying income for purposes of the 75% gross income test and treated as qualifying income for purposes of the 95% gross income test).

Hedging Transactions and Foreign Currency Gain

Any income from (i) a hedging transaction (entered into to manage risk of price changes, currency fluctuations with respect to property or interest rate, price changes or currency fluctuations with respect to a borrowing) that is clearly and timely identified and that hedges indebtedness incurred or to be incurred to acquire or carry real estate assets or (ii) a clearly and timely identified transaction entered into primarily to manage the risk of currency fluctuations with respect to any item of income that qualifies under the 75% or 95% gross income tests, in either case does not constitute gross income (rather than being treated either as qualifying income or non-qualifying income) for purposes of the 75% and 95% gross income tests. Income from these types of transactions that does not meet these requirements is treated as non-qualifying income for purposes of the 75% and 95% gross income tests. Certain income from hedging transactions entered into to hedge existing qualified hedging positions after any portion of the hedged indebtedness or property is disposed of is not included in income for purposes of the 75% and 95% gross income tests if clearly and timely identified. Any income from foreign currency gain that is "real estate foreign exchange gain" as defined in the Code (generally certain gain realized by reason of a change in an exchange rate) does not constitute gross income (rather than being treated either as qualifying income or non-qualifying income) for purposes of the 75% and 95% gross income tests. Other foreign currency gain, if such foreign currency gain is "passive foreign exchange gain" as defined in the Code (generally, in addition to real estate foreign exchange gain, foreign currency gain attributable to items of income qualifying under the 95% gross income test, or attributable to the acquisition or ownership of, or being or becoming the obligor under, obligations), does not constitute gross income only for purposes of the 95% gross income test (but is treated as non-qualifying income for purposes of the 75% gross income test).

Prohibited Transaction

For purposes of determining whether US Holdco complies with the 75% and 95% gross income tests, gross income does not include income from prohibited transactions. A "prohibited transaction" is a sale of property held primarily for sale to customers in the ordinary course of a trade or business (or otherwise treated as inventory), excluding foreclosure property (described below). Whether US Holdco holds a property primarily for sale to customers in the ordinary course of a trade or business (or otherwise is required to treat the property as inventory) depends on the facts and circumstances in effect from time to time, including the facts related to a particular property. US Holdco may rely on a safe harbor to avoid the characterization of the sale of property as a prohibited transaction subject to the 100% prohibited transaction tax (discussed above) if the following requirements for the safe harbor are met:

(i) US Holdco has held the property for not less than two years;

(ii) the aggregate expenditures US Holdco, or any partner of US Holdco, makes during the two-year period preceding the date of the sale that are includable in the basis of the property do not exceed 30% of the selling price of the property;

(iii) either (1) during the year in question, US Holdco does not make more than seven sales of property (other than sales of foreclosure property or sales to which Section 1033 of the Code applies); (2) the aggregate adjusted bases of all such properties that US Holdco sells during the year do not exceed 10% of the aggregate bases of all of the assets of US Holdco at the beginning of the year; (3) the aggregate fair market value of all such properties that US Holdco sells during the year does not exceed 10% of the aggregate fair market value of all of the assets of US Holdco at the beginning of the year; (4) both (A) the aggregate adjusted tax bases of all such property that US Holdco sells during the year do not exceed 20% of the aggregate adjusted tax bases of all of the assets of US Holdco at the beginning of the year and (B) the aggregate adjusted tax bases of all such properties that US Holdco sells during the year in question and the two prior years do not exceed 10% of the sum of the aggregate adjusted tax bases of all of the assets of US Holdco as of the beginning of each of these three taxable years; or (5) both (A) the aggregate fair market value of all such property that US Holdco sells during the year does not exceed 20% of the aggregate fair market value of all of the assets of US Holdco at the beginning of the year and (B) the aggregate fair market value of all such properties that US Holdco sells during the year in question and the two prior years does not exceed 10% of the sum of the aggregate fair market value of all of the assets of US Holdco as of the beginning of each of these three taxable years;

(iv) in the case of property consisting of land and improvements not acquired through foreclosure (or deed in lieu thereof) or lease termination, US Holdco has held the property for at least two years for the production of rental income; and

(v) if US Holdco has made more than seven sales of property (other than sales of foreclosure property or sales to which Section 1033 of the Code applies) during the taxable year, substantially all of the marketing and development expenditures with respect to the property have been made through an independent contractor from whom US Holdco derives no income or through a TRS.

Foreclosure Property

Foreclosure property held by US Holdco is real property (including interests in real property) and any personal property incident to such real property (i) that is acquired by US Holdco as a result of US Holdco having bid on the property at foreclosure, or having otherwise reduced the property to ownership or possession by agreement or process of law, after a default occurs (or default is imminent) on a lease of the property or a mortgage loan held by US Holdco and secured by the property, (ii) for which the related loan or lease has been made, entered into or acquired by US Holdco at a time when default is not imminent or anticipated and (iii) for which US Holdco makes an election to treat the property as foreclosure property. As described above, US Holdco generally is subject to tax at the maximum U.S. federal income corporate tax rate on any net income from foreclosure property, which generally means any gain from the disposition of, or gross income derived from, the foreclosure property, reduced by deductible items directly connected with the production of such income, but excluding any income that otherwise is treated as qualifying income for purposes of the 75% gross income test (if not income or gain derived from foreclosure property). Any such gain from the sale of property for which a foreclosure property election has been made is not subject to the 100% penalty tax on gains from prohibited transactions described above, even if the property has been held primarily for sale to customers in the ordinary course of a trade or business (or otherwise treated as inventory). Property held by US Holdco that qualifies as foreclosure property generally ceases to be foreclosure property as of the close of the third taxable year following the taxable year in which US Holdco acquires the property (potentially subject to extension up to an additional three years). Such property ceases to be foreclosure property, however, on a date prior to such date under certain circumstances, including if US Holdco uses the property in a trade or business (other than a trade or business consisting solely of activities that result in the receipt of rents from real property) which is conducted by US Holdco more than 90 days after US Holdco acquires the property, unless such trade or business activity is conducted through an independent contractor from whom US Holdco derives no income or a TRS.

Failure to Satisfy Gross Income Tests

US Holdco intends to monitor its sources of income, including any non-qualifying income it receives, so as to ensure compliance with the gross income tests. Even if US Holdco fails to satisfy one or both of the 75% or 95% gross income tests for any taxable year, US Holdco may still qualify as a real estate investment trust for such year if US Holdco is entitled to relief under provisions of the Code. These relief provisions generally are available if:

(i) following US Holdco's identification of the failure, US Holdco files a schedule with a description of each item of gross income that caused the failure in accordance with the Treasury Regulations; and

(ii) US Holdco's failure to comply was due to reasonable cause and not due to willful neglect.

If these relief provisions apply, however, US Holdco nonetheless is subject to a special tax equal to the greater of the amount by which US Holdco fails either the 75% or 95% gross income test for that year multiplied by a fraction the numerator of which is the real estate investment trust taxable income for the taxable year (adjusted for certain items) and the denominator of which is the gross income for the taxable year (adjusted for certain items), which special tax could be significant in amount.

Annual Distribution Requirements

To qualify for taxation as a real estate investment trust, US Holdco generally must distribute dividends (other than capital gain dividends) to holders of Stock in an amount at least equal to:

(i) the sum of (x) 90% of its real estate investment trust taxable income, computed without regard to the dividends-paid deduction, and net capital gain plus (y) 90% of its net income after tax, if any, from foreclosure property; minus

(ii) the excess of the sum of specified items of non-cash income (including original issue discount on any mortgage loans) over 5% of its real estate investment trust taxable income, computed without regard to the dividends-paid deduction, and net capital gain.

US Holdco generally must make distributions during the taxable year to which the distributions relate. Distributions may be made in the following year in either of two circumstances. First, if US Holdco declares a dividend in October, November or December of any year with a record date in one of these months and pays the dividend on or before January 31 of the following year, US Holdco is treated as having paid the dividend on December 31 of the year in which the dividend is declared. Second, if US Holdco declares a dividend before the time prescribed by law for US Holdco to files its tax return for a taxable year (including extensions), and US Holdco distributes the amount of the dividend during the taxable year following the taxable year to which the dividend relates and not later than the first regular dividend payment that US Holdco makes after such declaration. These distributions are taxable to Stock holders in the taxable year that US Holdco makes the distributions, even though the distributions relate to the prior taxable year for purposes of satisfying the 90% distribution requirement. To the extent that US Holdco does not distribute all of its net capital gain or US Holdco distributes at least 90%, but less than 100% of its real estate investment trust taxable income, as adjusted, US Holdco is subject to tax on the undistributed amount at regular corporate income tax rates.

In order for distributions to be counted toward US Holdco's distribution requirement, and to give rise to a tax deduction to US Holdco, they must not be "preferential dividends". A dividend is not a preferential dividend if it is *pro rata* among all outstanding shares of stock within a particular class and is in accordance with the preferences among its classes of shares as set forth in our organizational documents. US Holdco intends to make distributions with respect to shares in accordance with the rights and preferences of such shares, and, accordingly, US Holdco does not believe that any such distributions will be treated as preferential dividends. However, if the IRS were to successfully assert that any distributions paid by US Holdco were preferential dividends, US Holdco could fail to qualify as a real estate investment trust or could be required to pay a substantial deficiency dividend described below. An exception to this rule applies for real estate investment trusts that are “publicly offered”, which for purposes of this exception means a real estate investment trust that is required to file annual and periodic reports with the U.S. Securities and Exchange Commission under the Securities Exchange Act of 1934. US Holdco does not expect to be “publicly offered” within the meaning of this exception.

If in any taxable year, US Holdco has available net operating losses carried forward from prior taxable years, such losses may reduce the amount of distributions that US Holdco must make in order to comply with the REIT distribution requirements. Any net operating losses will only be able to offset 80% of US Holdco’s net taxable income (determined without regard to the dividends paid deduction). Such losses, however, generally do not affect the tax treatment to Stock holders of any distributions that US Holdco actually makes.

Although several types of non-cash income are excluded in determining the annual distribution requirement, US Holdco incurs corporate income tax (and the 4% non-deductible excise tax described above) with respect to those non-cash income items if US Holdco does not distribute those items on a current basis. As a result of the foregoing, unless US Holdco borrows funds or pays taxable dividends of its capital stock or debt securities, US Holdco may not have sufficient cash to distribute all of its real estate investment trust taxable income and thereby avoid the imposition of corporate income tax (and the excise tax) on certain undistributed income, or potentially satisfy the 90% distribution requirement.

US Holdco is required to accrue certain items of income before these items otherwise are taken into income under the Code if these items are taken into account in its applicable financial statements. Additionally, interest deductions otherwise available to US Holdco are limited to the sum of its interest income for the taxable year plus 30% of its adjusted taxable income for the taxable year, unless US Holdco qualifies as an “electing real property trade or business.” If US Holdco elects to be an “electing real property trade or business,” accelerated expensing rules do not apply to property used in the electing real property trade or business and real property and “qualified improvement property” are depreciated under the alternative depreciation system, with a 40-year useful life for non-residential real property, a 30-year useful life for residential real property and a 20-year useful life for qualified improvement property.

US Holdco may elect to retain rather than distribute all or a portion of its net capital gain and pay corporate income tax on such gain. In that case, US Holdco may elect to have Stock holders include their proportionate share of the undistributed net capital gain in income as long-term capital gain and receive a credit for their share of the tax paid by the Trust. Stock holders then increase the adjusted tax basis of their Stock by the difference between (i) the amounts of distributions (including taxable stock dividends) that US Holdco designates as capital gain dividends and that the Stock holders include in their taxable income, minus (ii) the tax that US Holdco pays on behalf of the Stock holders with respect to that income. For purposes of the 4% excise tax described above, any retained amounts for which US Holdco elects this treatment are treated as having been distributed.

US Holdco may not have sufficient cash or other liquid assets to meet the distribution requirements described above due to timing differences between the actual receipt of income and actual payment of deductible expenses and the inclusion of items of income and deduction of expenses by US Holdco for U.S. federal income tax purposes. In addition, US Holdco may prefer to retain cash, rather than distribute cash, in order to repay debt, acquire assets or for other reasons. In the event that such timing differences occur, and in other circumstances, in order to satisfy the distribution requirements described above, US Holdco may arrange for short-term, or possibly long-term, borrowings, or may pay dividends in the form of other property (including, for example, Stock).

If taxable income of US Holdco for a particular year is subsequently determined to have been understated, under certain circumstances, US Holdco may be permitted to rectify any failure to meet the distribution requirements for a taxable year by paying a “deficiency dividend” to Stock holders in a later year, which US Holdco may include in calculating its dividends-paid deduction for the earlier year and potentially avoid being taxed on amounts distributed as “deficiency dividends.” In such a circumstance, however, US Holdco is required to pay interest (and possibly penalties) based upon the amount of any deduction taken for “deficiency dividends.”

Failure to Qualify

If US Holdco fails to qualify for taxation as a real estate investment trust for U.S. federal income tax purposes in any taxable year and applicable relief provisions described above do not apply, US Holdco is subject to U.S. federal income tax on its taxable income at regular corporate income tax rates and is not permitted to deduct the amount of any distributions to Stock holders. In such event, all distributions to Stock holders are taxable as dividends to the extent of US Holdco’s current and accumulated earnings and profits (as determined under U.S. federal income tax principles). Unless entitled to relief under specific statutory provisions, US Holdco also is disqualified from re-electing taxation as a real estate investment trust for the year in which qualification is lost and for the four taxable years following the year during which qualification is lost.

INTEREST OF EXPERTS

Certain legal matters in connection with the issuance of the Offered Units offered by this short form prospectus, including matters referred to under "Eligibility for Investment", "Certain Canadian Federal Income Tax Considerations" and "Certain U.S. Federal Income Tax Considerations" as well as certain other legal matters relating to the issue and sale of the Offered Units, will be passed on behalf of the Trust by Cassels Brock & Blackwell LLP and Jackson Walker LLP and on behalf of the Agents by Blake, Cassels & Graydon LLP, respectively. Further, each of Cassels Brock & Blackwell LLP, Blake Cassels & Graydon LLP and Jackson Walker LLP are named as having provided certain legal opinions included in this short form prospectus.

As of the date of this short form prospectus: (a) the partners and associates of Blake Cassels & Graydon LLP, as a group, beneficially own, directly or indirectly, less than 1% of the outstanding securities of the Trust, (b) the partners and associates of Cassels Brock & Blackwell LLP, as a group, beneficially own, directly or indirectly, less than 1% of the outstanding securities of the Trust and (c) the partners and associates of Jackson Walker LLP, as a group, beneficially own, directly or indirectly, less than 1% of the outstanding securities of the Trust.

The Trust's auditors, MNP LLP, has advised that it is independent within the rules of the Code of Ethics of the Chartered Professional Accountants of Ontario.

ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS OR COMPANIES

Each of Mr. Les Wulf, Executive Chairman, Chief Capital Officer and Trustee of the Trust, Mr. Bruce Hall, Chief Financial Officer and Secretary of the Trust, and Messrs. Nathan Smith and Brian Shibley, Trustees of the Trust, reside outside of Canada and each has appointed Cassels Brock & Blackwell LLP at Suite 2200, HSBC Building 885 West Georgia Street Vancouver, British Columbia V6C 3E8, as agent for service of process.

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The independent auditor of the Trust is MNP LLP, whose principal office is located at 1500 – 640 5th Avenue SW, Calgary, Alberta T2P 0M6. The Transfer Agent and Registrar of the Trust is TSX Trust Company, whose principal office is located at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 1S3.

PROMOTER

Leslie Wulf and Bruce Hall are promoters of the Trust. Mr. Wulf holds 13,115 Units and 1,311 Options through Law Holdings, LLC, and Mr. Hall holds 13,115 Units and 1,311 Options through BHDH Family, LP, with each holders' securityholdings representing 0.38% of the issued and outstanding Units (or 0.08% following closing assuming completion of the full Offering of 12,500,000 Offered Units) and 2.25% of the issued and outstanding Options, respectively. Neither Mr. Wulf nor Mr. Hall have or will receive anything of value, including money, property, contracts, options or rights of any kind in exchange for their services as promoters of the Trust.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces 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. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

APPENDIX "A"
ADDITIONAL SUMMARY INFORMATION

AIP Realty Trust

Opportunity to Invest in an Overlooked Industrial Real Estate Category

Investor Presentation

June 9, 2022

TSXV Symbol: AIP.U

Disclaimers

A preliminary short form prospectus of the Trust dated June 9, 2022 (the "Prospectus") containing important information relating to the securities described in this document has been filed with the security's regulatory authorities in Canada, except Quebec. A copy of the Prospectus, and any amendment thereto, is required to be delivered with this document. The Prospectus is still subject to completion. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final prospectus has been issued. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the Prospectus, the final prospectus and any amendment for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

The information contained in this presentation has been prepared by AIP Realty Trust ("AIP" or the "Trust") and contains confidential information pertaining to the business and operations of the Trust. The information contained in this presentation is (a) is provided as of the date hereof and is subject to change without notice, (b) does not purport to contain all the information that may be necessary or desirable to fully and accurately evaluate an investment in the Trust, and (c) is not to be considered as a recommendation by the Trust that any person make an investment in AIP. An investment in the securities described herein is speculative and involves a number of risks that should be considered by a prospective investor.

Prospective investors in this offering ("Offering") should rely only on the information contained in the preliminary short form prospectus of the Trust dated June 9, 2022 (the "Prospectus"). This presentation is qualified in its entirety by reference to, and must be read in conjunction with, the information contained in the Prospectus and the documents incorporated by reference into the Prospectus. A prospective investor is not entitled to rely on parts of the information contained in this presentation to the exclusion of others. Prospective investors should carefully consider the risk factors described in the Prospectus and the filing statement of the Trust dated March 31, 2022 (the "Filing Statement"), a copy of which has been filed on SEDAR, before investing in the Trust and purchasing the securities described herein.

There is no minimum amount of funds that must be raised under the Offering. This means that the Trust could complete the Offering after raising only a small proportion of the Offering amount set out in the Prospectus. Investing in the trust units of the Trust ("Units") is speculative and involves significant risks. You should carefully review and evaluate the risk factors described or referenced under "Risk Factors" included in the Prospectus and in the documents incorporated by reference therein before purchasing the Trust. Potential investors are advised to consult their own legal counsel and other professional advisors in order to assess the income tax, legal and other aspects of the Offering.

Information contained on the Trust's website shall not be deemed to be a part of the Prospectus or incorporated by reference herein and may not be relied upon by prospective investors for the purpose of determining whether to invest in the securities qualified for distribution under this Prospectus.

No securities commission or similar regulatory authority in Canada has reviewed this presentation or has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence. This presentation is not an offering to sell any securities in any jurisdiction where the offer or sale is not permitted. The information contained in this presentation is not intended to constitute a "valuation", "formal valuation", "appraisal", "prior valuation" or a "report, statement or opinion of an expert" for purpose of any securities legislation in Canada or otherwise.

Third-Party Information

This presentation includes market and industry data which was obtained from various publicly available sources and other sources believed by AIP to be true. Although AIP believes these sources to be reliable, the Trust has not independently verified any of the data from third-party sources referred to in this presentation or analyzed or verified the underlying reports relied upon or referred to by such sources, or ascertained the underlying assumptions relied upon by such sources. The Trust does not make any representation as to the accuracy of such information.

Prospective investors, and each beneficial purchaser for whom they are acting, should not rely upon the agent of the Trust to conduct any due diligence investigation on behalf of such investors regarding the offering, the offered securities or the Trust's business, management, financial position, condition or prospects, and the agent of the Trust does not make any representation or warranty as to, or assume any responsibility or liability of any nature whatsoever for, the accuracy or adequacy of any of the information furnished to such investors in this presentation.

Non-IFRS Measures and Industry Metrics

This presentation makes reference to certain non-International Financial Reporting Standards ("IFRS") financial measures and non-IFRS ratios and industry metrics, including "Funds From Operations" or "FFO", "Adjusted Funds from Operations" or "AFFO", "Net Asset Value" or "NAV" and "Blended NNN Rental". These measures are not recognized measures under IFRS and do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other publicly traded entities. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management's perspective.

Accordingly, these measures should not be considered in isolation or as a substitute for analysis of our financial information reported under IFRS. See "Non-IFRS Measures and Industry Metrics" in the prospectus.

Disclaimers (continued)

Forward Looking Information

The presentation includes statements with respect to the Trust, including its business operations and strategy, and financial performance and condition, which may constitute forward-looking information, future oriented financial information, or financial outlooks within the meaning of Canadian securities laws. Forward-looking information may relate to the Trust's future outlook and anticipated events, including future results, performance, achievements, prospects or opportunities for the Trust, anticipated business strategies, projections relating to the light industrial real property market and the speculative nature of Investment in units, volatile market price for the Units, no guaranteed return, discretionary use of proceeds, real property ownership and tenant risks, lack of liquidity, environmental matters, natural disasters, public health crisis, changes in applicable laws, regulations, and political conditions, capital expenditures and other fixed costs, current economic environment, limited experience of the Trust, property development and acquisition, maintenance of occupancy and rental rates, change in taxes, geographic concentration and expansion, additional financing, interdependent relationship with AllTrades and Trinity (as defined herein), dependence upon key management personnel, litigation, management of growth, technology failure, insurance, challenging global financial conditions, conflicts of interest, tax classification of the Trust, currency fluctuations, dividend policy and the expected timing and quantum of dividend payments, population growth in the Sun Belt region of the United States, the ongoing war in the Ukraine, the global impacts of the COVID-19 pandemic, the Trust's interpretation of, or compliance with, tax laws and regulations or accounting policies and rules, is found to be incorrect or the tax impact to the Trust's business operations is materially different than currently contemplated, general business, economic and competitive uncertainties, market risks and other risks disclosed in the preliminary short form prospectus of the Trust dated June, 9 2022. Such forward-looking information in some cases, can be identified by terminology such as “may”, “might”, “will”, “could”, “should”, “would”, “occur”, “expect”, “plan”, “anticipate”, “believe”, “intend”, “seek”, “aim”, “estimate”, “target”, “project”, “predict”, “forecast”, “potential”, “continue”, “likely”, “schedule”, or the negative thereof or other similar expressions concerning matters that are not historical facts.

There may be other factors and risks that cause actions, events or results not to be as anticipated, estimated or intended. These risks, uncertainties and assumptions could adversely affect the outcome and financial effects of the plans and events described herein. In addition, even if the outcome and financial effects of the plans and events described herein are consistent with the forward-looking information contained in this presentation, those results or developments may not be indicative of results or developments in subsequent periods.

The forward-looking information contained in this presentation is based on the beliefs and expectations of the Trust management, which the Trust believes are reasonable as of the current date, and are subject to significant business, economic, political, regulatory, competitive and other risks, uncertainties, contingencies and other factors.
Many assumptions are based on factors and events that are not within the control of AIP and actual future results may differ materially from current expectations. You should not place undue reliance on forward looking information. Except as require by applicable law, the Trust assumes no obligation to update or revise any forward-looking information in this presentation to reflect new events or circumstances.

Future Oriented Financial Information

To the extent any forward looking statement in this Presentation constitutes “future oriented financial information” or “financial outlooks” within the meaning of applicable Canadian securities laws, such information is being provided to demonstrate the anticipated market penetration and the reader is cautioned that this information may not be appropriate for any other purpose and the reader should not place undue reliance on such future oriented financial information and financial outlooks. Future oriented financial information and financial outlooks, as with forward looking statements generally, are, without limitation, based on the assumptions and subject to the risks set out above. The Trust's actual financial position and results of operations may differ materially from management's current expectations and, as a result, the Trust's revenue and expenses. The Trust's financial projections were not prepared with a view to compliance with published guidelines of international financial reporting standards and have not been examined, reviewed or compiled by the Trust's accountants or auditors. The Trust's financial projections represent management's estimates as of the dates indicated therein.
Note: Past investment results of any underlying managers should not be viewed as indicative of future performance of the securities described herein.

Cautionary Note Regarding United States Securities Laws

This presentation does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States. The securities to be issued as part of the Offering described in the Prospectus have not been, nor will be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”),and such securities may only be offered or sold within the United States pursuant to an exemption from the registration requirements under the U.S. Securities Act and all applicable state securities laws.

Currency

All references to $ in this presentation are references to US dollars unless otherwise indicated.

AllTrades facilities are redefining space solutions for those who make the world work™

AIP Platform at a Glance

Experienced Management

Veteran management team with a strong track record of company growth and exits across a breadth of industries

Strong Tenant Base

Portfolio underpinned by a reliable low-risk tenant base providing resilient cash flows

Underserved Market

First mover serving as the driving force in a sizable underserviced niche segment

Sizeable TAM

Substantial market opportunity to address 11.3mm total businesses nationwide which comprise 15-18% of U.S. GDP

Growth Opportunity

Strong fundamental backdrop supported by regional and economic growth across the targeted Sun Belt [1] states with favorable subsector dynamics

Elevating Footprint

Well-structured growth plan replicable in additional systematically targeted areas to efficiently achieve significant scale

Unique Offering

Distinguished product selection providing a breadth of solutions to meet a wide-range of tenant requirements

Source: (1) Moody's Analytics, the target Sun Belt states include, Alabama, Arizona, Arkansas, California, Florida, Georgia, Louisiana, Mississippi, Nevada, New Mexico, North Carolina, Oklahoma, South Carolina, Tennessee, and Texas

AIP Realty Trust & Growth Partners

AIP Realty Trust (the “AIP” or the “Trust”)

The Trust publicly listed on April 14th, 2022, through an reverse takeover with a Unit Trust, Capital Pool Company on TSXV in conjunction with a qualifying transaction purchase of AllTrades’ Lewisville Eagle Court Facility.

Ticker symbol: AIP.U; trades and operates in USD.

AIP is a long-term holder of newly developed, branded light industrial flex facilities built for trades, services and small business tenants in the rapidly growing Sun Belt states.

AIP has an exclusive agreement with AllTrades Industrial Properties, Inc. (“AllTrades”) to purchase newly developed and leased facilities as AllTrades undertakes a national rollout; extend mezzanine loans to AllTrades, covering a portion of the development costs of facilities AllTrades is developing and for which AIP has provided forward purchase agreements.

AllTrades Industrial Properties, Inc (“AllTrades”)

AllTrades is the sponsor and developer of niche branded light industrial flex facilities focused on small businesses.

AllTrades has identified an overlooked subsector of industrial real estate being light industrial flex real estate, designed to capture pent-up demand by small businesses for new, high-quality space located in close proximity to their customers.

The national development rollout has started in Texas and will expand across the Sun Belt.

AllTrades has a co-investment partnership with Trinity to develop new facilities in its national rollout.

AllTrades invests all development upside into Units of AIP, creating alignment of interests with the Trusts’s unitholders.

Trinity Investors (“Trinity”)

AllTrades is co-developing new facilities in conjunction with the co-investment from Trinity.

Trinity is a Dallas-based US$4B private equity firm specializing in investing in real estate and operating companies.

The relationship between Trinity and AllTrades helps accelerate the national rollout of facilities made available for AIP to purchase.

Trinity has distributed its investors US$1B in returns and its principals and employees have co-invested US$100mm into various transactions that are not related to AIP.

Investment Highlights

1

Market Leader in a Real Estate Niche

First-mover advantage in an underserved "light industrial flex real estate" niche offering attractive fundamentals and significant growth

2

Significant Growth Ahead

The combination of NNN (1) rental income and mezzanine interest provides strong development upside, which is anticipated to generate sufficient AFFO growth (2) and enable forecasted yield distribution

3

Robust Projected Financial Performance

The Trust's annual dividends are anticipated to be paid quarterly, with payout forecasted to be $0.16 per Unit (annually) representing an 8% Yield (based on a $2.00 Unit Price, with a dividend reinvestment plan program planned for program participants

4

Secure Asset Base

The board of trustees (the "Trustees") of the Trust recently approved a pipeline of five new acquisitions in 2022, which is expected to increase AIP's facilities asset value to $97.5mm and total 398,400 sq. ft. and 161 single rentable units across the five possible acquisitions

5

Solid New Project Pipeline

The Trustees also approved $12mm in mezzanine loans to AllTrades Industrial Development LLC (ATID), a wholly owned subsidiary of AllTrades, it is expected that AllTrades will co-invest with Trinity to develop up to twelve new facilities for which AIP intends to provide forward purchase commitments

6

Strong Project Partnerships

The Trust's established exclusive development partnership with AllTrades on its national rollout and co-investments from Trinity provides a full pipeline with long-term incentives for future growth

7

Clear Upside Potential With Mitigated Downside Risk

The Trust will participate in development upside with risk mitigations in place by providing mezzanine loans to AllTrades

Source: (1) (Triple-net or NNN) is a lease agreement on a property whereby the tenant or lessee promises to pay all the expenses of the property, including real estate taxes, building insurance, and maintenance (2) Non-GAAP measure

Notes: See Disclaimer Cautionary Notes in relation to Non-IFRS Measures and Industry Metrics

Experienced Leadership Team & Trustees

Greg Vorwaller

President & CEO, Trustee

- 30+ years experience in large real estate platforms sales, acquisitions & Financings
- Former President of Capital Markets for CBRE & Cushman Wakefield
- Former President and Partner at Trez Capital

Leslie Wulf

Executive Chairman, Trustee

- Former CEO of BrightPath Early Learning Ltd. (formerly Edleun Group, Inc. – TSXV:EDU), which was acquired by a portfolio company of Ontario Teacher's Pension Plan ("OTPP"), for C$145mm
- Former CEO and Founder of Children's Choice Learning Centers Inc. which was acquired by Bright Horizons Family Solutions Inc. (NYSE: BFAM), for US$53mm; now held by Bain Capital

Bruce Hall, CPA

Chief Financial Officer, Trustee

- Former CFO of private and public companies in the oil and gas, construction and manufacturing sector including: (i) Santa Fe Petroleum (OTC US: SFPI); (ii) Knight Energy Corp. (formerly PK: KNECQ); (iii) Nortia Capital Partners Inc (formerly PK: NCPI); and (iv) Probex Corp. (formerly NYSE: PRB)

Taylor Hutcherson

Director, Asset & Financial Analysis

- 10 years of experience as a financial analyst with Accenture consulting firm
- Obtained a B.B.A. from Texas Tech University - Rawls College of Business

Samantha Adams

Lead Independent Trustee

- Former senior executive at Pure Industrial REIT ("PIREIT"), which was sold to an affiliate of Blackstone Property Partners in 2018 for C$3.8B

Heather A. Barnhouse

Independent Trustee

- Current Partner at Dentons with focus on technology and corporate commercial groups
- Former Board member and Chair of Governance Committee - Alberta Indigenous Opportunities Corp.

Kobi Dorenbush

Independent Trustee

- Current advisor to various of businesses on matters of capital management, operations and risk
- Certified Anti-Money Laundering Specialist

Dave Richardson

Independent Trustee

- Founder and President and CEO of Octaform Systems Inc.
- Founder and investor in multiple environmentally innovative sustainable technology companies

Brian Shibley

Independent Trustee

- Successful real estate investor, developer, and financier
- Previous CEO of a family office focused on underground utilities

Nathan Smith, CPA

Independent Trustee

- Principal of a successful real estate developer with >$400mm of ongoing projects
- Previous Managing Director of a corporate governance company that provided directorships within the hedge fund sector

Strong Management Track Record

Greg Vorwaller (CEO) Experience

President & Partner
Trez Capital *(2015 - 2019)*

- Authored and implemented a five-year strategic plan, the headline objective of which was to grow AUM from US$1.5B to US$4B by year-end 2020, which was achieved one year ahead of schedule

President, Global Capital Markets
Cushman & Wakefield *(2010 - 2013)*

- Grew global annual volume of sales and financings from US$20B to US$40B and corresponding gross revenues by 60%+ to nearly US$300mm with margin improvement from 5% to 9%

President/COO, Global Capital Markets
CBRE *(1998 - 2010)*

- Grew annual gross investment sales revenues from US$125mm to US$1B+, respectively, through sales volume increase from US$12.5B to US$100B to achieve and maintain the #1 market share position

Leslie Wulf's (Executive Chairman) Public Company Experience

	brightpath EARLY LEARNING & CHILD CARE	Children's Choice Learning Centers
Company Overview	• BrightPath Early Learning Inc. (TSX-V: BPE), a **leader in the Canadian early learning industry**, operates childcare centers in Ontario, British Columbia and Alberta • **70%+ total return provided to shareholders**	• Children's Choice Learning Centers, operates employer-sponsored child care centers across the U.S. including small regional areas in Dallas, Phoenix and Las Vegas
Description	• On July 28th, 2017, BPE was acquired by Busy Bees Holdings Limited, a portfolio company of Ontario Teachers' Pension Plan (OTPP) for a total transaction value of **~C$145mm**	• On July 22, 2013 Children's Choice was acquired by Bright Horizons Family Solutions (NYSE: BFAM) for a total transaction value of **US$53mm**
Structure	• Busy Bees acquired all outstanding shares of BPE for **C$0.80 per share** in cash; representing a **46% premium to the 30-day VWAP** prior to the announcement	• BFAM acquired 100% ownership of Children's Choice with all-cash consideration
Strategic Merits	• Busy Bees' acquisition of BPE is part **of its global expansion through its buy-and-build strategy**, extending its services into eight new countries • Under OTPP's ownership, Busy Bees grew its revenue by 280%+ between 2013 and 2019, contributing to OTPP's growth to become nation's largest childcare provider	• BFAM's acquisition of Children's Choice reflects its **expansion efforts via growth through acquisition** • Synergies were expected to be realized as Children's Choice programs would be incorporated into Bright Horizon, including benefits from a wider network, 24/7 reservation and support services, and broader opportunities for clients and educators
Key Information	**8,950+** Child care spaces; **2,130+** Jobs created; **7** Years spent becoming Canada's leader	**49** Child care centers; **US$41M** In revenue (FY 2012); **99%** Parent Satisfaction

An overlooked industrial real estate asset class that addresses an underserved market with a growing and diverse tenant base

AIP Management & AllTrades Aligned Interests with Trust Investors

- **Alignment of Interests**: AllTrades upside is linked to its ownership in the Trust and its overall performance
- **Aligned Management:** Only security-based compensation awarded to senior management for three (3) years, to align management's long-term interests with unitholders
- **Co-Investing**: AllTrades will co-invest its development monetization profits (after tax) into Trust units at the same price as investors. AllTrades co-investment into the Trust over seven (7) years could represent approx. **~15% to 26% ownership in the Trust**
- **Dividend Reinvestment:** AllTrades plans to re-invest its yield payments from Units held in the DRIP program
- **No Trust Management Fee:** No third-party management fees are expected to be included in the Trust's operations
- **Development Underwriting:** Any new facilities will go through an underwriting procedure by AllTrades and then the Trust before forward purchase commitments are provided. Construction contracts will be under a guaranteed maximum construction contract (GMAX) and the projects will be monitored by third-party construction inspectors commissioned by Trinity and construction lenders. These updates will be provided to AIP's senior management on a monthly basis
- **Development Cost Controls**: To deliver new facilities at the lowest possible development cost, and to have control over the development timelines, an AllTrades subsidiary is the construction contractor with their own captive construction trades base across all trade disciplines, plus prefabrication of a majority of the facilities components allows for cost savings and efficiency. New facilities are developed at a 7.5% to 8% yield on cost, where if construction was outsourced to third party contractors in today's environment the yield on cost would be well below 6%.
- **Corporate Governance:** Some of the officers, directors, and trustees of AllTrades and the Trust are from the same party. The Trust's corporate governance, with six of the nine Trustee's being independent trustees, will ensure proper separation and controls are in place

Product Offering

WorkSpace Shops ™

WorkSpace Shops™ that range in size from 2,600 to 3,440 sq. ft. comprised of 50% high quality, fully finished out office space and 50% warehouse. Office spaces are climate controlled, and warehouses are heated but can be climate controlled if required.

WorkSpace Studios ™

WorkSpace Studios™ that range in size from 1,840 to 2,800 sq. ft.; comprised of 30% fully finished office and 70% warehouse. The entire facility is climate controlled.

WorkSpace Parking ™

WorkSpace Parking™ is an additional charge to tenants allowing them to park their rolling stock and equipment in a secured and 24/7 video-monitored location on the facility premises.

Takeaway

AllTrades offers a unique selection of products designed for tenant requirements with turnkey solutions

Notes: (1) All AllTrades Trademarks and slogans are owned by AllTrades Industrial Properties, Inc. and licensed for use to AIP Realty Trust.

Differentiated Offering Meets Underserved Needs

Existing Light Industrial Flex is Deficient:	AllTrades Offering:
Aging buildings; 30-40+ years old	New facilities with updated designs
Lack of CAPEX in existing facilities	Professional property management that's responsive to tenant needs
Inconvenient neighborhoods	High profile infill location in established communities to serve the surrounding communities
Limited parking stalls for customers and staff	Sufficient parking, exceeding municipal requirements
Unsecured equipment or trailer parking	Secured dedicated 24/7 monitored parking (rented separately)
No modern amenities for small businesses and service companies	Full turnkey office and warehouses
Unappealing facade and finishes	High quality finishes and amenities
Low ceiling heights	Minimum ceiling height of 19.4' in facilities
Small warehouse doors	14-foot-wide and high doors, and ample turning radius to back of building

Takeaway

AllTrades has <u>first-mover advantage</u> to build facilities to scale its national rollout program

Stable Tenant Base in Underserved Market Demand

Typical characteristics of light industrial flex:

- Stable and predictable cash flow
- Lower tenant turnover
- Triple net leases (“NNN”)
- Lower operational risks
- Low maintenance and less capex-intensive
- Facilities that can serve a wide range of tenants
- Very limited new supply

Notes: See Disclaimer Cautionary Notes in relation to Non-IFRS Measures and Industry Metrics

Driving Growth Factors for National Rollout (1)

Growth of Sun Belt

- Sun Belt region is comprised of 15 southern states in the United States
- The Sun Belt represents ~50% of the national population (326mm), which is expected to rise to 55% by 2030
- Over the past decade, the Sun Belt has accounted for 75% of total U.S. population growth

Growth in Small Businesses

- In 2021, 5.4mm new small businesses were created
- Currently there are 61.2mm small business employees in the U.S., which make up ~46.8% of the labor workforce
- Texas is ranked second (2nd) in the nation for the quantity of small businesses

Logistics & Last Mile Service

- There is a growing trend across many business sectors that provide last mile service and deliveries in the region
- AllTrades seeks infill sites for newly developed facilities within established communities where tenants aim to service customers
- Tenants desire multiple locations in the different regions that are part of AllTrades' national rollout program

Favorable Dynamics

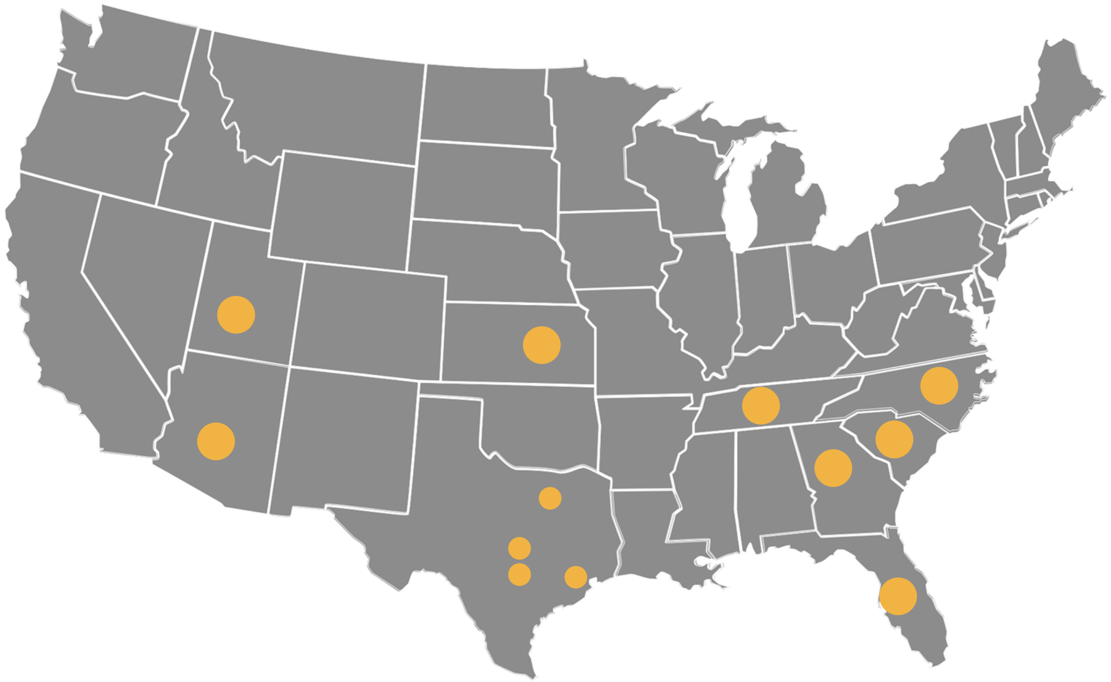
- New industrial developments do not provide turnkey solutions, allowing AllTrades to maintain first mover advantage
- Majority of new development in the Texas market is large box **with almost none in light industrial flex real estate**. Creating a void for AllTrades to fill
- Light Industrial Vacancy Rates:
  - Houston – 5.8%
  - DFW – 5.6%
  - Austin – 3.9%
  - San Antonio – 3.7%
- Dallas-Fort Worth ("DFW") has experienced a 12.9% increase in monthly rent for industrial assets (LTM)

Source: Moody's Analytics, CoStar and Small Business Administration.

AllTrades Footprint for Expansion: Creating Critical Mass

AllTrades planned growth story will provide synergies for AIP to acquire newly developed facilities when completed and approved:

- Replicate the DFW model in other Texas cities as well as Arizona, Florida, Georgia, Kansas, North Carolina, South Carolina, Tennessee, and Utah
- Target urban areas within the Sun Belt region with growing populations and thriving economies
- AllTrades plans to build ~10 facilities when entering a new market



Takeaway

AllTrades has a well-panned roadmap for expansion that translates into a significant pipeline for AIP

National Expansion Plans through Development

The Trust plans to significantly grow its national portfolio through acquisitions in tandem with AllTrades' active development pipeline of new facilities

2022 Q2

AIP

Acquired Lewisville Eagle Court facility and is listed on the TSXV under AIP.U

ALLTRADES

Started development of 11 new facilities

2022 Q3

AIP

Planned acquisition of the announced Mesquite facility

ALLTRADES

Starts development of 3-5 new facilities in central Texas

2022 Q4

AIP

Forecasted acquisitions of the announced Plano, Carrollton, Lewisville Main, and Frisco facilities

ALLTRADES

Starts development of 10 facilities in Houston area

2023

ALLTRADES

Forecasted to complete the development of 6 additional facilities that could be purchased

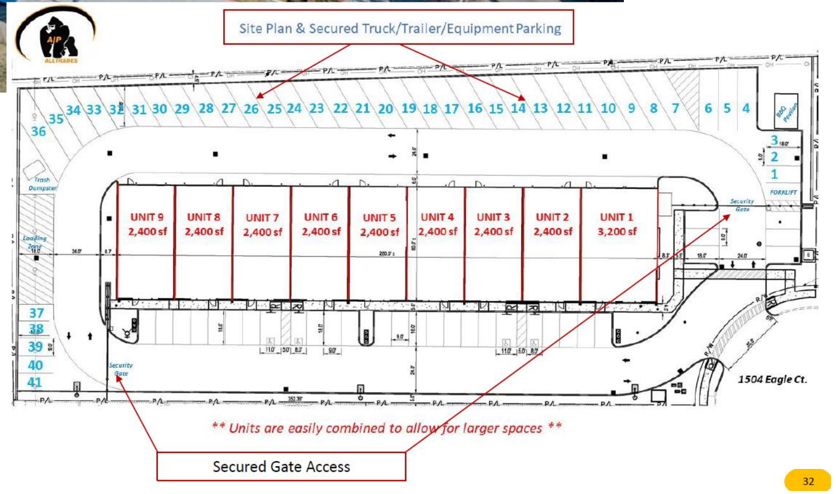
By end of 2023 Q1 AllTrades is projected to be at a run rate of 20 new facility starts annually

Development Upside While Mitigating Risk

- **Business Opportunity:** Creation of a U.S. industrial segment of branded light industrial flex buildings, catered to the underserved needs of small businesses focused on the trades and services sector
- **Sites Selection:** Properties will be developed on infill locations within established submarkets in rapidly growing metropolitan areas
- **Pipeline Currently Under Development:** In 2022, five (5) projects representing 376,000 sq. ft., 152 units and eleven (11) projects in pre-development representing 837,000 sq. ft. and 352 units
- **Poised for Rapid, Sustainable Growth:** AIP has an exclusive agreement with AllTrades to purchase leased properties based on third party appraisals
- **Loss Pool Funded by AllTrades / Rental Protection Plan:** AllTrades will reserve $1.00 per sq. ft. for each facility sold to the Trust for a Rental Income Protection Account. This protects the Trust from any delinquent rental payments due to tenant evictions
- **Development Upside:** The Trust will provide mezzanine financing to AllTrades at 10% interest for a portion of the development costs and will purchase the projects once 70% leased; the Trust will also receive up to 50% of the developments' net profits in the form of bonus interest


AIP
ALLTRADES

Qualifying Transaction: Operating Success: Lewisville, TX Facility



Lewisville Site Plan

Facility

- **Nine** units, **22,400** rentable sq. ft.
- **41** secured parking spaces

Construction & Financing

- Twelve months to construct
- Appraised value at completion and lease up of **$4.3M**
- Appraised value 1.5 years later **$5,750,000 / 5.5% CAP Rate**

Pre-Leasing and Leasing

- Most potential tenants inquiring about space need it within 60 days
- Facility was 50% pre-leased at completion and 100% in 6 weeks, which was during the initial Covid quarantine from April-June 2020

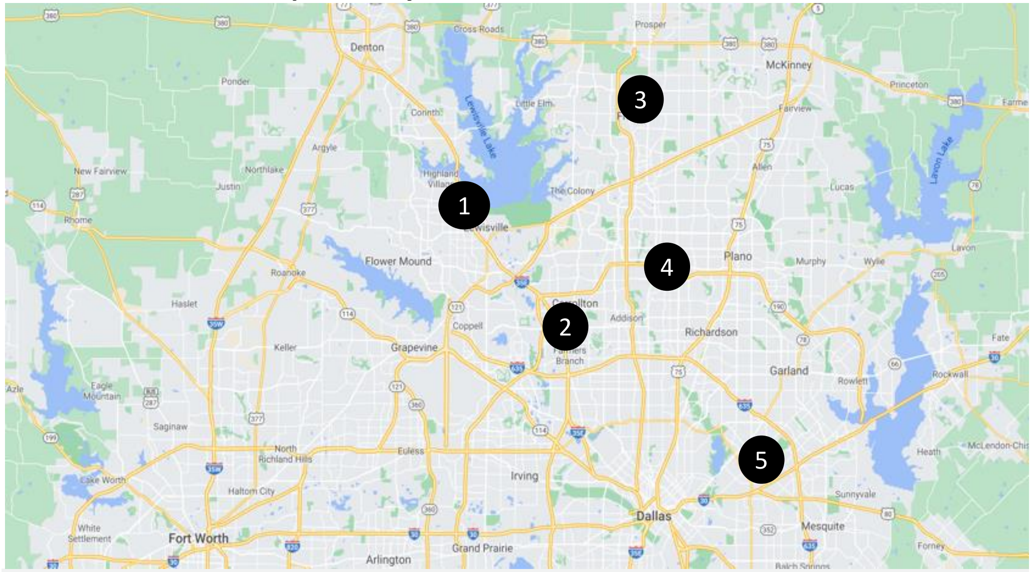
Operations

- Completed June 2020, **100% leased in six weeks**
- **NNN rental rate of $12.50 per sq. ft.**
- Providing higher quality turnkey facilities allowed achieving the higher end of market NNN rental rates
- Three of the nine tenants are multinational US headquarters locations
- The secured parking revenue is accretive to the gross revenue
- Secured parking rate of $150 per month per space (increases average Blended NNN Rental income to **$16.63** per sq. ft.)

Notes: See Disclaimer Cautionary Notes in relation to Non-IFRS Measures and Industry Metrics

AIP Press Released Acquisitions in 2022 (Co-Developed between AllTrades and Trinity)

Dallas-Fort Worth ("DFW") Market [(2)]



Combined Total:

376,000 sq. ft.
108 WorkSpace Shops™
44 WorkSpace Studios™
209 Workspace Secured Parking™
Total Projected Annual Stabilized Income: $5,729,073

Projected Completion Dates:

Mesquite – July 2022
Plano – September 2022
Lewisville – October 2022
Carrollton – December 2022
Frisco – December 2022

Source: (1) All assumed rental rates displayed in the current market being charged at each facility location, (2) Figures displayed are non IFRS and GAAP measures

Notes: See Disclaimer Cautionary Notes in relation to Non-IFRS Measures and Industry Metrics

1. Lewisville-Main St

69,000 sq. ft.
Blended NNN Rental $14.37 per sq. ft. [(1)]
Projected Stabilized Income: $986,850

2. Carrollton

100,000 sq. ft.
Blended NNN Rental $15.35 per sq. ft.[(1)]
Projected Stabilized Income: $1,537,218

3. Frisco

75,000 sq. ft.
Blended NNN Rental $16.84 per sq. ft. [(1)]
Projected Stabilized Income: $1,247,918

4. Plano

82,000 sq. ft.
Blended NNN Rental $14.87 per sq. ft. [(1)]
Projected Stabilized Income: $1,223,150

5. Mesquite

50,000 sq. ft.
Blended NNN Rental $14.76 per sq. ft. [(1)]
Projected Stabilized Income: $733,937

Interest Rate Increases Effect on Development Costs:

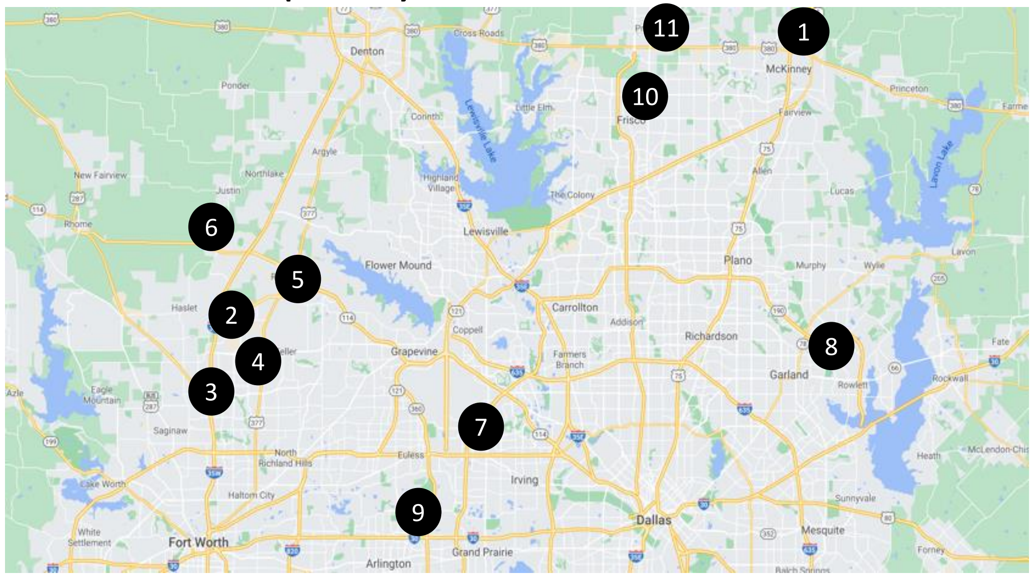
To address the potential for increased construction debt costs AllTrades is carrying an additional interest reserve of 200 bps after construction has started. As an example, this would equate to an additional interest reserve of $150k for a $14mm facility over the development period.

**The blended NNN rental rates comprise the NNN rental income from WorkSpace Shops™, WorkSpace Studios™ and WorkSpace Secured Parking™, the parking is charged separate from the building NNN rentals.*

AllTrades Active Development Pipeline (Co-Developed with Trinity)

Creating Possible Future Acquisition Opportunities for AIP

Dallas-Fort Worth ("DFW") Market



Combined Total:

837,000 sq. ft.
219 WorkSpace Shops™
135 WorkSpace Studios™
136 Workspace Secured Parking™
Total Projected Annual Stabilized Income: $12,775,892

Projected Completion Dates:

McKinney – December 2023
FW Alliance – December 2023
FW N FWY – November 2023
FW Keller – November 2023
Roanoke – September 2023
Justin – October 2023

1. McKinney, TX
113,000 sq. ft.
Blended NNN Rental $14.65[(1)] per sq. ft.
Projected Stabilized Income:$1,660,475

2. Fort Worth, Alliance Gateway, TX
38,000 sq. ft.
Blended NNN Rental $15.28[(1)] per sq. ft.
Projected Stabilized Income:$587,085

3. Fort Worth, North FWY
32,000 sq. ft.
Blended NNN Rental $15.44[(1)] per sq. ft.
Projected Stabilized Income:$490,056

4. Fort Worth, Keller Hicks, TX
48,000 sq. ft.
Blended NNN Rental $14.39[(1)] per sq. ft.
Projected Stabilized Income:$687,300

5. Roanoke, TX
51,000 sq. ft.
Blended NNN Rental $14.77[(1)] per sq. ft.
Projected Stabilized Income:$758,780

6. Justin, TX
79,000 sq. ft.*
Blended NNN Rental $15.25[(1)] per sq. ft.
Projected Stabilized Income:$1,209,630

7. Irving, TX
48,000 sq. ft.*
Blended NNN Rental $14.75[(1)] per sq. ft.
Projected Stabilized Income:$728,508

8. Sachse, TX
60,000 sq. ft.*
Blended NNN Rental $14.75[(1)] per sq. ft.
Projected Stabilized Income:$918,580

9. Grand Prairie, TX
50,000 sq. ft.*
Blended NNN Rental $14.75[(1)] per sq. ft.
Projected Stabilized Income:$736,173

10. Frisco (2), TX
184,000 sq. ft.*
Blended NNN Rental $15.50[(1)] per sq. ft.
Projected Stabilized Income:$2,887,560

11. Prosper, TX
134,000 sq. ft.*
Blended NNN Rental $15.25[(1)] per sq. ft.
Projected Stabilized Income:$2,115,745

**Some development pipeline sites are still in design & permitting and consequently are subject to removal, replacement from pipeline or for facility details to change.*

Source: (1) All assumed rental rates displayed in the current market, (2) Figures displayed are non IFRS and GAAP measures

Notes: See Disclaimer Cautionary Notes in relation to Non-IFRS Measures and Industry Metrics

AIP Commitment to Responsible ESG Practices

Energy Management: Reduce the energy consumption at our properties by optimizing systems design and conservation practices

Sustainable Design Standards: Build long-term by integrating sustainable design requirements into all our developments

Cross Laminated Timber (CLT): The use of predominantly wood structure that utilize southern yellow pine that has a life of 49 year and has sequestered carbon, at 44 years of age, it is harvested and used in our CLT construction and will last 150 years

Prefabrication: Prefabrication of a large portion of building interiors have eliminated significant construction material waste

Water Management: Improve water use efficiency and reduce consumption across our portfolio

Solar Energy Installation: Investigating use of solar energy systems on our properties

Equity, Diversity & Inclusion: Cultivate an environment that advances equity, promotes diversity and demonstrates inclusivity for all stakeholders of our business

Health, Wellbeing & Safety: Promote programs to ensure the safety of our employees, suppliers, tenants, and visitors

Community Engagement: Work with the relevant regulatory bodies of the communities in which we invest to conform with all their pertinent health, safety and environmental policies

Community Involvement: Seek to support and promote involvement in the communities in which we invest to make them a better place to live

Board Independence: Diverse, majority independent Trustees with deep domain experience in real estate investing, public company REIT operations, governance, and environmentally sustainable technologies

Policy Framework: Have a robust suite of policies and procedures to corroborate the Board Mandate and Audit and Governance Committee Charters

To be refined as prevailing conditions evolve, these include:

- Code of Business Conduct & Ethics
- Diversity
- Whistleblower
- Cyber-security
- Disclosure

Transparency: From our early inception, we have sought to disclose and communicate our ESG performance in a manner that is accurate, accessible, comparable and reflects our achievements and opportunities for growth

AIP Realty Trust

UP TO US$25,000,000

INDICATIVE TERM SHEET

June 2022

Issuer:	AIP Realty Trust (the "**Trust**").
Agents:	Syndicate of agents co-led by Laurentian Bank Securities Inc. and Raymond James Ltd. (together, the "**Co-Lead Agents**") (collectively with the other syndicate members, the "**Agents**")
Offering:	Up to approximately $25,000,000 of Class A units (the "**Units**") of the Trust (the "**Offering**")
Offering Price:	$2.00 per Unit (the "**Issue Price**")
Over-Allotment Option:	15% of Units sold under the Offering (Exercisable within 30 days from the closing date)
Cash Distribution:	The Trust intends to make quarterly cash distributions to unitholders of record on each record date, on or about the final day of the quarter following the record date. The current indicated quarterly cash distribution is $0.04 ($0.16 annually). The distribution will be payable on July 15, 2022, to unitholders of record on June 30, 2022
Offering Basis:	The Units will be offered on a fully marketed best efforts agency basis by way of a short-form prospectus to be filed in all of the provinces of Canada, other than Québec, subject to a formal agency agreement. The Units may be distributed in the United States on a private placement basis pursuant to exemptions from the registration requirements pursuant to Rule 144A of the United States Securities Act of 1933, as amended, in a manner that does not require the Units to be registered in the United States. The Units may also be sold in such other international jurisdictions as the Trust and the Co-Lead Agents may agree
Use of Proceeds:	The net proceeds of the Offering will be used for the acquisition of completed AllTrades branded properties and mezzanine loans to AllTrades towards the develop of new facilities, as well as general corporate and working capital purposes
Eligibility:	The Units will be eligible for RRSPs, RDSPs, RESPs, TFSAs, RRIFs and DPSPs
Listing:	An application will be made to list the Units on the TSX Venture Exchange (the "**TSX-V**"). The Trust's existing units are listed and posted for trading on the TSX-V under the symbol "AIP.USD"
Agents' Fee:	6% cash commission; 6% broker warrants
Closing Date:	On or about June 28, 2022 or such other date the Co-Lead Agents and the Trust may agree

Use of Funds & Capitalization Table

Use of Funds	
Equity for the Proposed Announced AIP Purchase of AIP Mesquite Facility	$6,000,000
Mezzanine Loans to AllTrades (announced) to Co-Invest with Trinity on Development of Twelve (12) New Facilities	$12,000,000
Working Capital and General Corporate Purposes (After Capital Raise and Closing Costs)	$5,000,000
Total	**$25,000,000**[1]

Capitalization Table	Number of Units	Percentage Ownership (Basic)
Present Trust Units	3,417,861	19.40%
Broker Warrants (Exercisable @ US $2.00)	74,200	0.42%
Unit Options	58,345	0.33%
Units Granted Capital Raise & Broker Warrants (new)	14,000,000	79.77%
Basic Units Post Capital Raise	15,917,861	90.70%
Fully Diluted Units Post Capital Raise	17,550,406	100%

Notes: Use of funds total does not include closing costs related to financing.

Deployed Capital Stabilized Snapshots

	RTO – April 14, 2022 $2.00 / Unit	Current Raise - June ‘22 $25,000,000 @ $2.00	Post Acquisition of Press Released Facilities
Cumulative Capital Raised	$6,835,722	$31,835,722	$96,835,722
Trust Units Outstanding	3,417,861	15,917,861	48,417,861
No. of Facilities	1	2 (2)	6
No. of Rentable Units	9	31	161
Total Rentable Sq. Ft	22,400	72,113	397,335
Underwritten Value of Facilities	$5,750,000	$17,750,000	$97,250,000
Mezz Debt Work in Progress New Deployed	$0.0	$12,000,000	$25,000,000
FFO (1)	$102,978	$2,739,357	$10,773,130
AFFO(1)	$114,438	$2,766,614	$10,938,913
FFO / Unit (1)	**$0.0301**	**$0.1721**	**$0.2225**
AFFO / Unit (1)	**$0.0335**	**$0.1738**	**$0.2259**
AFFO Payout Ratio (1)	478%	**92%**	**71%**
Property NAV (1)	$2,995,709	$8,591,156	$44,907.896
Property NAV / Unit (1)	$0.88	$0.54	$0.93
Mezz Debt NAV / Unit (1)	$0.00	$0.75	$0.76
Total NAV / Unit (1)	**$0.88**	**$1.29**	**$1.69**

~100% NAV Accretion

Source: (1) Non-GAAP financial measures or non-GAAP ratios (2) Includes Mesquite acquisition ----- See Disclaimer Cautionary Notes in relation to: Non-IFRS Measures and Industry Metrics

FFO Calculation(1)**:** Gross NNN Rental Income + Mezzanine Interest from Development Investments + Bonus Interest from Mezzanine Development Investments – Investment Properties Operating Expense *(Property Management Fee + Leasing Costs + CAM Costs on Vacant Units + Cap-Ex Reserve)* – General and Administrative Expense – Interest Expense

AFFO Calculation(1)**:** Gross NNN Rental Income + Mezzanine Interest from Development Investments + Bonus Interest from Mezzanine Development Investments – Investment Properties Operating Expense *(Property Management Fee + CAM Costs on Vacant Units)* – Interest Expense

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CERTIFICATE OF THE TRUST

Dated: June 9, 2022

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada, other than Québec.

AIP REALTY TRUST

(signed) "*Greg Vorwaller*" By: Greg Vorwaller Chief Executive Officer	(signed) "*Bruce Hall*" By: Bruce Hall Chief Financial Officer

On behalf of the Board of Trustees

(signed) "*Samantha Adams*" By: Samantha Adams Trustee	(signed) "*Kobi Dorenbush*" By: Kobi Dorenbush Trustee

CERTIFICATE OF THE PROMOTERS

Dated: June 9, 2022

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada, other than Québec.

(signed) "*Leslie Wulf*"	(signed) "*Bruce Hall*"
By: Leslie Wulf	By: Bruce Hall
Promoter	Promoter

CERTIFICATE OF THE AGENTS

Dated: June 9, 2022

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada, other than Québec.

LAURENTIAN BANK SECURITIES INC.

(signed) "*Rob Sutherland*"
By: Rob Sutherland
Managing Director

RAYMOND JAMES LTD.

(signed) "*Onorio Lucchese*"
By: Onorio Lucchese
Managing Director

IA PRIVATE WEALTH INC.

(signed) "*Dennis Kunde*"
By: Dennis Kunde
Managing Director

CANACCORD GENUITY CORP.

(signed) "*Dan Sheremeto*"
By: Dan Sheremeto
Managing Director

AIP Realty Trust