

CANADIAN NET REAL ESTATE INVESTMENT TRUST

NOTICE OF THE ANNUAL MEETING OF UNITHOLDERS

TO BE HELD ON MAY 21, 2024

AND

MANAGEMENT INFORMATION CIRCULAR

April 8, 2024

CANADIAN NET REAL ESTATE INVESTMENT TRUST

NOTICE OF ANNUAL MEETING OF UNITHOLDERS WHICH WILL BE HELD ON MAY 21, 2024

NOTICE IS HEREBY GIVEN that the annual meeting of unitholders of Canadian Net Real Estate Investment Trust (the “**Trust**”) will be held in person at the Escad Hotel Quartier DIX30, Room 2, 1020 Lux Street, Brossard, Québec J4Y 0L2 on May 21, 2024, at 11:00 a.m. (Montreal time) (the “**Meeting**”), for the following purposes:

1. to receive the management report and consolidated financial statements of the Trust for the fiscal year ended on December 31, 2023, and the report of the independent auditors thereon;
2. to elect the trustees of the Trust for the ensuing year;
3. to appoint MNP LLP as auditors of the Trust and to authorize the trustees of the Trust to fix their remuneration; and
4. to consider any other business that may properly be brought before the Meeting or any adjournment thereof.

For additional information regarding the items above, please refer to the management information circular (the “**Circular**”) enclosed. The information included in the Circular is up to date as at April 8, 2024.

Made this April 8, 2024.

By order of the board of trustees

(s) Charles Benjamin Gazith
Charles Benjamin Gazith
Secretary

The board of trustees of the Trust has set the time of the close of business on April 5, 2024 as the record date to determine the unitholders entitled to receive the notice of Meeting or of any adjournment thereof and to exercise their voting rights.

The unitholders who cannot attend the Meeting are invited to sign the enclosed proxy form and return it with the envelope provided or by e-mail at proxyvote@tmx.com. To be valid, the proxy forms must be deposited at the office of the transfer agent and registrar of the Trust, TSX Trust Company, at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, or by e-mail at proxyvote@tmx.com, or at the head office of the Trust, at 106 Gun Avenue, Pointe-Claire, Québec H9R 3X3, no later than 11:00 a.m. (Montreal time) on May 16, 2024, or, if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed meeting.

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CANADIAN NET REAL ESTATE INVESTMENT TRUST

MANAGEMENT INFORMATION CIRCULAR

PURPOSE OF THE SOLICITATION

This management information circular dated April 8, 2024 (the “**Circular**”) is provided in connection with the solicitation by the management of Canadian Net Real Estate Investment Trust (the “**Trust**”) of proxies of holders of units of the Trust (the “**Units**”) to be voted on at the annual general meeting of the unitholders of the Trust to be held in person at the Escad Hotel Quartier DIX30, Room 2, 1020 Lux Street, Brossard, Québec J4Y 0L2 on May 21, 2024, at 11:00 a.m. (Montreal time) (the “**Meeting**”) and at any and all adjournments thereof, for the purposes set forth in the accompanying notice of the Meeting (the “**Notice of Meeting**”).

The enclosed proxy is being solicited by the management of the Trust and the costs of solicitation of proxies will be borne by the Trust. The solicitation will be made primarily by mail, but management and trustees of the Trust may also solicit proxies by telephone, email, online or in person.

Unless otherwise stated, the information herein contained is given as of April 8, 2024.

VOTING BY PROXY

Voting rights attached to all Units represented at the Meeting by duly signed proxies will be exercised during the Meeting, and where a preference pertaining to a particular item on the agenda has been specified in the proxy form, the voting rights attached to the Units represented by this proxy form will be exercised in accordance with such instructions. **IN THE ABSENCE OF SUCH INSTRUCTIONS, THE TRUST DESIGNEES, IF THEY HAVE BEEN APPOINTED AS PROXYHOLDER, WILL VOTE IN FAVOUR OF ALL MATTERS SET OUT HEREIN.**

THE ENCLOSED PROXY FORM CONFERS DISCRETIONARY AUTHORITY UPON THE TRUST DESIGNEES, OR OTHER PERSONS NAMED AS PROXY, WITH RESPECT TO AMENDMENTS TO OR VARIATIONS OF MATTERS IDENTIFIED IN THE NOTICE OF MEETING AND ANY OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING. AT THE DATE OF THIS CIRCULAR, THE TRUST IS NOT AWARE OF ANY AMENDMENTS TO, OR VARIATIONS OF, OR OTHER MATTERS WHICH MAY COME BEFORE THE MEETING. IN THE EVENT THAT OTHER MATTERS COME BEFORE THE MEETING, THE TRUST DESIGNEES INTEND TO VOTE IN ACCORDANCE WITH THEIR JUDGMENT.

Proxies, to be valid, must be deposited at the office of the registrar and transfer agent of the Trust, TSX Trust Company, at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, or by e-mail at proxyvote@tmx.com, or at the head office of the Trust, at 106 Gun Avenue, Pointe-Claire, Québec H9R 3X3, at the attention of the Secretary of the Trust, no later than 11:00 a.m. (Montreal time) on May 16, 2024, or, if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed meeting.

APPOINTMENT OF PROXIES

A UNITHOLDER MAY DESIGNATE A PERSON OTHER THAN MICHEL TRUDEAU AND KEVIN HENLEY (AND WHO DOES NOT HAVE TO BE A TRUSTEE OF THE TRUST), THE TRUST DESIGNEES, TO PARTICIPATE AND ACT ON HIS, HER OR ITS BEHALF AT THE MEETING. This right may be exercised by inserting in the space provided in the form of proxy attached hereto the name of the person you wish to designate and striking out the names printed thereon or by completing another form of proxy and, in either case, by depositing the form of proxy at the office of the registrar and transfer agent of the Trust, TSX Trust Company, at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, or by e-mail at proxyvote@tmx.com, or at the head office of the Trust, at 106 Gun Avenue, Pointe-Claire, Québec H9R 3X3, at the attention of the Secretary of the Trust, no later than 11:00 a.m. (Montreal time) on May 16, 2024 or, if the Meeting

is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed meeting.

REVOCATION OF PROXIES

A unitholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy.

A unitholder may revoke a proxy by depositing an instrument in writing, executed by such unitholder or such unitholder's attorney authorized in writing no later than 11:00 a.m. (Montreal time) on May 16, 2024, or, if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed meeting, at one of the following locations:

- (1) at the office of the registrar and transfer agent of the Trust, TSX Trust Company, at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, or by e-mail at proxyvote@tmx.com; or
- (2) at the head office of the Trust, at 106 Gun Avenue, Pointe-Claire, Québec H9R 3X3, at the attention of the Secretary of the Trust.

In addition, a proxy may be revoked by the unitholder executing another form of proxy bearing a later date and depositing the same at the office of the registrar and transfer agent of the Trust, TSX Trust Company, at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, or by e-mail at proxyvote@tmx.com, within the time period set out under the heading "Voting by Proxy", or by the unitholder personally attending the Meeting and voting such unitholder's Units.

ADVICE TO BENEFICIAL OWNERS OF UNITS ON VOTING UNITS

The information set forth in this section is of significant importance to many unitholders, as a substantial number of unitholders do not hold Units in their own name. Unitholders who do not hold Units in their own name (referred to in this circular as "**Non-Registered Holders**") should note that only proxies deposited by unitholders who appear on the records of the Trust as registered holders of Units will be recognized and acted upon at the Meeting. If Units are listed in an account statement provided to a Non-Registered Holder by a broker, those Units will, in all likelihood, not be registered in the unitholder's name. Such Units will more likely be registered under the name of the unitholder's broker or an agent of that broker. Units held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (or withheld from voting) at the direction of the Non-Registered Holder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Units for the broker's clients.

Existing securities regulations, including National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (in Québec, *Regulation 54-101 respecting Communication with Beneficial Owners of Securities of a Reporting Issuer*), require brokers and other intermediaries to seek voting instructions from Non-Registered Holders in advance of unitholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Non-Registered Holders in order to ensure that their Units are voted at the Meeting. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions (Canada) Inc. ("**Broadridge**"). Broadridge typically mails voting instruction forms to the Non-Registered Holders and asks Non-Registered Holders to return the form to Broadridge (the Broadridge form also allows completion of the voting instructions form by telephone or electronically). Broadridge then tabulates the results of all instructions received and provides appropriate instructions with respect to the voting of Units to be represented at the Meeting. **A Non-Registered Holder receiving a voting instruction form from Broadridge cannot use that form to vote Units directly at the Meeting. The form must be returned to Broadridge well in advance of the Meeting in order to have the Units voted.**

Although a Non-Registered Holder may not be recognized directly at the Meeting for the purposes of voting Units registered in the name of such unitholder's broker, a Non-Registered Holder may attend the Meeting as proxyholder for the registered unitholder and vote the Units in that capacity. Non-Registered Holders who wish to attend the Meeting and indirectly vote their Units as proxyholder for the registered unitholder should enter their own names in the blank space on the voting instruction form provided to them and return the same to their broker (or the

broker's agent) or Broadridge in accordance with the instructions provided by such broker or Broadridge well in advance of the Meeting.

AGENDA ITEMS

To the knowledge of the trustees of the Trust, the only matters to be placed before the Meeting are the matters set forth in the Notice of Meeting.

INTEREST OF CERTAIN PERSONS IN AGENDA ITEMS

To the best knowledge of the trustees and executive officers of the Trust, no trustee or executive officer, or any associate or affiliate of any of the foregoing, has any material interest, direct or indirect, as beneficial owner or otherwise, in the matters to be acted upon at the Meeting, except as disclosed herein and to the extent that they may be unitholders.

CANADIAN NET REAL ESTATE INVESTMENT TRUST

The Trust is an unincorporated open-ended real estate investment trust, created under the laws of the Province of Québec, in accordance with the provisions of a contract of trust made on March 11, 2011, as amended on February 12, 2020 and May 21, 2020, and as amended and restated on June 17, 2021 (the "**Contract of Trust**").

Prior to its reorganization as a real estate investment trust, the Trust existed as a corporation under the name of Fronsac Capital Inc. ("**Fronsac Capital**"). Fronsac Capital was incorporated on June 2, 2006 under the *Canada Business Corporations Act* (the "**CBCA**") and completed its initial public offering on May 25, 2007. Fronsac Capital was a capital pool company according to the policies of the TSX Venture Exchange (the "**TSX-V**"), until the completion of its qualifying transaction on August 5, 2008.

The Trust was established on March 11, 2011 under the name "Fronsac Real Estate Investment Trust". The Trust began its activities on March 11, 2011, pursuant to an arrangement under the CBCA effected with Fronsac Capital on July 1, 2011, whereby each of the issued and outstanding common shares of Fronsac Capital was exchanged for one Unit of the Trust.

The Trust acquires and owns high-quality triple net and management-free commercial real estate properties.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Contract of Trust authorizes the issuance of one class of Units only. Each Unit represents an equal undivided beneficial interest in any distribution from the Trust and in the net assets of the Trust in the event of its dissolution or liquidation. As at the date hereof, 20,561,060 Units are issued and outstanding.

The board of trustees of the Trust (the "**Board**") has set April 5, 2024 as the record date for determining the unitholders who shall be entitled to receive the Notice of Meeting and to vote at the Meeting on the basis of one vote per Unit held.

Pursuant to the terms of the Contract of Trust, two persons present at a meeting which are unitholders or representing unitholders present in person or by proxy and holding not less than 5% of the total number of outstanding Units shall constitute the quorum required for any meeting of unitholders.

To the knowledge of the trustees and executive officers of the Trust, as at April 5, 2024, no person or company owns of record or beneficially or exercises control or direction over, directly or indirectly, voting securities of the Trust carrying 10% or more of the issued and outstanding Units.

ELECTION OF TRUSTEES

The Contract of Trust provides that the Trust will have a minimum of three and a maximum of fifteen trustees. Eight trustees shall be nominated individually to hold office until the next annual meeting of unitholders or until their successors are duly elected or appointed. **UNLESS OTHERWISE SPECIFIED, THE PERSONS**

NAMED IN THE ENCLOSED FORM OF PROXY INTEND TO VOTE AT THE MEETING FOR THE ELECTION OF THE NOMINEES WHOSE NAMES ARE SET FORTH BELOW, ALL OF WHOM (EXCEPT MS. DENISE BRISEBOIS AND MR. KEVIN HENLEY) ARE NOW TRUSTEES OF THE TRUST. The management has no reason to believe that any of the nominees would be unable to fulfill their mandate as trustee but if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote at the Meeting for another nominee at their discretion.

The following table and notes thereto state the names of each person proposed to be nominated for election as a trustee, their principal occupation, including with the Trust, the month and year in which he or she became a trustee of the Trust and the approximate number of Units beneficially owned by him or her or over which he or she exercises control or direction, directly or indirectly, as at the date hereof. The information as to Units beneficially owned or over which control or direction is exercised, directly or indirectly, by the proposed nominees, not being within the knowledge of the Trust, has been furnished by the respective proposed nominees individually.

Name, province and country of residences for each proposed nominee	Principal occupations	Trustee since	Number of Units⁽¹⁾
Michael Zakuta ⁽¹⁾⁽²⁾ Québec, Canada <i>Independent</i>	Michael Zakuta is President, Chief Executive Officer and trustee of Plaza Retail Real Estate Investment Trust, a real estate investment trust listed on the Toronto Stock Exchange, and of Plaza Group Management Limited. Mr. Zakuta is a property developer and entrepreneur since 1986 through a variety of private corporations.	May 2012	1,196,437 ⁽⁴⁾
Guy Laframboise ⁽²⁾ Québec, Canada <i>Independent</i>	Guy Laframboise is the President of Gestion Laframboise Inc., a family office which manages various investments in both operating businesses as well as real estate investments.	September 2014	780,537 ⁽⁵⁾
François-Olivier Laplante ⁽³⁾ Québec, Canada <i>Independent</i>	François-Olivier Laplante is a partner at Nymbus Capital Inc., a Canadian investment management firm for which he manages a real estate-focused hedge fund. He is also President of Folco Capital Inc., a corporation managing a variety of investments, focusing on real estate assets.	April 2016	324,141
Michel Trudeau ⁽¹⁾⁽²⁾⁽³⁾ Québec, Canada <i>Independent</i>	Michel Trudeau is a corporate director.	May 2018	488,948
Sandrine Debbané ⁽³⁾ Québec, Canada <i>Independent</i>	Sandrine Debbané is the Chief Financial Officer of MSP Corp., a growth IT company in which Walter Capital has recently invested.	n/a	5,490
Rita Ghorayeb ⁽³⁾ Québec, Canada <i>Independent</i>	Rita Ghorayeb is the Chief Financial Officer of Groupe Armid Inc., her family's dedicated investment and wealth management office, which specializes in real estate as well as public and private investments.	n/a	323,035 ⁽⁶⁾

Name, province and country of residences for each proposed nominee	Principal occupations	Trustee since	Number of Units ⁽¹⁾
Denise Brisebois Québec, Canada <i>Independent</i>	Denise Brisebois is the President and Owner of Coubiz Inc., a residential real estate investment firm. Ms. Brisebois has more than 30 years of experience in human resources with Desjardins, Laurentian Bank and BNP Paribas.	n/a	Nil
Kevin Henley Québec, Canada <i>Not Independent</i>	Kevin Henley is the President and Chief Executive Officer of the Trust.	n/a	110,766 ⁽⁷⁾

Notes

- (1) Member of the G&C Committee (as defined below).
- (2) Member of the Investment Committee.
- (3) Member of the Audit Committee.
- (4) Of these Units, 503,929 are owned by Z-Corp Financial 2007 Ltd., a corporation indirectly and partially held by Mr. Zakuta, 133,200 are held by Société en commandite RDL-1, a limited partnership in which Mr. Zakuta has indirect ownership in the general partner, 366,566 are held by Plaza Z-Corp Properties Inc., a corporation indirectly and partially held by Mr. Zakuta, 10,000 are owned by the Zakuta Family Foundation, and 182,742 are owned by Mr. Zakuta personally.
- (5) Of these Units, 771,073 are owned by Gestion Laframboise Inc., a corporation controlled by Mr. Laframboise, and 9,464 are owned by Mr. Laframboise personally.
- (6) Of these Units, 321,393 are owned by Capital Armid Inc., a corporation indirectly and partially held by Ms. Ghorayeb and 1,642 units are held by Ms. Ghorayeb personally.
- (7) Of these Units, 57,110 are Deferred Units (as defined below).

To the knowledge of the Trust, none of the proposed trustees:

- (a) is, as at the date of this Circular, or has been, within ten years before the date of this Circular, a director, chief executive officer or chief financial officer of any company, that,
 - (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (an “**Order**”) that was issued while the proposed trustee was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to an Order that was issued after the proposed trustee ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) is, as at the date of this Circular, or has been within ten years before the date of this Circular, a director or executive officer of any company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his or her assets.

APPOINTMENT OF AUDITORS

MNP LLP, Chartered Professional Accountants, 1155 René-Lévesque Blvd. West, 23rd Floor, Montreal, Québec H3B 2K2, were first appointed auditors of the Trust on May 21, 2021.

UNLESS OTHERWISE SPECIFIED, THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY INTEND TO VOTE AT THE MEETING FOR THE APPOINTMENT OF MNP LLP AS AUDITORS OF THE TRUST AND TO AUTHORIZE THE TRUSTEES TO FIX THEIR REMUNERATION.

External Auditors Fees

The following table presents by category the fees billed by MNP LLP, the auditors of the Trust, or fees accrued for the fiscal years ended December 31, 2023 and 2022.

	Fiscal Year ended	
	December 31, 2023 \$	December 31, 2022 \$
Audit fees ⁽¹⁾	130,769	84,000
Audit-related fees ⁽²⁾	-	60,000
Total fees	130,769	144,000

Notes

- (1) Refers to the total fees charged by the external auditors of the Trust for audit services.
 (2) Refers to the total fees charged for related services rendered by the external auditors that are reasonably related to the performance of the audit or review of the Trust and which are not included in the fees referred to in 1 above.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out the information regarding compensation plans under which Units are authorized for issuance, as at December 31, 2023.

	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (\$)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding Securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity Compensation Plans approved by unitholders	147,008	N/A	821,131 ⁽¹⁾
Unit Purchase Option Plan	—	—	256,160
Equity Compensation Plans not approved by unitholders	—	—	—

Note

- (1) This number represents the total number of securities remaining under the Equity Compensation Plan and excludes any Deferred Units (as defined below) issued during the period ended December 31, 2023.

COMPENSATION OF EXECUTIVE OFFICERS

Compensation Discussion and Analysis

Elements of Executive Compensation

The Trust's current compensation policy aims to attract, retain and motivate high performing executives, encourage superior performance and align the interests of its executives with those of the Trust and its unitholders by providing competitive base salaries and ensure that a portion of the compensation of its executives is linked to performance of the Trust through the Equity Incentive Plan (as defined below). The Board assesses and takes into account factors it considers relevant in setting compensation. Risks associated with the Trust's compensation policy and approach are not specifically assessed.

The Trust's current compensation policy for the Named Executives Officers (as defined below) combines a base salary with short-term incentives and long-term equity incentives under the Equity Incentive Plan.

During the fiscal year ended December 31, 2023, the Trust had three executive officers, namely (i) Jason Parravano, President and Chief Executive Officer of the Trust from January 1, 2023 to April 25, 2023, (ii) Kevin Henley, Chief Investment Officer and Secretary of the Trust from January 1, 2023 to April 25, 2023, and President and Chief Executive Officer of the Trust from April 26, 2023 to December 31, 2023, and (iii) Charles Benjamin Gazith, Chief Financial Officer, Treasurer and Secretary of the Trust (collectively, the "**Named Executive Officers**"). As of December 31, 2023, there were no executive officers of the Trust who accumulated \$150,000 or more in total compensation, other than Kevin Henley, President and Chief Executive Officer of the Trust, and Charles Benjamin Gazith, Chief Financial Officer, Treasurer and Secretary of the Trust.

The Trust remains at a stage where the control of its operating costs is of utmost importance to ensure that the funds required to achieve its business plan are available. As a result, the Trust continues to favour a compensation approach based on the use of equity as a way to attract and retain executive officers.

Unit Option Plan

The entirety of the options held by the executive officers of the Trust is subject to the fixed unit option plan of the Trust (the "**Option Plan**"). As of December 31, 2023, options to purchase 271,160 Units were issued and outstanding.

The Option Plan provides that the Trust may grant options to purchase up to 326,160 Units. Following the terms of the Option Plan, the terms and other conditions of awards as well as the exercise price of the options are determined by the trustees or a committee duly mandated by the Board, subject to the restrictions imposed by any exchange where the Units are listed at the time of the award. The Option Plan provides that no option shall be awarded to anyone, except upon the recommendation of the trustees of the Trust and only the trustees, executive officers, employees, key personnel and consultants of the Trust or its subsidiaries may receive options. The Option Plan provides that any option awarded may not be awarded for a period exceeding 10 years. No person may hold options representing more than 5% of the issued and outstanding Units.

No options have been awarded in accordance with the Option Plan during the fiscal year ended December 31, 2023.

Equity Incentive Plan

The Trust implemented an equity incentive plan (the "**Equity Incentive Plan**") on March 23, 2022. Capitalized terms used in this section not otherwise defined shall have the meanings given to them in the Equity Incentive Plan. "**Disinterested Unitholder**" refers to any unitholder which would not become an eligible person under the Equity Incentive Plan and is not an associate of such unitholder.

Purpose

The purpose of the Equity Incentive Plan is to attract, retain and motivate trustees, officers and employees (or any similar positions) of the Trust and to advance the interests of the Trust by providing such persons with the opportunity, through awards made under the Equity Incentive Plan, to acquire a proprietary interest in the Trust. The Equity Incentive Plan also consolidated, amended and restated the former unit compensation plan of the Trust, as approved on April 19, 2019, as amended on May 22, 2020, and as further amended on March 26, 2021, and the deferred trust unit plan of the Trust, as approved on March 26, 2021.

Administration

The Equity Incentive Plan is administered by the Board which has the power to establish policies and to adopt rules and regulations for carrying out the purposes of the Equity Incentive Plan, implementing its provisions and administering it, determine the number and type of Equity Awards to be granted and establish the terms and conditions of each Award Agreement between the Trust and any Participant. The Board may delegate to the G&C Committee (as defined below) all determinations to be made and actions to be taken by the Board under the Equity Incentive Plan.

Eligibility

Those eligible to participate in the Equity Incentive Plan include trustees, officers and employees (or any similar positions) of the Trust or any subsidiary of the Trust (each, an “**Eligible Individual**”).

Types of Awards

The Equity Incentive Plan provides for awards of Compensation Units, Performance Units, Restricted Units and Deferred Units.

Compensation Units

Units (“**Compensation Units**”) may be issued to a trustee in payment, in whole or in part, of the annual retainer payable to such trustee in respect of a calendar year for service on the Board, together with committee fees, if any (collectively, the “**Board Compensation**”).

The number of Compensation Units that a trustee shall be entitled to receive shall be equal to (a) the amount of Board Compensation to be paid in Compensation Units; divided by (b) the closing price of the Units on the TSX-V on the date immediately preceding the date of issuance of such Compensation Units or, if that day is not a trading day on the TSX-V, the closing price on the immediately preceding trading day.

Compensation Units are Units of the Trust and therefore entitle a Participant to all rights as a unitholder, including voting rights, distribution entitlements or rights of liquidation.

Performance Units

Performance trust units (“**Performance Units**”) may be granted and credited to a Participant’s Performance Unit Account, subject to such terms and conditions as the Board may impose. Each Performance Unit has an initial value equal to the Market Price of a Unit when the Equity Award is made. Performance Units are non-assignable (other than by will or the law of succession). In determining whether the Performance Unit Measures have been met or exceeded for a particular grant, the Board will use a Performance Unit Adjustment Factor based on thresholds set out in the Performance Unit Measures attached to such grant of Performance Units. The Board will provide a schedule to each Participant for each Performance Unit Period that links level of performance to a related Performance Unit Adjustment Factor. Performance Units may be granted in the form of Short-Term Performance Units or Long-Term Performance Units.

The Performance Unit Period for the Short-Term Performance Units shall be one year and their Adjusted Performance Unit Award shall fully vest on the First Financial Statement Approval Date following a determination of the Adjusted Performance Unit Award.

The Performance Unit Period for Long-Term Performance Units shall be one year and their Adjusted Performance Unit Award shall vest as follows: 25% on the First Financial Statement Approval Date, 25% on the Second Financial Statement Approval Date and 50% on the Third Financial Statement Approval Date, in each case following a determination of the Adjusted Performance Unit Award.

Any Performance Unit for a Performance Unit Period that does not vest due to the Performance Unit Adjustment Factor being zero shall be cancelled and automatically forfeited as of the First Financial Statement Approval Date.

Restricted Units

Each restricted trust unit (a “**Restricted Unit**”) represents the right, subject to the terms of the grant, to receive one Unit on the Restricted Unit Settlement Date subject to fulfillment of any applicable conditions on the Restricted Unit Settlement Date. Each Restricted Unit has an initial value equal to the Market Price of a Unit when the Equity Award is made. Restricted Units are non-assignable (other than by will or the law of succession). All other terms and conditions governing Restricted Units, such as vesting, performance criteria (if any), time and form

of payment, and termination of Restricted Units will be set forth in the applicable Award Agreement between the Trust and the Participant.

Restricted Units will vest on and after the third anniversary of the date of grant, although the Board has the right to establish different vesting dates at the time of grant and may determine at any time after the time of grant that a particular Restricted Unit will vest at an earlier or later time.

Deferred Units

Each deferred trust unit (a “**Deferred Unit**”) represents, subject to terms of the grant, the right to receive one Unit. Each Deferred Unit has an initial value equal to the Market Price of a Unit when the Equity Award is made. Deferred Units are non-assignable (other than by will or the law of succession). Deferred Units granted pursuant to the terms of the Equity Incentive Plan will vest immediately upon grant. If a Participant ceases to be an Eligible Individual for any reason and has Deferred Units remaining in their Deferred Unit Account, the Deferred Units may be settled for Units.

Whenever a Cash Distribution is paid on the Units, additional Deferred Units will accrue and vest on the same terms and time as the Deferred Units.

Total Units Subject to the Plan and Participation Limits

The maximum number of Units reserved for issuance at any time under the Equity Incentive Plan and any other security-based compensation plan of the Trust shall be 1,024,615. Any Unit issued under the Equity Incentive Plan shall reduce the number of Units reserved for issuance thereunder accordingly. If any Equity Award granted under the Equity Incentive Plan is terminated, expired or is cancelled, new Equity Awards may thereafter be granted covering such Units, subject to any required prior approval by the TSX-V or other stock exchange upon which the Units are listed. At all times, the Trust will reserve and keep available a sufficient number of Units to satisfy the requirements of all outstanding Equity Awards granted under the Equity Incentive Plan. Subject to applicable law or the requirements of the TSX-V or any other stock exchange upon which the Units are listed and any unitholder or other approval which may be required, including Disinterested Unitholder approval, the Board may, in its discretion, amend the Equity Incentive Plan to increase such limit without notice to Participants.

The maximum aggregate number of Units that may be subject to grants of Equity Awards under the Equity Incentive Plan and any other security-based compensation plan of the Trust to any one Participant during any 12-month period shall be no greater than 5% of the issued and outstanding Units on a non-diluted basis.

In addition, unless the Trust has obtained the requisite Disinterested Unitholder approval, (i) the maximum aggregate number of Units issuable to Insiders (as a group), at any time, pursuant to the Equity Incentive Plan and any other security-based compensation plan of the Trust cannot exceed 10% of the issued and outstanding Units on a non-diluted basis; and (ii) the maximum aggregate number of Units that may be issued pursuant to Equity Awards to such Insiders (as a group) during any one-year period, including those Units issuable under any other security-based compensation plan of the Trust, cannot exceed 10% of the issued and outstanding Units on a non-diluted basis calculated as at the date any such Equity Award or Unit is granted or issued to any Insider

If and to the extent a Performance Unit, Restricted Unit or Deferred Unit is cancelled or forfeited for any reason, the associated Units subject to that Performance Unit, Restricted Unit or Deferred Unit will again become available for grant under the Equity Incentive Plan.

Termination of Employment

The Board may, at the time of the granting of Equity Awards under the Equity Incentive Plan, determine the provisions relating to vesting or expiration of Equity Awards upon the bankruptcy, death, disability, voluntary resignation, retirement or termination of employment of the Participant.

Adjustments

If at any time after the grant of an Equity Award to any Participant and prior to the expiration of the term of such Equity Award, the Units are subdivided, consolidated, reclassified, reorganized or otherwise changed, the

Participant will be entitled to receive upon any subsequent exercise of his or her Equity Award the number of Units to which he or she would have been entitled upon exercise of the aggregate number of securities of the appropriate class and/or such other consideration from the Trust or any successor entity that the Participant would have been entitled to receive.

Termination and Amendments

The trustees may, subject to regulatory approval, amend the Equity Incentive Plan and any Equity Award under the Equity Incentive Plan at any time without notice to or approval from the unitholders of the Trust or any Participant, for any purpose whatsoever, including, without limitation for the purpose of:

- a) amendments of a “housekeeping” nature;
- b) correcting any ambiguity, defective provision, error or omission in the provisions of the Equity Incentive Plan;
- c) amending the vesting provisions of the Performance Units, the Restricted Units or the Deferred Units under the Equity Incentive Plan;
- d) amending the Performance Unit Period set out in the Equity Incentive Plan;
- e) amending the termination provisions of the Performance Units, the Restricted Units or the Deferred Units, or the Equity Incentive Plan; and
- f) any other amendment that does not require unitholder approval under applicable laws or rules of the TSX-V, provided, however, subject to the terms of the Equity Incentive Plan, that no amendment may adversely affect the Equity Awards previously granted under the Equity Incentive Plan without the consent of the affected Participant.

Summary Compensation Table

The following table details all compensation paid or payable to the Named Executive Officers during the fiscal years ended December 31, 2023 and December 31, 2022.

Name and Principal Position	Fiscal Year	Salary (\$)	Unit-Based Awards ⁽²⁾ (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans			
Jason Parravano Former President and Chief Executive Officer ⁽¹⁾	2023	81,808	203,569	—	—	—	—	4,015	289,392
	2022	200,000	136,400	—	—	—	—	12,000	348,400
Kevin Henley President and Chief Executive Officer ⁽¹⁾	2023	147,500	87,036	—	—	—	—	9,923	244,459
	2022	100,000	55,800	—	—	—	—	6,000	161,800
Charles Benjamin Gazith Chief Financial Officer, Treasurer and Secretary	2023	118,076	84,540	—	—	—	—	6,000	208,617
	2022	100,000	55,800	—	—	—	—	6,000	161,800

Notes

- (1) Mr. Parravano resigned and ceased to be President and Chief Executive Officer of the Trust on April 25, 2023. Mr. Henley became President and Chief Executive Officer of the Trust as at that date. Mr. Henley was previously Chief Investment Officer of the Trust.
- (2) Includes the value of Units and Deferred Trust Units issued. For 2023, calculated using the closing price of the Units on the TSX-V as at December 29, 2023 of \$4.85, and for 2022, calculated using the closing price of the Units on the TSX-V as at December 30, 2022 of \$6.20.

Unit-Based Awards and Option-Based Awards Outstanding

The following table indicates for each Named Executive Officer all Unit-based awards and option awards to purchase Units outstanding as at December 31, 2023:

Name	Option-Based Awards			Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options ⁽¹⁾ (\$)	Number of Shares or Units of Shares That Have Not Yet Vested (#)	Market or Payout Value of Share-Based Awards that Have Not Vested (\$)
Jason Parravano	—	—	—	—	—	—
Kevin Henley	—	—	—	—	73,052	354,302
Charles Benjamin Gazith	—	—	—	—	59,406	288,119

Note

(1) “In-the-money” means the excess of the market value of the Units as at December 31, 2023 over the exercise price of the options. As at December 29, 2023, the price of the Units on the TSX-V was \$4.85. The unexercised options have not been and will not necessarily be exercised and the actual gains, upon exercise will depend on the value of the Units on the date of the exercise.

Value Vested or Earned on Incentive Plan Awards During the Most Recently Completed Fiscal Year

The following table indicates for each Named Executive Officer, the value on vesting of all awards for the fiscal year ended December 31, 2023:

Name	Option-Based Awards – Value Vested During the Year (\$) ⁽¹⁾	Unit-Based Awards – Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation – Value earned During the Year (\$)
Jason Parravano	—	34,862	169,081
Kevin Henley	—	17,431	84,540
Charles Benjamin Gazith	—	17,431	84,540

Note

(1) The value reflected in the above chart represents the “in-the-money” value of options as at the date of vesting. As at December 29, 2023, the closing price of the Units on the TSX-V was \$4.85.

Benefits under a pension plan, in the event of termination of duties or change of control

The Trust does not have any plan or arrangement in respect of compensation received or that may be received by the executive officers or the trustees pursuant to a pension plan, in the event of termination of duties or a change in their responsibilities arising from a change of control.

COMPENSATION OF TRUSTEES

The Governance and Compensation Committee of the Board (the “G&C Committee”) is responsible for establishing and submitting to the Board for approval the compensation of the trustees of the Trust. During the fiscal year ended December 31, 2023, the Trust paid a total of \$8,500 to Mr. Guy Dancosse for the meetings he attended. During the fiscal year ended December 31, 2023, the Trust has not paid any other cash compensation to its trustees for services rendered in this capacity. The Trust does not intend to pay any material cash compensation to its trustees in the short and medium term. The objective pursued by the trustees is to compensate the trustees in the least onerous way and to harmonize the interests of the trustees with those of the unitholders of the Trust.

The primary goal of the Trust is to continue its development and to offer financial performance to its unitholders. The trustees hold a significant number of Units and acknowledge the importance of this approach to the future success of the Trust.

The following table details the compensation information for the fiscal year ended December 31, 2023 for each of the trustees of the Trust, other than former trustee Mr. Jason Parravano, who was also a Named Executive Officer. Please refer to the section “Compensation of Executive Officers – Summary of Compensation Table” above for the information with respect to Mr. Jason Parravano:

Name	Fees Earned (\$) ⁽¹⁾	Unit-Based Awards (\$) ⁽²⁾	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Katia Marquier ⁽³⁾	—	10,670	—	—	—	—	10,670
Guy Dancosse ⁽⁴⁾	8,500	—	—	—	—	—	8,500
Guy Laframboise	—	6,790	—	—	—	—	6,790
François-Olivier Laplante	—	4,850	—	—	—	—	4,850
Michael Zakuta	—	4,850	—	—	—	—	4,850
Michel Trudeau	—	12,125	—	—	—	—	12,125
Sandrine Debbané ⁽⁵⁾	—	—	—	—	—	—	—
Rita Ghorayeb ⁽⁶⁾	—	—	—	—	—	—	—

Notes

- (1) Includes all fees earned and paid in cash to the trustees of the Trust.
- (2) Units issued based on the closing price of the Units on the TSX-V as at December 29, 2023 of \$4.85.
- (3) Ms. Katia Marquier is no longer a Board member since May 24, 2023.
- (4) Mr. Guy Dancosse is no longer a Board member since October 22, 2023.
- (5) Ms. Debbané became a member of the Board on May 24, 2023.
- (6) Ms. Ghorayeb became a member of the Board on May 24, 2023.

The following table indicates for each of the trustees of the Trust, other than former trustee Mr. Jason Parravano, who was also a Named Executive Officer, all awards outstanding to purchase Units as at December 31, 2023:

Name	Option-based Awards				Unit-based Awards	
	Number of securities underlying unexercised options	Option Exercise Price (\$)	Option expiration date	Value of Unexercised in-the-money options ⁽¹⁾ (\$)	Number of Units that have not vested	Market or payout value of Unit-based awards that have not vested (\$)
Katia Marquier ⁽²⁾	—	—	—	—	—	—
Guy Dancosse ⁽³⁾	—	—	—	—	—	—
Guy Laframboise	—	—	—	—	—	—
François-Olivier Laplante	—	—	—	—	—	—
Michael Zakuta	—	—	—	—	—	—
Michel Trudeau	—	—	—	—	—	—
Sandrine Debbané ⁽⁴⁾	—	—	—	—	—	—
Rita Ghorayeb ⁽⁵⁾	—	—	—	—	—	—

Notes

- (1) Includes all fees earned and paid in cash to the trustees of the Trust. In-the-money” means the excess of the market value of the Units as at December 30, 2023, the last trading day on the TSX-V prior to the end of the fiscal year ended December 31, 2023, over the exercise price

of the options. As at December 29, 2023, the closing price of the Units on the TSX-V was \$4.85. The unexercised options have not been and will not necessarily be exercised and the actual gains upon exercise will depend on the value of the Units on the date of the exercise.

- (2) Ms. Katia Marquier is no longer a Board member since May 24, 2023.
- (3) Mr. Guy Dancosse is no longer a Board member since October 22, 2023.
- (4) Ms. Debbané became a member of the Board on May 24, 2023.
- (5) Ms. Ghorayeb became a member of the Board on May 24, 2023.

The following table indicates for each of the trustees of the Trust, other than former trustee Mr. Jason Parravano, who was also a Named Executive Officer, the value on vesting of all awards for the fiscal year ended December 31, 2023:

Name	Option-Based Awards – Value Vested During the Year ⁽¹⁾ (\$)	Unit-Based Awards – Value Vested During the Year ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation – Value earned During the Year (\$)
Katia Marquier ⁽³⁾	—	—	—
Guy Dancosse ⁽⁴⁾	—	—	—
Guy Laframboise	—	—	—
François-Olivier Laplante	—	—	—
Michael Zakuta	—	—	—
Michel Trudeau	—	—	—
Sandrine Debbané ⁽⁵⁾	—	—	—
Rita Ghorayeb ⁽⁶⁾	—	—	—

Notes

- (1) The value reflected in the above chart relates to the “in-the-money” value of options as at the date of the vesting, being December 31, 2023. As at December 30, 2023, the last trading day on the TSX-V prior to the end of the fiscal year ended December 29, 2023, the closing price of the Units on the TSX-V was \$4.85.
- (2) Include value of Unit-based compensation as at December 31, 2023.
- (3) Ms. Katia Marquier is no longer a Board member since May 24, 2023.
- (4) Mr. Guy Dancosse is no longer a Board member since October 22, 2023.
- (5) Ms. Debbané became a member of the Board on May 24, 2023.
- (6) Ms. Ghorayeb became a member of the Board on May 24, 2023.

INDEBTEDNESS OF TRUSTEES AND EXECUTIVE OFFICERS

Other than as set out below, as at the date of this Circular, there is no indebtedness outstanding of any current or former trustee, executive officer or employee of the Trust or any of its subsidiaries which is owing to the Trust or any of its subsidiaries or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Trust or any of its subsidiaries, entered into in connection with a purchase of securities of the Trust or otherwise.

AGGREGATE INDEBTEDNESS		
Purpose	To the Trust or its subsidiaries	To other entities
Unit Purchase	\$190,000 ⁽¹⁾	0
Other	0	0

Note

- (1) The Trust granted a loan of \$50,000 to Mr. Kevin Henley, President and Chief Executive Officer of the Trust, on November 9, 2020 for the purchase of Units. The loan was granted for a term of 5 years, and bears interest at the rate of the line of credit of the Trust with the Royal Bank of Canada, being the prime rate plus 0.75% per annum, which is in excess of the Trust's least expensive line of credit. The Trust also granted a loan of \$90,000 to Mr. Kevin Henley on June 7, 2023 for the purchase of Units. The loan was granted for a term of 5 years, and bears interest at the prescribed rate. Interest is payable quarterly on the outstanding balance. The Trust granted a loan of \$50,000 to Mr. Charles Benjamin Gazith, Chief Financial Officer of the Trust, on November 9, 2020 for the purchase of Units. The loan was granted for a term of 5 years, and bears interest at the rate of the line of credit of the Trust with the Royal Bank of Canada, being the prime rate plus 0.75% per annum, which is in excess of the Trust's least expensive line of credit. Interest is payable quarterly on the outstanding balance.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the Trust, no informed person (as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations*) (in Québec, *Regulation 51-102 respecting Continuous Disclosure Obligations*)), proposed trustee of the Trust or any associate or affiliate of any informed person or proposed trustee has any material interest, direct or indirect, in any transaction since the commencement of the fiscal year ended December 31, 2023 or in any proposed transaction which has materially affected or would materially affect the Trust or any of its subsidiaries.

COMMITTEES OF THE TRUST

Audit Committee

Mandate of the Audit Committee

The Audit Committee shall assist the Board in its oversight responsibility towards unitholders, potential holders, the financial community and other interested parties, with respect to the financial statements, the disclosure process of financial information, the internal accounting and financial monitoring systems and internal monitoring system of the work and independence of the external auditors of the Trust. By doing so, it is also responsible to ensure the free and open communication between the trustees and the external auditors of the Trust.

The complete mandate of the Audit Committee can be found in Schedule A of this Circular.

Audit Committee Members

From January 1, 2023 to May 24, 2023, the Audit Committee was comprised of Katia Marquier (Chair), François-Olivier Laplante and Michel Trudeau. From May 24, 2023 to December 31, 2023, the Audit Committee was comprised of Sandrine Debbané (Chair), Rita Ghorayeb, François-Olivier Laplante and Michel Trudeau.

Under National Instrument 52-110 – *Audit Committees* (in Québec, *Regulation 52-110 respecting Audit Committees*) (“**NI 52-110**”), an “independent” member of the Audit Committee is one who has no direct or indirect material relationship with the Trust, meaning a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. The Board believes that all of the members of the Audit Committee in office for the fiscal year ended December 31, 2023 were independent and financially literate within the meaning of NI 52-110.

Relevant Education and Experience

The following sets out the education and experience of each member of the Audit Committee relevant to the performance of their responsibilities, in particular any education or experience that provides the member with one or more of the following abilities: a) understanding of the accounting principles used by the Trust to prepare its financial statements; b) the capacity to generally assess the application of the accounting principles related to the accounting of estimates, accounts receivable, accounts payable and reserves; c) experience in preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Trust's financial statements, or experience actively supervising one or more persons engaged in such activities; and d) an understanding of internal controls and procedures for financial reporting.

Sandrine Debbané has more than 25 years of experience in finance and accounting. She was appointed Chief Financial Officer of MSP Corp., a growth IT company in which Walter Capital has recently invested. Ms. Debbané was previously Chief Financial Officer at VictoriaPark Medispa and Global Chief Financial Officer of Sid Lee. She held various positions at Ivanhoé Cambridge during sixteen years, including Vice-President, Finances and operational accounting, shopping centres.

Rita Ghorayeb is the Chief Financial Officer of Groupe Armid Inc., her family's dedicated investment and wealth management office, which specializes in real estate as well as public and private investments. Ms. Ghorayeb is a member of the Order of Chartered Professional Accountants of Quebec and comes from a public accountancy background, specializing in private and public issuers in the food industry.

François-Olivier Laplante is a partner at Nymbus Capital Inc., a Canadian investment management firm for which he manages a real estate-focused hedge fund. He is also President of Folco Capital Inc., a corporation managing a variety of investments focusing on real estate assets. From 2003 to 2014, Mr. Laplante served as Vice-President, Director and Head of Liability Trading on the Institutional Equity Trading team at Desjardins Securities Inc.

Michel Trudeau is a corporate director. Mr. Trudeau was Vice Chairman of Laurentian Bank Securities Inc. from October 2018 to October 2019. Mr. Trudeau was previously President and Chief Executive Officer of Laurentian Bank Securities Inc. between 2003 and 2018. He previously worked for more than 15 years within the institutional and fixed income sectors, including 10 years at Merrill Lynch where he successively occupied various senior management positions.

Monitoring of Audit Committee

During the fiscal year ended December 31, 2023, all recommendations from the Audit Committee regarding the appointment and compensation of external auditors were adopted by the Board.

Reliance on certain Exemptions

The Trust relies on the exemption in section 6.1 of NI 52-110 with respect to certain disclosure obligations. The Trust has not relied on any other exemption provided for under this instrument for the fiscal year ended December 31, 2023.

Pre-Approval Policies and Procedures

The charter of the Audit Committee requires the Audit Committee to pre-approve all non-audit services to be provided by the external auditors of the Trust.

Governance and Compensation Committee

Mandate of the G&C Committee

The G&C Committee is responsible for reviewing, overseeing and evaluating the governance policies of the Trust. The Board has adopted a written charter for the G&C Committee setting out its responsibilities for: (i) assessing annually, and at such other times as it deems appropriate, the effectiveness of the Board, each of its committees and individual trustees; (ii) organizing an orientation and education program for new trustees; (iii) considering and approving proposals by the trustees to engage outside advisers on behalf of the Board as a whole or on behalf of the independent trustees; and (iv) reviewing and making recommendations to the Board concerning any change in the number of trustees composing the Board, annually and at such other times as it deems appropriate.

In addition, pursuant to its written charter, the G&C Committee is responsible for: (i) considering questions of management succession; (ii) administering any unit option or purchase plan of the Trust and any other compensation incentive programs; (iii) assessing the performance of management of the Trust; (iv) reviewing and approving the compensation paid by the Trust, if any, to the officers, advisers and consultants of the Trust; and (v) reviewing and making recommendations to the Board concerning the level and nature of the compensation payable to trustees and officers of the Trust.

G&C Committee Members

From January 1, 2023 to October 22, 2023, the G&C Committee was comprised of Guy Dancosse (Chair), Michel Trudeau and Michael Zakuta. From October 22, 2023 to December 31, 2023, the G&C Committee was comprised of Michel Trudeau (Chair) and Michael Zakuta. Each of these individuals is "independent" within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (in Québec, *Regulation 58-101 respecting Disclosure of Corporate Governance Practices*) ("**NI 58-101**"). Each member of the G&C Committee possesses considerable education and experience relevant to the performance of his responsibilities as a member of the G&C Committee.

Michel Trudeau is a corporate director. Mr. Trudeau was Vice Chairman of Laurentian Bank Securities Inc. from October 2018 to October 2019. Mr. Trudeau was previously President and Chief Executive Officer of Laurentian Bank Securities Inc. between 2003 and 2018. He previously worked for more than 15 years within the institutional and fixed income sectors, including 10 years at Merrill Lynch where he successively occupied various senior management positions.

Michael Zakuta has extensive experience in the real estate field. Mr. Zakuta is President, Chief Executive Officer and trustee of Plaza Retail Real Estate Investment Trust (Toronto Stock Exchange) and of Plaza Group Management Limited. Mr. Zakuta has been a property developer and entrepreneur since 1986.

Investment Committee

Mandate of the Investment Committee

The members of the Investment Committee are appointed by the Board. The Investment Committee is composed of three members and is responsible to evaluate potential acquisitions and dispositions brought forward by management. The Investment Committee carries out its responsibilities with a view to achieving the Trust's strategic objectives of building a portfolio of high-quality assets that fit within the business model of the Trust.

Investment Committee Members

From January 1, 2023 to December 31, 2023, the Investment Committee was comprised of Guy Laframboise (Chair), Michael Zakuta and Michel Trudeau. The members of the Investment Committee are not compensated for their role as such.

Guy Laframboise is the President of Gestion Laframboise, a family office which manages various investments in both operating businesses as well as real estate investments. Previously, through Restaurant Subway Quebec Ltd., he initiated and developed the Subway franchise as a development agent in Quebec, taking the banner from zero to 650 restaurants. He currently oversees, as a development agent, 142 Subway restaurants in Eastern Quebec. He is currently a director and principal of Eolian 1, 2 and 3, a wind turbine electricity generator provider which operates in the United Kingdom. Mr. Laframboise sits on various private and non-profit boards, having been the past Chair of Restaurants Canada and the St Mary's Hospital Foundation.

Michael Zakuta has extensive experience in the real estate field. Mr. Zakuta is President, Chief Executive Officer and trustee of Plaza Retail Real Estate Investment Trust (Toronto Stock Exchange) and of Plaza Group Management Limited. Mr. Zakuta has been a property developer and entrepreneur since 1986.

Michel Trudeau is a corporate director. Mr. Trudeau was Vice Chairman of Laurentian Bank Securities Inc. from October 2018 to October 2019. Mr. Trudeau was previously President and Chief Executive Officer of Laurentian Bank Securities Inc. between 2003 and 2018. He previously worked for more than 15 years within the institutional and fixed income sectors, including 10 years at Merrill Lynch where he successively occupied various senior management positions.

MANAGEMENT CONTRACTS

The duties related to the management of the Trust are fulfilled by the trustees and executive officers of the Trust and are not, at any material degree, fulfilled by any other person or corporation.

STATEMENT REGARDING CORPORATE GOVERNANCE

NI 58-101 and National Policy 58-201 – *Corporate Governance Guidelines* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer, such as the Trust, must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The Board and the management of the Trust believe that appropriate corporate governance practices are important for the effective management of the Trust and value creation for its unitholders. Schedule C of this circular summarizes the corporate governance practices of the Trust which it is required to disclose.

OTHER MATTERS

Management of the Trust knows of no other matters which should be presented before the Meeting. If, however, any other matters properly come before the Meeting, the persons designated in the accompanying proxy shall vote on such matters in accordance with their best judgement pursuant to the discretionary authority conferred on them by the proxy with respect to such matters.

ADDITIONAL INFORMATION

The Trust will send the following documents to any person requesting it to the Secretary of the Trust, at 106 Gun Avenue, Pointe-Claire, Québec H9R 3X3:

- (i) one copy of the audited consolidated financial statements of the Trust for the fiscal years ended December 31, 2023 and 2022 and the related management's discussion and analysis, as well as the interim financial statements for the subsequent interim periods and the related management's discussion and analysis; and
- (ii) one copy of the Notice of Meeting and this Circular.

These documents, as well as other information regarding the Trust, are available under the Trust's profile on SEDAR+ at www.sedarplus.ca.

APPROVAL OF TRUSTEES

The Board has approved the content and sending of this management information circular by management and its sending to unitholders, trustees and auditors of the Trust.

By order of the Board

(s) Charles Benjamin Gazith
Charles Benjamin Gazith
Secretary

Pointe-Claire, April 8, 2024

SCHEDULE A – CHARTER OF AUDIT COMMITTEE

Attached.



AUDIT COMMITTEE CHARTER

Reviewed and Approved on March 26, 2021

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I. Establishment of Committee

a) Committee

The audit committee (the “**Committee**”) is established by the board of trustees (the “**Board**”) of Canadian Net Real Estate Investment Trust (the “**Trust**”) to assist the Board in fulfilling its oversight responsibilities relating to: (1) the financial reporting process, (2) systems of internal accounting and financial controls, (3) identifying and monitoring the management of principal risks that could affect the integrity of the Trust’s financial reporting, (4) the appointment and communication with the external auditor, including oversight of its work and monitoring its independence, (5) the Trust’s compliance with legal and regulatory requirements with respect to financial reporting matters, and (6) any other responsibilities that may be delegated from time to time by the Board.

b) Composition of Committee

In accordance with the Trust’s Contract of trust (the “**Contract of Trust**”), the Committee shall consist of not fewer than three (3) trustees. Each member shall be:

- a. a trustee of the Trust;
- b. independent (within the meaning of National Instrument 52-110, *Audit Committees* (“NI 52-110”)); and
- c. financially literate (as defined in NI 52-110).

c) Appointment of Committee Members

The members of the Committee shall be appointed by the Board in accordance with the Contract of Trust immediately following each annual meeting of the Trust and shall hold office until the next annual meeting, or until they are removed by resolution of the Board. If the appointment of members of the Committee is not so made, the trustees who are then serving as members of the Committee shall continue as members of the Committee until their successors are appointed.

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board by appointment from among its members.

d) Appointment of Committee Chair

Each year, the Board shall appoint a Chair for the Committee. If, in any year, the Board does not appoint a Chair, the incumbent Chair shall continue in office until a successor is appointed. The Chair may be removed and replaced by resolution of the Board.

Should the Chair be absent at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen to preside at the meeting.

II. Committee Procedure

a) Meetings and In Camera Sessions

The Committee will meet as often as necessary to fulfill its responsibilities, provided that the Committee shall meet at least quarterly. Committee members will also meet *in camera*, without any members of management present, on a quarterly basis or as frequently as the Committee feels is appropriate or necessary to fulfil its responsibilities.

The Chair, any member of the Committee, the external auditor, the Chief Financial Officer, the Chair of the Board or the Chief Executive Officer may call a special meeting of the Committee.

b) Quorum

In accordance with the Contract of Trust, a majority of the members of the Committee, present in person or by telephone, videoconferencing or other communication facilities that permit all persons participating in the meeting to speak to each other, shall constitute a quorum.

c) Notice of Meetings

Regular meetings may be held without call or notice at a time and place fixed in accordance with the Contract of Trust. Notice of the time and place of any other meetings shall be emailed, mailed or otherwise verbally, by telephone or by other means of communication, given not less than forty-eight (48) hours before the meeting but may be waived in writing by any Committee member either before or after such meeting. Notice of such meeting need not specify the purpose of or the business to be transacted at the meeting. The attendance of a Committee member at a meeting, in person or by telephone, shall constitute a waiver of notice of such meeting except where a Committee member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

d) Agenda

The Chair, in conjunction with the Secretary, shall develop and set the Committee's agenda and consult with other members of the Committee and management, as necessary.

e) Delegation

The Committee shall have the power to delegate its authority and duties to individual members of the Committee as it deems appropriate.

f) Access

In discharging its responsibilities, the Committee shall have full access to all books, records, facilities and personnel of the Trust.

g) Attendance of Officers at a Meeting

At the invitation of the Chair of the Committee, one or more officers or employees of the Trust may, and if required by the Committee shall, attend a meeting of the Committee.

h) Procedure, Records, and Reporting

The Committee may adopt its own rules or procedures for meetings provided they are not inconsistent with the Contract of Trust, and shall keep records of its proceedings and report to the Board quarterly, and when the Committee may otherwise deem appropriate or when requested by the Board.

i) Outside Consultants or Advisors

The Committee, when it considers it necessary or advisable, may retain at the Trust's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain or terminate such consultants or advisors, including the sole authority to approve the fees and other retention terms for such persons.

I. Mandate of Committee

The Committee shall have the responsibilities set out below, as well as any others that are delegated to the Committee by the Board:

a) Charter

The Committee must maintain a written charter setting out the Committee's mandate and responsibilities. The Committee shall assess the adequacy of this charter on an annual basis and recommend any changes to the Board, in addition to ensuring that all responsibilities outlined in this charter have been carried out.

b) Appointment and Oversight of the External Auditor

The Committee shall recommend to the Board the appointment or reappointment, as the case may be, of the external auditor for purposes of preparing or issuing any audit report or performing other audit, review or attest services for the Trust, such appointment to be made by the Trust's unitholders at each annual meeting.

The Committee shall also be directly responsible for the oversight of the work of the external auditor for purposes of preparing or issuing an audit report or performing other audit, review, or attest services for the Trust, including the resolution of any disagreements between management and the external auditor regarding financial reporting. The Committee has the authority to communicate directly with the external auditor. This shall include holding quarterly *in camera* meetings with the external auditor.

The external auditor shall report directly to the Committee.

c) *Review Independence of Auditor*

The Committee shall review the independence of the external auditor at least annually.

d) *Review Rotation of Lead Engagement Partner/ Engagement Quality Control Partner*

The Committee shall, after taking into account the opinions of management, review the rotation of the lead engagement partner and engagement quality control partner of the external auditor when required or necessary.

e) *Approve Audit Plan*

Prior to the commencement of the annual audit, the Committee shall review with the external auditor and approve the proposed audit plan and scope of work. Any significant changes to the initial audit plan or scope of work shall also be approved by the Committee.

f) *Approve Audit Fees*

The Committee shall review and approve, and recommend to the Board for approval, on an annual basis the fees to be paid to the external auditor for audit services.

g) *Pre-Approval of Non-Audit Services*

The Committee shall pre-approve non-audit services to be provided to the Trust or its subsidiary entities by the external auditor or specifically approve each engagement for such services, in accordance with the Committee's Pre-approval Policy. The Committee will review and approve the Pre-approval Policy on an annual basis.

h) *Other Communications with the External Auditor*

Following completion of the annual audit, the Committee will review with each of management and the external auditor any significant issues or difficulties encountered during the course of the audit, including any unresolved issues, and management's response thereto.

The Committee shall review all other material communication between the external auditor and management, such as any management letter or schedule of unadjusted differences.

i) *Evaluation of the External Auditor*

Following the completion of the annual audit, the Committee and management will perform an annual performance evaluation of the external auditor, in form and substance as approved by the Committee.

j) *Approve Financial Information*

The Committee shall, prior to any public disclosure, review and discuss with management and the external auditor, and approve and recommend to the Board for approval:

- (1) the audited annual financial statements;
- (2) the annual management's discussion & analysis;
- (3) the annual earnings press release; and
- (4) all financial statements and significant financial information included in a prospectus or other offering document.

The Committee shall, prior to any public disclosure, review and discuss with management and if necessary, the external auditor and approve:

- (1) the unaudited interim financial statements;
- (2) the quarterly management's discussion and analysis;
- (3) any audited financial statements required to be prepared regarding the Trust or its subsidiaries if required to be made publicly available or filed with a regulatory agency; and
- (4) any quarterly earnings press release or press release which contains estimates or information regarding the Trust's future financial performance or prospects.

In conducting its review of the financial statements and related management's discussion and analysis, the Committee will:

- (1) discuss with the external auditor the quality and not just the acceptability of the Trust's accounting policies;
- (2) review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas;
- (3) review and discuss with the external auditor recent professional and regulatory pronouncements and understand their impact on the financial statements;
- (4) review issues related to liquidity, capital resources, and contingencies that could affect liquidity;
- (5) review any plans for financial derivatives and hedging activities or transactions of such nature which are not prohibited by the Trust;
- (6) review material off-balance sheet transactions, contingent liabilities and transactions with related parties;
- (7) receive and review reports from other board committees with regard to matters that could affect financial reporting; and
- (8) review and amend, as the case may be, the risks disclosure.

k) Approve Annual Information Form

The Committee shall, prior to public disclosure, review and discuss with management, and approve and recommend to the Board for approval, the Trust's annual information form.

The Committee will also oversee the adequacy of the Trust's financial reporting processes and internal controls to safeguard assets from loss and unauthorized use and to verify the accuracy of financial records. This shall include receiving annual confirmation from management regarding any significant changes to the Trust's internal control systems.

l) Complaints Procedure

The Committee will establish procedures for:

- (1) the receipt, retention and treatment of complaints received by the Trust under the process described in the Trust's Code of Business Conduct and Ethics (the "Code") regarding accounting, internal accounting controls or auditing matters; and
- (2) the confidential, anonymous submission by employees of the Trust or others of concerns regarding questionable accounting, auditing or other matters described in the Code. The Committee will cause this procedure to be tested at least annually.

The Committee may, at its discretion, refer to the Trust's Corporate Governance and Compensation Committee for its consideration, advice and recommendations on any matter relating to complaints received under the Code that the Committee deems appropriate.

m) Legal Compliance

The Committee will review any legal matters that could have a significant impact on the Trust's financial statements. It will also review with management any material inquiries received from regulators or governmental agencies, and will advise the Board accordingly.

n) Risk Management for Fraud and Misconduct

On at least an annual basis, the Committee shall review with management the risk of fraud and misconduct which are likely to have a significant financial, reputational or regulatory impact on the Trust's business and any relevant controls in place to address same.

o) Risk Management for Cyber Security

On at least an annual basis, the Committee shall review with management the Trust's cyber security risk, as well as relevant controls and procedures in place to address same. The Committee shall also receive quarterly cyber security incident reports.

p) Employees of the External Auditor

The Committee shall review and approve the hiring by the Trust of any partners, employees and former partners and employees of the present and former external auditor of the Trust.

q) Review Expenses

The Chair of the Committee will quarterly review expense claims of the Chief Executive Officer and Chairman of the Board and will report to the Committee thereon.

r) Insurance

The Committee will review the Trust's insurance program on an annual basis and report to the Board.

s) Related Party Transactions

The Committee will review the Trust's related party transactions when they occur and report to the Board.

SCHEDULE B – GOVERNANCE PRACTICE

1. Board of trustees

Disclose how the board of trustees facilitates its exercise of independent supervision over management, including:

a) the identity of trustees who are independent;

The Board believes, following the evaluation of the roles and relationships of each trustee nominee, that the following seven (7) trustee nominees are independent within the meaning of NI 58-101. These seven (7) trustee nominees are:

- Sandrine Debbané;
- Rita Ghorayeb;
- Guy Laframboise;
- François-Olivier Laplante;
- Michael Zakuta;
- Michel Trudeau; and
- Denise Brisebois.

Within the meaning of section 1.4 of NI 52-110, an “independent” trustee is one who has no direct or indirect material relationship with the Trust, meaning a relationship which could, in the view of the board of trustees, reasonably interfere with the exercise of a trustee’s independent judgment. If required, the independent trustees may convene a meeting without the presence of the non-independent trustees and executive officers.

b) the identity of trustees who are not independent, and describe the basis for that determination;

The Board believes, following the evaluation of the roles and relationships of each trustee nominee, that the following one (1) trustee nominee is not independent within the meaning of NI 58-101:

- Kevin Henley is not independent as he currently is the President and Chief Executive Officer of the Trust.

2. Directorships

If a trustee is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a Canadian jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.

- Michael Zakuta is a trustee of Plaza Retail Real Estate Investment Trust (Toronto Stock Exchange).

3. Orientations and Continuing Education

Describe what steps, if any, the board takes to orient new board members, and describe any measures the board takes to provide continuing education for its trustees.

The trustees keep themselves informed and receive copies of all required information and update during the meeting of the board of trustees or the committees. The Trust does not currently have a formal orientation program for its new trustees, nor has taken measure to provide continuing education to its trustees, chiefly due to the size and level of maturity of the Trust.

4. Ethical Business Conduct

Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.

The code of conduct of the Trust was adopted by the Trust on March 26, 2021. The code has for objective to favour and promote a culture of ethical business conduct and helps to prevent misconducts. The code of conduct may be consulted under the Trust’s profile on the SEDAR+ at www.sedarplus.ca.

In addition, to ensure the independence of the trustees while considering transactions and agreements in respect of which a trustee or executive officer has a material interest, these transactions are reviewed and discussed by the

independent trustees and the trustee with a material interest abstain from taking part to the discussions and voting on the matter.

5. Nomination of trustees

Disclose what steps, if any, are taken to identify new candidates for board nomination, including:

- (i) who identifies new candidates; and*
- (ii) the process of identifying new candidates.*

The G&C Committee establishes the competencies of the trustees sought to fill vacancies on the board and identify eventual candidates who meet these requirements. Members of the G&C Committee then submit recommendations to the Board with respect to the selected candidates.

6. Compensation

Disclose what steps, if any, are taken to determine compensation for the trustees and executive officers, including:

- (i) who determines the compensation; and*
- (ii) the process of determining the compensation.*

The G&C Committee is responsible of determining the compensation of trustees and executive officers of the Trust. The Trust remains at a stage where the control of its operating costs is of utmost importance to ensure that the funds required to achieve its business plan are available. In this context, the trustees have decided, together with the executive officers, that the compensation for their services will be minimal in the short and medium term. The G&C approved the grant of Units to trustees and executive officers as compensation for services rendered during the fiscal year ended December 31, 2023, and trustees and executive officers are entitled to receive Units under the Equity Incentive Plan, whether in the form of Compensation Units, Performance Units, Restricted Units or Deferred Units.

7. Other Board Committees

If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

Other than the Audit Committee, the Investment Committee and the G&C Committee, the Board has no other standing committee.

8. Assessment

Disclose what steps, if any, that the board takes to satisfy itself that the board, its committees, and its individual trustees are performing effectively.

The current written charter of the G&C Committee provides that it must review periodically the efficiency of the Board, its committees and its trustees. In the exercise of this mandate, a formal evaluation exercise of the operation of the Board and each of its members is performed when needed. Recommendations issued from this evaluation process are submitted to the Chairman of the Board for him to take, if any, any action or measure which is necessary or desirable in that regard. However, no evaluation was performed during the fiscal year ended December 31, 2023.