Condensed consolidated financial statements of

Slate Retail REIT

For the three and nine months ended September 30, 2015

Unaudited

Slate Retail REIT
Condensed consolidated financial statements

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SLATE RETAIL REIT
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(unaudited - in thousands of United States dollars, unless otherwise stated)

	Note	September 30, 2015	December 31, 2014
ASSETS			
Current assets			
Cash		$ 12,841	$ 13,174
Deposits on investment properties		200	500
Prepaids		2,755	2,065
Accounts receivable	*5*	7,511	4,539
		23,307	20,278
Non-current assets			
Investment properties	*6,7*	942,448	622,295
Interest rate caps		—	2
TIF notes receivable		3,888	4,078
Funds held in escrow		2,078	1,513
		948,414	627,888
Total assets		$ 971,721	$ 648,166
LIABILITIES AND UNITHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	*8*	$ 11,935	$ 5,337
Distributions payable		2,015	1,276
Current portion of long term debt	*9*	1,931	1,074
		15,881	7,687
Non-current liabilities			
Long term debt	*9*	536,492	364,464
TIF notes payable		3,736	4,022
Other non-current liabilities		1,704	1,179
Deferred income taxes	*13*	60,645	38,219
REIT units	*10*	304,104	185,499
Exchangeable units of subsidiaries	*10*	26,305	25,764
		932,986	619,147
Unitholders' equity		$ 22,854	$ 21,332
Total liabilities and unitholders' equity		$ 971,721	$ 648,166

The accompanying notes are an integral part of these condensed consolidated financial statements.

SLATE RETAIL REIT
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(unaudited - in thousands of United States dollars, unless otherwise stated)

		Three months ended September 30,		Nine months ended September 30,	
	Note	**2015**	2014 (1)	**2015**	2014 (1)
Rental revenue		**$ 22,416**	$ 11,386	**$ 56,676**	$ 26,935
Property operating expenses (2)		**(2,953)**	(1,828)	**(15,616)**	(7,232)
Net property income		**19,463**	9,558	**41,060**	19,703
Other income (expenses)					
General and administrative	*6,11*	**(1,983)**	(2,176)	**(5,105)**	(5,204)
Interest expense and other financing costs	*12*	**(7,148)**	17,598	**(25,925)**	6,019
Change in fair value of investment properties (2)	*7*	**(4,527)**	4,895	**13,918**	39,765
Impairment of goodwill	*4*	**—**	—	**(8,870)**	(14,987)
Net income before taxes		**$ 5,805**	$ 29,875	**$ 15,078**	$ 45,296
Income tax expense					
Deferred income tax expense	*13*	**(2,869)**	(7,125)	**(13,556)**	(15,443)
Net income and comprehensive income		**$ 2,936**	$ 22,750	**$ 1,522**	$ 29,853
Attributed to unitholders		**$ 2,936**	$ 22,750	**$ 1,522**	$ 27,054
Attributed to non-controlling interests		**—**	—	**—**	2,799
		$ 2,936	$ 22,750	**$ 1,522**	$ 29,853

(1) The nine months ended September 30, 2014 relate to the full period of earnings of Slate U.S. Opportunity (No.2) Realty Trust ("SUSO 2"), and the acquisition of Slate U.S. Opportunity (No. 1) Realty Trust ("SUSO 1") and the U.S. Grocery Anchored Retail portfolio ("GAR") on April 15, 2014.

(2) With the adoption of IFRIC 21, the REIT recognizes the annual property tax liability and expense on its existing properties on January 1, rather than progressively, i.e. ratably, throughout the year. Refer to the REIT's annual audited consolidated financial statements for the year ended December 31, 2014 for more information.

The accompanying notes are an integral part of these condensed consolidated financial statements.

SLATE RETAIL REIT
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN UNITHOLDERS' EQUITY
(unaudited - in thousands of United States dollars, unless otherwise stated)

	Unitholders' equity	Capital reserve	Non-controlling interest	Total
Balance as at December 31, 2014	$ 22,756	$ (1,424)	$ —	**$ 21,332**
Net income and comprehensive income	1,522	—	—	**1,522**
Balance as at September 30, 2015	**$ 24,278**	**$ (1,424)**	**$ —**	**$ 22,854**
Balance as at December 31, 2013	$ —	$ —	$ 643	$ 643
Net income and comprehensive income	27,054	—	2,799	29,853
Exchange of general partnership interest	—	(1,424)	(3,442)	(4,866)
Balance as at September 30, 2014	$ 27,054	$ (1,424)	$ —	$ 25,630

The accompanying notes are an integral part of these condensed consolidated financial statements.

(unaudited - in thousands of United States dollars, unless otherwise stated)

	Note	Nine months ended September 30, 2015	2014 [(1)]
OPERATING ACTIVITIES			
Net income and comprehensive income		**$ 1,522**	$ 29,853
Deferred income tax expense	*13*	**13,556**	15,443
Straight-line rent	*7*	**(1,258)**	(330)
Interest expense and other financing costs	*12*	**25,925**	(5,993)
Cash interest paid		**(10,015)**	(4,958)
Change in fair value of investment properties	*7*	**(13,918)**	(39,765)
Impairment of goodwill	*4*	**8,870**	14,987
IFRIC 21 property tax adjustment	*7*	**462**	(1,012)
Changes in non-cash working capital items	*19*	**(445)**	(319)
		24,699	7,906
INVESTING ACTIVITIES			
Acquisitions, net of cash acquired	*4,6*	**(107,335)**	(68,697)
Disposition of investment property	*6*	**3,825**	—
Funds held in escrow		**921**	(50)
Deposits on investment properties		**300**	(1,837)
Capital costs	*7*	**(2,281)**	(1,057)
Leasing costs	*7*	**(444)**	(219)
		(105,014)	(71,860)
FINANCING ACTIVITIES			
Term loan drawdown	*9*	**—**	66,542
Revolver drawdown	*9*	**221,926**	—
Mortgage drawdown	*9*	**58,436**	—
Debt repayments	*9*	**(220,998)**	—
Mortgage repayments		**(1,051)**	(458)
Normal course issuer bid	*10*	**(11,770)**	—
REIT units issuance	*10*	**47,514**	(391)
Redemption of REIT units	*10*	**(114)**	(332)
REIT units distribution, net of DRIP units issued	*10,12*	**(12,549)**	(5,238)
Exchangeable units of subsidiaries distribution	*12*	**(1,412)**	(688)
		79,982	59,435
Decrease in cash		**$ (333)**	$ (4,519)
Cash at the beginning of the period		**13,174**	10,962
Cash at the end of the period		**$ 12,841**	$ 6,443

(1) The nine months ended September 30, 2014 relate to the full period of earnings of SUSO 2, and the acquisition of SUSO 1 and the GAR on April 15, 2014.

1. Description of the REIT and operations

Slate Retail REIT (the "REIT") is an unincorporated, open-ended investment trust under, and governed by, the laws of the Province of Ontario. The REIT focuses on acquiring, owning and leasing a portfolio of diversified revenue-producing commercial real estate properties in the United States with an emphasis on grocery anchored retail properties. As of September 30, 2015, the properties of the REIT (the "Properties") consisted of a portfolio of 64 grocery anchored retail commercial properties located in the United States. The units of the REIT trade on the Toronto Stock Exchange ("TSX") under the symbols SRT.U/SRT.UN. The principal, registered, and head office of the REIT is located at 121 King Street West, Suite 200, Toronto, ON, M5H 3T9.

The objectives of the REIT are to:

i. provide unitholders with stable cash distributions from a portfolio of diversified revenue-producing commercial real estate properties in the United States with a focus on grocery anchored retail properties;

ii. enhance the value of the REIT's assets in order to maximize long-term unitholder value through active management; and

iii. expand the asset base of the REIT and increase the REIT's earnings on a per unit basis, including through accretive acquisitions.

2. Basis of preparation

i. Statement of compliance

These condensed consolidated financial statements (the "consolidated financial statements") have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB") and follow the same accounting policies and methods of computation as used in the REIT's most recent annual consolidated financial statements. The consolidated financial statements do not include all the information and disclosures required in the annual financial statements prepared under International Financial Reporting Standards ("IFRS"), and should be read in conjunction with the REIT's annual audited consolidated financial statements for the year ended December 31, 2014.

ii. Approval of the consolidated financial statements

The consolidated financial statements were approved by the trustees of the REIT and authorized for issuance on November 12, 2015.

iii. Basis of measurement

These consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments which are measured at fair value.

The application of the going concern basis of presentation assumes that the REIT will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The REIT expects to continue as a going concern for the foreseeable future. Accordingly, these consolidated financial statements have been prepared on a going concern basis.

iv. Functional and presentation currency

These consolidated financial statements are presented in United States dollars, which is the REIT's functional currency and the functional currency of all of its subsidiaries.

3. Future accounting policies

The IASB has issued the following new standards that will be relevant to the REIT in preparing its consolidated financial statements in future periods:

IAS 1, Presentation of Financial Statements ("IAS 1")

The IASB issued amendments to IAS 1 as part of its major initiative to improve presentation and disclosure in financial reports. These amendments will not require any significant change to current practice, but are intended to facilitate improved financial statement disclosures. The amendments are effective for annual periods beginning on or after January 1, 2016. The REIT is assessing the impact of this amendment on its consolidated financial statements.

IFRS 9, Financial Instruments ("IFRS 9")

IFRS 9, which replaces IAS 39 *Financial Instruments: Recognition and Measurement*, establishes principles for the financial reporting of financial assets and financial liabilities that will present relevant and useful information to users of financial statements for their assessment of the amounts, timing and uncertainty of an entity's future cash flows. This new standard is effective for annual periods beginning on or after January 1, 2018. The REIT is assessing the impact of this new standard on its consolidated financial statements.

(unaudited - in thousands of United States dollars, unless otherwise stated)

IFRS 15, Revenue from Contracts with Customers ("IFRS 15")

IFRS 15 provides a comprehensive framework for recognition, measurement and disclosure of revenue from contracts with customers, excluding contracts within the scope of the standard on leases, insurance contracts and financial instruments. IFRS 15 becomes effective for annual periods beginning on or after January 1, 2018, and is to be applied retrospectively. Early adoption is permitted. The REIT is currently assessing the impact of the new standard on its consolidated financial statements.

4. SUSO 3 transaction

On June 1, 2015, the REIT completed a unitholder approved transaction to acquire the net assets of Slate U.S. Opportunity (No. 3) Realty Trust (“SUSO 3”) (the “SUSO 3 transaction”), including 127,100 class U units of the REIT owned by SUSO 3. Consideration provided by the REIT for the acquisition of the net assets of SUSO 3 included the issuance of (i) 7,760,798 class U units of the REIT to the SUSO 3 unitholders, and (ii) 225,251 Slate Retail exchangeable units to the holders of the general partner interests in SUSO 3. After cancellation of the 127,100 class U units of the REIT owned by SUSO 3 and assumed by the REIT on acquisition, the REIT issued an additional net new 7,633,698 class U units of the REIT related to the SUSO 3 transaction.

The identifiable net assets acquired are as follows:

	SUSO 3 transaction
Cash	$ 1,330
Prepaids	142
Accounts receivable	1,501
Investment properties	195,977
127,100 REIT units	1,344
Funds held in escrow	1,486
Goodwill	8,870
Accounts payable and accrued liabilities	(2,610)
Tenant deposits	(227)
Debt	(114,498)
Deferred income taxes	(8,870)
Net assets acquired	**$ 84,445**

The purchase price was satisfied as follows:

	SUSO 3 transaction
7,760,798 REIT units	$ 82,063
225,251 Slate Retail exchangeable units	2,382
Total	**$ 84,445**

The allocation of the fair value of consideration exchanged for the net assets acquired gave rise to goodwill of $8.87 million. The goodwill arises primarily from the difference between how deferred tax is calculated for accounting purposes and the value ascribed to it in negotiations. The former is based on the difference between the values of the assets and liabilities concerned for accounting purposes and those applying for taxation. The latter is based on tax payments likely to be made on the sale of the investment properties. In management’s opinion, the carrying amount of this goodwill cannot be justified by reference to future cash flows and the ongoing business plan to operate and own the properties in the foreseeable future. As a result, it has been determined that the goodwill has been impaired and an impairment charge has been recognized in the consolidated financial statements.

(unaudited - in thousands of United States dollars, unless otherwise stated)

5. Accounts receivable

The accounts receivable balance is comprised of the following:

	September 30, 2015	December 31, 2014
Rent receivable	$ 2,546	$ 891
Allowance	(144)	(168)
Accrued recovery income	4,056	3,317
Other receivables	1,053	499
Accounts receivable	$ 7,511	$ 4,539

Rent receivable consists of base rent and operating expense recoveries. Accrued recovery income represents amounts that have not been billed to the tenants and are generally billed and paid in the following year to which they relate. Other receivables represent non-operating amounts.

The change in allowance for doubtful accounts is as follows:

	Nine months ended September 30, 2015	Year ended December 31, 2014
Beginning of the period	$ 168	$ 16
Allowance	109	224
Bad debt write-off	(133)	(72)
End of the period	$ 144	$ 168

An allowance is provided when collection is no longer reasonably assured. This includes bankruptcy, abandonment by tenants and in certain tenant disputes.

The aging analysis of rents receivable past due, net of allowance for doubtful accounts, is as follows:

	September 30, 2015	December 31, 2014
Current to 30 days	$ 975	$ 409
31 to 60 days	206	77
Greater than 60 days	1,221	237
Total	$ 2,402	$ 723

(unaudited - in thousands of United States dollars, unless otherwise stated)

6. Acquisitions and dispositions

Acquisitions

The REIT acquired 10 additional investment properties in addition to those acquired as part of the SUSO 3 transaction during the nine months ended September 30, 2015:

Investment property	Purchase date	Location	Purchase price
Glidden Crossing	January 12, 2015	DeKalb, Illinois	$ 16,565
Ocean Plaza	January 23, 2015	North Myrtle Beach, South Carolina	5,500
City Centre Plaza	April 6, 2015	Westland, Michigan	12,800
Plaza St. Clair	June 8, 2015	Fairview Heights, Illinois	7,200
Hocking Valley Mall	June 23, 2015	Lancaster, Ohio	8,750
Barefoot Commons	July 9, 2015	North Myrtle Beach, South Carolina	14,791
Roxborough Marketplace	July 9, 2015	Littleton, Colorado	15,618
Shoppes at Birmingham	July 31, 2015	Milton, Georgia	10,046
Shoppes at Locust Grove	July 31, 2015	Locust Grove, Georgia	9,425
Meres Town Centre	August 28, 2015	Tarpon Springs, Florida	7,600
Total			**$ 108,295**

Net assets acquired in respect of the acquisitions are as follows:

	Net assets acquired
Investment properties	$ 108,295
Transaction costs	2,267
Investment properties, net of transaction costs	110,562
Working capital items	(1,897)
Total	**$ 108,665**

Consideration for the acquisitions of $108.67 million was funded by borrowings from the REIT's revolver and proceeds from the disposition of the Fuquay outparcel. Property acquisition costs for the nine months ended September 30, 2015 were $2.69 million. In accordance with the REIT's policy, acquisition costs for acquisitions of investment properties considered business combinations have been expensed and, effective March 31, 2015, transaction costs for acquisitions of investment properties considered asset acquisitions have been capitalized to the respective properties.

Dispositions

On August 5, 2015, the REIT completed the sale of an outparcel at Fuquay Crossing located in Raleigh, North Carolina for $3.83 million.

(unaudited - in thousands of United States dollars, unless otherwise stated)

7. Investment properties

As at September 30, 2015, the REIT has wholly-owned interests in 64 income-producing properties. The operational results of these properties have been included in these consolidated financial statements from the respective dates of acquisition.

The REIT determines the fair value of investment properties based upon either the overall income capitalization rate method or the discounted cash flow method, or in certain circumstances a combination of both methods. Both methods are generally accepted appraisal methodologies. Under the overall income capitalization rate method, year one income is stabilized and capitalized at a rate appropriate for each investment property. Under the discounted cash flow method, fair values are primarily determined by discounting the expected future cash flows, generally over a term of 10 years, including a terminal value based on the application of a capitalization rate to estimated year 11 net operating income. For both methods, capitalization rates are the most significant assumption in determining fair value. The REIT uses leasing history, market reports, tenant profiles and available appraisals, among other things, in determining the most appropriate assumptions. At September 30, 2015, all valuations were completed by management of the REIT using the overall income capitalization method.

The market capitalization rates at September 30, 2015 ranged from 6.00% to 9.00% (December 31, 2014 – 6.50% to 8.38%). The estimated fair market value of the REIT's investment properties implies a weighted average capitalization rate of 7.12% (December 31, 2014 – 7.20%).

Under the fair value hierarchy, the fair value of the REIT's investment properties is determined using the methodology described above and using level 3 inputs. An increase in stabilized income will result in an increase in the fair value of investment properties and an increase in capitalization rates will result in a decrease in fair value of investment properties. The fair value of investment property would change by $33.30 million (December 31, 2014 – $21.76 million) for a 25 basis point change in capitalization rates, and by $1.40 million (December 31, 2014 – $1.39 million) for a $0.10 million change in underlying annual stabilized income.

The fair values of investment properties are measured individually without consideration to their aggregate value on a portfolio basis. No consideration is given to diversification benefits related to single property tenant risk and geography, the value of assembling a portfolio or to the utilization of a common management platform, amongst other benefits. As a result, the fair value of the REIT's investment properties taken in aggregate may differ from the fair value of investment properties measured individually in the REIT's consolidated statements of financial position.

The change in investment properties for the period is as follows:

	Note	**Nine months ended September 30, 2015**	Year ended December 31, 2014
Beginning of the period		**$ 622,295**	$ 177,050
Acquisitions	*6*	**110,562**	400,794
SUSO 3 transaction	*4*	**195,977**	—
Capital costs		**2,146**	1,306
Capital costs funded by seller		**135**	—
Leasing costs		**444**	382
Straight-line rent receivable		**1,258**	705
Dispositions		**(3,825)**	—
IFRIC 21 property tax adjustment		**(462)**	2,376
Change in fair value		**13,918**	39,682
End of the period		**$ 942,448**	$ 622,295

(unaudited - in thousands of United States dollars, unless otherwise stated)

8. Accounts payable and accrued liabilities

The accounts payable and accrued liabilities balance is comprised of the following:

	September 30, 2015		December 31, 2014	
Trade payables and accrued liabilities	**$**	**8,526**	$	3,214
Prepaid rent		**2,588**		1,630
Tenant improvement payable		**118**		8
Other payables		**703**		485
Accounts payable and accrued liabilities	**$**	**11,935**	$	5,337

Included in trade payables and accrued liabilities are liabilities related to operating expenses, property taxes, and capital and leasing expenses. Other payables include trustee fees, interest expense and other non-operating items.

9. Debt

Debt held by the REIT at September 30, 2015 is as follows:

	Maturity	Remaining extension options	Coupon (1)	Properties provided as security	Fair value security	Maximum available	Principal	Available to be drawn (2)
Term loan	Dec. 19, 2018	One 1-year	L+225 bps	N/A	N/A	$ 225,000	$ 225,000	$ —
Revolver	Dec. 19, 2017	Two 1-year	L+225 bps	N/A	N/A	225,000	159,752	65,248
Mortgage 1	Jan. 1, 2025	None	3.80%	3	88,777	50,000	50,000	—
Mortgage 2	Jun. 15, 2025	None	4.14%	6	100,045	59,500	59,248	—
GAR mortgage	Apr. 30, 2021	None	5.80%	5	54,576	27,262	27,262	—
Cudahy Centre first mortgage	Apr. 1, 2031	None	5.25%	1	7,760	3,492	3,492	—
Derry Meadows mortgage	Mar. 1, 2021	None	5.75%	1	28,667	13,898	13,898	—
Total						**$ 604,152**	**$ 538,652**	**$ 65,248**

(1) "L" means the one-month U.S. London Interbank Offering Rate ("LIBOR") and "bps" means basis points.
(2) Debt available to be drawn is subject to certain covenants in addition to the debt to gross book value limit of 60% provided for by the REIT's Declaration of Trust.

The carrying value of debt held by the REIT at September 30, 2015 is as follows:

	Effective rate (1)	Principal	Mark-to-market ("MTM") adjustments and costs	Amortization of MTM adjustments and costs (2)	Carrying amount	Current	Non-current
Term loan	2.43%	$ 225,000	$ (2,554)	$ 501	$ 222,947	$ —	$ 222,947
Revolver	2.49%	159,752	(321)	39	159,470	—	159,470
Mortgage 1	3.80%	50,000	(969)	76	49,107	—	49,107
Mortgage 2	4.14%	59,248	(1,080)	41	58,209	1,033	57,176
GAR mortgage	5.80%	27,262	2,780	(577)	29,465	439	29,026
Cudahy Centre first mortgage	5.25%	3,492	101	(9)	3,584	148	3,436
Derry Meadows mortgage	5.75%	13,898	2,014	(271)	15,641	311	15,330
Total		**$ 538,652**	**$ (29)**	**$ (200)**	**$ 538,423**	**$ 1,931**	**$ 536,492**

(1) The effective interest rate for term loan and revolver includes the impact of unamortized financing costs not yet recorded in interest expense under the effective interest method. Both the term loan and revolver have used 1-month LIBOR of 0.25.
(2) Excludes the impact of any available extension options not yet exercised.

The REIT extinguished the $114.50 million secured credit facility assumed as part of the SUSO 3 transaction with borrowings from the REIT's revolver. The REIT has also entered into a 10-year $59.50 million mortgage at 4.14%, secured by six of the REIT's existing properties effective June 2015. Funds were used to pay down a portion of the revolver principal balance by $58.50 million.

10. REIT units and exchangeable units of subsidiaries

The REIT has class A units, class I units and class U units issued and outstanding (collectively, the "REIT units"). As at September 30, 2015 the REIT has the following units, represented in thousands of units:

	Class U	Class A	Class I
Authorized for issue	Unlimited	Unlimited	Unlimited
Issued and outstanding	28,653	396	358

Each REIT unit confers the right to one vote at any meetings of REIT unitholders. The REIT is also authorized to issue an unlimited number of special voting units. Special voting units are only issued in tandem with the issuance of securities redeemable for or exchangeable into REIT units. The special voting units do not have any economic entitlement in the REIT with respect to distributions but provide the holder with the same voting rights in the REIT as a holder of REIT units. Special voting units may only be issued in connection with or in relation to redeemable or exchangeable securities for the purpose of providing voting rights with respect to the REIT to the holders of such securities. The GAR B exchangeable units are accompanied by an equivalent number of special voting units.

Each REIT unit entitles the holder to the same rights and obligations as a REIT unitholder and no REIT unitholder is entitled to any privilege, priority or preference in relation to any other holder of REIT units, subject to the proportionate entitlement of the holders of class A units, class I units and class U units of the REIT to participate in distributions made by the REIT including distributions of net income, net realized capital gains or other amounts and, in the event of termination or winding-up of the REIT, in the net assets of the REIT remaining after satisfaction of all liabilities, based on their respective conversion ratios for class U units. REIT units will be fully paid and non-assessable when issued and are transferable.

The REIT's Declaration of Trust grants holders of class A units and class I units of the REIT the right to convert all or any portion of their class A units and class I units of the REIT, at any time (the “conversion date”), into class U units by giving written notice to the REIT. On the applicable conversion date the REIT will deliver to the class A unitholder or class I unitholder the applicable number of class U units for each class A unit or class I unit converted by such unitholder.

With certain restrictions, the unitholders have the right to require the REIT to redeem their units on demand. Upon receipt of the redemption notice by the REIT, all rights to and under the units tendered for redemption shall be surrendered and the holder thereof shall be entitled to receive a price per unit as determined by a market formula and shall be paid in accordance with the conditions provided for in the Declaration of Trust.

The REIT made available a Distribution Reinvestment Plan ("DRIP") that allows holders of class A units, class I units and class U units to elect to receive their distributions in the form of class U units with an additional distribution of class U units equal to 3% of the distribution. The REIT may issue up to 0.62 million class U units under the DRIP. The REIT may increase the number of class U units available to be issued under the DRIP at any time at its discretion subject to: (i) the approval of the Board of Trustees, (ii) the approval of any stock exchange upon which the trust units trade, and (iii) public disclosure of such an increase.

REIT units and exchangeable units of subsidiaries are designated as financial liabilities measured at fair value through profit or loss and re-measured at the end of each reporting year by reference to the closing market price of the class U units into which they are exchangeable.

Equity offering

On March 19, 2015, the REIT completed a public offering of 4.12 million class U units at a price of C$13.00 ($10.47) per unit for gross proceeds to the REIT of approximately C$53.56 million ($42.22 million). A private placement of 0.77 million class U units for C$10.00 million ($7.86 million) was also completed, resulting in a total of 4.89 million class U units for gross proceeds of C$63.56 million ($50.08 million). The costs related to the offering totaled $2.57 million and were deducted against the cost of units issued.

Normal course issuer bid

The REIT has certified a normal course issuer bid (“NCIB”) which commenced on May 26, 2015. The NCIB will remain in effect until the earlier of May 26, 2016 or the date on which the REIT has purchased an aggregate 2.59 million class U units (amended on September 30, 2015 from the previous maximum number of 1.09 million class U units permitted under the NCIB), representing 10% of the REIT's public float of 25.91 million class U units at the time of entering the bid through the facilities of the TSX.

For the nine months ended September 30, 2015, 1.09 million class U units have been purchased and subsequently canceled under the NCIB for a total cost, including transaction costs, of $11.77 million at an average price of $10.76.

REIT units and exchangeable units of subsidiaries outstanding during the period and their respective class U equivalent amounts if converted is as follows, represented in thousands of units:

	REIT units			Exchangeable units of subsidiaries			
Class / Type	**U**	**A**	**I**	**SR1 (1)**	**SR2 (1)**	**GAR B**	**Total class U units equivalent**
Balance as at December 31, 2014	16,875	528	358	—	1,880	590	**20,255**
Issued for SUSO 3 transaction	7,761	—	—	220	6	—	**7,987**
Issued under the DRIP	73	—	—	—	—	—	**73**
Issued under equity offering	4,894	—	—	—	—	—	**4,894**
Redeemed	(127)	—	—	—	(11)	—	**(138)**
Repurchased under NCIB	(1,094)	—	—	—	—	—	**(1,094)**
Exchanges	271	(132)	—	—	(96)	(43)	—
Balance as at September 30, 2015	28,653	396	358	220	1,779	547	**31,977**
Conversion ratio to class U units	1.0000	1.0078	1.0554	1.0000	1.0000	1.0000	
Class U units equivalent	**28,653**	**400**	**378**	**220**	**1,779**	**547**	**31,977**

(1) "SR1" and "SR2" mean Slate Retail One exchangeable units and Slate Retail Two exchangeable units respectively.

The change in the carrying amount of REIT units and exchangeable units of subsidiaries is as follows:

	REIT units	**Exchangeable units of subsidiaries**	**Total**
Balance as at December 31, 2014	$ 185,499	$ 25,764	**$ 211,263**
Issued for SUSO 3 transaction	82,063	2,382	**84,445**
Issued under the DRIP	735	—	**735**
Issued under equity offering	47,514	—	**47,514**
Redeemed	(1,344)	(114)	**(1,458)**
Repurchased under NCIB	(11,770)	—	**(11,770)**
Exchanges	1,492	(1,492)	**—**
Change in fair value	(85)	(235)	**(320)**
Balance as at September 30, 2015	**$ 304,104**	**$ 26,305**	**$ 330,409**

For the nine months ended September 30, 2015, the REIT declared distributions of $14.02 million on REIT units and $1.42 million on exchangeable units of subsidiaries which were recorded as other financing charges.

Trustees of the REIT, who are not also members of management may elect to receive their compensation fees in the form of deferred units. The Deferred Unit Plan reinvests the distributions accruing to the deferred units over the holding period. Deferred units vest on grant.

11. General and administrative

		Three months ended September 30,		Nine months ended September 30,	
	Note	**2015**	2014	**2015**	2014
Asset management and service fees	*18*	**$ 915**	$ 463	**$ 2,321**	$ 1,127
REIT startup costs		**—**	131	**—**	1,665
Professional fees and other		**1,068**	604	**2,360**	1,303
Property acquisition costs		**—**	978	**424**	1,109
Total		**$ 1,983**	$ 2,176	**$ 5,105**	$ 5,204

(unaudited - in thousands of United States dollars, unless otherwise stated)

12. Interest expense and other financing costs

Interest expense and other financing costs is comprised of:

	Note	Three months ended September 30, **2015**	Three months ended September 30, 2014	Nine months ended September 30, **2015**	Nine months ended September 30, 2014
Interest on short-term investments		**$ (4)**	$ (2)	**$ (9)**	$ (7)
Interest on debt	*9*	**3,990**	2,295	**10,015**	4,951
Amortization of finance charges	*9*	**252**	235	**642**	663
Amortization of mark to market premium	*9*	**(189)**	(103)	**(568)**	(189)
Interest on TIF notes receivable		**(59)**	(55)	**(176)**	(152)
Interest on TIF notes payable		**53**	45	**177**	126
Deferred gain on TIF notes receivable		**(22)**	(21)	**(66)**	(51)
SUSO 3 transaction costs		**214**	—	**793**	—
REIT units distribution	*10*	**5,585**	2,431	**14,018**	4,581
Exchangeable units of subsidiaries distributions	*10*	**485**	433	**1,417**	815
Changes in fair values of interest rate caps		**—**	4	**2**	79
Changes in fair values of REIT units	*10*	**(2,922)**	(19,265)	**(85)**	(12,184)
Changes in fair values of exchangeable units of subsidiaries	*10*	**(235)**	(3,595)	**(235)**	(4,651)
Total		**$ 7,148**	$ (17,598)	**$ 25,925**	$ (6,019)

13. Income taxes

The REIT qualifies as a mutual fund trust for Canadian income tax purposes. The REIT intends to distribute all of its taxable income to unitholders and is entitled to deduct such distributions for Canadian income tax purposes. Accordingly, no provision for current income taxes payable is required, except for amounts incurred in Slate Retail Investment LP ("Investment LP").

Investment LP and GAR B made an election to be classified as a corporation for U.S. federal tax purposes. Investment LP is subject to U.S. federal and state income taxation on its allocable shares in Slate Retail One Limited Partnership, a subsidiary of the REIT, and Slate Retail and GAR US Portfolio LP, as the case may be, and any subsidiary limited partnership thereof.

The REIT is therefore subject to U.S. federal income taxation on its allocable share of rental income derived directly or indirectly through such subsidiary limited partnerships, on a net basis taking into account allowable deductions. Investment LP is subject to a combined federal and state income tax rate of 38.29% (December 31, 2014 – 38.45%). Current taxes in Investment LP have been reduced to nil. To the extent U.S. taxes are paid by Investment LP such amounts will be creditable against an investor's Canadian federal income tax liability to the extent permitted by Canadian tax law.

A deferred income tax asset or liability arises from temporary differences between the tax and accounting basis of assets and liabilities in Investment LP. As at September 30, 2015, the REIT had deferred tax liability of $60.65 million (December 31, 2014 – $38.22 million) primarily related to the increased fair value of the investment properties located in the United States.

14. Financial instruments

Except as noted, the carrying value of financial assets and financial liabilities approximate their fair values because of the short period until receipt or payment of cash. The fair values in other financial liabilities are estimated based on discounted future cash flows using discount rates that reflect current market conditions for instruments with similar terms and risks.

(unaudited - in thousands of United States dollars, unless otherwise stated)

The carrying amounts and fair values of the REIT's financial instruments are as follows:

	September 30, 2015		December 31, 2014	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Cash	$ 12,841	$ 12,841	$ 13,174	$ 13,174
Deposits on investment properties	200	200	500	500
Accounts receivable	7,511	7,511	4,539	4,539
TIF notes receivable	3,888	4,956	4,078	5,346
Funds held in escrow	2,078	2,078	1,513	1,513
Total financial assets	**$ 26,518**	**$ 27,586**	**$ 23,804**	**$ 25,072**
Financial liabilities				
Accounts payable and accrued liabilities	$ 11,935	$ 11,935	$ 5,337	$ 5,337
Distributions payable	2,015	2,015	1,276	1,276
Term loan	222,947	225,000	222,470	225,000
Revolver	159,470	159,752	44,005	44,005
Mortgage 1	49,107	50,000	49,020	50,000
Mortgage 2	58,209	59,248	—	—
GAR mortgage	29,465	29,465	30,044	30,044
Cudahy Centre first mortgage	3,584	3,584	3,684	3,684
Cudahy Centre second mortgage	—	—	209	209
Derry Meadows mortgage	15,641	15,781	16,106	16,262
TIF notes payable	3,736	3,841	4,022	4,151
Other non-current liabilities	1,704	1,704	1,179	1,179
REIT units	304,104	304,104	185,499	185,499
Exchangeable units of subsidiaries	26,305	26,305	25,764	25,764
Total financial liabilities	**$ 888,222**	**$ 892,734**	**$ 588,615**	**$ 592,410**

Fair value measurements recognized in the statements of financial position are categorized using a fair value hierarchy that reflects the significance of inputs used in determining the fair values:

Level 1: Quoted prices in active markets for identical assets or liabilities that the REIT can access at the measurement date.

Level 2: Inputs other than quoted prices included in Level 1, which are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs that are not based on observable market data.

REIT units and exchangeable units of subsidiaries are measured at fair value based on the market trading price of REIT units consistent with Level 1. Interest rate caps are valued using an interest rate swap valuation methodology and inputs consistent with Level 2. All other fair value measurements for non-derivative financial instruments are measured using Level 3 inputs. The fair values of derivative instruments are calculated using quoted rates. When such prices are not available, a discounted cash flow analysis is performed using the applicable yield curve for the duration of the instruments.

(unaudited - in thousands of United States dollars, unless otherwise stated)

The fair value hierarchy of financial assets and financial liabilities is as follows:

September 30, 2015	Level 1	Level 2	Level 3	Fair value
Financial assets				
Cash	$ 12,841	$ —	$ —	$ 12,841
Deposits on investment properties	200	—	—	200
Accounts receivable	—	7,511	—	7,511
TIF notes receivable	—	—	4,956	4,956
Funds held in escrow	2,078	—	—	2,078
Total financial assets	**$ 15,119**	**$ 7,511**	**$ 4,956**	**$ 27,586**
Financial liabilities				
Accounts payable and accrued liabilities	$ —	$ 11,935	$ —	$ 11,935
Distributions payable	—	2,015	—	2,015
Term loan	—	225,000	—	225,000
Revolver	—	159,752	—	159,752
Mortgage 1	—	50,000	—	50,000
Mortgage 2	—	59,248	—	59,248
GAR mortgage	—	29,465	—	29,465
Cudahy Centre first mortgage	—	3,584	—	3,584
Derry Meadows mortgage	—	15,781	—	15,781
TIF notes payable	—	3,841	—	3,841
Other non-current liabilities	1,704	—	—	1,704
REIT units	304,104	—	—	304,104
Exchangeable units of subsidiaries	26,305	—	—	26,305
Total financial liabilities	**$ 332,113**	**$ 560,621**	**$ —**	**$ 892,734**

15. Capital management

The primary objectives of the REIT's capital management activities is to facilitate the investment in a diversified portfolio of well-located, quality income-producing properties with positive cash flows and to provide quarterly distributions to its unitholders. The REIT is restricted in its use of capital to making investments in real property in the United States. The REIT manages its capital structure and makes adjustments with consideration of changes to prevailing economic conditions, its results of operations, financing and investing activities. The REIT intends to continue to make distributions if results of operations permit in the future.

16. Risk management

The REIT's risk management policies are established to identify, analyze and manage the risks faced by the REIT and to implement appropriate procedures to monitor risks and adherence to established controls. Risk management policies and systems are reviewed periodically in response to the REIT's activities and to ensure applicability.

In the normal course of business, the main risks arising from the REIT's use of financial instruments include credit risk, liquidity risk and market risk. These risks, and the actions taken to manage them, include:

i. Credit risk

Credit risk is the risk of financial loss to the REIT associated with the failure of a tenant or other party to meet its contractual obligations related to lease agreements, including future lease payments. The risk is mitigated by carrying out appropriate credit checks and related due diligence on the significant tenants.

For the period ended September 30, 2015, one individual tenant by location accounted for 2.31% of the REIT's rental revenue.

(unaudited - in thousands of United States dollars, unless otherwise stated)

ii. Liquidity risk

Liquidity risk is the risk that the REIT will not be able to meet its financial obligations as they fall due. The REIT's approach to managing liquidity is to ensure sufficient financial resources are available to meet its liabilities as they become due. This includes monitoring of cash, current receivables, current payables, and non-current liabilities as they become current.

Real property investments tend to be relatively illiquid, with the degree of liquidity generally fluctuating in relation to the demand for and the perceived desirability of such investments. Such illiquidity can limit the REIT's ability to vary its portfolio promptly in response to changing economic or investment conditions. If the REIT were required to liquidate a real property investment promptly, the proceeds to the REIT might be significantly less than the aggregate carrying value of such property.

The REIT's contractual commitments are as follows:

	Total contractual cash flow	Less than one year	Greater than one year
Accounts payable and accrued liabilities	$ 11,935	$ 11,935	$ —
Term loan (1)	225,000	—	225,000
Term loan interest payable (1)	25,991	5,691	20,300
Revolver (1)	159,752	—	159,752
Revolver interest payable (1)	11,211	4,040	7,171
Mortgage 1	50,000	—	50,000
Mortgage 2	59,248	1,033	58,215
GAR mortgage	27,262	439	26,823
Cudahy Centre first mortgage	3,492	148	3,344
Derry Meadows mortgage	13,898	311	13,587
Mortgage interest payable	52,953	6,904	46,049
TIF notes payable	3,841	229	3,612
TIF notes interest payable	622	230	392
REIT units	304,104	400	303,704
Exchangeable units of subsidiaries	26,305	400	25,905
Total contractual commitments	**$ 975,614**	**$ 31,760**	**$ 943,854**

(1) Term loan and revolver interest payable is calculated on $225.00 million and $159.75 million (balance outstanding) using an estimated "all in" interest rate of 2.53% under the "less than one year" column. The long term average interest rate is based on the 30-day LIBOR forward curve plus the specified margin for the LIBOR rate option under the term loan and revolver results in an anticipated increase to the "all-in" interest rate to 4.07% and 3.68%, respectively. The total term loan and revolver interest payable is calculated until maturity of the initial term.

iii. Interest rate risk

Interest rate risk arises from the possibility that the value of, or cash flows related to, a financial instrument will vary as a result of changes in market interest rates. The REIT manages its financial instruments with the objective of mitigating any potential interest rate risks. For the term loan, interest rate on the loans will vary depending on changes in base rate and/or LIBOR rate. The REIT is subject to interest rate risks for debt that has variable interest rates.

iv. Unit price risk

The REIT is exposed to unit price risk as a result of the issuance of REIT units and exchangeable units of subsidiaries. REIT units and exchangeable units of subsidiaries have been classified as liabilities and measured at fair value based on market trading prices. REIT units and exchangeable units of subsidiaries negatively impact net income when the unit price rises and positively impact net income when unit prices decline. An increase of $1.00 in the underlying price of REIT units results in an increase to liabilities and a decrease in net income of $29.43 million. An increase of $1.00 in the underlying price of exchangeable units of subsidiaries results in an increase to liabilities and a decrease in net income of $2.55 million.

(unaudited - in thousands of United States dollars, unless otherwise stated)

v. Currency risk

Currency risk is associated with a fluctuation in the value of the U.S. dollar relative to other foreign currencies. The REIT is exposed to currency risk as certain transactions related to payment of the REIT's expenses are denominated in Canadian dollars.

17. Leases

The REIT enters into long-term lease contracts with tenants for space in the REIT's properties. Leases generally provide for the tenant to pay base rent, with provisions for contractual increases in base rent over the term of the lease, plus operating costs and realty tax recoveries. Certain leases have limitations or escalation restrictions on the amount of recoveries or cost reimbursements which the tenant is obligated to pay regardless of the actual costs incurred by the REIT to operate and maintain the properties.

The REIT's existing leases have a weighted average outstanding term of 5.2 years (December 31, 2014 – 5.4 years) and may include clauses to enable periodic upward revisions in rental rates.

The future minimum lease payments from the REIT's non-cancellable operating leases as a lessor are as follows:

		September 30, 2015		December 31, 2014
Not later than one year	**$**	**70,181**	$	45,548
Later than one year but not later than five years		**204,888**		129,924
Later than five years		**125,655**		66,498
Total	**$**	**400,724**	$	241,970

18. Related parties

Pursuant to the terms of a management agreement dated April 15, 2014 (the "Management Agreement"), Slate Asset Management L.P., a Toronto-based real estate asset management company (the "Manager"), provides all management services to the REIT. The Manager agreed to provide certain services in connection with the business of the REIT, including: the structuring of the initial public offering, the REIT, the Investment LP and the Holding LP; liaising with legal and tax counsel; identifying properties for acquisition; maintaining ongoing relationships with the lenders in respect of the mortgage loans for the Properties; conducting continuous analysis of market conditions; and advising the Holding LP with respect to the disposition of the Properties. In return for its service, the Manager receives the following fees:

i an acquisition fee in an amount equal to 0.75% of the gross purchase price of each Property (or interest in a Property), including the price, due diligence costs, closing costs, legal fees, and additional capital costs for all Properties indirectly acquired by the REIT;

ii an asset management fee equal to 0.4% of the gross book value of the REIT (payable on a quarterly basis); and

iii an annual incentive fee, calculated in arrears, in an aggregate amount equal to 15% of the REIT's funds from operation per class U unit as derived from the annual financial statements of the REIT in excess of $1.28, subject to ordinary course adjustments for certain transactions affecting the class U units and increasing annually by 50% of the increase in the United States consumer price index.

These transactions are in the normal course of operations and are measured at the exchange amount which is the consideration established and agreed to by the parties.

Fees paid to the Manager are as follows:

	Three months ended September 30,				Nine months ended September 30,			
		2015		2014		**2015**		2014
Asset management and service	**$**	**915**	$	463	**$**	**2,321**	$	1,127
Acquisition		**443**		452		**834**		583
Total	**$**	**1,358**	$	915	**$**	**3,155**	$	1,710

Prior to entering into the Management Agreement on April 15, 2014, the REIT was subject to an agreement with the Manager that required an acquisition fee, on terms similar to as described above, and an asset management fee and service fee equal to 1.0% and 0.5%, respectively, of the gross subscription proceeds from the initial public offering of the REIT's predecessor.

(unaudited - in thousands of United States dollars, unless otherwise stated)

19. Supplemental cash flow information

The net change in non-cash operating assets and liabilities is as follows:

	Nine months ended September 30,	
	2015	2014
Prepaids	**$ (404)**	$ (401)
Accounts receivable	**(1,355)**	191
Accounts payable and accrued liabilities	**1,261**	(211)
Other non-current liabilities	**53**	102
Total	**$ (445)**	$ (319)

20. Subsequent events

i. On October 15, 2015, the REIT declared monthly distributions of $0.063 per class U unit. Holders of class A units, class I units and units of subsidiaries of the REIT were also entitled to receive a distribution at the respective conversion rate attributable to the units.

ii. The REIT purchased and subsequently canceled 20,400 class U units under the NCIB for a total cost, including transaction costs, of $0.21 million at an average price of $10.30.

iii. On November 3, 2015, the REIT entered into a binding agreement to acquire Little River Pavilion, a grocery-anchored shopping centre in Little River, South Carolina for a purchase price of $10.10 million. The property is anchored by Lowes Foods. The acquisition is expected to be completed in the fourth quarter of 2015 subject to customary closing conditions.

iv. On November 12, 2015, the Trustees approved a 3% increase to the monthly distributions from $0.063 to $0.0649 per class U unit. Holders of class A units, class I units and exchangeable units of subsidiaries of the REIT are also entitled to receive a distribution at the respective conversion rate attributable to the units.