

# Management Discussion & Analysis

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**Q3 2022**

Period ended September 30<sup>th</sup>, 2022

Form 51-102F1

# MANAGEMENT'S DISCUSSION & ANALYSIS

## SCOPE OF ANALYSIS

This Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of Canadian Net Real Estate Investment Trust ("Canadian Net" or the "Trust") is intended to provide readers with an assessment of performance and summarize the results of operations and financial condition for the 9-month period ended September 30, 2022. It should be read in conjunction with the Consolidated Financial Statements for the period ended September 30, 2022 and the Consolidated Financial Statements and MD&A for the period ended September 30, 2021. The financial data contained in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS") and all amounts are in Canadian dollars. You can find all copies of Canadian Net's recent financial reports on Canadian Net's website [cnetreit.com](http://cnetreit.com) and on [sedar.com](http://sedar.com).

Dated November 21, 2022, this MD&A reflects all significant information available as of that date and should be read in conjunction with the Consolidated Financial Statements for the period ended September 30, 2022 and accompanying notes included in this report.

The audit committee reviewed the contents of this MD&A and the Financial Statements and the Trust's Board of Trustees has approved them.

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## CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Securities laws encourage companies to present forward-looking information to provide investors with a better understanding of the Trust's future prospects and help them make informed decisions. This MD&A contains forward-looking statements about the Trust's objectives, strategies, financial position, results of operations, cash flows and operations, which are based on management's current expectations, estimates and assumptions about the markets in which it operates.

Statements based on management's current expectations contain known and unknown inherent risks and uncertainties. Forward-looking statements may include verbs such as "believe," "anticipate," "estimate," "expect," "intend" and "assess" or related expressions, used in the affirmative and negative forms. These statements represent the Trust's intentions, plans, expectations, or beliefs and are subject to risks, uncertainties and other factors, many of which are beyond the Trust's control. Actual results may vary from expectations. The reader is cautioned not to place undue reliance on any forward-looking statements.

The outbreak of COVID-19 has resulted in the federal and provincial governments enacting numerous measures such as the implementation of a travel ban, self-imposed quarantine periods and social distancing. These measures have caused material disruption to businesses and have resulted in an economic slowdown. These measures have also resulted in material disruptions to global equity and capital markets.

It is not possible to forecast with certainty the duration and full scope of the economic impact of COVID-19 and accordingly certain aspects of the Trust's operations could be affected, including rent collection, occupancy rates, demand for retail space, capitalization rates, and the resulting value of the Trust's properties. The full extent and duration of COVID-19 remain uncertain at this time.

Please note that the forward-looking statements contained in this MD&A describe our expectations as at November 21, 2022.

## NON-IFRS FINANCIAL MEASURES

This document contains various non-IFRS financial measures, which are used to explain the financial results of the Trust. The terms explained in this section do not have any standardized IFRS meaning and as such may not be comparable to other issuers.

**Funds From Operations (FFO)** is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. FFO is an industry term and its calculation is prescribed in publications of the Real Property Association of Canada (REALpac). FFO is calculated largely in accordance with the REALpac publication. FFO, as calculated by Canadian Net, is net income (determined in accordance with IFRS) exclusive of unit-based compensation, interest on the lease liability and unrealized changes in the fair value of investment properties, financial instruments, deferred income taxes and gains or losses on property dispositions. However, under REALpac guidance, only the remeasurement component of unit-based compensation should be added back to profit or loss to arrive at FFO. Unit-based compensation and unrealized changes in fair value of investment properties, deferred income taxes and gains or losses on property dispositions are excluded from net income to arrive at FFO because they are volatile and have no impact on cash and accordingly provide a more meaningful additional measure of the Trust's recurring operating performance compared to profit determined in accordance with IFRS.

The Trust considers FFO a meaningful additional measure as it adjusts for certain non-cash items that do not necessarily provide an appropriate picture of a Trust's recurring performance. It more reliably shows the impact on operations of trends in occupancy levels, rental rates, net property operating income and interest costs compared to profit determined in accordance with IFRS.

FFO is reconciled to net income and comprehensive income, which is the most directly comparable IFRS measure (refer to the *Reconciliation of Net Income to FFO* section).

**FFO per unit** is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. Canadian Net calculates FFO per unit as FFO divided by the weighted average number of units outstanding. Management believes that FFO per unit is a useful measure of operating performance similar to FFO.

**Adjusted Funds From Operations (AFFO)** is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. It is an industry term used to help evaluate dividend or distribution capacity. AFFO is calculated largely in accordance with the REALpac publication. AFFO primarily adjusts FFO (as calculated by Canadian Net) for capital expenditures that preserve the existing rental stream and straight-line rent. Under REALpac guidance, only the remeasurement component of unit-based compensation should be added back to profit or loss to arrive at FFO and AFFO. Capital expenditures are subtracted from FFO to arrive at AFFO because they are expenditures that relate to sustaining and maintaining existing properties. These expenditures would normally be considered investing activities in the statement of cash flows. Straight line rent is also included as an adjustment to AFFO to better represent rent on a contractual and receivable basis.

The Trust considers AFFO to be a useful measure of recurring economic earnings and relevant in understanding its ability to service its debt, fund capital expenditures and provide distributions to unitholders.

AFFO is reconciled to net income and comprehensive income, which is the most directly comparable IFRS measure (refer to the *Adjusted Funds From Operations* section).

**AFFO per unit** is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. Canadian Net calculates AFFO per unit as AFFO divided by the weighted average number of units outstanding. The Trust believes that AFFO per unit is a useful measure of operating performance similar to AFFO.

**Net Operating Income (NOI)** is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. NOI is an industry term in widespread use and is defined as total revenues less total operating expenses as shown in the consolidated statements of income and comprehensive income (property revenues less total property operating costs such as property taxes, utilities and insurance). The Trust includes NOI as a non-IFRS measure in its consolidated statement of income and comprehensive income.

The Trust considers NOI a meaningful additional measure of operating performance of property assets, prior to financing considerations.

NOI is reconciled to Rental income from investment properties, which is the most directly comparable IFRS measure (refer to the *Results of Operations* section).

**Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA)** is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. EBITDA is defined as profit before net interest expense, interest on the lease liability, income tax expense and other financial charges because these items are non-operating in nature.

EBITDA is used in calculations that measure the Trust's ability to service debt.

EBITDA is reconciled to net income and comprehensive income, which is the most directly comparable IFRS measure (refer to the *Reconciliation of Net Income to EBITDA* section).

**Adjusted EBITDA** is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. Adjusted EBITDA primarily adjusts EBITDA for change in fair value of investment properties, change in fair value of investment properties in joint ventures, change in fair value of convertible debentures, and change in fair value of warrants. The purpose is to allow the Trust to demonstrate how it services its debt by excluding the impacts of fair market gains and losses, which are volatile and have no impact on cash, and certain non-recurring items.

Adjusted EBITDA is used by the Trust to monitor its ability to satisfy and service its debt and to monitor requirements imposed by the Trust's lenders. Specifically, Adjusted EBITDA is used to monitor the Canadian Net's Interest Coverage Ratio based on adjusted EBITDA and Debt Service Coverage Ratio based on adjusted EBITDA.

Adjusted EBITDA is reconciled to net income and comprehensive income, which is the most directly comparable IFRS measure (refer to *Reconciliation of Net Income to EBITDA* section).

**Adjusted Investment Properties** is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. Adjusted Investment Properties is defined as investment properties plus the Trust's proportionate share of developed properties and properties under development owned through joint ventures.

The Trust enters into joint arrangements via jointly controlled entities and/or through co-ownerships and accounts for its interest using the equity method of accounting. Accordingly, the Trust's share of investment properties held through these joint ventures are presented under investment in joint ventures on the balance sheet and not as part of investment properties. As such, the Trust believes that Adjusted Investment Properties is a useful measure as it provides a more accurate picture of the entire value of the Trust's portfolio.

Adjusted Investment Properties is reconciled to Investment Properties, which is the most directly comparable IFRS measure (refer to *Reconciliation of Investment Properties to Adjusted Investment Properties* section).

**Distributable Income** is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. Distributable income is defined as FFO adjusted for interest on the lease liability, straight-line rent, distributions from joint ventures, periodic mortgage principal repayments and repayment of long-term debt. The Trust adjusts for these items because it provides a better picture of its distribution capacity and adjusts for other items that affect cash.

The Trust believes distributable income is useful to investors because it is an important measure of the Trust's distribution capacity.

Distributable income is reconciled to FFO and Cash flow from operating activities, which is the most directly comparable IFRS measure (refer to *Reconciliation of Cash Flow Provided From Operating Activities to Distributable Income and Distributions* section).

**Distribution as % of FFO** is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. It is calculated by dividing the per unit distribution of the period by the FFO per unit of the period.

It is a ratio which measures the sustainability of the Trust's distribution payout. Management believes this IFRS ratio is useful to investors since it provides transparency on performance and the overall management of the existing portfolio.

The Trust considers this non-IFRS ratio to be an important measure of the Trust's distribution capacity expressed as a percentage of FFO.

**Distributions as % of AFFO** is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. It is calculated by dividing the per unit distribution of the period by the AFFO per unit of the period.

It is a ratio which measures the sustainability of the Trust's distribution payout. Management believes this IFRS ratio is useful to investors since it provides transparency on performance and the overall management of the existing portfolio.

The Trust considers this non-IFRS ratio to be an important measure of the Trust's distribution capacity expressed as a percentage of AFFO.

**The Debt Service Coverage Ratio based on Adjusted EBITDA** is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. It is determined by the Trust as Adjusted EBITDA divided by the debt service requirements for the period, whereby the debt service requirements reflect principal repayments and interest expenses during the period. Payments related to prepayment penalties or payments upon discharge of a mortgage are excluded from the calculation.

The Debt Service Coverage Ratio is a useful measure and is used by the Trust's management to monitor the Trust's ability to meet annual interest and principal payments.

**The Interest Coverage Ratio based on Adjusted EBITDA** is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. The Trust calculates its Interest Coverage Ratio by dividing Adjusted EBITDA by the Trust's interest obligations for the period.

It is used by management in determining the Trust's ability to service the interest requirements of its outstanding debt.

**The Debt to Total Assets Ratio** is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. It is determined by the Trust as the sum of mortgages, long-term debt, current portion of mortgages and long-term debt, balance owing on credit facilities and convertible debentures divided by the total assets of the Trust.

Management uses this ratio to evaluate the leverage of the Trust and the strength of its equity position.

**The Debt to Total Assets Ratio – Excluding Convertible Debentures** is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. It is determined by the Trust as the sum of mortgages, long-term debt, balance owing on credit facilities divided by the total assets of the Trust.

Management uses this ratio to evaluate the leverage of the Trust and the strength of its equity position assuming all convertible debentures were converted into units of the Trust.

FFO, FFO per unit, AFFO, AFFO per unit, NOI, EBITDA, Adjusted EBITDA, Adjusted Investment Properties, Distributable Income, Distributions as % of FFO, Distributions as % of AFFO, the Debt Service Coverage Ratio based on Adjusted EBITDA, the Interest Coverage Ratio based on Adjusted EBITDA, the Debt to Total Assets Ratio and the Debt to Total Asset Ratio – Excluding Convertible Debentures are not defined by IFRS, and therefore should not be considered as alternatives to profit or net income calculated in accordance with IFRS.

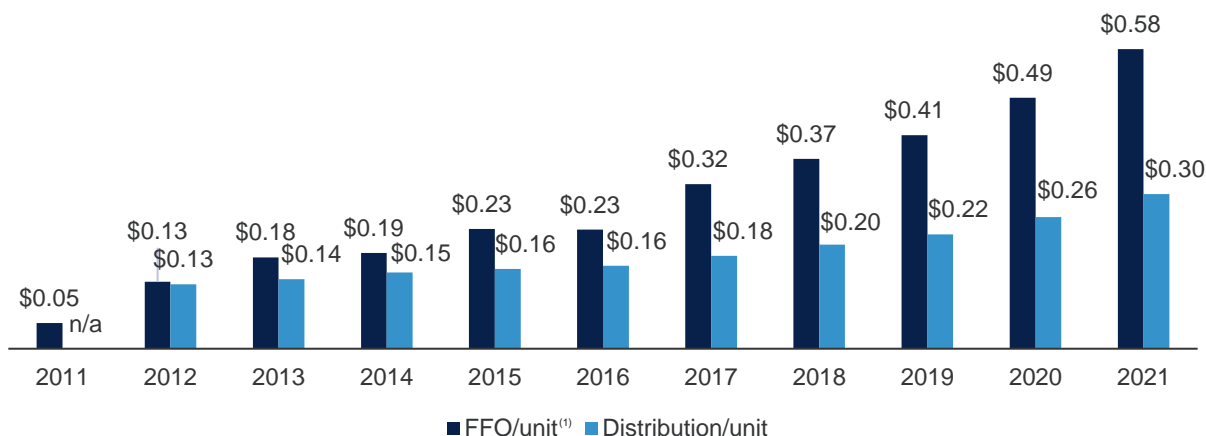


## SUMMARY OF SELECTED FINANCIAL INFORMATION

| Periods ended September 30   | 9 months    |             | Δ            | %     |
|--|-------------|-------------|--------------|-------|
|  | 2022        | 2021        |              |       |
| <b>Financial info</b>  |             |             |              |       |
| Property rental income   | 17,676,041  | 14,020,771  | 3,655,270    | 26%   |
| Net income and comprehensive income                                    | 2,816,358   | 17,636,921  | (14,820,563) | (84%) |
| NOI <sup>(1)</sup>   | 13,494,033  | 10,417,458  | 3,076,575    | 30%   |
| FFO <sup>(1)</sup>   | 9,709,595   | 7,820,191   | 1,889,404    | 24%   |
| AFFO <sup>(1)</sup>  | 9,178,267   | 7,234,005   | 1,944,262    | 27%   |
| EBITDA <sup>(1)</sup>  | 7,277,200   | 20,862,849  | (13,585,649) | (65%) |
| Adjusted EBITDA <sup>(1)</sup>   | 13,658,110  | 10,716,808  | 2,941,302    | 27%   |
| Investment properties  | 291,358,184 | 225,342,146 | 66,016,038   | 29%   |
| Adjusted investment properties <sup>(1)</sup>                          | 338,203,870 | 268,241,443 | 69,962,427   | 26%   |
| Total assets   | 315,184,668 | 254,507,121 | 60,677,547   | 24%   |
| Mortgages  | 135,331,955 | 108,234,779 | 27,097,176   | 25%   |
| Long-term debt   | 45,000      | 60,000      | (15,000)     | (25%) |
| Current portion of mortgages and long term-debt                        | 21,187,436  | 10,675,435  | 10,512,001   | 98%   |
| Credit facilities  | 16,435,362  | -           | 16,435,362   | n/a   |
| Total convertible debentures   | 8,442,262   | 8,228,420   | 213,842      | 3%    |
| Total equity   | 129,746,124 | 123,207,391 | 6,538,733    | 5%    |
| Weighted average units o/s - basic                                     | 20,488,429  | 18,030,472  | 2,457,957    | 14%   |
| <b>Amounts on a per unit basis</b>                                     |             |             |              |       |
| FFO <sup>(1)</sup>   | 0.474       | 0.434       | 0.040        | 9%    |
| AFFO <sup>(1)</sup>  | 0.448       | 0.401       | 0.047        | 12%   |
| Distributions  | 0.255       | 0.225       | 0.030        | 13%   |
| <b>Financial ratios</b>  |             |             |              |       |
| Weighted avg. interest rate  | 3.63%       | 3.42%       | 0.21%        |       |
| Debt to total assets <sup>(1)</sup>                                    | 58%         | 50%         | 8%           |       |
| Debt to total assets - Excluding convertible debentures <sup>(1)</sup> | 55%         | 47%         | 8%           |       |
| Interest coverage ratio based on adjusted EBITDA <sup>(1)</sup>        | 2.9x        | 3.2x        | (0.3x)       |       |
| Debt service coverage ratio based on adjusted EBITDA <sup>(1)</sup>    | 1.7x        | 1.9x        | (0.2x)       |       |
| Distributions as a % of FFO per unit <sup>(1)</sup>                    | 54%         | 52%         | 2%           |       |
| Distributions as a % of AFFO per unit <sup>(1)</sup>                   | 57%         | 56%         | 1%           |       |
| <b>Leasing information</b>   |             |             |              |       |
| Occupancy  | 99%         | 99%         | -            |       |
| <b>Mix of tenancy based on NOI <sup>(1)</sup></b>                      |             |             |              |       |
| National   | 90%         | 89%         | 1%           |       |
| Regional   | 8%          | 9%          | (1%)         |       |
| Local  | 2%          | 2%          | -            |       |
| <b>Breakdown of NOI <sup>(1)</sup> per property type</b>               |             |             |              |       |
| Retail   | 60%         | 55%         | 5%           |       |
| National service-station and c-store chains                            | 23%         | 27%         | (4%)         |       |
| Quick Service Restaurants  | 15%         | 16%         | (1%)         |       |
| Other  | 2%          | 2%          | -            |       |
|  | 100%        | 100%        | -            |       |
| Number of properties   | 101         | 86          | 15           |       |
| <b>Other</b>   |             |             |              |       |
| Average term to maturity – mortgages (years)                           | 5.2         | 6.1         | (0.9)        |       |
| Average term to maturity – leases (years)                              | 6.8         | 7.8         | (1.0)        |       |
| IFRS capitalization rate   | 6.17%       | 6.13%       | 0.04%        |       |

(1) This is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. Refer to section "Non-IFRS financial measures".

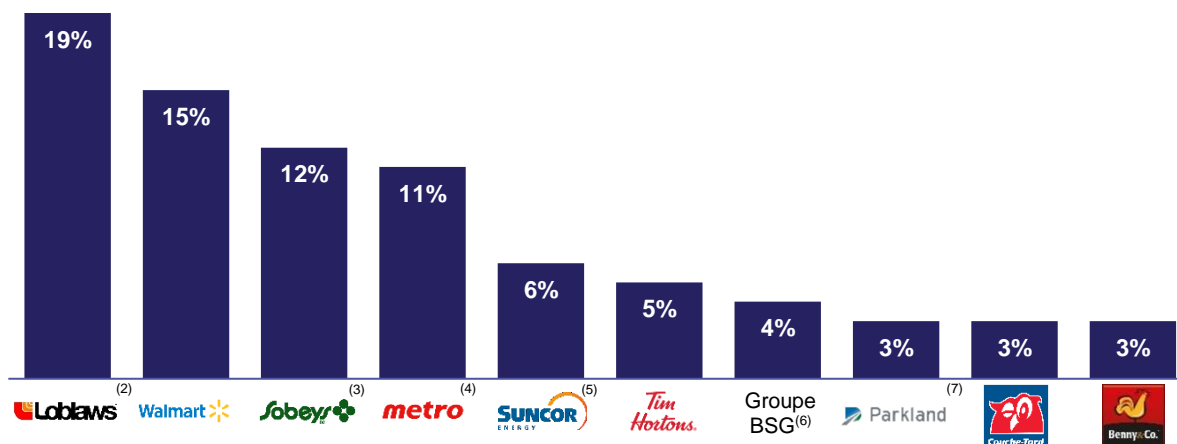
## HISTORICAL SELECTED FINANCIAL PERFORMANCE



(1) This is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. Refer to section "Non-IFRS financial measures".

## TENANT OVERVIEW – PERIOD ENDED SEPTEMBER 30, 2022

### TOP 10 TENANTS (81%)<sup>(1)</sup>



Notes:

- (1) Based on NOI; Includes the Trust's proportionate share of NOI from properties held through joint ventures. NOI is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. Refer to section "Non-IFRS financial measures"
- (2) Loblaws operates Pharmaprix pharmacies and the Provigo, Maxi, Independent's and Atlantic Superstore grocery banners
- (3) Sobeys operates IGA grocery stores, Shell service-stations and Sobeys Fast Fuel service-stations
- (4) Metro operates grocery stores under the Metro, Super C and Food Basics banners and pharmacies under the Brunet banner
- (5) Suncor operates Petro-Canada service-stations
- (6) Groupe BSG is a large regional service-station operator operating under various banners
- (7) Parkland Corporation operates service-stations under the Ultramar banner

## BREAKDOWN OF PROPERTIES & OPERATING SECTORS

| #  | Address                       | City/Province             | Type              | Ownership | Area (sf) |          |        | Status           |
|----|-------------------------------|---------------------------|-------------------|-----------|-----------|----------|--------|------------------|
|    |                               |                           |                   |           | Land      | Building | CNET % |                  |
| 1  | 40-50 Brunet Street           | Mont St-Hilaire, QC       | QSR, gas, c-store | 100%      | 69 K      | 5,452    | 5,452  | Income producing |
| 2  | 230 St-Luc Blvd.              | St-Jean-sur-Richelieu, QC | Gas, c-store      | 100%      | 65 K      | 8,359    | 8,359  | Income producing |
| 3  | 196 Hôtel-de-Ville Blvd.      | Rivière-du-Loup, QC       | Gas, c-store      | 100%      | 14 K      | 2,400    | 2,400  | Income producing |
| 4  | 1349-1351 Road 117            | Val-David, QC             | QSR, gas, c-store | 100%      | 36 K      | 4,748    | 4,748  | Income producing |
| 5  | 275 Barkoff Street            | Trois-Rivières, QC        | Gas, c-store      | 65%       | 60 K      | 2,400    | 1,560  | Income producing |
| 6  | 530 Barkoff Street            | Trois-Rivières, QC        | Gas, c-store      | 50%       | 30 K      | 2,641    | 1,321  | Income producing |
| 7  | 340-344 Montée du Comté       | Les Coteaux, QC           | QSR, gas, c-store | 100%      | 67 K      | 8,071    | 8,071  | Income producing |
| 8  | 1440-50 St-Laurent East Blvd. | Louiseville, QC           | QSR, gas, c-store | 50%       | 115 K     | 6,132    | 3,066  | Income producing |
| 9  | 1460 St-Laurent East Blvd.    | Louiseville, QC           | QSR               | 50%       | 37 K      | 4,841    | 2,421  | Income producing |
| 10 | 490-494 De L'Atrium Blvd.     | Québec City, QC           | Gas, c-store      | 100%      | 34 K      | 6,574    | 6,574  | Income producing |
| 11 | 7335 Guillaume Couture Blvd.  | Lévis, QC                 | QSR               | 100%      | 30 K      | 2,860    | 2,860  | Income producing |
| 12 | 1319 Brookdale Avenue         | Cornwall, ON              | QSR               | 100%      | 33 K      | 3,127    | 3,127  | Income producing |
| 13 | 4200 Bernard-Pilon Street     | St-Mathieu de Beloeil, QC | Gas, c-store      | 100%      | 20 K      | 1,200    | 1,200  | Income producing |
| 14 | 1901 Raymond Blais Street     | Sainte-Julie, QC          | Gas, c-store      | 100%      | 27 K      | 1,392    | 1,392  | Income producing |
| 15 | 2000 Leonard de Vinci Street  | Sainte-Julie, QC          | QSR               | 100%      | 39 K      | 4,575    | 4,575  | Income producing |
| 16 | 2050 Leonard de Vinci Street  | Sainte-Julie, QC          | Gas               | 100%      | 86 K      | 1,255    | 1,255  | Income producing |
| 17 | 2051 Nobel Street             | Sainte-Julie, QC          | QSR               | 100%      | 50 K      | 5,975    | 5,975  | Income producing |
| 18 | 16920-16930 St-Louis Ave.     | St-Hyacinthe, QC          | QSR, gas, c-store | 100%      | 70 K      | 6,290    | 6,290  | Income producing |
| 19 | 3726 Des Forges Blvd.         | Trois-Rivières, QC        | QSR               | 100%      | 19 K      | 3,360    | 3,360  | Income producing |
| 20 | 2871-2885 Des Prairies Street | Trois-Rivières, QC        | QSR, gas, c-store | 100%      | 60 K      | 6,662    | 6,662  | Income producing |
| 21 | 2350 Chemin des Patriotes     | Richelieu, QC             | QSR, gas, c-store | 100%      | 48 K      | 4,851    | 4,851  | Income producing |
| 22 | 4932 Des Sources Blvd.        | Pierrefonds, QC           | QSR               | 100%      | 23 K      | 2,716    | 2,716  | Income producing |
| 23 | 314 De Montigny Street        | St-Jérôme, QC             | QSR               | 100%      | 24 K      | 2,832    | 2,832  | Income producing |
| 24 | 288 Valmont Street            | Repentigny, QC            | Gas, c-store      | 100%      | 22 K      | 2,400    | 2,400  | Income producing |
| 25 | 2439 Ste Sophie Blvd.         | Sainte-Sophie, QC         | Gas, c-store      | 95%       | 58 K      | 4,856    | 4,613  | Income producing |
| 26 | 2429 Sainte-Sophie Blvd.      | Sainte-Sophie, QC         | QSR               | 95%       | 45 K      | 3,710    | 3,525  | Income producing |
| 27 | 610 Saint-Joseph Blvd.        | Gatineau, QC              | Other             | 100%      | 13 K      | 3,372    | 3,372  | Income producing |
| 28 | 513 Des Laurentides Blvd.     | Laval, QC                 | Other             | 100%      | 12 K      | 3,019    | 3,019  | Income producing |
| 29 | 123 St-Laurent East Blvd      | St-Eustache, QC           | Gas, c-store      | 100%      | 22 K      | 3,846    | 3,846  | Income producing |
| 30 | 4 North Street                | Waterloo, QC              | Gas, c-store      | 100%      | 14 K      | 2,845    | 2,845  | Income producing |
| 31 | 3355 de la Pérade Street      | Quebec City, QC           | Retail            | 100%      | 142 K     | 28,894   | 28,894 | Income producing |
| 32 | 2555 Montmorency Blvd         | Quebec City, QC           | Retail            | 100%      | 110 K     | 25,480   | 25,480 | Income producing |
| 33 | 3592 Laval Street             | Lac Mégantic, QC          | Gas, c-store      | 100%      | 20 K      | 1,777    | 1,777  | Income producing |
| 34 | 536 Algonquin Blvd.           | Timmins, ON               | QSR               | 100%      | 102 K     | 2,690    | 2,690  | Income producing |
| 35 | 1730 Jules Vernes Ave.        | Cap Rouge, QC             | QSR               | 50%       | 38 K      | 4,100    | 2,050  | Income producing |
| 36 | 235 Montée Paiement           | Gatineau, QC              | Retail            | 100%      | 149 K     | 25,706   | 25,706 | Income producing |
| 37 | 510 Bethany Ave.              | Lachute, QC               | QSR, gas, c-store | 50%       | 113 K     | 11,910   | 5,955  | Income producing |
| 38 | 1337 Iberville Blvd.          | Repentigny, QC            | Retail            | 100%      | 57 K      | 17,050   | 17,050 | Income producing |
| 39 | 222 St-Jean-Baptiste Blvd.    | Mercier, QC               | QSR, gas, c-store | 82.5%     | 70 K      | 9,488    | 7,828  | Income producing |
| 40 | 230 St-Jean-Baptiste Boul.    | Mercier, QC               | QSR               | 82.5%     | 33 K      | 4,165    | 3,436  | Income producing |
| 41 | 101 Hébert Street             | Mont-Laurier, QC          | Retail            | 100%      | 350 K     | 37,530   | 37,530 | Income producing |
| 42 | 290 Mgr. Langlois Blvd.       | Valleyfield, QC           | QSR, gas, c-store | 50%       | 107 K     | 10,114   | 5,057  | Income producing |
| 43 | 510 Portland Street           | Dartmouth, NS             | QSR               | 100%      | 32 K      | 4,631    | 4,631  | Income producing |
| 44 | 20 Frontenac Ouest Blvd.      | Thetford Mines, QC        | QSR               | 100%      | 30 K      | 2,400    | 2,400  | Income producing |
| 45 | 975 Wilkinson Ave.            | Dartmouth, NS             | QSR, gas, c-store | 50%       | 85 K      | 7,975    | 3,988  | Income producing |
| 46 | 1501 Jacques Bedard Street    | Quebec City, QC           | Retail            | 100%      | 152 K     | 24,652   | 24,652 | Income producing |
| 47 | 852 Laure Boulevard           | Sept Îles, QC             | QSR               | 100%      | 28 K      | 3,239    | 3,239  | Income producing |



## Canadian Net Real Estate Investment Trust

| #  | Address                       | City/Province           | Type              | Ownership | Area (sf) |          |         | Status            |
|----|-------------------------------|-------------------------|-------------------|-----------|-----------|----------|---------|-------------------|
|    |                               |                         |                   |           | Land      | Building | CNET %  |                   |
| 48 | 87-91 Starrs Road             | Yarmouth, NS            | Gas, c-store      | 100%      | 62 K      | 3,335    | 3,335   | Income producing  |
| 49 | 4675 Shawinigan Sud Blvd.     | Shawinigan, QC          | QSR, gas, c-store | 50%       | 101 K     | 7,126    | 3,563   | Income producing  |
| 50 | 480 Bethany Ave.              | Lachute, QC             | Retail            | 100%      | 492 K     | 75,681   | 75,681  | Income producing  |
| 51 | 484 Bethany Ave.              | Lachute, QC             | QSR               | 100%      | 32 K      | 3,037    | 3,037   | Income producing  |
| 52 | 2077 Laurentides Blvd.        | Laval, QC               | Retail            | 100%      | 31 K      | 9,462    | 9,462   | Income producing  |
| 53 | 111-117 Desjardins Blvd.      | Maniwaki, QC            | Retail            | 100%      | 45 K      | 16,085   | 16,085  | Income producing  |
| 54 | 550 Laffèche Boulevard        | Baie Comeau, QC         | Retail            | 100%      | 102 K     | 19,676   | 19,676  | Income producing  |
| 55 | 304 LaSalle Boulevard         | Baie Comeau, QC         | QSR               | 100%      | 13 K      | 3,300    | 3,300   | Income producing  |
| 56 | 35 route 201                  | Coteau-du-Lac, QC       | QSR, gas, c-store | 50%       | 31 K      | 4,500    | 2,250   | Income producing  |
| 57 | 835 Lucien Chenier            | Farnham, QC             | QSR, gas, c-store | 100%      | 89 K      | 7,000    | 7,000   | Income producing  |
| 58 | 24 Miikana Way                | Kenora, ON              | Retail            | 100%      | 534 K     | 80,881   | 80,881  | Income producing  |
| 59 | 1410 Principale Street        | St-Etienne-des-Grès, QC | QSR, gas, c-store | 75%       | 26 K      | 4,122    | 3,092   | Income producing  |
| 60 | 2505 Saint-Louis Street       | Gatineau, QC            | Retail            | 100%      | 88 K      | 25,389   | 25,389  | Income producing  |
| 61 | 124 Beech Hill Road           | Antigonish, NS          | QSR, gas, c-store | 50%       | 176 K     | 4,040    | 2,020   | Income producing  |
| 62 | 16670 Des Acadiens Blvd.      | Bécancour, QC           | QSR, gas, c-store | 75%       | 14 K      | 3,600    | 2,700   | Income producing  |
| 63 | 1875 Sainte-Marguerite Street | Trois-Rivières, QC      | Gas, c-store      | 75%       | 19 K      | 2,400    | 1,800   | Income producing  |
| 64 | 5100 Wilfrid Hamel Blvd.      | Quebec City, QC         | Gas, c-store      | 50%       | 26 K      | 3,077    | 1,539   | Income producing  |
| 65 | 369 St-Charles Street West    | Longueuil, QC           | Gas, c-store      | 50%       | 15 K      | 2,578    | 1,289   | Income producing  |
| 66 | 1305-1375 Sherbrooke Street   | Magog, QC               | QSR, gas, c-store | 50%       | 38 K      | 8,900    | 4,450   | Income producing  |
| 67 | 250 Saint-Antoine Nord Street | Lavaltrie, QC           | Retail            | 100%      | 87 K      | 22,794   | 22,794  | Income producing  |
| 68 | 524-534 Saint-Joseph Blvd.    | Drummondville, QC       | QSR               | 50%       | 26 K      | 7,684    | 3,842   | Income producing  |
| 69 | 570 Saint-Joseph Blvd.        | Drummondville, QC       | QSR               | 50%       | 52 K      | 3,855    | 1,928   | Income producing  |
| 70 | 491 Seigneuriale Street       | Quebec City, QC         | Retail            | 100%      | 103 K     | 21,303   | 21,303  | Income producing  |
| 71 | 150 St-Alphonse Blvd.         | Roberval, QC            | Retail            | 100%      | 207 K     | 43,378   | 43,378  | Income producing  |
| 72 | 15 McChesney Ave.             | Kirkland Lake, ON       | Retail            | 100%      | 200 K     | 45,157   | 45,157  | Income producing  |
| 73 | 394 Westville Road            | New Glasgow, NS         | Retail            | 100%      | 487 K     | 90,800   | 90,800  | Income producing  |
| 74 | 1225 Kings Street             | Sydney, NS              | Retail            | 100%      | 155 K     | 47,189   | 47,189  | Income producing  |
| 75 | 476-478 Ch. Knowlton          | Lac Brome, QC           | QSR, gas, c-store | 100%      | 51 K      | 4,500    | 4,500   | Income producing  |
| 76 | 14 Sunset Road                | Pictou, NS              | QSR, gas, c-store | 50%       | 129 K     | 5,460    | 2,730   | Income producing  |
| 77 | 7301 Laurier Boulevard        | Terrebonne, QC          | QSR               | 40%       | 35 K      | 3,885    | 1,554   | Income producing  |
| 78 | 7751-7811 Roi-Rene Blvd.      | Anjou, QC               | QSR               | 40%       | 33 K      | 5,800    | 2,320   | Under development |
| 79 | 10 700 Ch. Cote-de-Liesse     | Lachine, QC             | Gas               | 100%      | 37 K      | 395      | 395     | Income producing  |
| 80 | 860 rue d'Alma                | Saguenay, QC            | QSR               | 40%       | 40 K      | 3,885    | 1,554   | Income producing  |
| 81 | 135 Barton Street East        | Hamilton, ON            | Retail            | 100%      | 153 K     | 37,509   | 37,509  | Income producing  |
| 82 | 95-103 Water Street North     | Cambridge, ON           | Retail            | 100%      | 122 K     | 38,500   | 38,500  | Income producing  |
| 83 | 107 Bridge Street             | Dunnville, ON           | Retail            | 100%      | 91 K      | 27,651   | 27,651  | Income producing  |
| 84 | 199 Simcoe Avenue             | Keswick, ON             | Retail            | 100%      | 106 K     | 27,838   | 27,838  | Income producing  |
| 85 | 1035 Wilfrid-Hamel Blvd.      | Quebec City, QC         | Retail            | 100%      | 98 K      | 27,400   | 27,400  | Income producing  |
| 86 | 2 Saint-Martin Street         | Bromont, QC             | QSR               | 100%      | 6 K       | 5,703    | 5,703   | Income producing  |
| 87 | Rue Serge Pepin               | Beloeil, QC             | QSR               | 40%       | 25 K      | 3,885    | 1,554   | Under development |
| 88 | Montée des Pionniers          | Lachenaie, QC           | QSR               | 40%       | 24 K      | 3,885    | 1,554   | Under development |
| 89 | 160 Chem. Du Lac Millette     | St-Sauveur, QC          | Retail            | 40%       | 4 K       | 4,376    | 1,750   | Income producing  |
| 90 | 3718 Harvey Blvd.             | Saguenay, QC            | QSR               | 40%       | 46 K      | 4,400    | 1,760   | Under development |
| 91 | 10 Cambridge Street           | Collingwood, ON         | Retail            | 100%      | 496 K     | 111,118  | 111,118 | Income producing  |
| 92 | 617 -639 Duvernay Street      | Verchères, QC           | Retail            | 100%      | 105 K     | 29,904   | 29,904  | Income producing  |
| 93 | 320 Albiny-Paquette Blvd.     | Mont-Laurier, QC        | QSR               | 40%       | 68 K      | 3,885    | 1,554   | Under development |
| 94 | 2085 Mellon Blvd.             | Saguenay, QC            | Retail            | 100%      | 159 K     | 38,064   | 38,064  | Income producing  |
| 95 | 2095 Mellon Blvd.             | Saguenay, QC            | Other             | 100%      | 33 K      | 4,016    | 4,016   | Income producing  |

## Canadian Net Real Estate Investment Trust

| #                                    | Address                   | City/Province        | Type         | Ownership | Area (sf)      |                  |                  | Status           |
|--------------------------------------|---------------------------|----------------------|--------------|-----------|----------------|------------------|------------------|------------------|
|                                      |                           |                      |              |           | Land           | Building         | CNET %           |                  |
| 96                                   | 46 Robie St.              | Truro, NS            | Retail       | 100%      | 163 K          | 30,500           | 30,500           | Income producing |
| 97                                   | 45 Albert Ferland St.     | Chénéville, QC       | Retail       | 100%      | 213 K          | 29,698           | 29,698           | Income producing |
| 98                                   | 110 Principale St.        | St-André-Avellin, QC | Retail       | 100%      | 157 K          | 35,991           | 35,991           | Income producing |
| 99                                   | 1535 St-Antoine Blvd.     | St-Jérôme, QC        | Gas, c-store | 100%      | 35 K           | 3,500            | 3,500            | Income producing |
| 100                                  | 1165 Smythe St.           | Fredericton, NB      | Other        | 100%      | 18 K           | 4,400            | 4,400            | Income producing |
| 101                                  | 41 St-Jean-Baptiste Blvd. | Chateauguay, QC      | Retail       | 100%      | 217 K          | 53,151           | 53,151           | Income producing |
| <b>QSR: Quick Service Restaurant</b> |                           |                      |              |           | <b>8,773 K</b> | <b>1,460,210</b> | <b>1,386,155</b> |                  |

## DESCRIPTION OF THE ISSUER'S BUSINESS

Canadian Net is an active Trust operating in the Canadian commercial real estate market. The Trust currently trades on the TSX Venture using the ticker symbol NET.UN. The Trust owns and rents commercial real estate properties directly, through its wholly-owned subsidiaries and joint ventures.

Prior to June 17, 2021, the Trust operated under the name of Fronsac Real Estate Investment Trust and ticker "FRO.UN".



The principal registered and head office of the Trust is located at 106 Gun Avenue, Pointe Claire, QC, H9R 3X3.

On November 10, 2021, the Trust completed a consolidation of units on a basis of one (1) post-consolidation unit for every ten (10) pre-consolidation units. All per unit numbers in this MD&A are shown on a post-consolidation basis.

As at September 30, 2022 the Trust held 101 investment properties, 83 residing in the province of Quebec, 9 in the province of Ontario and 9 in the province of Nova Scotia. The properties are occupied by 4 distinct groups of tenants composed of: (1) retailers, (2) national service station and convenience store chains, (3) quick-service restaurant chains, and (4) others.

The quality of the properties in the portfolio allows Canadian Net to maintain a best-in-class occupancy level. As at September 30, 2022, the Trust's occupancy was at 99%.

The Trust management is entirely internalized and no service agreements or asset management agreements are in force between Canadian Net and its officers and trustees. The Trust, therefore, ensures that the interests of management and of its employees are aligned with those of the unitholders.

These properties are leased to tenants on a management free basis with triple net leases. Under this type of arrangement, the tenant is responsible for paying real estate taxes, insurance and any general maintenance required, in addition to the base rent already stipulated in the lease terms. These types of leases ensure stable recurring cash flows with an opportunity for growth.

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<sup>1</sup> This is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. Refer to section "Non-IFRS financial measures"

## MAJOR EVENT OF THE QUARTER

On August 2, 2022, the Trust announced the acquisition of two properties in New Brunswick and Quebec. They were the 100<sup>th</sup> and 101<sup>st</sup> properties of the Trust, respectively.

The first acquisition is a 4,400 square-foot auto service center operated under the Midas banner in Fredericton, New Brunswick. Total consideration paid was \$975,000 (excluding transaction costs) and was settled in cash. The transaction closed on July 15<sup>th</sup>, 2022.

The second acquisition is a 53,151 square-foot hardware store operated under the Rona banner in Chateaugay, Quebec. Total consideration paid was \$8,300,000 (excluding transaction costs) and was settled in cash. The transaction closed on August 3<sup>rd</sup>, 2022.

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## OUTLOOK 2022 & SUBSEQUENT EVENT

Canadian Net is constantly looking for acquisitions of commercial real estate properties that have triple net leases and are management free. These types of acquisitions limit the overhead required to run the business and in turn allow management to focus on adding value through strategic acquisitions that are accretive to the Trust's FFO and AFFO per unit<sup>1</sup>.

On November 21, 2022, the Trust announced that the annual distribution for 2023 will go from \$0.34 to \$0.345 per unit, representing an increase of 1.5%. With this increase, Canadian Net's distributions have increased 176% since its first distributions in 2012, representing a compounded annual growth rate of 9.7%.

Canadian Net announces that it will make monthly cash distributions of \$0.02875 per unit, representing \$0.345 per unit on an annualized basis, on January 31<sup>st</sup>, February 28<sup>th</sup> and March 31<sup>st</sup>, 2023, to unitholders of record on January 13<sup>th</sup>, February 15<sup>th</sup> and March 15<sup>th</sup>, 2023, respectively.

The outbreak of COVID-19 has resulted in the federal and provincial governments enacting numerous measures such as the implementation of a travel ban, self-imposed quarantine periods and social distancing. These measures have caused material disruption to businesses and has resulted in an economic slowdown. These measures have also resulted in material disruptions to global equity and capital markets.

Canadian Net's portfolio is mostly comprised of retailers who provide essential services, such as grocery stores and pharmacies, service stations and quick-service restaurants. As of today, the Trust's portfolio is comprised of 101 properties with more than 100 tenants. Throughout the COVID-19 crisis, our tenants have remained open to continue to provide these essential services to the communities in which they operate, with some exceptions. Depending on the type of tenant, some have experienced increased traffic, while others have been more susceptible to the government stay at home initiatives.

It is not possible to forecast with certainty the duration and full scope of the economic impact of COVID-19 and accordingly certain aspects of the Trust's operations could be affected, including rent collection, occupancy rates, demand for retail space, capitalization rates, and the resulting value of the Trust's properties. The full extent and duration of COVID-19 remain uncertain at this time.

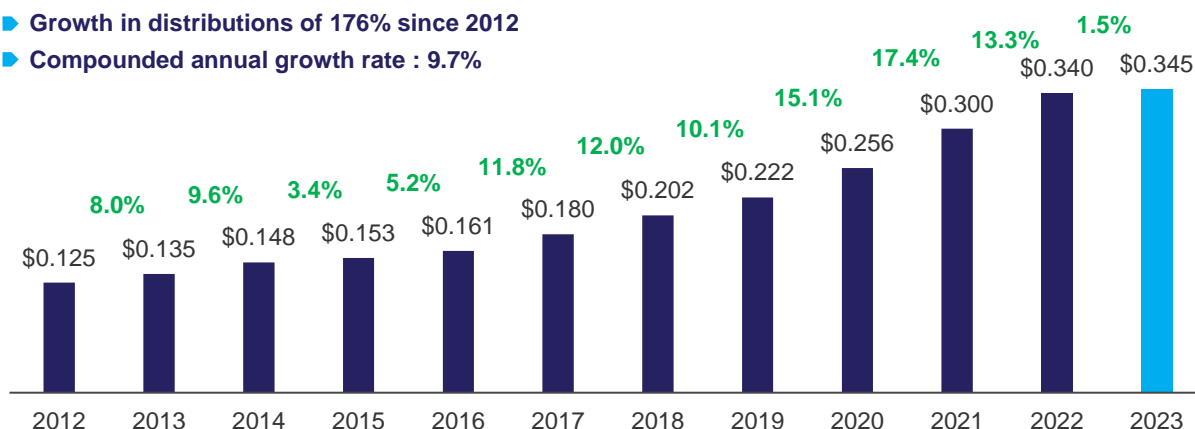
The Trust believes in a long-term growth strategy through acquiring properties that will increase its funds from operations per unit<sup>1</sup>, distributions per unit and as a result increase total unitholders value.

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<sup>1</sup> This is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. Refer to section "Non-IFRS financial measures"

## ANNUAL CASH DISTRIBUTION PER UNIT

- ▶ Growth in distributions of 176% since 2012
- ▶ Compounded annual growth rate : 9.7%



## FINANCIAL HIGHLIGHTS

|                                   | 2022      |           |           | 2021      |            |           |           | 2020      |
|-----------------------------------|-----------|-----------|-----------|-----------|------------|-----------|-----------|-----------|
|                                   | Q3        | Q2        | Q1        | Q4        | Q3         | Q2        | Q1        | Q4        |
| Rental income                     | 6,369,404 | 5,874,942 | 5,431,695 | 4,932,753 | 4,885,412  | 4,681,568 | 4,453,791 | 3,690,482 |
| Net income (loss)                 |           |           |           |           |            |           |           |           |
| to unitholders                    | (540,958) | 1,876,330 | 1,480,986 | 7,453,246 | 11,192,478 | 6,220,770 | 223,673   | 847,652   |
| FFO <sup>(1)</sup>                | 3,347,120 | 3,292,197 | 3,070,278 | 2,971,560 | 2,790,255  | 2,596,669 | 2,433,267 | 1,977,993 |
| FFO per unit <sup>(1)</sup>       | 0.163     | 0.160     | 0.151     | 0.147     | 0.145      | 0.149     | 0.140     | 0.125     |
| Value of investment               |           |           |           |           |            |           |           |           |
| properties (000's)                | 291,358   | 284,910   | 267,390   | 252,948   | 225,342    | 209,636   | 187,591   | 185,991   |
| Value of adjusted                 |           |           |           |           |            |           |           |           |
| investment                        |           |           |           |           |            |           |           |           |
| properties (000's) <sup>(1)</sup> | 338,204   | 331,777   | 314,071   | 298,466   | 268,241    | 249,533   | 225,562   | 221,712   |
| Total assets (000's)              | 315,185   | 309,659   | 293,285   | 278,166   | 254,507    | 232,047   | 208,549   | 209,706   |
| Total liabilities (000's)         | 185,439   | 177,591   | 162,154   | 148,351   | 131,300    | 137,467   | 119,141   | 119,500   |
| Equity (000's)                    | 129,746   | 132,068   | 131,131   | 129,814   | 123,207    | 94,580    | 89,408    | 90,206    |
| Weighted avg. units               |           |           |           |           |            |           |           |           |
| o/s                               |           |           |           |           |            |           |           |           |
| Basic (000's)                     | 20,593    | 20,550    | 20,320    | 20,193    | 19,187     | 17,465    | 17,421    | 15,794    |

(1) This is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. Refer to section "Non-IFRS financial measures"

## RECONCILIATION OF INVESTMENT PROPERTIES TO ADJUSTED INVESTMENT PROPERTIES

| As at September 30                                  | 2022               | 2021               | Δ          |
|---|--------------------|--------------------|------------|
| <b>Investment Properties</b>                        |                    |                    |            |
| Developed properties                                | 291,358,184        | 225,342,146        | 29%        |
| <b>Joint Venture Ownership<sup>(1)</sup></b>        |                    |                    |            |
| Developed properties                                | 43,999,121         | 39,222,865         | 12%        |
| Properties under development                        | 2,846,565          | 3,676,432          | (23%)      |
| <b>Adjusted Investment Properties<sup>(2)</sup></b> | <b>338,203,870</b> | <b>268,241,443</b> | <b>26%</b> |

(1) Represents Canadian Net's proportionate share

(2) This is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. Refer to section "Non-IFRS financial measures"

RECONCILIATION OF NET INCOME TO FFO

| Periods ended September 30                                   | 3 months   |             |              | 9 months   |              |              |
|--|------------|-------------|--------------|------------|--------------|--------------|
|  | 2022       | 2021        | Δ            | 2022       | 2021         | Δ            |
| Net income attributable to unitholders                       | (540,958)  | 11,192,478  | (11,733,436) | 2,816,358  | 17,636,921   | (14,820,563) |
| Δ in value of investment properties                          | 3,295,446  | (6,794,914) | 10,090,360   | 6,353,047  | (10,002,310) | 16,355,357   |
| Δ in value of investment properties in joint ventures        | 591,229    | (1,335,437) | 1,926,666    | 418,539    | (616,951)    | 1,035,490    |
| Unit based compensation                                      | 115,865    | (1,905)     | 117,770      | 507,176    | 308,546      | 198,630      |
| Δ fair value adjustments on derivative financial instruments | (112,130)  | (277,250)   | 165,120      | (390,676)  | 473,220      | (863,896)    |
| Interest on the lease liability                              | -          | 7,283       | (7,283)      | 7,483      | 21,554       | (14,071)     |
| Income taxes   | (2,332)    | -           | (2,332)      | (2,332)    | (789)        | (1,543)      |
| FFO <sup>(1)</sup>   | 3,347,120  | 2,790,255   | 20%          | 9,709,595  | 7,820,191    | 24%          |
| FFO per unit <sup>(1)</sup>                                  | 0.163      | 0.145       | 12%          | 0.474      | 0.434        | 9%           |
| Distributions  | 1,748,368  | 1,446,381   | 301,987      | 5,218,536  | 4,063,714    | 1,154,822    |
| Distributions per unit                                       | 0.085      | 0.075       | 13%          | 0.255      | 0.225        | 13%          |
| FFO per unit <sup>(1)</sup> - after distributions            | 0.078      | 0.070       | 10%          | 0.219      | 0.209        | 5%           |
| Distributions per unit as a % of FFO per unit <sup>(1)</sup> | 52%        | 52%         | -            | 54%        | 52%          | 2%           |
| Weighted avg. units o/s                                      |            |             |              |            |              |              |
| Basic  | 20,592,733 | 19,186,564  | 1,406,169    | 20,488,429 | 18,030,472   | 2,457,957    |

(1) This is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. Refer to section "Non-IFRS financial measures"

ADJUSTED FUNDS FROM OPERATIONS

| Periods ended September 30   | 3 months   |            |           | 9 months   |            |           |
|--|------------|------------|-----------|------------|------------|-----------|
|  | 2022       | 2021       | Δ         | 2022       | 2021       | Δ         |
| FFO <sup>(1)</sup>   | 3,347,120  | 2,790,255  | 556,865   | 9,709,595  | 7,820,191  | 1,889,404 |
| Amortization of finance charges included in interest expense                 | -          | -          | -         | -          | -          | -         |
| Straight-line rent adjustment <sup>(2)</sup>                                 | (119,325)  | (142,009)  | 22,684    | (362,280)  | (447,320)  | 85,040    |
| Maintenance/cap-ex on existing properties                                    | (85,072)   | (46,558)   | (38,514)  | (169,048)  | (138,866)  | (30,182)  |
| Leasing costs on existing properties   | -          | -          | -         | -          | -          | -         |
| Debt extinguishment penalties  | -          | -          | -         | -          | -          | -         |
| AFFO <sup>(1)</sup>  | 3,142,723  | 2,601,688  | 21%       | 9,178,267  | 7,234,005  | 27%       |
| AFFO per unit <sup>(1)</sup>   | 0.153      | 0.136      | 13%       | 0.448      | 0.401      | 12%       |
| Distributions per unit   | 0.085      | 0.075      | 13%       | 0.255      | 0.225      | 13%       |
| AFFO per unit <sup>(1)</sup> - after distributions                           | 0.068      | 0.061      | 12%       | 0.193      | 0.176      | 10%       |
| Distributions per unit <sup>(1)</sup> as a % of AFFO per unit <sup>(1)</sup> | 56%        | 55%        | 1%        | 57%        | 56%        | 1%        |
| Weighted avg. units o/s  |            |            |           |            |            |           |
| Basic  | 20,592,733 | 19,186,564 | 1,406,169 | 20,488,429 | 18,030,472 | 2,457,957 |

(1) This is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. Refer to section "Non-IFRS financial measures"

(2) Adjusted for the proportionate share of equity accounted investments

CASH FLOW AND LIQUIDITY

| Periods ended September 30                     | 3 months    |             |             | 9 months     |              |              |
|--|-------------|-------------|-------------|--------------|--------------|--------------|
|  | 2022        | 2021        | Δ           | 2022         | 2021         | Δ            |
| Cash flow from:                                |             |             |             |              |              |              |
| Operating activities                           | 2,693,942   | 1,883,351   | 810,591     | 8,089,237    | 6,387,398    | 1,701,839    |
| Investing activities                           | (8,630,154) | (9,059,335) | 429,181     | (41,170,414) | (31,159,772) | (10,010,642) |
| Financing activities                           | 5,807,423   | 11,773,196  | (5,965,773) | 33,114,397   | 26,346,981   | 6,767,416    |
| Increase (decrease) in cash & cash equivalents | (128,789)   | 4,597,212   | (4,726,001) | 33,220       | 1,574,607    | (1,541,387)  |
| Cash & cash equivalents - Beginning of period  | 768,748     | 1,437,101   | (668,353)   | 606,739      | 4,459,706    | (3,852,967)  |
| Cash & cash equivalents - End of period        | 639,959     | 6,034,313   | (5,394,354) | 639,959      | 6,034,313    | (5,394,354)  |

The Trust's rental income revenues are used to pay down various working capital obligations. These funds are the primary source to fund mortgage/loan and other debt payments, with the residual used to fund distributions to unit holders.

For the 3 and 9 month periods ended September 30, 2022, Canadian Net has increased its cash from operating activities. These were mostly impacted by the growth in rental revenues, which was partially offset by the increase in financial expenses related to mortgages on new acquisitions and higher interest rates on existing variable rate mortgages and credit facilities.

Cash spent on investing activities can mainly be attributed to the acquisitions of properties and participations in joint ventures that took place over the course of the period. For more details regarding these acquisitions over the 9-month period ended September 30, 2022, please refer to Note 3 “Investment Properties”, and Note 4 “Joint Arrangements” in the Financial Statements.

For the 9-month period ended September 30, 2022, Canadian Net increased its cash derived from financing activities. These amounts are the result of the money raised through new mortgages used to fund our acquisitions.

The Trust expects to be able to meet all its obligations as they become due in the short-term and the long-term. Canadian Net expects to have sufficient liquidity as a result of cash on hand, cash flow from operating activities, operating facilities, the ability to refinance properties when required as well as the ability to raise equity and debt in the capital markets when deemed necessary.

### Financial position & COVID-19

Canadian Net benefits from a solid financial position. The Trust has sufficient liquidity, including cash on hand and undrawn credit facilities, to meet its current obligations, working capital requirements and distributions. As of September 30, 2022, Canadian Net had approximately \$3,800,000 of cash and availability on its credit facilities.

### RECONCILIATION OF CASH FLOW PROVIDED FROM OPERATING ACTIVITIES TO DISTRIBUTABLE INCOME AND DISTRIBUTIONS

| Periods ended September 30  | 3 months    |             |             | 9 months    |             |           |
|---|-------------|-------------|-------------|-------------|-------------|-----------|
|   | 2022        | 2021        | Δ           | 2022        | 2021        | Δ         |
| Cash flow provided from operating activities                                  | 2,693,942   | 1,883,351   | 810,591     | 8,089,237   | 6,387,398   | 1,701,839 |
| Net change in non-cash asset and liability items                              | 22,064      | 290,200     | (268,136)   | 51,722      | (40,519)    | 92,241    |
| Income taxes  | (2,332)     | -           | (2,332)     | (2,332)     | (789)       | (1,543)   |
| Interest on the lease liability   | -           | 7,283       | (7,283)     | 7,483       | 21,554      | (14,071)  |
| Straight line rent adjustment   | 119,325     | 142,009     | (22,684)    | 362,280     | 447,320     | (85,040)  |
| Δ in accrued interest   | (12,200)    | (2,000)     | (10,200)    | (41,900)    | (13,158)    | (28,742)  |
| Δ in value of investment properties in joint ventures                         | 591,229     | (1,335,437) | 1,926,666   | 418,539     | (616,951)   | 1,035,490 |
| Share of net income (loss) from investments in joint ventures <sup>(2)</sup>  | (146,047)   | 1,718,710   | (1,864,757) | 850,318     | 1,729,377   | (879,059) |
| Accretion of the non-derivative liability component of convertible debentures | 81,139      | 86,139      | (5,000)     | (25,752)    | (94,041)    | 68,289    |
| FFO <sup>(1)</sup>  | 3,347,120   | 2,790,255   | 20%         | 9,709,595   | 7,820,191   | 24%       |
| Interest on the lease liability   | -           | (7,283)     | 7,283       | (7,483)     | (21,554)    | 14,071    |
| Straight-line rent adjustment <sup>(3)</sup>                                  | (119,325)   | (142,009)   | 22,684      | (362,280)   | (447,320)   | 85,040    |
| Distributions from joint ventures   | 160,500     | 390,500     | (230,000)   | 2,729,500   | 586,500     | 2,143,000 |
| Periodic mortgage principal repayments  | (1,145,038) | (836,828)   | (308,210)   | (3,249,980) | (2,424,317) | (825,663) |
| Repayment of long-term debt   | -           | -           | -           | (15,000)    | (15,000)    | -         |
| Distributable income <sup>(1)</sup>   | 2,243,257   | 2,194,635   | 2%          | 8,804,352   | 5,498,500   | 60%       |
| Distributions to unitholders  | (1,748,368) | (1,446,381) | 21%         | (5,218,536) | (4,063,714) | 28%       |
| Cash surplus after distributions  | 494,889     | 748,254     | (34%)       | 3,585,816   | 1,434,786   | 150%      |

(1) This is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. Refer to section “Non-IFRS financial measures”

(2) Excludes straight line rent in equity accounted investments

(3) Including the proportionate share of equity accounted investments

## RESULTS OF OPERATIONS

| Periods ended September 30                                    | 3 months    |             |              | 9 months    |             |              |
|---|-------------|-------------|--------------|-------------|-------------|--------------|
|   | 2022        | 2021        | Δ            | 2022        | 2021        | Δ            |
| Rental Income   | 6,369,404   | 4,885,412   | 1,483,992    | 17,676,041  | 14,020,771  | 3,655,270    |
| Operating costs   | (1,595,706) | (1,159,625) | (436,081)    | (4,182,008) | (3,603,313) | (578,695)    |
| Net Operating Income <sup>(1)</sup>                           | 4,773,698   | 3,725,787   | 1,047,911    | 13,494,033  | 10,417,458  | 3,076,575    |
| Share of net income (loss) from investments in joint ventures | (119,309)   | 1,760,905   | (1,880,214)  | 935,231     | 1,866,328   | (931,097)    |
| Increase/(decrease) in fair values of investment properties   | (3,295,446) | 6,794,914   | (10,090,360) | (6,353,047) | 10,002,310  | (16,355,357) |
| Financial expenses  | 1,561,826   | 885,608     | 676,218      | 4,079,981   | 3,721,491   | 358,490      |
| Administrative expenses                                       | 222,210     | 205,425     | 16,785       | 672,702     | 619,138     | 53,564       |
| Unit-based compensation                                       | 115,865     | (1,905)     | 117,770      | 507,176     | 308,546     | 198,630      |
| Net income and comprehensive income                           | (540,958)   | 11,192,478  | (11,733,436) | 2,816,358   | 17,636,921  | (14,820,563) |
| FFO <sup>(1)</sup>  | 3,347,120   | 2,790,255   | 20%          | 9,709,595   | 7,820,191   | 24%          |
| FFO per unit <sup>(1)</sup>                                   | 0.163       | 0.145       | 12%          | 0.474       | 0.434       | 9%           |
| Weighted avg. units o/s Basic                                 | 20,592,733  | 19,186,564  | 1,406,169    | 20,488,429  | 18,030,472  | 2,457,957    |

(1) This is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. Refer to section "Non-IFRS financial measures"

## RECONCILIATION OF NET INCOME TO EBITDA

| Periods ended September 30                                      | 3 months  |             |              | 9 months   |              |              |
|---|-----------|-------------|--------------|------------|--------------|--------------|
|   | 2022      | 2021        | Δ            | 2022       | 2021         | Δ            |
| Net income attributable to unitholders                          | (540,958) | 11,192,478  | (11,733,436) | 2,816,358  | 17,636,921   | (14,820,563) |
| Net interest expense  | 1,671,201 | 1,160,610   | 510,591      | 4,463,664  | 3,244,782    | 1,218,882    |
| Interest on the lease liability                                 | -         | (7,283)     | 7,283        | (7,483)    | (21,554)     | 14,071       |
| Income taxes  | (2,332)   | -           | (2,332)      | (2,332)    | (789)        | (1,543)      |
| Other financial charges   | 2,755     | 2,248       | 507          | 6,993      | 3,489        | 3,504        |
| EBITDA <sup>(1)</sup>   | 1,130,666 | 12,348,053  | (11,217,387) | 7,277,200  | 20,862,849   | (13,585,649) |
| Δ in value of investment properties                             | 3,295,446 | (6,794,914) | 10,090,360   | 6,353,047  | (10,002,310) | 16,355,357   |
| Δ in value of investment properties in joint ventures           | 591,229   | (1,335,437) | 1,926,666    | 418,539    | (616,951)    | 1,035,490    |
| Δ in value of convertible debentures                            | (112,130) | (164,945)   | 52,815       | (317,496)  | 272,848      | (590,344)    |
| Δ in value of warrants  | -         | (112,305)   | 112,305      | (73,180)   | 200,372      | (273,552)    |
| Adjusted EBITDA <sup>(1)</sup>                                  | 4,905,211 | 3,940,452   | 24%          | 13,658,110 | 10,716,808   | 27%          |
| Interest expense  | 1,751,404 | 1,301,854   | 449,550      | 4,694,763  | 3,332,560    | 1,362,203    |
| Principal repayments  | 1,145,038 | 836,828     | 308,210      | 3,249,980  | 2,424,317    | 825,663      |
| Debt service requirements                                       | 2,896,442 | 2,138,682   | 35%          | 7,944,743  | 5,756,877    | 38%          |
| Interest coverage ratio based on adjusted EBITDA <sup>(1)</sup> | 2.8x      | 3.0x        | (0.2x)       | 2.9x       | 3.2x         | (0.3x)       |
| Debt service coverage based on adjusted EBITDA <sup>(1)</sup>   | 1.7x      | 1.8x        | (0.1x)       | 1.7x       | 1.9x         | (0.2x)       |

(1) This is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. Refer to section "Non-IFRS financial measures"

## RESULTS OF OPERATIONS FOR THE QUARTER ENDED SEPTEMBER 30, 2022

For the quarter ended September 30, 2022, the Trust had rental income of \$6,369,404 (\$4,885,412 in Q3 2021). This increase in rental income is due to the addition of new properties and the increases in rent of certain existing properties. These rents are composed primarily of fixed monthly rents as well as variable rents based on gross sales for certain tenants.

The change in fair value of investment properties is based on the change in capitalization rates applied to each property's adjusted net operating income as well as post-acquisition adjustments (see *Significant Accounting Policies and Estimates* section for more details). As at September 30, 2022, the Trust has estimated that a 0.25% decrease in the capitalization rate applied to the overall portfolio would increase the fair value of the investment properties by approximately \$10,122,917 (\$10,257,122 in Q3 2021) while an increase in the capitalization rate would decrease the fair value of the investment properties by approximately \$13,696,031 (\$8,416,716 in Q3 2021). The weighted average capitalization rate used in the calculation of the fair value of investment property is 6.17% (6.13% in Q3 2021) while the range of capitalization rates used is 4.50% to 7.25% (4.75% to 6.75% in Q3 2021). The capitalization rates used in the calculation of the change in fair value of investment properties are provided by a third-party firm specializing in the appraisal of commercial properties. The adjusted rental income is adjusted to take into consideration provision for vacancies, administrative fees, structural reserves and discounts on variable income.



The Trust's main operating expenses were financial in nature and were almost entirely made up of interest on mortgages, bank loans, convertible debentures and change in fair value of convertible debentures and warrants, which amounted to \$1,561,826 in Q3 2022 compared to \$885,608 for the same period last year. For the quarter ended September 30, 2022, the change in fair value of convertible debentures and warrants decreased financial expenses by \$112,130 compared to a decrease of \$277,250 for the same quarter in 2021. Excluding this change in fair value, financial expenses for the quarter ended September 30, 2022 were \$1,673,956 compared to \$1,162,858 for the same quarter in 2021. This increase in financial expenses is because of an increase in interest expense, which is due to the increase in the number of mortgages.

For the quarter ended September 30, 2022, the Trust recorded FFO<sup>1</sup> of \$3,347,120 in comparison to \$2,790,255 in Q3 2021. FFO per unit<sup>1</sup> increased by 12% from \$0.145 to \$0.163 for the same period last year. The growth in FFO<sup>1</sup> is mainly derived from rental revenues of newly acquired properties, which was partially offset by the increase in financial expenses related to mortgages on the properties and higher interest rates on existing variable-rate mortgages and credit facilities.

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### RESULTS OF OPERATIONS FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2022

For the period ended September 30, 2022, the Trust had rental income of \$17,676,041 (\$14,020,771 in 2021). This increase in rental income is due to the addition of new properties and the increases in rent of certain existing properties. These rents are composed primarily of fixed monthly rents as well as variable rents based on gross sales for certain tenants.

The change in fair value of investment properties is based on the change in capitalization rates applied to each property's adjusted net operating income as well as post-acquisition adjustments (see *Significant Accounting Policies and Estimates* section for more details).

The Trust's main operating expenses were financial in nature and were almost entirely made up of interest on mortgages, bank loans, convertible debentures and change in fair value of convertible debentures and warrants, which amounted to \$4,079,981 for the period ended September 30, 2022 compared to \$3,721,491 for the same period last year. For the period ended September 30, 2022, the change in fair value of convertible debentures and warrants decreased financial expenses by \$390,676 compared to an increase of \$473,220 for the same period in 2021. Excluding this change in fair value, financial expenses for the period ended September 30, 2022 were \$4,470,657 compared to \$3,248,271 for the same period in 2021. This increase in financial expenses is because of an increase in interest expense, which is due to the increase in the number of mortgages and convertible debentures.

For the period ended September 30, 2022, the Trust recorded FFO<sup>1</sup> of \$9,709,595 in comparison to \$7,820,191 for the same period in 2021. FFO per unit<sup>1</sup> increased by 9% from \$0.434 to \$0.474 for the same period last year. The growth in FFO<sup>1</sup> is mainly derived from rental revenues of newly acquired properties, which was partially offset by the increase in financial expenses related to mortgages on the properties and higher interest rates on existing variable-rate mortgages and credit facilities.

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### CAPITAL STRUCTURE

The real estate business requires capital in order to continue to fund acquisitions, which is a key part to growth and success. The Trust is authorized to issue an unlimited number of trust units. During the 9-month period ended September 30, 2022, the Trust issued units as follows:

**On February 28<sup>th</sup>, 2022**, the Trust announced the issuance of 48,100 units of the Trust at a price of \$7.71 per unit, which equates to \$370,851 as partial compensation for the services rendered by certain members of management and the board of trustees during the fiscal year ended on December 31<sup>st</sup>, 2021. Of those 48,100 units, 29,750 units have been issued as Deferred Trust Units.

**On July 21<sup>st</sup>, 2022**, the Trust announced that it received the approval from the TSX Venture Exchange ("TSX") for the annual renewal of its normal course issuer bid ("NCIB").

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<sup>1</sup> This is a non-IFRS financial measure that does not have any standardized IFRS meaning and as such may not be comparable to other issuers. Refer to section "Non-IFRS financial measures"

## Canadian Net Real Estate Investment Trust

For the NCIB that expired on July 31, 2022, the Trust sought and received approval from the TSX to repurchase up to 874,140 units of Canadian Net. The Trust did not purchase any Units over the course of this NCIB.

Under the renewed NCIB, Canadian Net may purchase for cancellation, through the facilities of the TSX Venture Exchange, if in the best interest of the Trust, a maximum of 1,029,636 units, which represents approximately 5% of the units in circulation as of July 21, 2022. Over the course of any 30-day period, the Trust will not purchase more than 411,854 units in total, which represents 2% of the units issued and outstanding at that date.

All purchases and settlements of said securities will be made by the facilities of the TSX Venture in accordance with its rules and regulations. All units redeemed by the Trust pursuant to the NCIB will be cancelled. National Bank Financial will be handling the offer on behalf of the Trust. The price paid by the Trust for the redemption of these units will be the price of the units at the time of acquisition. The renewed normal course issuer bid will begin on August 1, 2022 and will expire on July 31, 2023.

### TRUST UNITS

| Units issued (redeemed):   | # of units        |                                   |
|--|-------------------|-----------------------------------|
| <b>Units as at January 1, 2021</b>   | <b>17,399,257</b> |                                   |
| February 15, 2021 (units for services)   | 43,200            |                                   |
| April 1, 2021 (warrants)   | 2,551             |                                   |
| April 30, 2021 (warrants)  | 10,204            |                                   |
| May 17, 2021 (warrants)  | 22,500            |                                   |
| June 1, 2021 (warrants)  | 5,102             |                                   |
| August 3, 2021 (public offering)   | 2,702,500         |                                   |
| March 23, 2021 (warrants)  | 89,288            |                                   |
| <b>Units as at December 31, 2021</b>   | <b>20,274,602</b> |                                   |
| January 21, 2022 (warrants)  | 26,663            |                                   |
| January 25, 2022 (warrants)  | 5,102             |                                   |
| February 14, 2022 (warrants)   | 10,204            |                                   |
| February 15, 2022 (warrants)   | 6,850             |                                   |
| February 28, 2022 (units for services)   | 18,350            |                                   |
| March 4, 2022 (warrants)   | 10,204            |                                   |
| March 25, 2022 (warrants)  | 25,510            |                                   |
| March 28, 2022 (warrants)  | 35,714            |                                   |
| March 30, 2022 (warrants)  | 51,020            |                                   |
| March 31, 2022 (warrants)  | 22,959            |                                   |
| April 11, 2022 (warrants)  | 5,118             |                                   |
| April 28, 2022 (warrants)  | 30,612            |                                   |
| May 10, 2022 (warrants)  | 5,102             |                                   |
| May 13, 2022 (warrants)  | 54,520            |                                   |
| May 16, 2022 (warrants)  | 10,203            |                                   |
| <b>Units as at September 30, 2022</b>  | <b>20,592,733</b> |                                   |
| <b>Potential dilutive impact of financial instruments as at September 30, 2022</b> |                   |                                   |
| Options outstanding  | 10,000            | Exercise price<br>\$3.80 per unit |
| Deferred Trust Units   | 30,588            | N/A                               |
| Conversion of convertible debentures (in units)                                    | 1,167,596         | \$7.30 to \$8.13 per unit         |

### Warrants

The Trust had 347,396 warrants outstanding at the beginning of the period. During the 9-month period ended September 30, 2022, 299,781 warrants were exercised. The balance of the warrants expired on May 16, 2022. There is no warrant outstanding as of September 30, 2022.

### Convertible debentures

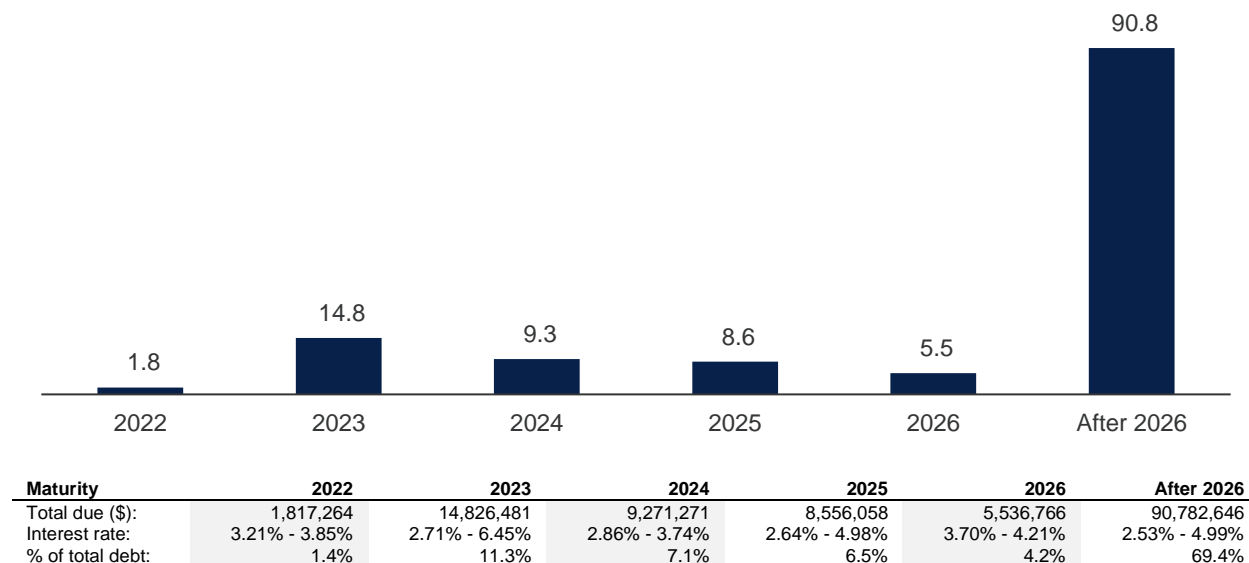
The nominal value of convertible debentures outstanding as of September 30, 2022 is of \$9,136,000 and their conversion price range from \$7.30 to \$8.13 per unit. There was no conversion over the 9-month period ended September 30, 2022.

### Options

Over the 9-month period ended September 30, 2022, no options were exercised. The total number of options outstanding as of September 30, 2022 is 10,000 with an exercise price of \$3.80.

The total number of units outstanding as at September 30, 2022 was 20,592,733. The Trust has not issued any units since then.

## MORTGAGE BALANCES DUE AT MATURITY (in \$M)



Debts are composed of mortgages, loans, convertible debentures and secured credit facilities, and exclude Canadian Net's interest in mortgages and loans held through joint ventures.

As at September 30, 2022, the Trust had mortgages with Canadian financial institutions with a total carrying value of \$156,504,391 (\$133,330,859 at December 31, 2021). These mortgages require the Trust to make principal payments of \$57,441,342 over the next 5 year and \$99,063,049 thereafter. The mortgages outstanding currently have an average term to maturity of 5.2 years (6.0 years at December 31, 2021). Convertible debentures in circulation as at September 30, 2022 have a carrying value of \$8,442,262 (\$8,416,510 at December 31, 2021). The Trust currently has 3 secured lines of credit with authorized limits of \$12,070,000, \$6,000,000 and \$1,500,000. These lines of credit have a balance of \$16,435,362 as at September 30, 2022 (\$2,885,000 at December 31, 2021).

Management believes that Canadian Net's blend of debt and equity in its capital base provides stability and reduces risk, while generating an acceptable return on investment. This compliments the long-term business strategy of the Trust, which is to grow its presence in the commercial real estate market in Canada.

## SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

The preparation of the Trust's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of certain assets and liabilities at the reporting date and the reported amounts of revenues and expenses during the reporting period. The significant estimates and judgments include assessing the nature of an acquisition and whether it represents a business combination or an acquisition of assets and liabilities, whether a joint arrangement structured through a separate vehicle is a joint operation or a joint venture, the assessment of the fair values of investment properties and the assessment of the unit-based compensation and derivative financial instruments where the fair value cannot be derived from active markets.

One significant judgment and key estimate that affects the reported amounts of assets at the date of the consolidated financial statements and the reported amounts of profit or loss during the period, relates to property valuations. Investment properties, which are carried on the consolidated statements of financial position at fair value, are valued by the Trust. The valuation of investment properties is one of the principal estimates and uncertainties of these financial statements. The valuations are based on a number of assumptions, such as appropriate discount rates and capitalization rates and estimates of future rental income, operating expenses and capital expenditures. These investment properties are sensitive to fluctuations in capitalization and discount rates. Investment properties are appraised primarily based on adjusted cash flows obtained from existing tenants, since market participants focus more on expected income. The fair value of investment properties indicated in the consolidated financial statements has been calculated internally using the direct capitalization method based on rental income. This fair value has been

calculated by using a capitalization rate, provided by qualified independent professional appraisers, and applied on adjusted rental income. Rental income is adjusted to take into consideration provision for vacancies, administrative fees, structural reserves and discounts on variable income. Inputs used in determining the fair value of investment properties have been considered in order to reflect the Trust's best estimates of the impacts related to COVID-19 based on information available to the Trust as of September 30, 2022.

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### RISKS AND UNCERTAINTIES

All property investments are subject to a degree of risk and uncertainty. Property investments are affected by various factors including general economic conditions and local market circumstances. Local business conditions such as oversupply of space or a reduction in demand for space particularly affect property investments. As at September 30, 2022 the Trust held interests in 101 properties in Quebec, Ontario and Nova Scotia, across 4 market segments. The Trust is exposed to credit risk, interest rate risk and liquidity risk. In order to limit the effects of changes in interest rates on its expenses and cash flows, the Trust constantly follows the evolution of the market interest rate risk and consequently determines the composition of its debts.

#### Credit Risk

Credit risk comes primarily from the potential inability of customers to discharge their rental obligations. Canadian Net strives to obtain rent payments on a monthly basis in order to limit this risk while maintaining a limited receivable balance (\$1,255,728 as at September 30, 2022 compared to \$1,018,030 as at December 31, 2021). The composition of this balance mostly includes major Canadian companies with small credit risk.

The Trust has a portfolio of loans receivable from joint venture partners. These loans are secured by interest in said joint ventures. As at September 30, 2022, loans receivable amount to \$4,237,157 (\$4,573,998 as at December 31, 2021).

#### Interest Rate Risk

Interest rate risk affects the Trust through its loans receivable, mortgages, long-term debt, and convertible debentures. These instruments bear fixed interest rates and as such expose the Trust to fair value risk. Lines of credit with a floating interest rate expose the Trust to a cash flow risk. If market conditions warrant, the Trust may attempt to renegotiate its existing debt to take advantage of lower interest rates. The Trust has an ongoing requirement to access debt makers and there is a risk that lenders will not refinance such maturing debt on terms and conditions acceptable to the Trust or on any terms at all. Each change of 1% of the interest rates would have an impact of \$384,576 on the financial expenses for the quarter.

#### Liquidity Risk

Liquidity risk is the risk of being unable to honour financial commitments by the deadlines set out under the terms of such commitments. Senior management manages the Trust's cash resources with respect to financial forecasts and anticipated cash flows.

The Trust has cash availability which allows it to control its current liquidity risks, mainly composed of accounts payable, current portion of mortgages and long-term debt.

#### Lease Roll-over Risk

Lease roll-over risk arises from the possibility that Canadian Net may experience difficulty renewing leases as they expire or in re-leasing space vacated by tenants. Canadian Net's principal management of occupancy risk is the skewing of tenancies towards national tenants, the signing of longer-term leases and significant pre-leasing of development space.

#### Development and Acquisition Risk

The Trust's external growth prospects will depend in large part on identifying suitable acquisition opportunities and conducting necessary due diligence. If the Trust is unable to manage its growth and integrate its acquisitions and developments effectively, its business operating results, and financial condition could be adversely affected. Developments and acquisitions may not meet operational or financial expectations due to unexpected costs or market conditions, which could impact the Trust's performance.

#### Environmental Risk

Canadian Net is subject to various laws relating to the environment which deal primarily with the costs of removal and remediation of hazardous substances such as petroleum products. Environmental risk is relevant to Canadian Net's ability

to sell or finance affected assets and could potentially result in liabilities for the costs of removal and remediation of hazardous substances or claims against Canadian Net. Management is not aware of any material non-compliance with environmental laws or regulations with regard to Canadian Net's portfolio, or of any material pending or threatened actions, investigations or claims against Canadian Net relating to environmental matters. Canadian Net manages environmental exposures in a proactive manner by conducting thorough due diligence before the acquisition of each property and by taking environmental insurance coverage on properties where risk could potentially arise.

### **Status of the REIT**

The Trust is required to comply with specific restrictions regarding its activities and the investments held by it in order to maintain its real estate investment trust status ("REIT"). Should the Trust cease to qualify as a REIT, the consequences could be material and adverse. As well, the Trust conducts its affairs in order to qualify as a REIT under applicable tax statutes so that it retains its status as a flowthrough vehicle for the particular year. Should the Trust not meet the conditions to qualify as a REIT in a particular year, it may be subject to tax similar to a corporation, which may have an adverse impact on it and its unitholders, on the value of the units and on its ability to undertake financings and acquisitions. This could also materially reduce its distributable cash. Management believes that it complies with the REIT rules.

### **Access to Capital**

The Trust's growth prospects depend on its ability to access capital, mainly debt and equity. Adverse market conditions could lead to a negative capital markets environment in which the Trust might not be able to issue units, debentures or any other financial instruments in order to raise capital. Access to debt, mainly through mortgages, is also crucial for financing purposes, and the unavailability of the debt market would make it harder for Canadian Net to acquire real estate assets that satisfy its investment criteria.

### **COVID-19 Risk**

A local, regional, national or international outbreak of a contagious disease, such as COVID-19, could have an adverse effect on local economies and potentially the global economy. The COVID-19 could affect the Trust's ability to collect rent in certain instances.

Management continues to assess the impact of COVID-19 and governments' responses to it on the Trust. Portions of the Trust's financial results incorporate estimates from management that are subject to increased uncertainty due to the market disruptions caused by the COVID-19 pandemic. Areas of increased estimation uncertainty in the Trust's consolidated financial statements include the fair value of its investment properties and the recoverability of amounts receivable.

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## **RELATED PARTY TRANSACTIONS**

The loans receivable include an amount of \$210,000 (2021: \$210,000) due from officers of the Trust. The loans were granted for a term of 5 years, and bears interest at a rate of prime plus 0.75% per annum. Interest income on the loans amount to \$2,909 (Q3 2021: \$1,613) for which no amount is receivable as at September 30, 2022 (2021: \$0).

During the period ended September 30, 2022, certain trustees of the Trust exercised 40,832 warrants at an exercise price of \$6.10 per unit for aggregate gross proceeds of \$249,075.

On August 3, 2021, the Trust closed its public offering of trust units of the Trust. Certain trustees of the Trust acquired an aggregate of 50,750 units under the offering, for aggregate gross proceeds of \$378,087.

During the year ended December 31, 2021, \$5,000,000 of advances were made by certain trustees in order to facilitate an acquisition. The advances were repaid within the year and \$20,000 of financing fees were paid to the same trustees.

All related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

**Officers and Trustees Compensation**

Key management personnel are those individuals having authority and responsibility for planning, directing and controlling the activities of the Trust, directly or indirectly. Key management personnel are comprised of the Company's executive officers and Trustees and their compensation is as follows:

| Period ended September 30 | 3 months       |                | 9 months       |                |
|---------------------------|----------------|----------------|----------------|----------------|
|                           | 2022           | 2021           | 2022           | 2021           |
| Salaries and benefits     | 117,653        | 108,077        | 341,205        | 259,521        |
| Unit-based compensation   | 141,756        | -              | 569,618        | 244,640        |
| <b>Total</b>              | <b>259,409</b> | <b>108,077</b> | <b>910,823</b> | <b>504,161</b> |