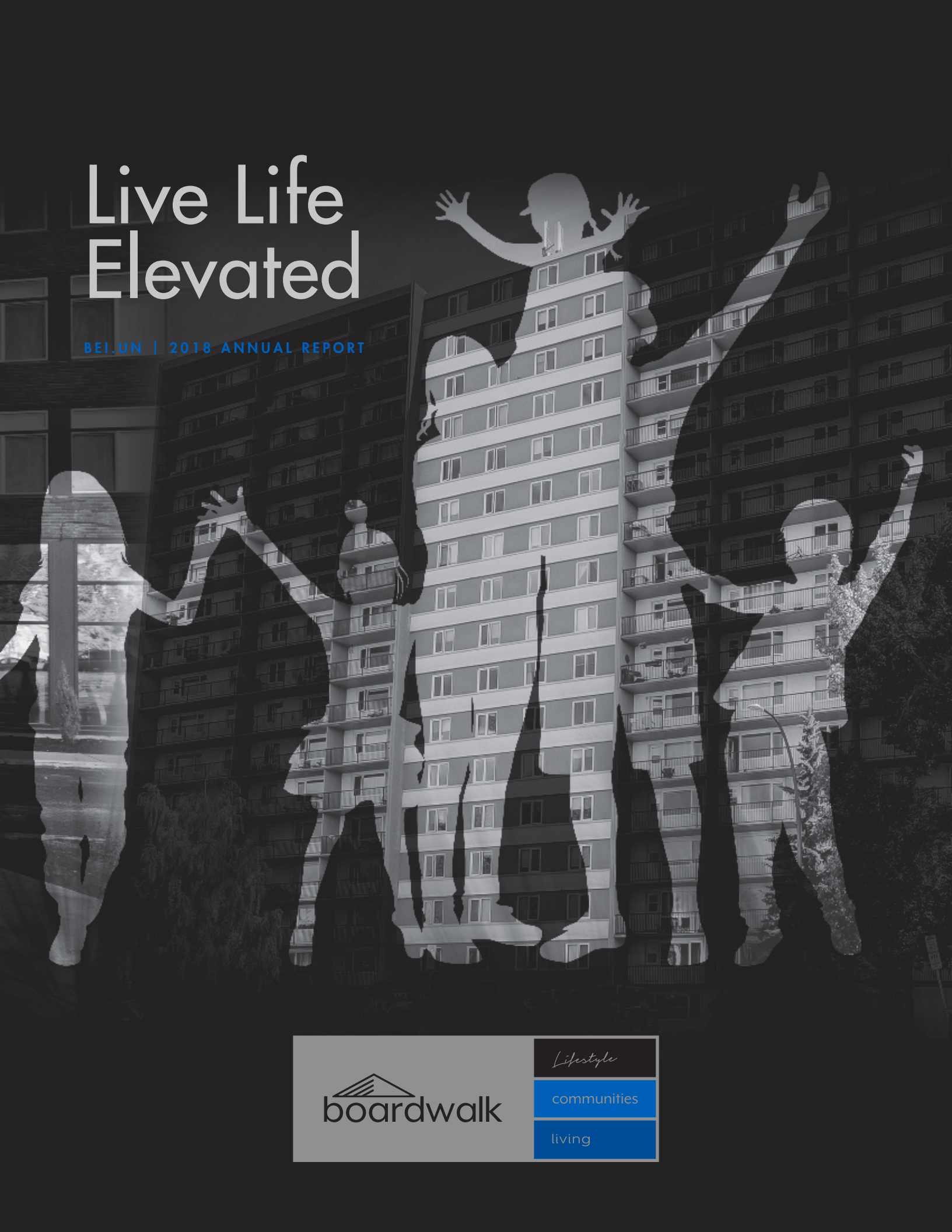


# Live Life Elevated

BEI.UN | 2018 ANNUAL REPORT



  
boardwalk

*Lifestyle*

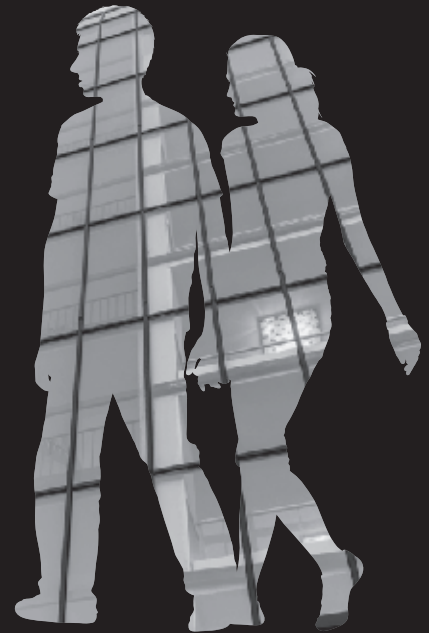
communities

living

# ELEVATING

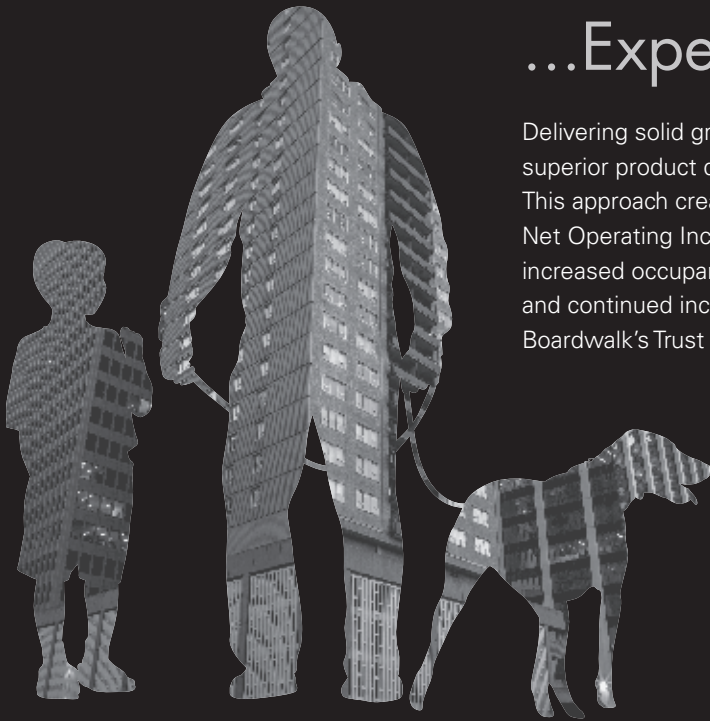
## ...Communities

A re-positioned portfolio offering three distinct brands: Lifestyle, Communities and Living, providing a home for a broad range of Residents. In addition to its suite renovation program, Boardwalk increased its investment in value-add capital expenditures on renovating common areas, lobbies and community rooms, as well as upgraded fitness facilities and wi-fi bars.



## ...Expectations

Delivering solid growth resulting from our team's commitment to superior product quality, service and Resident Member experience. This approach created a positive revenue trend of 5.5% same-property Net Operating Income growth, primarily due to higher revenues from increased occupancy, returns on renovation/repositioning program and continued incentive reductions. This growth has positioned Boardwalk's Trust Units to deliver exceptional value.



## ...People

Building a team of passionate, peak performers, working towards our long-term goal of delivering service excellence and direct Resident Member interaction. Boardwalk is dedicated to creating and maintaining a strong sense of community engagement, providing an exceptional place for its Associates to be innovative, and making a difference in the lives of our Resident Members.





boardwalk  
communities

varsity square

## 2018 HIGHLIGHTS

**\$253 million**

OF LIQUIDITY AT  
THE END OF 2018

**>25%**

MANAGEMENT  
OWNERSHIP

**5.5%**

SAME-STORE  
NOI GROWTH



**\$126 million**

**INVESTED IN  
CAPITAL IMPROVEMENTS**

**47%**

**DEBT TO  
ASSETS**

**\$62.56**

**NET ASSET VALUE  
PER TRUST UNIT**

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Corporate Information **IBC**

The background of the page is a grayscale photograph of a multi-story residential building. The building has several windows, some with blinds. At the bottom of the image, the words "boardwalk" and "heights" are written in a large, white, sans-serif font. Above "boardwalk" is a stylized icon of a house with a gabled roof. The building's facade is light-colored, and the windows are dark, creating a high-contrast look.

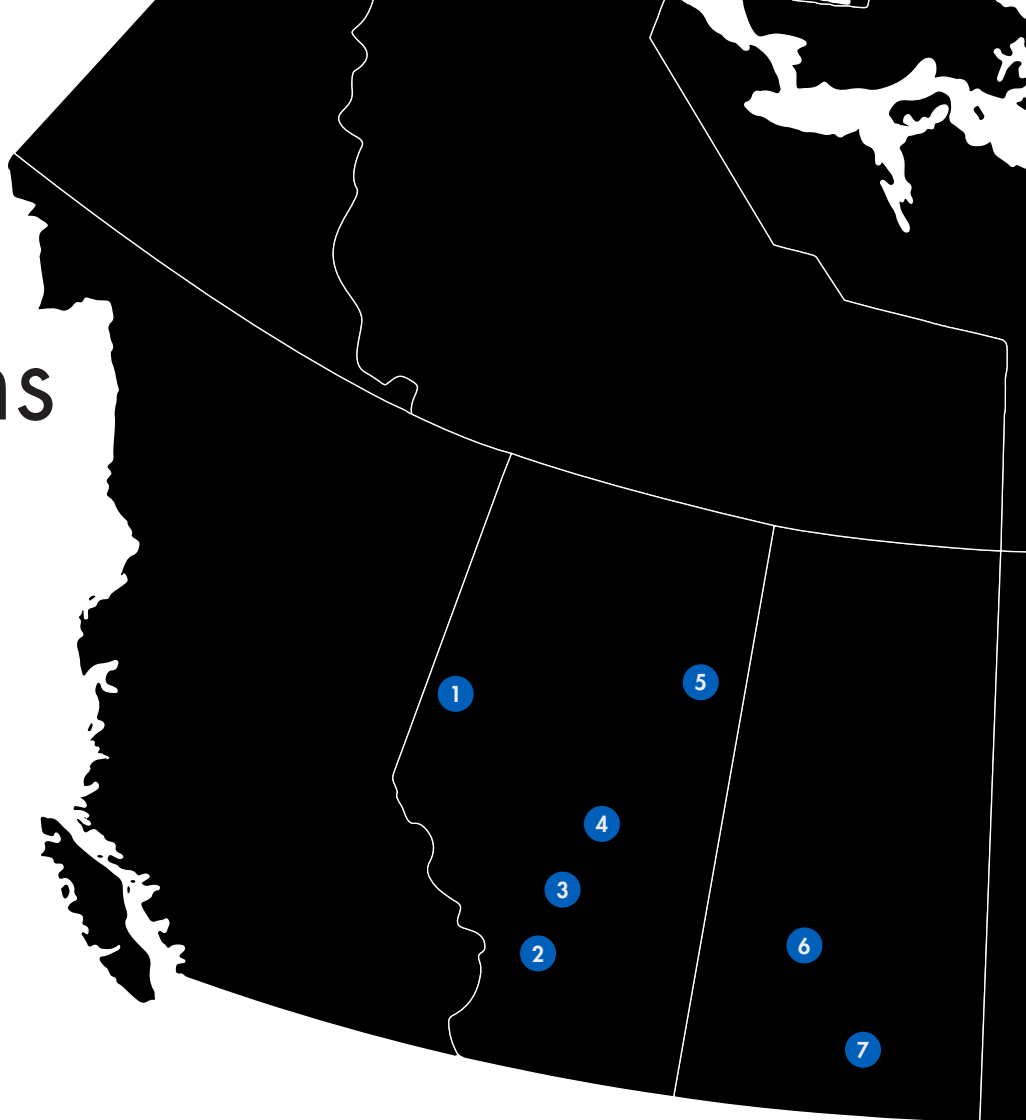
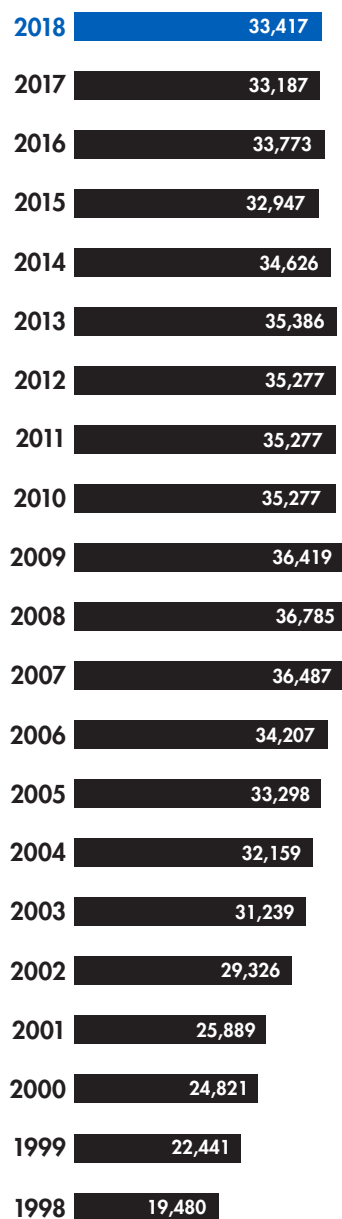
# boardwalk heights

### CORPORATE PROFILE

Boardwalk REIT strives to provide Canada's friendliest communities and currently owns and operates more than 200 communities with over 33,000 residential units totaling over 28 million net rentable square feet. Boardwalk's principal objectives are to provide its Residents with the best quality communities and superior customer service, provide Unitholders with enhanced returns, and increase the value of its Trust Units through selective acquisitions, dispositions, development, and effective management of its residential multi-family communities. Boardwalk REIT is vertically integrated and is Canada's leading owner/operator of multi-family communities with 1,700 Associates, all helping to bring Residents home to properties located in Alberta, Saskatchewan, Ontario, and Quebec.

# Operations Review

## Total Number of Residential Units



## Boardwalk Operations Portfolio

- 1 Grande Prairie  
645 UNITS | 1.9% OF PORTFOLIO
- 2 Calgary/Airdrie/Banff  
5,956 UNITS | 17.7% OF PORTFOLIO
- 3 Red Deer  
939 UNITS | 2.8% OF PORTFOLIO
- 4 Edmonton/St. Albert/Spruce Grove  
12,906 UNITS | 38.8% OF PORTFOLIO



- 5 Fort McMurray  
352 UNITS | 1.1% OF PORTFOLIO
- 6 Saskatoon  
1,988 UNITS | 5.9% OF PORTFOLIO
- 7 Regina  
2,046 UNITS | 6.1% OF PORTFOLIO
- 8 London  
2,256 UNITS | 6.8% OF PORTFOLIO

- 9 Kitchener  
329 UNITS | 1.0% OF PORTFOLIO
- 10 Montréal  
4,681 UNITS | 14.0% OF PORTFOLIO
- 11 Québec City  
1,319 UNITS | 3.9% OF PORTFOLIO
- 12 **Greater Toronto Area**  
365 UNITS  
(50% JOINT-VENTURE OWNERSHIP)  
(DEVELOPMENT COMMENCED 2019)



boardwalk Lifestyle

# Letter to Unitholders

**\$435 million**

TOTAL REVENUE OF 2018

**5.5%**

STABILIZED NOI GROWTH

**\$2.21**

FFO PER TRUST UNIT

2018 marked a turnaround from a cyclical bottom for Boardwalk. Our recovering financial results are the product of our team's commitment to the best product quality, service and experience, which has resulted in both higher revenues and occupancy, a balanced suite renovation program, and continued incentive reductions. This approach has resulted in a positive revenue trend that began in 2018, and it continues to show sequential and compounding improvement in our revenue.

The rental market in Alberta is nearing a level of balance led by affordability. More stringent mortgage rules and continued positive international and inter-provincial migration into the province have increased demand for affordable housing, while the delivery of new housing supply remains below total demand.

The solid growth Boardwalk achieved was a result of re-engineering and improving our operating performance by focusing on a team of caring, peak performers, maximizing value from our investments, and maintaining focus and accountability on our financial results.





The Trust introduced details of its long-term strategic plan just over a year ago and has made progress in 2018 towards what Boardwalk will be a decade from now.

<b>PILLAR 1</b>	<b>Recapture Revenue Loss</b>
<b>PILLAR 2</b>	<b>Brand Diversification</b>
<b>PILLAR 3</b>	<b>Long-term Expansion</b>
<b>PILLAR 4</b>	<b>Solid Financial Foundation</b>
<b>PILLAR 5</b>	<b>Delivering Results</b>

Our first pillar was to recapture revenue from a cyclical trough in our Western Canadian portfolio. To do so, we entered 2018 with a revenue opportunity which consisted of vacancy loss of \$33 million and incentives totaling \$40 million. Our team did very well by reducing vacancy rates to our targeted range of 2% to 4% for most months in 2018. The result was a significant decrease in vacancy loss, totalling \$18 million for 2018, which we believe we can continue to further reduce. This vacancy loss improvement has positioned the Trust to reduce incentives into 2019 and represents a significant opportunity over the next (two) 2 to (three) 3 years.

Our second pillar was our continued brand diversification to elevate our Western Canadian portfolio. Our investment in suites, lobbies and common areas are anticipated to deliver solid returns, while also diversifying our product offering to cater to a wider rental demographic. Additionally, the Trust sold over 700 units of non-core assets in Regina, redeploying proceeds towards a better quality 299-unit portfolio in Calgary. In 2019, we anticipate a continuation of this brand positioning, and are excited to increase our focus on our Edmonton portfolio, while maintaining high occupancy and reducing incentives.


**BOARDWALK EXECUTIVES**

Left to right: Kelly Mahajan, William Wong, Jeffrey Klaus, James Ha, Helen Mix, Roberto Geremia, Lisa Russell, Dean Burns, Van Kolia, Lisa Smandych, Bhavnesh Jaraim, Sam Kolia, Samantha Kolia-Gunn, Jonathan Brimmell.

Third, the Trust set a goal of diversifying its portfolio over the next decade, and is excited to be in the ground on our first development in the GTA with a like-minded partner. By entering this new market with a landmark, high-quality development, we can position the Boardwalk brand to deliver the best product and experience to our current and future Residents.

Fourth, we maintained a solid financial foundation by balancing our leverage, maintaining liquidity and improving our debt metrics from a cyclical trough. We anticipate this to continue as we recover and grow our revenues.

Lastly, our results for the year demonstrate stabilized NOI growth for 2018 at a solid 5.5% which was within our original guidance range of 2% to 7%. An unfavourable legal and condominium expense in December of 2018, along with our focus on a team of caring, passionate peak performers, resulted in adjustments related to Associate severance throughout the year – these represented both a cost and an investment. Our FFO of \$2.21 per Trust Unit after \$0.06 of adjustments represents a turn from a bottom in 2017 and, though this was within the bottom half of our original guidance range, provides room for further improvement.

We enter 2019 well positioned to continue, accelerate, and deliver further growth.

We continue to recapture revenue from our core portfolio, and when we combine this with our maximum re-investment distribution policy, the Trust should be well-positioned to further accelerate on our longer-term diversification plans. I am so proud of the evolution our team, service and product have made through this re-balancing of the rental market. We believe we are positioned better than ever to deliver the best product quality, service and experience and, when combined with the high level of affordability in our Western Canadian rental markets, we continue the recovery that began in 2018.

Description	2019 Financial Guidance
Stabilized Building NOI Growth:	4% to 9%
FFO Per Trust Unit:	\$2.35 to \$2.50
AFFO Per Trust Unit: (based on \$717/year/apt)	\$1.88 to \$2.03



## Thank You

Since our inception in 1984, Boardwalk's approach and commitment to providing our Resident Members with the best quality communities and superior customer service has remained unchanged. Even during more challenging economic times, Boardwalk continues to offer Resident Member-friendly programs such as an internal subsidy program (offering rental increase forgiveness to Residents who would experience financial hardship as a result of a rental increase), a self-imposed rent protection program (limiting the amount of a rental increase in any given year), as well as Community engagement and experience opportunities (family movie nights, wine and cheese events and many others). A friendly, community, and member-experience focused approach to our operational strategy makes Boardwalk a first-choice housing option, which, when coupled with strategic initiatives of brand diversification, suite renovations, new partnership/development opportunities and NAV creation focused portfolio growth, creates value for our Stakeholders.

Thank you to Unitholders, financial and operating partners for their continued support. A special thanks to CMHC,

Boardwalk's largest financial partner, which continues to provide mortgage insurance products that maintain low interest rates and mitigate renewal risks, all of which allow Boardwalk to continue providing the best value in rental housing for Canadians.

A further thanks to our Board of Trustees for their discipline, guidance and continued focus on excellence in governance and corporate strategy.

Thank you to our Resident Members for their continued loyalty and engagement, and for calling Boardwalk home.

Lastly, thank you to each of our Associates for their dedication and commitment to Boardwalk's communities.

Over our 34-year history, we have continued to succeed in creating value, and we are positioned to continue enhancing value and growth for all our Stakeholders.

Respectfully,

**Sam Kolias**  
CHAIRMAN AND CEO



# Creating Quality and Service for Resident Members

## RENT ASSISTANCE

Boardwalk continues to offer an internally-mandated, self-regulated rent assistance program (the “Internal Subsidy Program”) under which eligible Resident Members who are experiencing financial hardship are offered various methods of rental forgiveness, including reducing or withholding rental increases and subsidizing suites.

## MEMBER CALL CENTRE

Boardwalk offers Resident Members access to a 24/7/365 Member Call Centre, conveniently accessible by phone, email, or live chat.

## MEMBER SURVEYS

Annual surveys are conducted to help quantify Boardwalk’s level of customer service and where it can be improved.

Boardwalk strives to be Canada’s friendliest and preeminent landlord, continually looking for new and innovative ways to build and strengthen long-lasting relationships with more than 50,000 Resident Members across four provinces in Canada. We are committed to providing each of our Resident Members with superior Customer Service, welcoming communities and a variety of home options, offering the best product quality, service and experience to our current and prospective Resident Members for every stage of life.

Since its inception in 1999, Boardwalk continues to offer an internally-mandated, self-regulated rent assistance program (the “**Internal Subsidy Program**”) under which eligible Resident Members, who are experiencing financial hardship, are offered various methods of rental forgiveness, including reducing or withholding rental increases and subsidizing suites.

As part of our commitment to customer service, all levels of Boardwalk Associates conducted a nation-wide survey amongst its Resident Members. In total 7,000 doors were reached, with Associates each personally knocking on 20 – 40 doors, allowing them to connect in a meaningful way with Resident Members in order to learn why they continue to choose Boardwalk as their rental provider of choice. After analyzing results of the national survey, we were pleased to discover that our Resident Members initially chose to live in a Boardwalk Community based on location and product



offering; however, many have chosen to stay in their homes due to a strong sense of community that is consistently fostered among our Resident Members. Reasons for staying and continuing to live with Boardwalk included quality of service, maintenance guarantees, community events, location, amenities and friendships formed with other Resident Members, as well as our Associates. Of the 7,000 homes our Boardwalk Associates connected with, nearly 30% have lived with Boardwalk for over 5 years.

Boardwalk offers Resident Members access to a 24/7/365 Member Call Centre, conveniently accessible by phone, email, or live chat. Boardwalk also provides 24-hour on-call maintenance for its Communities and a Maintenance Guarantee, ensuring all standard maintenance requests will be completed within 72 hours. We are continually looking for and implementing changes and improvements, and adapting to the changing needs and priorities of our Resident Members.

As a testament to its success, more than 202,000 phone calls, 107,000 emails, and 16,000 live chats were received through the Customer Service Centre in 2018.

To further enhance their experiences, Boardwalk continues to connect with its Members through its secure, Resident Member website at [www.bwalk.com](http://www.bwalk.com), which received a major redesign, integrating new brands and stunning photography. For a superior user experience, Members

have the ability to add multiple images to feedback and contact forms, access the "Community Corner", use credit or debit cards to make payments, access additional maintenance features, connect online with others living in the same community through a buy/sell forum, and access Boardwalk's blog showcasing all that is available to our Members.

Confirming its successful re-launch in 2018, registered users on the Resident Member website increased to 11,257, up 28.6% from 2017. The site also received 1.5 million visits (140,000 per month) from more than 880,000 unique users and 4.2 million page views (78% from new visitors).

Further ensuring service consistency and Resident Member satisfaction, automated phone and online surveys were conducted in 2018 with Members who either had:

- (i) recently moved in to a Boardwalk Community (92.12% satisfaction, up from 76.35% in 2017);
- (ii) had maintenance work completed (85.81% satisfaction, up from 82.70% in 2017); or
- (iii) had moved out (71.82% satisfaction compared to 71.55% in 2017), with the most common reason being "personal", and 12.56% resulting from Members transferring to other Boardwalk buildings.

## WELCOME HOME



These annual surveys help to qualify Boardwalk's level of customer service as well as where it can be improved, allowing us to implement immediate improvements and effectively respond to the changing needs and priorities of Resident Members.

In 2017, Boardwalk introduced Net Promotor Score ("NPS") surveys where Residents rank their move-in, maintenance and move-out experiences to gauge Resident Member satisfaction. Since launching the program, new Site-Associate evaluations focusing on Courtesy have been instrumental in helping to drive the Resident Member experience, resulting in remarkable NPS gains and a score of 51 for 2018, a significant increase from an NPS score of 36 in 2017.

As Boardwalk is always looking for new ways to foster community, in 2018 we further increased our use of social media to connect with and engage current and prospective Resident Members. Particularly, we are seeing demonstrated and substantial success with our Facebook page, noting more than 20,200 followers. With the help of social media, Boardwalk continued its corporate re-branding campaign, including new signage at re-branded buildings, all of which continues to see great success in promoting positive brand awareness across the Community and amongst our Resident Members.

Believing that a connected community is the basis for the most fulfilling and rewarding living experience, Boardwalk invites and encourages Residents to participate in numerous sponsored "**Resident Appreciation Events**" across Canada.

## PERSONAL TRAINING



Boardwalk's dedicated team of "Member Experience" Associates continued to enhance the community experience by expanding the number and frequency of appreciation events offered in 2018. Events such as meet your neighbour and movie nights, zoo days, festival tickets, fitness classes, art classes, concerts, BBQs, picnics, pet day, block parties, family swim days, community resource information sessions, afternoon teas, cocktail parties, sporting events, family photo sessions, bowling nights, and contests, all resulting in an average 60% increase in Resident Member attendance and engagement.

There is no greater demonstration of the love of community than Associates and Resident Members working side by side to build and better their communities. With a 60% increase in Resident Member attendance in Southern Alberta alone in 2018, Boardwalk finds these events continue to foster relationships between Associates and Residents, and provide opportunities for Residents to form relationships within their Boardwalk Community.

This dedication to superior Customer Service and maintenance completion has previously earned Boardwalk the Recognizing Outstanding Organizations and People in Housing ("**ROOPH**") award for outstanding community partnerships, as well as the *Calgary Residential Rental Association Community Service* award.



UPGRADED GYMS



VARSITY SQUARE COMPLIMENTARY COFFEE BAR

A black and white photograph of three people, two men and one woman, wearing aprons with the Boardwalk logo. They are smiling and looking at something they are working on together. The woman is on the left, a man with sunglasses is in the center, and another man is on the right. They are in a kitchen or food preparation area.

# Building Community

**540+**  
**volunteer hours**

PROVIDED TO VARIOUS  
CHARITIES THROUGH  
BOARDWALK'S ANNUAL  
WEEK OF GIVING

**60+**  
**community  
initiatives**

SUPPORTED BY  
BOARDWALK IN 2018

Boardwalk strives to provide and foster communities that encourage Residents, Associates and Stakeholders to create an environment where local and global relationships can be made, and which fulfill Boardwalk's goal of building better communities. This sense of community leads to Residents choosing Boardwalk as their preferred housing option, resulting in sustainable returns for Unitholders, welcoming homes for Resident Members and a great place to work for Associates.

In 2018, Boardwalk continued its involvement in more than 60 community sponsorships and initiatives across Canada, including Boo at the Zoo, Walk for Wellspring, The Coldest Night of the Year, Hockey Helps the Homeless, blood and food drives, Operation Christmas Child, KidSport, WE are One Benefit Concert, Five Days for the Homeless, seniors and homelessness events/fundraisers, youth mentor programs, Iron and Frost Gala, Stuff a Suite, Feed the Hungry, and many more. Each engagement opportunity encourages Resident Members and Associates to give back to their communities in meaningful ways.





Additional regional initiatives are also sponsored each year such as “The Princess Shop” where a female-identifying student in Saskatoon, who faces barriers that would not allow her to pursue her dreams without sponsorship, receives one (1) year free rent to further her education and have a safe place to call home. Others include the City of Saskatoon Immigration & Newcomers, which encourages attendance at meetings and exchanges ideas to make housing easier to attain for newcomers to Canada, helping them feel at home in our suites and in our Cities. We have also supported the EGADZ Emotional Support Dogs which provides emotional support to disadvantaged children and helps them to deal with crisis.

To further encourage community engagement, every Boardwalk Community now offers a “**Community Connections**” pamphlet for Resident Members showcasing important agencies in their own community that serve the Residents, including agencies, churches, schools, transportation and shopping.

Boardwalk also offers many opportunities for Resident Members to get involved in charitable events, resulting in the continuation of the Boardwalk Angels Program. The Angels Program recognizes Boardwalk buildings where Resident Members have been involved in sponsored, charitable events in their community. In 2018, Boardwalk continued to host many Angels Program initiatives such as Adopt a School

(Saskatoon), Brentview Retirement Community (seniors knitting tuques and scarves for Stephen’s Backpacks), food hampers in Quebec City and London, Operation Christmas Child, Feed the Hungry and many more.

*WE Day* (“**WE Day**”), the largest international youth empowerment movement, is hosted annually by WE utilizing renowned speakers, celebrity performances and innovative leaders, with an aim to encourage youth to get involved as leaders and bring about change in their local and global communities.

Guided by our Golden Vision to Love Community, Boardwalk is also committed to making a meaningful difference by ensuring our youth today are inspired to create positive change. We were very proud to be a platinum sponsor of WE Day Alberta for the fourth consecutive year. In addition, Boardwalk provided more than 70 **WE Day** tickets to youth Resident Members and leadership students at Victoria School of Arts to experience this life changing day.

We were excited and honoured to sponsor and present the Good Neighbors Award to the M.E. LaZerte School, which is in the proximity of several Boardwalk Communities in Northeast Edmonton, to acknowledge and help continue their amazing community leadership work. The \$10,000 grant associated with the award will be used by the school towards a series of great initiatives including Community School pantry, the breakfast club program and an anti-bullying

ANNUAL "WALK FOR WELLSPRING"



EDMONTON "WE DAY"





project. Together with the school's leadership, Boardwalk is working on several other initiatives that will benefit the students, with the main focus being on career development, leadership challenges and developing a continuous, long-term partnership between Boardwalk and the LaZerte School.

Boardwalk strives to ensure that everyone has a place to call home, and was involved in many community events to help end homelessness including "Hockey Helps the Homeless" in numerous cities and "Five Days for the Homeless." Additionally, Boardwalk partners with many government and other organizations to provide affordable housing across Canada. These organizations include Calgary Homeless Foundation, Homeward Trust, London Housing Company, Red Deer Housing, the Mustard Seed and many others. In total, Boardwalk provides approximately 1,000 affordable housing units to these programs.

In addition to the programs and initiatives listed above, Boardwalk provides Associates with opportunities to give to international communities under its "**Homes of Hope**" benefit. In partnership with "Youth with a Mission," Boardwalk sends Associates to Tijuana, Mexico to build homes for families in need. Boardwalk sponsored two (2) trips in 2018, allowing 70 Associates to travel to Tijuana to build four (4) homes.

In December of 2018, Boardwalk hosted its annual Week of Caring, giving Associates the opportunity to volunteer for up to four paid hours at their favorite local charitable organizations. Associates collectively gave over 1,290 hours to their charities of choice, including "**Operation Christmas Child**", a Samaritan's Purse initiative. During our Week of Caring, Resident Members joined Associates in filling more than 3,000 shoeboxes with gifts for Operation Christmas Child, while others dedicated additional hours at the Operation Christmas Child warehouses, preparing shoeboxes for children in need around the world.

To further support charitable organizations, Boardwalk offers Associates the "**Charitable Match Donation Program**". This Program enables Associates to donate a portion of their salary to a specific charitable organization. Boardwalk then matches these donations (up to \$1,000 per Associate, per year).

Boardwalk continues to work towards building better communities, both locally and globally, encouraging its Resident Members and Associates to get involved in the communities in which they live and work, and to "give where they live". Strong and lasting communities are best built when we support one another and work together! Charitable events held in 2018 continued to demonstrate the resilience of community and the positive effect that community has on all stakeholders. Boardwalk will continue its work towards building better communities in 2019.



# Empowering Team Boardwalk

## 31.5%

**LOW ASSOCIATE  
TURNOVER RATE**

Boardwalk's mission to provide the best quality communities for its Resident Members is only achieved by the collective efforts of the Boardwalk team of Associates.

## 23%

**OF ASSOCIATES HAVE  
BEEN WITH BOARDWALK  
BETWEEN 5 AND 10 YEARS**

Boardwalk underwent a re-engineering of its culture in 2018, focusing in on a team of caring, passionate, peak performers. Boardwalk is working towards its longer-term goal of fostering a team of highly efficient and effective Associates. As a result of this focus, Team Boardwalk evolved in 2018 to include an increased and enhanced level of service with more emphasis on Resident Member interaction within their communities and with site level Managers.

Boardwalk's commitment to the best product quality and service remains a priority. Despite an overall reduction in the number of Associates, more opportunity for responsibility has been provided to our team of peak performers.

Boardwalk provides Associates with ongoing training, development, education, benefits, advancement opportunities, competitive compensation, frequent communication, and opportunities to give back to our local, national and global communities. Through these efforts, Boardwalk fosters a strong sense of community engagement while providing an exceptional place for its Associates to work, and has been a past recipient of Waterstone Canada's 10 Most Admired Corporate Cultures (Western Canada).



## FUTURE GENERATION

## Aid

Working to support Associates in and outside the workplace, Boardwalk established the Rainbow of Hope Foundation (“**The ROH**”) in each region Boardwalk operates and maintains regional internal committees dedicated to raising funds to provide Associates with additional assistance, support and relief during times of need. Ensuring enough resources are available within every region, Boardwalk matches, dollar for dollar, the fundraising efforts for each ROH Committee.

## Benefits

Conducting regular benefits research and utilizing industry comparisons, Boardwalk ensures that it offers Associates a comprehensive benefits package, including an RRSP Match Program (“**RRSP Match**”). Through the RRSP Match, Associates can opt to have a portion of their salary deposited directly into an RRSP, where Boardwalk will then match a percentage of their contributions, which varies based on an Associate’s length of service.

Under the RRSP Match and multi-tiered comprehensive benefits program, Boardwalk dedicated \$2.9 million in 2018.

Boardwalk refers to its Associates as being part of the Boardwalk Family and, by extension, strives to also be supportive of the families of its Associates. To accomplish this, Boardwalk established the Chairman’s Scholarship fund to help with the cost of post-secondary education for the children of Associates. In 2018, 29 children of Associates were awarded with scholarships, maximizing its annual \$200,000 budget.

## Charitable Matching

Fostering the spirit of giving, Boardwalk encourages Associates to give back to their communities in many ways, one of which is through its Charitable Match Donation Program. This program allows Associates to donate a portion of their salary to a registered charity of their choice that the Trust then matches (up to \$1,000 per Associate, annually). In 2018, Boardwalk matched over \$26,000.

## Communication

With our team spanning across four Provinces, a key component in growing the best team is to ensure information is provided to Associates in a timely matter. Boardwalk has developed and implemented an internal communications program utilizing numerous vehicles, including an intranet (the “**Bistro**”). The Bistro is a secure website that Associates can access either from work or home, ensuring every Associate has easy access to relevant information. The Bistro hosts current information on Health and Safety, benefits, Human Resources, important announcements and community events. Additionally, Boardwalk publishes a quarterly, bilingual, internal magazine (the “**Community Chest**”) that relays Health & Safety information, messages from Senior Management, financial updates, community events and features Associate content (i.e. employment milestones, births, weddings and life events). The Community Chest is distributed nationally to all its Associates.

Through internal communications, Associates are regularly updated concerning changes in their benefits, including

articles and tips for achieving and maintaining optimal physical, emotional and mental well being, as well as updates from their benefits providers.

Boardwalk hosts our annual *The Executive Associate Meetings* (“**TEAM**”) for Associates across Canada which provides opportunities for each Associate to connect with members of Senior Management and to receive updates on its operations. TEAM continues to shift its focus towards recognizing and celebrating Boardwalk’s family of outstanding Associates, providing Senior Management with the opportunity to acknowledge outstanding and long-term Associates for their continued commitment to providing the best quality communities.

Finally, Site Associates participate in monthly group meetings, during which they meet with Leaders to discuss any concerns and review Boardwalk updates, all of which contribute to Associate communication and engagement.

## Community Involvement

In addition to offering opportunities throughout the year for Associates to be involved in more than 60 community-based initiatives, Boardwalk also hosts an annual “*Week of Caring*”, encouraging Associates to volunteer with a registered charity of their choice for up to four (4) paid work hours during the month of December. In 2018, Associates dedicated 1,298 volunteer hours during Week of Caring alone.

## Compensation

In striving to provide Associates with a rewarding place to work, Boardwalk encourages a healthy work-life balance, frequently conducting market research to ensure that Associates are offered competitive compensation packages. In addition, Boardwalk offers both a Profit Share and a High-Performance Program that reward Associates for helping to meet and surpass its corporate strategy and goals each year.

## Development and Training

New Associates are introduced to Boardwalk’s culture through Orientation Sessions, including information on Boardwalk’s history, mission, vision, values, corporate culture and outlining its Health and Safety Program. Boardwalk also provides a Mentorship program that helps Associates develop their skills thereby improving the level of customer service provided to Resident Members.

Boardwalk’s Customer Service Representative Best Practices Program (“**CSRBPP**”), created and implemented in 2016,

consists of three (3) types of training: informational brochures, video, and role-playing exercises developed using both actual life examples received from Resident Members and feedback from Site Associates. In 2018, Boardwalk found the CSRBPP to be very successful, encouraging Associates to work together to solve problems while learning from collective experiences and expertise. Boardwalk plans to continue to expand the CSRBPP in 2018, including new scenarios for training videos and role-playing exercises to ensure content remains current and relevant.

Continuing to invest in Associate training, development and education, Boardwalk ensures that each Associate is given the opportunity to excel and reach their full potential. In 2018, the Trust invested more than \$190,000 in Associate training and development (books, tuition and membership fees), furthering Associate education, advancing their skills and assisting Associates in achieving their goals (up from \$148,000 in 2017).

In addition to financial compensation and incentives, Boardwalk ensures opportunities for advancement through its Succession Planning Program, fostering engagement and work-place satisfaction.

## Health and Safety Standards and Training

By carrying forward its Zero Injury Campaign, focusing on safe work environments and a goal to eliminate all workplace injuries and illnesses, each Boardwalk Community that accomplishes the Zero Injury goal is rewarded for their commitment to safety by Senior Management through recognition in the *Community Chest*, on the *Bistro* and in-person at TEAM luncheons. To ensure that all Associates understand that Health and Safety is a priority and is everyone’s responsibility, a Health and Safety component is included in all annual performance reviews. In 2018, 167 Boardwalk Communities remained injury free for the entire year.

An internal Health and Safety audit was conducted in 2018, consisting of three verification methods: documentation reviews, interviews, and site observations. The audit measured and evaluated Boardwalk’s Health and Safety Program against standards established by The *Alberta Employment and Immigration – Workplace Partnership* – which yielded a final score of 99%. Areas where Boardwalk excelled were Management Leadership & Organizational Commitment (99%), Hazard Identification and Assessment (99%), Hazard Control (100%), Qualification, Orientation and Training (100%), Emergency Response (100%), Ongoing Inspections (95%), Accident/Incident Investigation (100%), and

Program Administration (100%). Along with identifying areas of excellence, the audit identified areas in the Program where Boardwalk can still improve. Proactively, Boardwalk has already begun implementing improvements based on those results.

Training options (several of which our set out below) ensure Associates receive appropriate knowledge and education for their positions, and that they remain safe in the workplace:

- Asbestos Management Plan
- Associate Training
- Bed Bugs
- Bodily Fluids & Dead Animal Cleanup
- Chainsaw Safety
- Communication
- Company Vehicle Safety
- Confined Spaces
- Electrical Safety
- Emergency Response
- Environmental Policy
- Fall Protection
- Firearms/Weapons Found on Site
- First Aid
- Forklift Safety
- Hazard Detection Program
- Hazardous Materials, Storage & Disposal
- Housekeeping
- Incident Reporting
- Indoor Air Quality
- Job Hazard Analysis
- Joint Health & Safety Committee
- Ladder Safety
- Lockout and Tagging
- Material Safety Data Sheets (MSDS)
- Modified Duties
- Monthly Site Safety Inspections
- Mould Remediation
- Needle/Syringe Safety
- Noise Exposure & Hearing Conservation
- Office Ergonomics
- Pandemic Response
- Personal Protective Equipment
- Pesticides
- Pool Safety
- Power Tool Safety
- Respirator Code of Practice
- Right to Refuse Unsafe Work
- Safety Infractions
- Site Safety Meetings
- Slip, Trip & Fall
- Snow Shoveling
- Sun & Heat Protection
- Transportation of Dangerous Goods
- Visitor Policy
- Workplace Hazardous Materials Information Systems (WHMIS) 2015
- Working Alone
- Workplace Violence
- Zero Injury Campaign

## Recognition

To continue its practice of celebrating exceptional service and recognizing Associates who go above and beyond, Boardwalk expanded its Associate awards to include awards for Foundation/Leader of Excellence, Lifetime Achievement, Customer Service Excellence, Top Performer, Top NPS Score, Most Improved NPS, Best Site (by region/brand) and Best Quality Control (by region/brand).

Boardwalk also continued its “**Bravo Program**”, under which 493 Bravos were given to Associates and 168 were given to sites. In 2018, seven (7) Foundation of Excellence Awards (“**FOE Awards**”) and two (2) Leader of Excellence were awarded to well-deserving Associates who have been recognized by their peers for going above and beyond, living Boardwalk’s Mission, Vision, and Values.

Boardwalk values long-term Associates, recognizing Associates each year who achieved milestones of three (3), five (5), 10 and 20 years with Boardwalk by offering varying rewards such as additional vacation days, travel vouchers and recognition in the Community Chest.

In 2018, Boardwalk launched its first ever Awards of Excellence, recognizing and rewarding Associates at all levels in each region. Categories for awards were Best Overall Site, Best Quality Control, Customer Service, Innovator of The Year, Lifetime Achievement, Most Improved Net Promoter Score, Top Performer and Top Net Promoter Score.

## Results

Boardwalk’s efforts to maintain a happy, healthy and safe work environment for Associates continues to see success. While on-going restructuring and improvement of Boardwalk’s quality and service created Associate turnover of 31.5% in 2018, up from 19.33% in 2017, 23% of Associates have chosen to be part of the Boardwalk Family for between five and ten years, a further 18% have been with the Boardwalk Family for more than 10 years, and 3% have been with the Boardwalk Family for more than 20 years. This has resulted in a successful team of experienced, dedicated and passionate Associates who deliver on Boardwalk’s Mission, Vision and Values.



BROADWAY OPEN HOUSE

# Excellence and Integrity in Governance

"I continue to work at Boardwalk because of the friendly and positive environment. The company offers a competitive salary and an excellent medical/dental benefit package for me and my family. There is continuous support from the management team who are always willing to help out."

 AMY MILLEY  
Resident Customer Service Representative,  
Castlegrove Estates

Boardwalk prides itself on being honest, accountable and transparent to all Stakeholders, and this is evidenced in Boardwalk's corporate reporting.

Excellence in corporate governance has been a foundation over the past 34 years, and Boardwalk was proud to be recognized by *The Journal of the Institute of Corporate Directors* for effective communication regarding its transition to International Financial Reporting Standards ("IFRS"). This has resulted in Boardwalk being the winner of the Chartered Professional Accountants of Canada Award of Excellence in Corporate Reporting over multiple years for the Real Estate sector.

The Trust strives to provide information to Stakeholders in a timely manner, following which, open dialogue with Stakeholders is encouraged to ensure transparency. The Board of Trustees follows a mandate, as described in their *Statement of Corporate Governance Practices*, which explicitly defines the expectations and limits of both the Board and of Management. This comprehensive statement of governance principles gives both authority and autonomy to the Board through the articulation of key issues, including specific functions of the Board, Board integrity and independence, Trustee selection, and composition of the Board of Trustees and its committees.

As a publicly traded Trust listed on the Toronto Stock Exchange ("TSX"), Boardwalk either meets or exceeds the guidelines set out by the TSX and Canadian Securities Administrators regarding effective corporate governance. Governance of the Trust is based on the mandate of its Board of Trustees, its Code of Business Conduct and its guiding Mission, Vision and Values, which all Associates, Management and Trustees are expected to uphold.

Under the Trust's mandate, a Trustee majority must be independent of Management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with a Trustee's ability to act with a view to the best interests of the Trust and its Unitholders. Currently, five of the seven Board members are independent. In addition to assuming responsibility for the stewardship of the Trust, the Board of Trustees is specifically charged with:





- Reviewing, discussing and approving the Trust's Strategic Plan which addresses, among other things, opportunities and risks of the business.
- Identifying principal risks (including those risks concerning credit, market, liquidity and operations), in addition to reviewing risk management policies and processes of the Trust's business and ensuring implementation of appropriate systems to manage those risks.
- Reviewing the performance of the CEO and other senior executives of the Trust.
- Creating and maintaining the communication policy of the Trust, including approving the contents of major disclosure documents of the Trust.
- Reviewing policies and programs related to the image of the Trust and ensuring appropriate processes are in place for communicating with all stakeholders.
- Reviewing how the Trust communicates and interacts with analysts and the public to avoid selective disclosure.
- Managing the integrity of internal controls and management information systems.
- the Corporate Development Committee, which assists the Board in assessing and evaluating the implementation of the Trust's strategic plan, investigating and considering the nature and quality of the assets owned by the Trust and ensuring the Board is aware of any matters of concern that may affect the business and strategic position of the Trust; and
- the Audit and Risk Management Committee, which assists the Board in overseeing integrity of the Trust's financial statements, performance of the external auditors, adequacy and effectiveness of internal controls, and compliance with legal and regulatory matters.

The Board of Trustees is also responsible for three committees, each of which is composed solely of outside, independent Trustees:


- the Compensation, Governance and Nominations Committee, which is responsible for identifying and evaluating candidates to fill Board vacancies and assessing Board/Committee effectiveness as well as assisting Management in devising its strategic goals and priorities;

In 2018, Boardwalk REIT was recognized by the Globe and Mail's annual 'Board Games' as one of Canada's corporate boards who provide governance well beyond the minimum mandatory requirements imposed by regulators, which once again ranked the Trust at the top of the Real Estate sector and in the Top 20 among all industries in Canada.

Financial sustainability is attained through the guidance of Boardwalk's Board of Trustees, Management team and Stakeholders. Through valued input and guidance from its Trustees and conservative fiscal management, Boardwalk continues to maintain a strong balance sheet, provide value to Unitholders, opportunities to enhance its net asset value, and continues the Trust's mandate of "building better communities" which provides happy, safe, and sustainable communities for Boardwalk's Resident Members and Associates to live and work.

# Sustainability and Environmental Stewardship

"I continue to work for Boardwalk because of the positivity that is continually generated in the office and their strong understanding of the Golden Foundation."

 MANDY JOHAL  
Regional Marketing Assistant  
for Northern Alberta

Boardwalk is committed to responsible energy, gas and water management, as part of an overall environmental sustainability strategy, while maintaining operational goals and providing acceptable working and living environments for Associates and Resident Members. Through efficient management of energy utilization, Boardwalk aims to minimize energy, gas, water use and costs, environmental impact of harmful emissions, and the depletion of fossil fuels. Boardwalk is fully committed to achieving best practice benchmark standards in energy efficiency compared to our peers.

In 2018, four (4) Boardwalk communities were enrolled in the City of Edmonton Energy Benchmarking program, which supports building owners and operators to reduce energy consumption and help transition them to the mandatory building energy labeling initiative announced by the Federal Government in the Pan Canadian Framework on Clean Growth and Climate Change.

Reducing the water footprint is a major priority in Boardwalk's Communities, resulting in a partnership with Alert Labs, a Canadian company that developed a cutting-edge technology, based on sensors using a cellular connection to provide real-time monitoring and 24/7 alerts with powerful analytics to reduce utility bills, property damage and repair costs for residential and commercial properties.

As its first step, in 2018 Boardwalk implemented a series of water monitoring devices in 30 of its Communities with the goal of optimizing water usage. In addition, active testing on several flood detection devices for boiler rooms have already proved to be very beneficial.

Boardwalk also created its "**Green Initiative Committee**" which will continue to consider environmentally friendly practices as well as products and services for reducing carbon emissions, optimizing existing technologies and creating a better future.



Aside from environmental sustainability, Boardwalk strives to be both socially and financially sustainable and works towards social sustainability through its various involvements in community initiatives and projects across its portfolio. This is accomplished through partnerships with community organizations, financial sponsorships and encouraging volunteerism amongst Associates and Resident Members. Boardwalk also aims to bring awareness of, and find solutions to social issues, with a particular focus on homelessness. As a result, Boardwalk partners with various organizations across Canada to provide affordable housing to those in need, making long strides to be both socially sustainable and a positive influence in local and global communities. Boardwalk is encouraged by its team of Associates who drive community involvement and continues to empower its Resident Members to make a difference with such initiatives as Community Gardens which become a social hub of the community and where Resident Members help each other grow food, share, teach and relax in their garden space, promoting healthy eating options and bringing them together as a thriving community.

Environmental impact has been reduced thanks to a number of factors: by installing low flow showerheads, toilets, timers and photocells for outdoor lighting; purchasing energy star appliances; utilizing energy efficient fixtures, LED lighting, using low VOC paint; replacing and/or upgrading attic insulation, ventilation, roofing, building envelopes, siding and windows. Each of these measures has lowered the amount of energy Boardwalk buildings consume. Installation of

high-efficiency, hi-consumption, domestic hot water systems and variable frequency drives across the portfolio, allows for better monitoring and regulation of energy consumption and reduced operating costs and emissions. The use of these water and gas meters on both high and standard-efficiency systems demonstrates provable effectiveness of these measures, noting that, across Boardwalk's portfolio, carbon emissions are estimated to be reduced by one-third on these installations.

Providing communication, information and updates for Associates and Resident Members electronically resulted in decreased paper use, while encouraging Associates to turn off lights and computers in all offices when not in use. Offering recycling programs for cardboard, paper, plastic, scrap metal, computer/printer parts ensures every effort is being made to foster accountability and sustainability.

Financial sustainability is driven through the guidance of Boardwalk's Board of Trustees, Management team and Stakeholders. Through the valued input and guidance from each of these groups, Boardwalk continues to maintain a strong balance sheet and conservative fiscal management. Continued financial sustainability provides value to Boardwalk's Unitholders, opportunities to grow and build better local and global communities and to provide Resident Members and Associates with happy, safe, resilient communities in which to live and work.

# Elevating Performance

Boardwalk is built upon its Golden Foundation:

## GOLDEN RULE

Treat others as you would like to be treated

## GOLDEN GOAL

Be Good

## GOLDEN VISION

Love Community

## GOLDEN MISSION

Have Fun

With the guiding mission, *"To serve and provide our Resident Members with quality rental communities"*, Boardwalk persists in exploring excellence and diversity in community, focusing on the benefits it creates for its Associates, Resident Members, Communities and Unitholders. Regardless of economic conditions, Boardwalk is committed to abiding by its Golden Foundation, and with our friendly, community-living and member-experience driven approach, Boardwalk remains focused on maximizing value for all its stakeholders.

## Table of Qualitative and Quantitative Goals & Targets

Each year, Boardwalk sets goals and targets that allow measurement of its strategies (as outlined in the tables on the following pages) and constantly strives to exceed these goals and targets. Boardwalk also acknowledges that it operates in an industry where market conditions are often beyond its control and accepts that exceeding targets is not always possible; however, we strive to overcome and mitigate obstacles to ensure excellence, wherever and whenever possible.

Though individual interests place varying levels of importance on such objectives, Boardwalk recognizes each is intricately intertwined and vital to its business and believes in transparency and accountability to its goals and targets, desiring that its continued performance encourages discussion between stakeholders. Boardwalk believes the communities it has worked so hard to build are the foundation that continues to drive performance, providing exceptional benefits and opportunities for all its stakeholders.

**KEY:** 1 Achieved, and Aim to Improve Still Further 2 Achieved 3 Partly Achieved 4 Did Not Achieve IP In Progress

## IMPROVING LIFE FOR RESIDENT MEMBERS:

Working proactively to ensure Boardwalk remains Canada's multi-family, residential landlord of choice.

2018 Targets	2018 Results	2019 Targets
<b>Continually improve Customer Service.</b>	<p>1 Boardwalk's competitive advantage is due, in large part, to providing excellent service to Resident Members through:</p> <ul style="list-style-type: none"> <li>• 24-hour, on-call maintenance.</li> <li>• 72-hour maintenance guarantee.</li> <li>• 24/7/365 Call Centre access (161,486 calls; 104,536 emails; and 17,818 live chats received).</li> <li>• Major redesign of secure, user-friendly RM Website integrating new brands, stunning photography and a user experience to lease ahead of competition (11,257 registered members, up 30% from 2017). Site has had 881,345 unique users and 1.5 million visits (140,000 per month) and 4.2 million page views (an increase of 27% from 2017 with 78% being new visitors).</li> <li>• Positive survey responses in 2018: <ul style="list-style-type: none"> <li>◦ new move-ins 92.12%, up from 76.35% in 2017;</li> <li>◦ maintenance work 85.81%, up from 82.70% in 2017; and</li> <li>◦ move-outs 71.82%, up from 71.55% in 2017 (12.56% of which were Members transferring to other Boardwalk buildings).</li> </ul> </li> <li>• Implementation of online rent payment in 2018 allowing use of VISA, Mastercard and debit cards to make payments through Resident Member Website.</li> </ul>	<b>Continually improve the level of Customer Service provided.</b>
<b>Develop innovative ways to further improve long-term relationships with Resident Members.</b>	<p>1</p> <ul style="list-style-type: none"> <li>• Created three distinct brands that allow the Trust to provide a home for a wider demographic, while also allowing Boardwalk the opportunity to retain Resident's longer.</li> <li>• Internal Subsidy Program provides aid to Resident Members in financial hardship.</li> <li>• Continued internal rent control mandate.</li> <li>• Community partnerships supporting 60+ charity and community events across Canada.</li> <li>• Dedicated community lifestyle team continued hosting site-specific "pop up" events for Resident Members.</li> <li>• Dedicated Seniors living communities.</li> <li>• Built and fostered lasting relationships with Resident Members by giving back to their communities, meeting our objective of "<i>building better communities</i>".</li> </ul>	<b>Continue to develop innovative ways to further improve long-term relationships with Resident Members.</b>
<b>Respond to the changing priorities of Resident Members.</b>	<p>1</p> <p>Regular evaluation of all Resident Member survey results, responding with and effecting immediate positive changes, more efficiently meeting the evolving needs and priorities of all our Resident Members.</p> <ul style="list-style-type: none"> <li>• National Resident Member Survey campaign (7,000 doors reached).</li> <li>• Improve Net Promotor Score (51 in 2018, up from 36 in 2017).</li> <li>• Additions to existing features of online maintenance request.</li> <li>• Improved buy &amp; sell forum and notice/message delivery.</li> </ul>	<b>Continue to respond to the changing priorities of Resident Members.</b>
<b>Improve and diversify brand offerings, respond to the changing priorities of Resident Members and the market place.</b>	<p>1</p> <p>Continuation of Suite Repositioning Program:</p> <ul style="list-style-type: none"> <li>• Continued "<i>Living</i>," "<i>Community</i>" and "<i>Lifestyle</i>" brands, diversifying brand offerings.</li> <li>• High-grading suites and buildings with desirable locations, across the portfolio: <ul style="list-style-type: none"> <li>◦ improved renovation times to full renovations completion within 30 days, and partial renovations to within 14 days; and</li> <li>◦ increasing investment in common areas which provide for an improved Resident experience.</li> </ul> </li> </ul> <p>The program continues to be well received, with re-positioned suites in high-demand.</p>	<b>Continue to improve and diversify brand offerings, responding changing priorities of Resident Members and the market place.</b>

**BUILDING COMMUNITY:**

Positively impacting communities in which we operate, and the larger global community.

2018 Targets	2018 Results	2019 Targets
<b>Expand and continue to focus on Community Development to further foster collaboration with Government and Social Services.</b>	<p>1 Partnerships with 94 organizations across Canada to provide affordable housing to individuals in need.</p> <ul style="list-style-type: none"> <li>Approximately 1,000 units subsidized in 2018 through such partnerships.</li> </ul>	<b>Expand and continue to focus on Community Development, further fostering collaboration with Government and Social Services.</b>
<b>Encouraging corporate and individual contribution to, and involvement in, Boardwalk communities to give where we live!</b>	<p>1</p> <ul style="list-style-type: none"> <li>Annual “<b>Week of Caring</b>” (collectively, 1,298 volunteer hours donated to charities).</li> <li>Sponsorship of more than 60 charity and community fundraising events across the portfolio.</li> <li>Payroll Charitable Deduction Program continued.</li> <li>Continued “<b>Angels</b>” Program (150 communities recognized).</li> </ul>	<b>Continue encouraging corporate and individual contribution to, and involvement in, Boardwalk communities to give where we live!</b>
<b>Expand personal and corporate boundaries by taking an active role in the global community.</b>	<p>1</p> <ul style="list-style-type: none"> <li>Continued partnership with Youth with a Mission and Homes of Hope to build homes for families in need in Tijuana, Mexico: <ul style="list-style-type: none"> <li>two (2) trips and four (4) homes built for families in need in 2018; and</li> <li>70 Associates/family members participated.</li> </ul> </li> <li>Continued support of Samaritan’s Purse &amp; Operation Christmas Child programs: <ul style="list-style-type: none"> <li>more than 3,000 boxes filled by Associates and Resident Members; and</li> <li>additional volunteer hours dedicated at the charity warehouse preparing shoeboxes for travel to the global community.</li> </ul> </li> <li>Continued sponsorship of WE Day, promoting youth empowerment worldwide.</li> </ul>	<b>To expand personal and corporate boundaries by taking an active role in the global community.</b>

**EMPOWERING ASSOCIATES:**

Investing in Associate education and mentorship and fostering supportive, engaging, long-term employment.

2018 Targets	2018 Results	2019 Targets
<b>Maintain a corporate culture of on-going, open, two-way dialogue amongst all levels of Associates.</b>	<p>1</p> <ul style="list-style-type: none"> <li>Maintain Associate website, providing Associates easy access to current and relevant: <ul style="list-style-type: none"> <li>Health and Safety documents;</li> <li>Associate Handbook;</li> <li>Human Resources policies; and</li> <li>upcoming community events.</li> </ul> </li> <li>Regular internal focus groups held to identify potential areas of improvement in operations.</li> <li>A new leadership development tool and scorecard to measure and improve leadership qualities.</li> </ul>	<b>Continue to facilitate a corporate culture of on-going, open, two-way dialogue between all levels of Associates.</b>
<b>Enhance strategic internal communications plan.</b>	<p>1</p> <ul style="list-style-type: none"> <li>Distribute Associate magazine.</li> <li>Hosting of annual luncheons (“<b>The Executive Associate Meeting</b>” or “<b>TEAM</b>”) across Canada.</li> </ul>	<b>Continue to enhance strategic internal communications plan.</b>
<b>Encourage a positive workplace, effectively engaging passionate Associates.</b>	<p>1</p> <ul style="list-style-type: none"> <li>Routine market research conducted into industry compensation and benefits, including a Profit Share; RRSP match, and Charitable Contribution match programs.</li> </ul>	<b>Encourage a positive workplace, effectively engaging passionate Associates.</b>

## EMPOWERING ASSOCIATES (CONTINUED):

Investing in Associate education and mentorship and fostering supportive, engaging, long-term employment.

2018 Targets	2018 Results	2019 Targets
<p><b>Constantly adjust internal policy, focusing on changing priorities of Associates while maintaining a balance between Associates, Resident Members, Unitholders and Communities.</b></p>	<p>1 Ongoing support of long-standing internal committee/charity “<b>The Rainbow of Hope Foundation</b>” or “<b>RoH</b>” in each region. Boardwalk matches 100% of fundraising efforts (dollar for dollar) for each Committee.</p>	<p><b>Continue adjusting internal policy, focusing on changing priorities of Associates, while maintaining a balance between Associates, Resident Members, Unitholders and Communities.</b></p>
<p><b>Foster safe, respectful work practices and environments. Further develop Associate training and support.</b></p>	<p>1</p> <ul style="list-style-type: none"> <li>Acclimatize new Associates through orientation sessions, with a focus on Boardwalk’s history/culture/internal practices, Health and Safety standards and legislations.</li> <li>Mentorship Program continued.</li> <li>Over \$190,000 invested in Associate training and development, books, tuition and member fees.</li> </ul>	<p><b>Foster safe, respectful work practices and environments. Further develop Associate training and support.</b></p>
<p><b>Create a safe work environment by educating Associates and enforcing Health and Safety Procedures.</b></p>	<p>1</p> <ul style="list-style-type: none"> <li>Zero Injury Campaign continued: <ul style="list-style-type: none"> <li>167 sites remained injury free for 2018.</li> </ul> </li> <li>Health and Safety objective remains a mandatory component of performance reviews.</li> <li>Internal Health and Safety Audit conducted (99% score).</li> <li>Ongoing monitoring of Health &amp; Safety program, ensuring compliance with all legislations.</li> </ul>	<p><b>Continue to create a safe work environment by educating Associates and enforcing Health and Safety Procedures.</b></p>
<p><b>Strive to constantly enhance ability to attract, support, encourage and recognize high-performing, innovative team members.</b></p>	<p>1</p> <ul style="list-style-type: none"> <li>Seven (7) Associates awarded with Foundation of Excellence Awards.</li> <li>Two (2) Associates awarded with Leader of Excellence Awards.</li> <li>29 post-secondary scholarships awarded utilizing the \$200,000 maximum offered through the Chairman’s Scholarship Program.</li> <li>493 Bravos awarded to Associates.</li> <li>168 Bravos awarded to sites.</li> <li>57 Associates with tenure of 20+ years recognized and rewarded.</li> <li>“<b>Associate Referral Bonus</b>” continued.</li> <li>\$2.9 million dedicated to the RRSP Match and comprehensive group benefits.</li> <li>Over \$26,000 contributed to Charitable Match.</li> </ul>	<p><b>Strive to constantly enhance ability to attract, support, encourage and recognize high-performing, innovative team members. Support continued through mentor program, including regular and additional training.</b></p>
<p><b>Promote a culture of a team of Peak Performers, and further develop succession planning policy and procedures.</b></p>	<p>1</p> <ul style="list-style-type: none"> <li>Created more Manager Level roles while gaining operational efficiencies.</li> <li>New financial dashboards allow regional teams to be accountable to their peers, and desire to maintain peak performance.</li> <li>Mentorship Program ensures Associates are supported and receive additional training.</li> <li>CSR Best Practices Program continued.</li> <li>Succession Planning Program provides opportunities to develop and excel.</li> <li>Associate turnover was 31.5%: <ul style="list-style-type: none"> <li>23% have tenure of five to 10 years; and</li> <li>18% have tenure of more than 10 years.</li> </ul> </li> </ul>	<p><b>Retain long-term Associates by further developing succession plan policy and procedures. Continue and expand Best Practices Program.</b></p>

**ENVIRONMENTAL SUSTAINABILITY AND STEWARDSHIP:**

Positively impacting the environment through sustainable practices.

2018 Targets	2018 Results	2019 Targets
<b>Increase corporate sustainability by creating opportunities for positive environmental change.</b>	<p>1</p> <ul style="list-style-type: none"> <li>Four (4) Boardwalk communities enrolled in the City of Edmonton Energy Benchmarking program, which supports building owners and operators to reduce energy consumption and help transition them to the mandatory building energy labeling initiative announced by the Federal Government in the <b>Pan Canadian Framework on Clean Growth and Climate Change</b>.</li> <li>Partnership with Alert Labs, a Canadian development company that develop a cutting-edge technology based on sensors using a cellular connection to provide real-time monitoring and 24/7 alerts with powerful analytics to reduce utility bills, property damage and repair costs for residential and commercial properties. <ul style="list-style-type: none"> <li>implemented series of water monitoring devices in 30 Communities, with the goal of optimizing water usage; and</li> <li>active testing on several flood detection devices for boiler rooms proved to be very beneficial.</li> </ul> </li> <li>Created "<b>Green Initiative Committee</b>" to consider environmentally friendly practices, products and services for reducing carbon emissions and optimizing existing technologies.</li> <li>Installation of high-efficiency, hi-consumption and domestic hot water systems and variable frequency drives as well as continued use of energy star appliances, low-flow showerheads, toilets, low VOC paint, LED lighting, timers and photocells across the portfolio lead to reduced consumption, operating costs and carbon emissions.</li> <li>Reduced paper use/waste: <ul style="list-style-type: none"> <li>online availability of investor materials at <a href="http://www.bwalk.com/investors">www.bwalk.com/investors</a>; and</li> <li>Resident Member and Associate information distributed via intranet or secure website.</li> </ul> </li> </ul>	<b>Increase corporate sustainability by creating opportunities for positive environmental change.</b>

**EXCELLENCE IN CORPORATE GOVERNANCE:**

Providing fully transparent, current corporate information to all stakeholders and meeting or exceeding effective corporate governance guidelines set out by the TSX.

2018 Targets	2018 Results	2019 Targets
<b>Independence of the Board of Trustees.</b>	<p>1</p> <p>Currently there are seven (7) Trustees, five (5) of whom are independent.</p>	<b>Maintain Board independence.</b>
<b>Further improve transparency and promote open, honest dialogue with Unitholders.</b>	<p>1</p> <ul style="list-style-type: none"> <li>Corporate documents/webcasts are available online at: <a href="http://www.bwalk.com/investors">www.bwalk.com/investors</a> with links to current and historical materials.</li> <li>Telephone access available to quarterly conference calls (audio recordings accessible following each teleconference).</li> <li>Senior Management and Investor Relations teams are jointly committed to being available to answer and address specific Unitholder questions.</li> </ul>	<b>Continue to improve transparency and promote open, honest dialogue with Unitholders.</b>
<b>Further enhance procedures and systems for the consistent, timely dissemination of corporate and industry information.</b>	<p>1</p> <ul style="list-style-type: none"> <li>Continued demonstration of success and improvement with quarterly reporting format.</li> <li>Utilizing feedback from all Stakeholders, Boardwalk strives to provide transparent and useful financial documents.</li> </ul>	<b>Further enhance procedures and systems for the consistent, timely dissemination of corporate and industry information.</b>



**CREATING VALUE FOR UNITHOLDERS:**

Providing a consistent, sustainable and attractive investment option focused on maintaining a stable monthly cash flow and increasing overall returns for Unitholders.

2018 Targets	2018 Results	2019 Targets
<b>Realize FFO target \$2.15 to \$2.35 per Trust Unit.</b>	<p><b>1</b></p> <ul style="list-style-type: none"> <li>• FFO target met in 2018: \$2.21 per Trust Unit; \$2.27 per Trust Unit excluding adjustments.</li> <li>• Financial guidance updated each quarter.</li> <li>• 2019 financial guidance provided.</li> </ul>	<b>Realize FFO target of \$2.35 to \$2.50.</b>
<b>Stabilized Buildings NOI growth of 2% to 7%.</b>	<p><b>1</b></p> <ul style="list-style-type: none"> <li>• Stabilized Buildings NOI increased 5.50%</li> <li>• NOI target updated each quarter.</li> <li>• 2019 NOI guidance provided.</li> </ul>	<b>Stabilized Buildings NOI growth of 4% to 9%.</b>
<b>Realize a total return on the REIT units that outperforms the S&amp;P/TSX Composite and the S&amp;P/TSX Capped REIT Indices.</b>	<p><b>4</b></p> <ul style="list-style-type: none"> <li>• Total return of (10.3%) on REIT units, compared to the posted return of 6.3% for the S&amp;P/TSX Capped REIT Indices.</li> <li>• Returns for Boardwalk, and other publicly traded entities for 2018, were moderated by a decline in REIT Unit Prices in December, a result of declining Crude Oil Prices.</li> <li>• It should be noted that Boardwalk's total return up to November 14, 2018 totaled 16.0%.</li> </ul>	<b>Realize a total return on the REIT units that outperforms the S&amp;P/TSX Composite and the S&amp;P/TSX Capped REIT Indices.</b>
<b>Complete performance enhancing transactions to maximize Unitholder value.</b>	<p><b>1</b></p> <ul style="list-style-type: none"> <li>• Efficient high-grading of assets through sale of non-core assets recycled into high quality assets in core markets.</li> <li>• Joint venture with Redwood Properties to develop two (2) mixed-use towers in Brampton, ON – a measured step forward towards future diversification plans.</li> <li>• Focused on organic revenue recovery and growth.</li> </ul>	<b>Complete performance enhancing transactions to maximize Unitholder value.</b>
<b>Transparency and financial disclosure</b>	<p><b>1</b></p> <p>Through the continued guidance and leadership of the Trust's experienced management, Boardwalk continues to be an industry leader in transparency and financial disclosure. Boardwalk's quarterly financial reports are an excellent source of information for stakeholders and can be found on our investor website: <a href="http://www.bwalk.com/en-ca/investors">www.bwalk.com/en-ca/investors</a>. As highlighted in its reports, Boardwalk continues to be one of the only REITs to provide stakeholders with financial guidance on a quarterly basis. Boardwalk finds this full transparency provides opportunities for prospective and current Unitholders to adequately evaluate the Trust's long-term value propositions.</p>	<b>Transparency and financial disclosure.</b>

# Our Boardwalk Team

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## DESIGN

Devon Queen, Jeff Brown, Melissa Kolias,  
Arvinder Dhol & Katelyn Klisowsky

## FINANCE, INVESTOR RELATIONS & LEGAL

Front: Florence Lum & Lynn Hunt  
Back: James Ha, Dean Burns & Andrew Wiebe

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## PURCHASING

Marcie Friesen, Emilio Loria, Josie Ann Osborne,  
Michelle Poulin & Vanessa Ambrose

## RECOVERY & DEFAULTS

Front: Christina Ho, Shirley Xu, Marie Ma & Nada Mansour  
Back: Harry Giannakopoulos, Carla Livingstone & Nathan Carver

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## ACCOUNTING & INSURANCE

Accounting: Lisa Smandych, Sheila Odie & Elsa Yuen  
(Missing William Wong)  
Insurance: Dean Reiman (far right) (Missing: Theresa Black)

## ACQUISITIONS & CORPORATE DEVELOPMENT

Front: Jeffrey Klaus, Alana To, Lisa Russell, Nathan Palin & Matthew Wu  
Back: Eric Bowers & Bryce MacKenzie

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## PREVENTATIVE MAINTENANCE

Ben Gourlay, Seema Lawrence & Norm Dietterle (Missing: James Dudley)

## OFFSHORE MANUFACTURING

Marie Ma & Dean Burns

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## MARKETING & CUSTOMER SERVICE

Front: Kristy Anderson, Marco Cassuben, Kelly Mahajan,  
Lindsay Geiger & Megan Quast  
Back: Zachary Rees, Sisay Shimeles, Akersh Bahl, Tara Main,  
Michael Coles & Jennifer Leibel

## ALBERTA OPERATIONS DIRECTORS

Front: Haroon Khan, Leonora Davids, Boyd Belisle,  
Darlene Dove & Tanya Szumlas  
Back: Andrew Christopher, Razvan Costin, Dwayne Harper,  
Matthew Gabruch, Paul Manley & Gagandeep Bal

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## HUMAN RESOURCES

Gillian Calderon Dominguez, Helen Mix & Sharon Hamilton

## IT

Patrick Nebeling, Jim Ross, Jodi Derkach & Bhavnesh Jaraim

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DESIGN



FINANCE, INVESTOR RELATIONS & LEGAL



PURCHASING



RECOVERY & DEFAULTS



ACCOUNTING & INSURANCE



ACQUISITIONS & DEVELOPMENT



PREVENTATIVE MAINTENANCE



OFFSHORE MANUFACTURING



MARKETING & CUSTOMER SERVICE



ALBERTA OPERATIONS DIRECTORS



HUMAN RESOURCES



IT

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# Management's Discussion and Analysis

For the Years Ended, December 31, 2018 and 2017

## Forward-looking Statements

### Caution Regarding Forward-looking Statements:

*The terms "Boardwalk," "Boardwalk REIT," the "Trust," "we," "us" and "our" in the following Management's Discussion and Analysis ("MD&A") refer to Boardwalk Real Estate Investment Trust, its consolidated financial position, and results of operations for the twelve months ended December 31, 2018 and 2017. Financial data provided has been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). This MD&A is current as of February 21, 2019, unless otherwise stated, and should be read in conjunction with Boardwalk's audited annual consolidated financial statements for the years ended December 31, 2018 and 2017, which have been prepared in accordance with IFRS, together with the MD&A related thereto, copies of which have been filed electronically with securities regulators in Canada through the System for Electronic Document Analysis and Retrieval ("SEDAR") and may be accessed through the SEDAR web site at [www.sedar.com](http://www.sedar.com). Historical results and percentage relationships contained in the annual consolidated financial statements and MD&A related thereto, including trends, which might appear, should not be taken as indicative of future operations.*

*Unless otherwise indicated, all amounts are expressed in Canadian dollars.*

### Forward-looking Statement Advisory:

*Certain information included in this MD&A contains forward-looking statements within the meaning of applicable securities laws. These statements include, but are not limited to, statements made concerning Boardwalk's objectives, its strategies to achieve those objectives, as well as statements with respect to management's beliefs, plans, estimates, intentions, and similar statements concerning anticipated future events, results, circumstances, performance, or expectations that are not historical facts. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "outlook," "objective," "may," "will," "would," "expect," "intend," "estimate," "anticipate," "believe," "should," "plan," "continue," or similar expressions suggesting future outcomes or events. Such forward-looking statements reflect management's current beliefs and are based on information currently available to management. All forward-looking statements in this MD&A are qualified by these cautionary statements.*

*These forward-looking statements are not guarantees of future events or performance and, by their nature, are based on Boardwalk's current estimates and assumptions, which are subject to risks and uncertainties, including those described in Boardwalk REIT's 2018 Annual Information Form ("AIF") dated February 21, 2019 under the heading "Challenges and Risks," which could cause actual events or results to differ materially from the forward-looking statements contained in this MD&A. Those risks and uncertainties include, but are not limited to, those related to liquidity in the global marketplace associated with current economic conditions, tenant rental rate concessions, occupancy levels, access to debt and equity capital, changes to Canada Mortgage and Housing Corporation rules regarding mortgage insurance, interest rates, joint ventures/partnerships, the relative illiquidity of real property, unexpected costs or liabilities related to acquisitions, construction, environmental matters, uninsured perils, legal matters, reliance on key personnel, Unitholder liability, income taxes, and changes to income tax rules that impair the ability of Boardwalk to qualify for the REIT Exemption (as defined below). Material factors or assumptions that were applied in drawing a conclusion or making an estimate set out in the forward-looking information may include, but are not limited to, the rental environment compared to several years ago, relatively stable interest costs, access to equity and debt capital markets to fund (at acceptable costs), the future growth program to enable the Trust to refinance debts as they mature, the availability of purchase opportunities for growth in Canada, and the impact of accounting principles under IFRS adopted by the Trust effective January 1, 2011. Although the forward-looking information contained in this MD&A is based upon what management believes are reasonable assumptions, there can be no assurance actual results will be consistent with these forward-looking statements. Certain statements included in this MD&A may be considered "financial outlook" for purposes of applicable securities laws, and such financial outlook may not be appropriate for purposes other than this MD&A.*

*The Income Tax Act (Canada) (the "Tax Act") contains legislation affecting the tax treatment of publicly traded trusts (the "SIFT Legislation"). The SIFT Legislation generally will not impose tax on a trust which qualifies under such legislation as a real estate investment trust (the "REIT Exemption") provided all the Trust's taxable income each year is paid, or made payable to, its Unitholders. Boardwalk qualified for the REIT Exemption and will continue to qualify for the REIT Exemption provided all its taxable income continues to be distributed to its Unitholders. Further discussion of this is contained in this MD&A.*

*Except as required by applicable law, Boardwalk undertakes no obligation to publicly update or revise any forward-looking statement, whether a result of new information, future events, or otherwise.*

# Executive Summary

## Business Overview

Boardwalk Real Estate Investment Trust (“Boardwalk REIT”; “Boardwalk” or the “Trust”) is an unincorporated, open-ended real estate investment trust created pursuant to a Declaration of Trust, dated January 9, 2004, and as amended and restated on various dates between May 3, 2004, and May 15, 2018 (the “Declaration of Trust” or “DOT”), under the laws of the Province of Alberta. Boardwalk REIT was created to invest in revenue producing multi-family residential properties, or interests, initially through the acquisition of assets and operations of Boardwalk Equities Inc. (the “Corporation”).

Boardwalk REIT Units trade on the Toronto Stock Exchange (“TSX”) under the trading symbol ‘BEI.UN’. Boardwalk REIT’s principal objectives are to provide its Unitholders (“Unitholders”) with stable and growing monthly cash distributions, partially on a Canadian income tax-deferred basis, and to increase the value of its units through the effective management of its residential multi-family investment properties and the acquisition and development of additional, accretive properties. As at December 31, 2018, Boardwalk REIT owned and operated in excess of 200 properties, comprised of over 33,000 residential units and totaling over 28 million net rentable square feet. At the end of 2018, Boardwalk REIT’s property portfolio was concentrated in the provinces of Alberta, Saskatchewan, Ontario and Quebec.

At December 31, 2018 and 2017, the fair value of Boardwalk’s Investment Property assets was approximately \$5.9 billion and \$5.7 billion, respectively, which generated a profit of \$100.9 million and \$91.3 million for the years ended December 31, 2018 and 2017 (before insurance settlement proceeds, loss on sale of assets, fair value gains (losses) and income taxes). During the years ended December 31, 2018 and 2017, the Trust earned \$112.1 million and \$107.0 million, respectively, of Funds From Operations (“FFO”), or \$2.21 and \$2.11 per Unit on a diluted basis. Adjusted Funds From Operations (“AFFO”) for the years ended December 31, 2018 and 2017, were \$89.0 million and \$85.3, respectively, or \$1.75 and \$1.68 per Unit on a diluted basis.

## MD&A Overview

This MD&A focuses on key areas from the consolidated financial statements and pertains to major known risks and uncertainties relating to the real estate industry, in general, and the Trust’s business, in particular. This discussion should not be considered all-inclusive as it excludes changes that may occur in general economic, political, and environmental conditions. Additionally, other elements may or may not occur, which could affect the organization in the future. To ensure that the reader is obtaining the best overall perspective, this discussion should be read in conjunction with material contained in other parts of Boardwalk REIT’s 2018 Annual Report, the audited consolidated financial statements for the years ended December 31, 2018 and 2017, and the Annual Information Form (“AIF”) dated February 21, 2019, along with all other publicly posted information on the Corporation and Boardwalk REIT. It is not our intent to reproduce information that is in these other reported documents, but rather to highlight some of the key points and refer you to these documents for more detailed information.

## Outlook

The Bank of Canada, in its January 2019 Monetary Policy Report, lowered Canada’s real Gross Domestic Product (“GDP”) growth down to 2.0% for 2018, from 2.1% previously reported in its September Report, as a result of higher interest rates and more stringent mortgage rules moderating household spending, pipeline bottlenecks, heavily discounted oil prices in Alberta fueling production cuts, and tariff uncertainties still plaguing steel, aluminum and softwood lumber. Despite the greenlight to LNG Canada’s \$40 billion liquified natural gas export project in 2018, Canada’s GDP for 2019 is projected to grow 1.7%, compared to 2.1% previously projected. Royal Bank of Canada, in its December 2018 provincial outlook report, projected Alberta’s GDP growth for 2018 to finish at 2.4%, from the previous projection of 2.5%, as a result of growing oil output and transportation bottlenecks brought on by setbacks with the Trans Mountain and Keystone XL pipelines and challenges getting oil to tidewater. The differential between Western Canadian Select (“WCS”) and West Texas Intermediate (“WTI”) reached as high as USD\$50 in December 2018 at one point. The oil production cut, set to begin in 2019, could lower GDP in Alberta by as much as a percentage point relative to prior assumptions. Alberta’s labour market continued to improve in 2018 and average weekly earnings are up 2.6% compared to a year ago. Alberta’s GDP is projected to grow 1.5% in 2019.

The province is still seeing positive population growth from international as well as interprovincial migrations, primarily at the expense of Saskatchewan. GDP growth for the province of Saskatchewan is projected to decline to 1.7% compared to the previous projection at 2.2% for 2018, as a result of a more pessimistic outlook for mining and greater weakness in oil production. Looking ahead, Saskatchewan's 2019 GDP has been revised downward by more than a percentage point to 1.6%.

In 2018, Boardwalk continued to offer short-term incentives to its new and existing Resident Members to increase and maintain overall occupancy. Total vacancy losses and incentives for 2018 were \$18.0 million and \$45.9 million, respectively, compared to \$32.9 million and \$39.5 million for 2017. Maintaining higher occupancy levels by offering select incentives and focusing on excellence in customer service remains Boardwalk's key performance strategy going into 2019. Boardwalk is taking a measured approach to reducing incentives on a property-by-property basis, subject to occupancy levels and availability. Canada Mortgage and Housing Corporation ("CMHC") is currently projecting vacancy levels for Calgary and Edmonton to decline and rental rates to rise as the demand for affordable housing continues to increase as a result of more stringent National mortgage qualification rules, continued positive net migration into Alberta, and measured delivery of new housing supply.

Boardwalk continues to move forward with its development opportunities. In December of 2018, Boardwalk finalized a 50:50 joint venture agreement with a private real estate company to build two concrete residential towers, totaling 365 units plus approximately 10,700 square feet of retail space, in Brampton, Ontario directly adjacent to the Brampton GO Transit Station. Excavation and shoring began in January 2019 and the partnership is currently finalizing construction and trade contracts. Construction of Phase 3 of Pines Edge in Regina, Saskatchewan, which was started in 2017 and consisted of 71 units, was completed and lease-up of the newly-built property began in July of 2018. In November of 2016, Boardwalk announced the formation of a joint venture with RioCan REIT ("RioCan") to build a mixed-use retail and residential tower at RioCan's Brentwood Village Shopping Centre. The project will include a 12-storey tower with approximately 130,000 square feet of residential, consisting of 162 units, and 10,000 square feet of retail space that will provide premium rental housing at a desirable location that is along the Calgary Light Rail Transit Line, and in close proximity to the University of Calgary, Foothills Hospital, and McMahon Stadium. The Trust closed on the 50% land purchase from RioCan in November of 2017 and construction on the project to-date is on schedule and on budget.

Boardwalk's development opportunities include additional projects to be built on the Trust's excess land density. These developments are in various stages of planning and approval, and will further add newly-constructed assets to the Trust's portfolio.

In December of 2018, the Trust received a negative Alberta Court decision relating to Boardwalk's Axxess Community in Edmonton and its inclusion in a condominium corporation with a neighboring property. The Trust is currently assessing its options as it relates to this asset, however accrued these legal and condominium costs in 2018.

During 2018, the Trust renewed \$200.2 million, or 100%, of its 2018 mortgage maturities, with an average term of five years at a weighted average interest rate of 3.02%, a slight increase from the average maturing rate on these completed mortgages. In addition, the Trust obtained \$166.9 million of additional mortgage funds. For the year ended December 31, 2018, principal repayment totaled \$63.7 million. As of February 2019, CMHC-insured five and ten-year mortgage rates were estimated to be 2.90% and 3.00%, respectively. In 2019, the Trust has a total of \$534.9 million of mortgages maturing. To date, the Trust has renewed or forward locked the interest rate on \$349.3 million, or 65% of these mortgage maturities at an average interest rate of 3.24%, while extending the term of these mortgages by an average of eight years. Included in this is a single mortgage totaling \$313.9 million for the Trust's Nun's Island Community, a 3,100-unit portfolio in Montreal.

The Trust takes a balanced approach with its mortgage program with a priority to, first, stagger its maturities to limit future interest rate risk, second, capitalize on the current low rate environment by renewing maturities at low interest rates, and, third, ensure sufficient liquidity for the Trust's strategic initiatives.

## Boardwalk's Long-term Strategic Plan

Boardwalk's long-term strategic plan focuses on continuing to create value for all its stakeholders. In addition to continued investment in its core markets by acquiring newly-built rental product, developing new rental units and reinvesting back into the Trust's existing portfolio, Boardwalk will also be strategically diversifying geographically into new high-growth, but economically stable, rental markets. Strategic diversification will provide Boardwalk stability and continued growth during future economic



volatility, which will result in Net Operating Income (“NOI”) growth and capital appreciation for its stakeholders. Taking into consideration that Alberta and Saskatchewan, Boardwalk’s core markets, have historically outperformed the broader rental market and, despite the cyclical decline experienced over the recent past, will continue to provide the Trust with a solid base to grow its property portfolio. Strategic diversification is a long-term project the Trust will accomplish over the next 10 years.

Boardwalk will continue to undertake a counter-cyclical approach to its portfolio by utilizing the recent cyclical downturn to high-grade its portfolio through re-positioning efforts as well as from new development on lands the Trust intends to acquire individually, through strategic partnerships or on its own portfolio of excess land.

Boardwalk’s long-term strategic goal is to have a portfolio that is approximately 50% in the high growth markets of Alberta and Saskatchewan (“ABSK”) and 50% in other secularly high growth and undersupplied markets including, but not limited to, the Greater Toronto Area and Vancouver. To accomplish this, the Trust intends to strategically partner, acquire and/or develop, 10,000 to 15,000 apartment units in these secularly high growth, undersupplied markets, while also divesting a small portion of its non-core assets in ABSK. The Trust’s portfolio growth will primarily focus on value creation in major urban markets.

The funding for this Strategic Plan will be consistent with its balanced approach of using debt and equity. As will be discussed later in this document, Boardwalk has an adequate level of liquidity to commence the funding of this strategy. In order to balance this approach, its Board of Trustees previously agreed to reduce the Trust’s current distribution to Unitholders from its previous annual rate of \$2.25 to \$1.00 per Trust unit, commencing with the January 31, 2018 Record Date. This reduction will increase Boardwalk’s free cash flow allocation towards this strategy by approximately \$63.5 million annually. Built into this strategic plan is Boardwalk’s brand diversification initiative and reinvestment back into the Trust’s existing portfolio.

## Brand Diversification

It is the goal of the Trust to not only diversify geographically, but also to diversify through its brand.

On May 5, 2018, Boardwalk celebrated the grand opening of Broadway Centre, an amenity-rich affordable luxury apartment building within walking distance of Calgary’s thriving and trendy Mission area. Located along 4<sup>th</sup> Street SW, steps from Calgary’s 17<sup>th</sup> Avenue entertainment district, and just one kilometer south of Calgary’s Downtown Core, Broadway Centre offers a premier location for its Residents. The CORE Shopping Centre and Calgary’s iconic Stephen Avenue are within walking distance, while the location also features close-proximity to the Elbow River along with the patios and dining destinations on both 17<sup>th</sup> Avenue and 4<sup>th</sup> Street SW. Broadway Centre, a rebranding of the Trust’s property previously called Beltline Towers and consisting of 115 units, is Boardwalk’s newest addition to its Lifestyle portfolio, offering Resident Members sleek modern design, a lively and energetic atmosphere, superior customer service, and a generous selection of first-class amenities including a state-of-the-art fitness facility, Resident lounges, Wi-Fi bar, party room, and a private outdoor terrace.

The spectrum of rental housing in Canada has expanded over the last few years, with rental demand seen across the price spectrum from affordability to affordable high-end luxury. As a result, the ability to offer a more diverse product offering will allow Boardwalk to attract a larger demographic to the Boardwalk brand.

### **Boardwalk Lifestyle** – Affordable Luxury

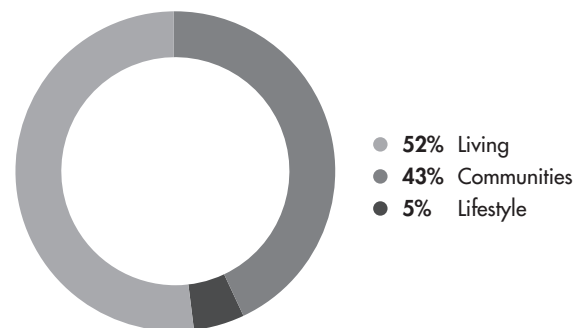
*Boardwalk Lifestyle features luxury living with modern amenities, designer suites, and a contemporary style for those who value life experiences and prefer the freedom to enjoy them.*

### **Boardwalk Communities** – Enhanced Value

*Boardwalk Communities feature modernized suites and choice amenities for those who value flexibility with all the comforts that come with the perfect place to call home.*

### **Boardwalk Living** – Affordable Value

*Boardwalk Living features classic suites for our Resident’s who appreciate flexibility, reliability, and value that comes with a quality home.*



Boardwalk brand diversification, once fully completed, will have about 5% Lifestyle, 43% Communities and 52% Living suites.

## Boardwalk's Branding Initiative and Suite Renovation Program

Starting in 2017, Boardwalk increased its capital allocation to its current building re-positioning and rebranding program, creating long-term value while continuing to offer many upgraded affordable communities. Each of the three brands being created have different renovation specifications depending on need and anticipated returns. Reported market rents are adjusted upward based on an expected rate of return on the strategic investment. In some instances, Boardwalk was unable to adjust market rents to achieve its targeted return, particularly for suites in its Boardwalk Living brand, due to current economic conditions. However, Boardwalk was able to achieve its targeted rate of return on an overall basis. Boardwalk believes these renovations will achieve future upward excess market rent adjustments once the economy starts to recover.

'Boardwalk Lifestyle', which will exemplify upgraded, luxury suites, will receive the highest level of overall renovations, including significant upgrades to suites and common areas. Additional amenities such as upgraded fitness facilities, Wi-Fi bars and added concierge services may be added when appropriate. 'Boardwalk Communities', the Trust's core brand, which will convey enhanced value and will receive major suite upgrades based on need as well as upgrades to existing common areas. Boardwalk's most affordable brand, 'Boardwalk Living', will receive suite enhancements on an as needed basis, with the focus being on providing affordable units to this demographic segment. In determining a brand that a particular rental community will represent, the Trust looks at a number of criteria, including the building's location, proximity to existing amenities, suite size and suite layout. Once renovations are completed, Boardwalk adjusts the rents on these individual suites with the goal of achieving an 8% return on investment.

The Trust believes these investments will enhance long-term value, however, recognizes the short-term effects of this program, with higher vacancies and incentives. Rebranding and re-positioning communities will take time and, as such, construction causes disruption to existing Resident Members and, depending on the level of investment, may result in higher turnover. Boardwalk continues to reduce the vacancy loss associated with suites being renovated by reducing the time to completion while still lowering the cost of the renovations.

## Declaration of Trust

The investment guidelines and operating policies of the Trust are outlined in the Trust's DOT, a copy of which is available on request to all Unitholders. Further information of the DOT can also be located in the AIF. Some of the main financial guidelines and operating policies set out in the DOT are as follows:

### Investment Guidelines

1. Acquire, develop, and operate multi-family residential properties; and,
2. No investment will be made that would disqualify Boardwalk REIT as a "mutual fund trust" or a "registered investment" as defined in the Income Tax Act (Canada).

### Operating Policies

1. Interest Coverage Ratio of at least 1.5 to 1;
2. No guaranteeing of third-party debt unless related to direct or indirect ownership or acquisition of real property, including potential joint venture partner structures;
3. Third-party surveys of structural and environmental conditions are required prior to the acquisition of a multi-family asset; and,
4. Commitment to expending at least 8.5% of its gross consolidated annual rental revenues generated from properties that have been insured by CMHC on on-site maintenance compensation to Associates, repairs and maintenance, as well as capital upgrades.

### Distribution Policy

Boardwalk REIT may distribute to holders of REIT Units on or about each Distribution Date, respectively, such percentage of Funds From Operations for the calendar month then ended as the Trustees determine in their discretion. Distributions will not be less than Boardwalk REIT's taxable income, unless the Trustees, in their absolute discretion, determine another amount. The

Board of Trustees reviews the distributions on a quarterly basis, and takes into consideration distribution sustainability and whether there are more attractive alternatives to the Trust's current capital allocation strategy, such as its value-added renovation program, brand diversification initiative, and new construction of multi-family communities in supply-constrained markets.

## Compliance with DOT

At December 31, 2018, the Trust was in material compliance with all investment guidelines and operating policies as stipulated in the DOT, as amended. More details will be provided later in this document with respect to certain detailed calculations.

For the year ended December 31, 2018, Boardwalk REIT's overall interest coverage ratio of adjusted EBITDA (i.e. Earnings Before Interest, Taxes, Depreciation and Amortization) to interest expense, excluding distributions on LP B Units and fair value adjustments, was 2.68 (December 31, 2017 – 2.60).

## Values, Vision and Objectives

Boardwalk REIT is a fully integrated, customer-oriented, multi-family residential real estate owner and property management organization. The Trust was built by focusing on its Values, Vision and Golden Foundation.

### A Commitment to Value

Boardwalk REIT's Vision and business strategy are targeted on effectively meeting the needs of our customers, or Resident Members. It is our belief that this focus will result in long-term value creation for all our stakeholders. Our key stakeholders include our Associates, major financial and mortgage partners, including CMHC, strategic operational partners and Unitholders.

### Our Vision

Boardwalk REIT's Vision is to continue to be Canada's leading provider of multi-family residential housing. Boardwalk will accomplish this through the continued careful cultivation of internal growth, selective development on excess land density it owns, and a targeted and disciplined acquisition and disposition program.

### Golden Foundation

Boardwalk REIT and its Associates operate under a 'Golden Foundation', which is built on the following objectives:

The Golden Rule: "Treat others as you would like to be treated"

The Golden Goal: "Be Good"

The Golden Vision: "Love Community"

The Golden Mission: "Have Fun"

Our Associates are expected to adhere to the following guiding principles:

### We Will:

- Work together in a team environment of mutual respect, trust, and honesty between all Associates and Resident Members;
- Serve our Resident Members' need for an affordable, quality, well-kept home;
- Maintain building exteriors and landscaping, thereby increasing "curb appeal"; have well-kept common areas, and ensure our homes are clean and well maintained;
- Maintain a balance between the needs of our Resident Members, Associates, Unitholders, communities and families;
- Nurture and promote a learning environment where our Associates' skills and capabilities grow with the needs of both the Trust and our Resident Members, and accept that these needs will be consistently evolving and improving the definition of "Rental Communities"; and
- Provide access to and utilize the latest tools and technology to increase the operating efficiency of the Trust as a whole.

## We Value:

- *Integrity*  
We will be honest, accountable, transparent, respectful, and trusting in our dealings with others, appreciating their views and differences.
- *Teamwork*  
We will effectively work as a team, appreciating and benefiting from each other's unique talents and skills in an open environment while recognizing that the team's successes are our successes.
- *Resident Member Service*  
We will promptly respond to Resident Member concerns and needs with thoughtfulness, compassion and innovation. We will strive to develop proactive solutions through a support network and a positive service attitude.
- *Social Responsibility*  
We will contribute to our communities and encourage our Associates to contribute in ways that reflect our Golden Foundation. We will all practice the Golden Rule of 'treating others in a way we would wish to be treated', and balance our needs with those of others; we will all also model our Golden Goal which is to 'be good', our Golden Mission which shows us how to 'have fun', and our Golden Vision which asks each of us to 'love community'.
- *Our Associates*  
We will provide a safe and respectful work environment that attracts, supports, develops, and recognizes high-performing and innovative team members.

Boardwalk believes that by adhering to the above Vision and Values, and implementing strategies consistent with these principles, Boardwalk REIT will produce higher sustainable operating cash flows and a continued appreciation of its property values. The result will be enhanced value for all our stakeholders.

Achieving this goal requires the full integration of our core strategies of focused investing, superior property management, and the implementation and effective use of new technologies. Boardwalk REIT can best achieve this goal by strategically:

- Maximizing Resident Member satisfaction by providing above-average service and accommodation;
- Acquiring select multi-family residential properties;
- Selling properties ("Non-Core") with lower future growth prospects or, on a limited basis, reinvesting these funds back into other accretive opportunities;
- Purchasing Trust Units on the open market;
- Enhancing property values, operating returns and cash flows through pro-active management, property stabilization, and capital improvements;
- Reviewing and considering the development of new selective multi-family projects, if the economics support such projects;
- Managing capital prudently while maintaining a conservative financial structure;
- Pursuing opportunities to form selective partnerships, joint ventures, or an exchange of assets; and
- Reinvesting the released equity from asset sales back into the Trust's portfolio to create additional value-added opportunities.

To support our overall operating strategy, it is necessary to:

- Ensure ample capital is available at all times for acquisitions and value-added enhancements;
- Appropriately allocate available capital to existing project enhancement and on-going new acquisitions;
- Utilize appropriate levels of debt leverage;
- Determine and utilize sources with the lowest cost of capital;
- Actively manage our exposure to interest rate and debt renewal risks; and,
- Optimize the use of NHA insurance, which is administered by CMHC, to access more cost-effective debt capital.

# Presentation of Financial Information and Non-GAAP Measures

## Presentation of Financial Information

Financial results, including related historical comparatives, contained in this MD&A are based on the Trust's Consolidated Financial Statements, unless otherwise specified. The Trust's Consolidated Financial Statements are prepared in accordance with International Financial Reporting Standards ("IFRS").

## Non-GAAP Financial Measures

Boardwalk REIT prepares its financial statements in accordance with International Financial Reporting Standards and with the recommendations of REALpac, Canada's senior national industry association for owners and managers of investment real estate. REALpac has adopted measurements called Net Operating Income ("NOI"), Funds From Operations ("FFO") and Adjusted Funds From Operations ("AFFO") to supplement operating income and profits (or earnings) as measures of operating performance, as well as a cash flow metric called Adjusted Cash Flow From Operations ("ACFO"). These measurements are considered to be meaningful and useful measures of real estate operating performance, however, are not measures defined by IFRS. As they do not have standardized meanings prescribed by IFRS, they therefore may not be comparable to similar measurements presented by other entities and should not be construed as an alternative to IFRS defined measures.

The discussion below outlines the non-GAAP financial measures used by the Trust:

### Net Operating Income ("NOI")

NOI is defined as rental revenue less rental expenses. As it relates to the Trust, NOI is not a non-GAAP financial measure as it can be found as a subtotal on the Trust's Consolidated Statement of Comprehensive Income. However, it is typically considered a non-GAAP measure for real estate entities and, therefore, is included here.

### Funds From Operation ("FFO")

The IFRS measurement most comparable to FFO is Profit. We define FFO as income before fair value adjustments, distributions on the LP B Units, gains or losses on the sale of Investment Properties, proceeds on insurance settlements, depreciation, deferred income tax, and certain other non-cash adjustments, if any. The reconciliation from Profit under IFRS to FFO can be found below, under the section titled "Performance Measures." Boardwalk REIT considers FFO to be an appropriate measurement of the performance of a publicly listed multi-family residential entity. In order to facilitate a clear understanding of the combined historical operating results of Boardwalk REIT, management feels FFO should be considered in conjunction with profit as presented in the consolidated financial statements.

### Adjusted Funds From Operation ("AFFO")

Similar to FFO, the IFRS measurement most comparable to AFFO is Profit. AFFO is determined by taking the amounts reported as FFO and deducting what is commonly referred to as "Maintenance Capital Expenditures." Maintenance Capital Expenditures are referred to as expenditures that, by standard accounting definition, are accounted for as capital in that the expenditure itself has a useful life in excess of the current financial year and also adds or maintains the value of the related assets. A more detailed discussion of this topic will be provided in the "Maintenance of Productive Capacity" section later in this document. The reconciliation of AFFO can be found below, under the section titled "Performance Measures."

### Adjusted Cash Flows From Operations ("ACFO")

The IFRS measurement most comparable to ACFO is Cash Flow From Operating Activities. In February 2017, REALpac issued its newest financial best practices White Paper of FFO and AFFO, as well as a White Paper on the new cash flow metric, "Adjusted Cash Flow From Operations." ACFO is a non-GAAP financial measure of sustainable economic cash flow available for distributions. ACFO should not be construed as an alternative to cash flow from operations as determined under IFRS. A reconciliation of ACFO to cash flow from operating activities as shown in the Trust's Consolidated Statements of Cash Flows is also provided below in the section titled, "Review of Consolidated Statement of Cash Flows," along with added commentary on the sustainability of Boardwalk REIT's Trust Unit distributions.

Boardwalk REIT's presentation of FFO, AFFO and ACFO are materially consistent with the definitions provided by REALpac. These measurements, however, are not necessarily indicative of cash that is available to fund cash needs and should not be considered alternatives to cash flow as a measure of liquidity. FFO, AFFO and ACFO do not represent earnings or cash flow from operations as defined by IFRS. FFO and AFFO should not be construed as an alternative to profit determined in accordance with IFRS as indicators of Boardwalk REIT's performance. In addition, Boardwalk REIT's calculation methodology for FFO, AFFO and ACFO may differ from that of other real estate companies and trusts.

### **Distributions as a Percentage of FFO, AFFO and ACFO**

Distributions as a percentage of FFO, AFFO and ACFO are supplementary non-GAAP measure of a REIT's ability to pay distributions. These ratios are computed by dividing Unitholder distributions paid (including distributions on the Class LP B Units) by FFO, AFFO and ACFO, respectively. The Trust's method of calculating these ratios may differ from other real estate entities, and accordingly, may not be comparable to other issuers.

### **Operating Margins**

Operating margins are a supplementary non-GAAP measure of the Trust's operating performance. This ratio is calculated by dividing NOI by rental revenue, allowing management to assess the percentage of rental revenue which generated profit.

### **Stabilized Revenue Growth, Stabilized Operating Expense Growth and Stabilized NOI Growth**

Stabilized revenue growth, stabilized operating expense growth and stabilized NOI growth are supplementary non-GAAP financial measures used by the Trust to assess period over period performance of those properties, which Boardwalk has owned and operated for over 24 months. These ratios are calculated by determining the percentage change in stabilized revenue, stabilized operating expenses and stabilized NOI from one period to the next. Stabilized property performance is a meaningful measure of operating performance, as it allows management to assess rent growth and expense changes of its portfolio on a stabilized property basis.

### **Enterprise Value**

Enterprise Value is a non-GAAP measure calculated as the sum of Trust's total debt and Trust Unit market capitalization. This non-GAAP measure is used by management and the industry as a measure of total value of the REIT based on debt and market price of equity instead of IFRS total assets.

## **Investment Philosophy**

Throughout Boardwalk REIT's history, the Trust is always looking for opportunities to create value for its Unitholders. This is achieved by investing managerial resources and capital in activities that increase FFO per unit, AFFO per unit and ACFO per unit on a sustaining basis and Net Asset Value ("NAV") per unit. Prior to 2008, the Trust focused primarily on capital improvements on its existing property portfolio as well as from the acquisition of additional properties. In 2012, Boardwalk included the development of new apartments on existing land as well as investigated the acquisition of new land for future development projects as initiatives to create additional value. In 2017, the Trust adopted a long-term strategic plan, which includes expanding its investments outside of Alberta and Saskatchewan and into high-growth markets, including, but not limited to, the Greater Toronto Area and Vancouver, to allow the Trust to geographically diversify its brand of housing into new, undersupplied markets. Built into the 2017 strategic plan is Boardwalk's brand diversification initiative, which includes suite renovations and upgrading, to create the best long-term value for the Trust's Unitholders.

The Trust has an ongoing program of selling non-core properties in its portfolio and re-deploying the released capital to acquiring or developing additional properties, distributing its taxable income (and any capital gain) to its Unitholders, reinvesting in its existing properties to achieve superior returns, developing new multi-family properties, and/or purchasing its Trust Units for cancellation. The Trust continues to review all available options that management believes will provide the optimal return to its Unitholders.

## Cost of Capital

The Trust's cost of capital is generally defined as its weighted average cost of raising incremental capital. Investment opportunities are evaluated by, amongst other considerations, comparing their internal rate of return against the Trust's cost of capital. As with most real estate entities, the cost of capital calculation is the combination of leverage target, the marginal cost of debt, and the marginal cost of equity. As discussed later, the Trust currently has access to a lower cost of debt through its access to the National Housing Act ("NHA") insured market. However, even this market has different levels of risk that are mainly priced through the term selected on the related mortgage. That is, the longer the mortgage finance term, the longer the borrower is removing the interest rate risk from the investment. As of February 2019, estimated CMHC-insured five and ten-year mortgage rates were estimated to be 2.90% and 3.00% respectively. The other major component in the cost of capital relates to the marginal cost of equity required for the investment. The determination of this cost has a number of different models and definitions. However, for simplicity purposes, Boardwalk determines its current cost of equity as the amount of AFFO reported compared to its current market capitalization. For 2018, the Trust reported AFFO per Unit of \$1.75 on a fully diluted basis. When compared to the Trust Unit's market price of \$37.81 as at December 31, 2018, this equates to approximately 4.63% as its cost of equity. Further details of the Trust's cost of capital can be found in NOTE 30 to the consolidated financial statements for the year ended December 31, 2018.

## Performance Review of 2018

Boardwalk REIT generates revenues, cash flows, and earnings from two separate sources: rental operations and the sale of "non-core" real estate properties.

Boardwalk REIT's most consistent and largest source of income comes from its rental operations. Income from this source is derived from leasing individual apartment units to customers (referred to as "Resident Members") who have varying lease terms ranging from month-to-month to twelve-month leases.

In the past, Boardwalk REIT has generated additional income from the sale of selective non-core real estate properties. The sale of these properties is part of Boardwalk REIT's overall operating strategy whereby the equity generated through the sale is then utilized by Boardwalk REIT for the acquisition and/or development of new rental properties, to assist in its property value enhancement program, or for the acquisition of Boardwalk REIT's Trust Units in the public market. The Trust, however, will only proceed with the sale of non-core real estate properties if market conditions justify the dispositions and Boardwalk has an alternative use for the net proceeds generated. During the fourth quarter of 2018, the Trust sold 140 units in Regina Saskatchewan, resulting in a total loss on asset sales of less than \$0.1 million for the year. During the fourth quarter of 2017, the Trust sold 641 units in Regina Saskatchewan, resulting in a total loss on asset sales of \$1.7 million for the year. As Investment Properties are carried at fair value, a loss on sale arises primarily from the transaction costs related to the sale.

Boardwalk REIT does not include any gains or losses reported on the sale of its properties in its calculation of FFO. The Trust feels that such income is volatile and unpredictable, and would significantly dilute the relevance of FFO as a measure of performance. Excluding gains and losses in the calculation of FFO is consistent with the REALpac definition of FFO.

## Performance Measures

It continues to be the intention of the Trust to pay out, at a minimum, all taxable income to Unitholders in the form of monthly distributions, unless the Board of Trustees, in its absolute discretion, determines a different amount. For 2018, the Board has decided to distribute \$0.0834 per Trust Unit on a monthly basis (or \$1.00 on an annualized basis) effective with the January 31, 2018 Record Date and redeploy its capital towards long-term value creation, including its suite renovation program, brand diversification initiative, and development of new multi-family units in supply-constrained markets.

For the year ended December 31, 2018, the Trust declared regular distributions of \$50.9 million (inclusive of distributions paid to the LP Class B Unitholders), representing approximately 45.4% of FFO. On a quarterly basis, the Trust's Board of Trustees reviews the current level of distributions and determines if any adjustments to the distributed amount is warranted. On an overall basis, the Trust aims to maintain a consistent and sustainable payout ratio while optimizing its capital allocation strategy, and reviews this with its Board of Trustees.

## How Did We Do?

At the beginning of the 2018 fiscal year, certain selective performance targets were set out for fiscal 2018. The assumptions used in these performance targets were reviewed on a quarterly basis and the full-year guidance was adjusted if such assumptions changed. The following table compares our forecasted performance to our actual results in fiscal 2018:

Description	2018 Actual	Q3 2018 Revised Objectives	Q2 2018 Revised Objectives	2018 Original Objectives
Stabilized Building NOI Growth	5.5%	4.5%-6.0%	3%-7%	2%-7%
FFO Per Unit	\$2.21	\$2.20-\$2.30	\$2.20-\$2.35	\$2.15-\$2.35
AFFO Per Unit	\$1.75	\$1.75-\$1.85 utilizing a Maintenance CAPEX of \$695/suite/year	\$1.75-\$1.90 utilizing a Maintenance CAPEX of \$695/suite/year	\$1.70-\$1.90 utilizing a Maintenance CAPEX of \$695/suite/year

Both actual FFO and AFFO for fiscal 2018 were within the revised guidance reported as part of the Trust's disclosure for the third quarter of 2018. Higher rental revenue due to higher occupancy, coupled with lower on-site wages and salaries, repairs and maintenance and utilities costs, partially offset by increased property taxes, employee severance and administration costs, were the primary drivers of the Trust's financial results being within the Trust's Q3 2018 revised objectives.

## FFO Reconciliation from 2017 to 2018

The following table shows a reconciliation of changes in FFO from December 31, 2017 to December 31, 2018. It should be noted that FFO, as disclosed in the table below, reflects FFO derived from the Trust's consolidated financial statements prepared in accordance with IFRS. As previously noted, we define the calculation of FFO as net income before fair value adjustments, distributions on the LP Class B Units, gains (losses) on the sale of Investment Properties, depreciation, deferred income taxes, and certain other non-cash items. A more detailed disclosure of the calculation of FFO will be provided later in this report.

FFO Reconciliation	12 Months
FFO Opening – Dec. 31, 2017	\$ 2.11
Net Operating Income ("NOI") from Stabilized Properties	0.24
NOI from Unstabilized Properties	0.02
FFO Loss from Sold Properties	(0.04)
Administration, deferred financing and other	(0.06)
	\$ 0.16
<b>Other Adjustments</b>	
Associate Severance and Legal/Condominium Charges	\$ (0.06)
<b>FFO Closing – Dec. 31, 2018</b>	<b>\$ 2.21</b>

## FFO and AFFO Reconciliations

In the table on page 45, Boardwalk REIT provides a reconciliation of FFO (a non-GAAP measure) to profit for the year, its closely related financial statement measurement for the years ended December 31, 2018 and 2017. Adjustments are explained in the notes on the following page, as appropriate.



<b>FFO Reconciliation</b> <i>(In \$000's, except per Unit amounts)</i>	<b>12 Months Dec. 31, 2018</b>	12 Months Dec. 31, 2017	% Change
Profit for the year	<b>\$ 193,200</b>	\$ 57,258	
Adjustments			
Proceeds on insurance settlement	-	(3,162)	
Loss on sale of assets	<b>27</b>	1,678	
Fair value (gains) losses <sup>(1)</sup>	<b>(92,371)</b>	35,418	
Add back distributions to LP Class B Units recorded as financing charges <sup>(2)</sup>	<b>4,479</b>	10,069	
Deferred income tax expense	<b>23</b>	140	
Depreciation expense on Property Plant & Equipment	<b>6,754</b>	5,586	
Funds from operations	<b>\$ 112,112</b>	\$ 106,987	4.8%
Funds from operations – per Unit	<b>\$ 2.21</b>	\$ 2.11	4.7%

- (1) Under IFRS, the Trust has a number of Statement of Financial Position items, which are measured using a fair value model with fluctuations related to these fair value amounts from period to period flowing through the Statement of Comprehensive Income. These fair value adjustments are considered “non-cash items” and are added back in the calculation of FFO.
- (2) Under IFRS, the LP Class B Units are considered financial instruments in accordance with IFRS 9 – Financial Instruments (“IFRS 9”). As a result of this classification, their corresponding distribution amounts are considered “financing charges” under IFRS. The Trust believes these distribution payments do not truly represent “financing charges,” as these amounts are only payable if the Trust declares distributions, and only for the amount of any distributions declared, both of which are at the discretion of the Board of Trustees as outlined in the DOT. Therefore, these distributions are excluded from the calculation of FFO, consistent with the treatment of distributions paid to all other Unitholders.

Overall, Boardwalk REIT earned FFO of \$112.1 million for fiscal 2018 compared to \$107.0 million for the same period in 2017. FFO, on a per Unit fully diluted basis, for the year ended December 31, 2018, increased approximately 4.7% compared to the prior year from \$2.11 to \$2.21. The increase was primarily driven by higher rental revenue coupled with lower on-site wages and salaries, repairs and maintenance and utilities costs, partially offset by increased property taxes, employee severance and administrative costs.

The following table provides a reconciliation of FFO to AFFO:

<i>(000's)</i>	<b>12 Months Dec. 31, 2018</b>	12 Months Dec. 31, 2017
Funds From Operations (FFO)	<b>\$ 112,112</b>	\$ 106,987
Maintenance Capital Expenditures <sup>(1)</sup>	<b>23,112</b>	21,737
Adjusted Funds From Operations (AFFO)	<b>\$ 89,000</b>	\$ 85,250
FFO per Unit (Trust and LP B Units)	<b>\$ 2.21</b>	\$ 2.11
AFFO per Unit (Trust and LP B Units)	<b>\$ 1.75</b>	\$ 1.68
Unitholder Distributions-Regular (Trust Units and LP B Units)	<b>\$ 50,876</b>	\$ 114,238
Distribution as a % of FFO	<b>45.4%</b>	106.8%
Distribution as a % of AFFO	<b>57.2%</b>	134.0%

- (1) Details of the calculation of Maintenance Capital Expenditures can be found in the section titled “Maintenance of Productive Capacity.”

## Liquidity

The access to liquidity is an important element of the Trust as it allows the Trust to implement its overall strategy. The continued low interest rate environment has allowed Boardwalk to renew its existing maturing mortgages at favourable interest rates. In addition, Boardwalk has been able to access additional capital from its properties through the continued use of the current NHA insurance program, which is being offered at attractive rates. Further interest savings will, however, become more limited as interest rates have started to reverse their declining trends seen over the past several years.

Boardwalk defines liquidity to include cash and cash equivalents on hand and any unused committed revolving credit facility, plus any committed secured upfinancings. The Trust’s cash position was \$38.1 million at December 31, 2018, compared to \$70.8 million reported on December 31, 2017. As at December 31, 2018, the Trust also had \$199.7 million of unused credit facility (December 31, 2017 – \$199.7 million) and committed secured upfinancing of \$15.3 million (December 31, 2017 – \$54.3 million), bringing total liquidity to \$253.1 million (December 31, 2017 – \$324.8 million).

## New Property Acquisitions and Dispositions

For the year ended December 31, 2018, the Trust closed on the purchase of four properties located in Calgary, Alberta. The properties totaled 299 units and had a purchase price of \$66.8 million (including transaction costs).

For the year ended December 31, 2017, there were no new investment property acquisitions. On February 28, 2017, the Trust acquired its London Warehouse (which it had previously leased) for a purchase price of \$1.4 million.

In the fourth quarter of 2018, the Trust sold 140 units in Regina, Saskatchewan for \$15.9 million before selling costs.

In the fourth quarter of 2017, the Trust sold 641 units in Regina, Saskatchewan for \$71.6 million before selling costs. The purchaser assumed the existing first mortgage of \$24.4 million at an interest rate of 2.19% while Boardwalk provided a Vendor-Take-Back mortgage ("VTB") in the amount of \$38.8 million at an annual interest rate of 2.19%.

## Development

In July of 2018, the Trust completed construction of the third phase of Pines Edge, consisting of 71 rental units. Construction cost was approximately \$13.2 million and will provide a stabilized unlevered yield in the range of 6.00% to 6.50%. The entire development consists of a total of five (5) phases and will add 364 apartment units to Boardwalk's Regina, Saskatchewan property portfolio when all phases have been completed.

We continue to explore other development opportunities and each of these opportunities will be evaluated separately to determine the viability of these projects.

## Joint Venture Agreements

### Calgary, Alberta Development

In the fourth quarter of 2016, Boardwalk and RioCan Real Estate Investment Trust ("RioCan") entered into a joint venture agreement to develop a mixed-use tower consisting of an at-grade retail podium totaling approximately 10,000 square feet and a 12-storey residential tower with approximately 130,000 square feet of residential space, totaling approximately 162 apartment units at RioCan's Brentwood Village Shopping Centre in Calgary, Alberta. The development will include two (2) levels of underground parking and will provide premium rental housing minutes from downtown Calgary along the Northwest Light Rail Transit line, while providing close proximity to the University of Calgary, McMahon Stadium and Foothills Hospital. Boardwalk views RioCan as a like-minded partner who shares similar values and goals as its own, namely to maximize the potential of well-located, transit oriented mixed-use developments that can be constructed to create new communities that residents are proud to call home. The joint venture involves an equal 50% interest in which both RioCan and Boardwalk will provide its best-in-class retail and residential expertise, respectively, to co-develop the asset. To maximize the value of the development, RioCan will manage the retail component and Boardwalk will manage the residential component, each on a cost basis.

The land was 100% owned by RioCan. Pursuant to a purchase and sale agreement dated October 19, 2016 between Boardwalk and RioCan, Boardwalk purchased a 50% interest in the parcel of land on November 23, 2017. The land value was based on the total buildable area and, as such, Boardwalk paid \$3.2 million for its 50% interest. Construction of the project began in Q4 of 2017. For the year ended December 31, 2018, Boardwalk incurred \$9.9 million for its 50% interest. In fiscal 2017, Boardwalk incurred \$2.3 million in development costs. It is estimated that the total construction for the project will be between \$75 million to \$80 million (\$37.5 million to \$40 million per partner) and, to-date, the project is on schedule and on budget.

### Brampton, Ontario Development

In the fourth quarter of 2018, Boardwalk entered into a 50:50 joint venture partnership agreement to develop a 365-unit multi-residential, purpose-built rental complex, located near downtown Brampton, Ontario. It is estimated that total cost for the project to be approximately \$200-\$215 million. The proposed project is a rental complex with approximately 10,700 square feet of retail space, above and underground parking and 380,000 square feet of residential space over two concrete high-rise towers, with excavation and shoring beginning in January 2019. For the year ended December 31, 2018, the Trust contributed \$9.9 million of capital to the limited partnership.

## Financial Performance Summary

### At a Glance

(In \$000's, except per Unit amounts)

	2018	2017	% Change
Total Assets	\$ 6,109,091	\$ 5,865,075	4.2%
Total Rental Revenue	\$ 434,616	\$ 422,926	2.8%
Profit	\$ 193,200	\$ 57,258	237.4%
Total Funds From Operations	\$ 112,112	\$ 106,987	4.8%
Profit Per Unit	\$ 4.17	\$ 1.24	237.1%
Funds from Operations Per Unit (fully diluted)	\$ 2.21	\$ 2.11	4.7%

Total Assets increased from the amounts reported in the prior year, mainly due to an increase in asset value from the Trust's renovation program and the acquisition of 299 units in Calgary, Alberta. Total Rental Revenue increased by 2.8%, the result of higher occupancy in Western Canada. Profit increased by 237.4% compared to the prior year, due primarily to a significant fair value gain of \$92.4 million recognized on its investment properties and financial liabilities in 2018 compared to a \$35.4 million loss in 2017.

# Consolidated Operations and Earnings Review

## Overall Review

### Consolidated Statements of Comprehensive Income

#### Rental Operations

Boardwalk REIT's Net Operating Income Strategy includes a rental revenue strategy that focuses on enhancing overall rental revenues through the balance between market rents, rental incentives, turnovers, and occupancy losses. The application of this rental revenue strategy is ongoing, on a market-by-market analysis, again with the focus on obtaining the optimal balance of these variables given existing market conditions.

(In \$000's, except number of suites)	12 Months Dec. 31, 2018	12 Months Dec. 31, 2017	% Change
Total rental revenue	\$ 434,616	\$ 422,926	2.8%
Expenses			
Operating expenses	114,990	113,986	0.9%
Utilities	47,628	47,967	(0.7)%
Property taxes	45,966	44,890	2.4%
	\$ 208,584	\$ 206,843	0.8%
Net operating income	\$ 226,032	\$ 216,083	4.6%
Operating margins	52.0%	51.1%	
Number of suites at December 31	33,417	33,187	

(In \$000's, except number of suites)	12 Months Dec. 31, 2018	12 Months Dec. 31, 2017	% Change
Gross rental revenue, before vacancy losses and incentives	\$ 498,569	\$ 495,337	0.7%
Vacancy loss	(18,048)	(32,899)	(45.1)%
Incentives	(45,905)	(39,512)	16.2%
Total rental revenue	\$ 434,616	\$ 422,926	2.8%

Overall, Boardwalk REIT's rental operations for the year ended December 31, 2018, reported higher results compared to the same period in the prior year, with total rental revenue increasing 2.8%, driven by lower vacancy losses mainly in its Western Canada portfolio. As outlined in the second table, the Trust decreased its vacancy losses by 45.1% while continuing to offer selective incentives in certain communities to maintain occupancy levels. Total rental expenses increased 0.8% for the twelve months ended December 31, 2018, compared to 2017, due primarily to higher advertising expenses, insurance costs and property taxes.

The Trust continues to track, in detail, the actual work performed by our onsite Associates to assist in the operating effectiveness of its overall operations. This program results in overall lower costs while allowing the Trust greater control over the timing of its capital improvement projects, compared to contracting these same projects out to third parties. As with other estimates used by the Trust, key assumptions used in estimating the amount of salaries and wages to be capitalized are reviewed on a regular basis and, based on this review, Management will adjust the amount allocated to more accurately reflect how many internal resources were directed towards specific capital improvements.

Operating expenses increased by 0.9%, due to increased insurance and advertising expenses. Insurance costs continue to increase and higher advertising expenses are a reflection of the rental market in Western Canada that is still in recovery mode.

Utility costs decreased by 0.7% for the year ended December 31, 2018. The decrease is attributable to lower gas costs as a result of the Trust's fixed price contracts, offset by an increase in carbon taxes in Alberta. Fixed price physical commodity contracts have helped to partially or fully hedge its exposure to fluctuating natural gas prices. Further details regarding the hedges on natural gas, as well as electricity prices in Alberta, can be found in NOTE 29 to the consolidated financial statements for the year ended December 31, 2018.

The reported increase in property taxes from the prior year period, is mainly attributed to higher overall property tax assessments. The Trust is constantly reviewing property tax assessments and related charges and, where it feels appropriate, will appeal all, or a portion, of the related assessment. It is not uncommon for the Trust to receive property tax refunds and adjustments; however, due to the uncertainty of the amount and timing of the refunds and adjustments, these amounts are only reported when they are received. Additionally, property taxes have increased due to the 2018 acquisitions.

Overall the operating margin increased from 51.1% in fiscal 2017 to 52.0% for the twelve months ended December 31, 2018.

Boardwalk REIT closely monitors and individually manages the performance of each of its rental properties. For the reader's convenience, we have provided the following summary of our operations on a province-by-province basis.

## Segmented Operational Review

### Alberta Rental Operations

<i>(In \$000's, except number of suites)</i>	<b>12 Months Dec. 31, 2018</b>	12 Months Dec. 31, 2017	% Change
Total rental revenue	<b>\$ 278,066</b>	\$ 264,558	5.1%
Expenses			
Operating expenses	<b>73,109</b>	71,615	2.1%
Utilities	<b>28,414</b>	28,127	1.0%
Property taxes	<b>29,200</b>	27,702	5.4%
	<b>\$ 130,723</b>	\$ 127,444	2.6%
Net operating income	<b>\$ 147,343</b>	\$ 137,114	7.5%
Operating margin	<b>53.0%</b>	51.8%	
Number of suites at December 31	<b>20,798</b>	20,499	

Alberta is Boardwalk's largest operating segment, representing 65.2% of total reported net operating income for the year ended December 31, 2018. In addition, Alberta represents 62.2% of total apartment units. Boardwalk REIT's Alberta operations for the year ended December 31, 2018, reported a 5.1% increase in total rental revenue, when compared to the same period reported in 2017. The reported rental revenue change is the combined effect of higher in-place rents and higher occupancy levels compared to the prior year. Total rental expenses have increased by 2.6% compared to the prior year due to increases in operating expenses and property taxes.

Operating expenses increased by 2.1% from the prior year due to increased wages and salaries, insurance, and advertising. Reported utilities for the year ended December 31, 2018 were up 1.0% compared to the prior year. The reported increase is mainly the result of the carbon tax introduced by the Alberta Provincial Government in 2017, coupled with increased electricity expense and higher water and sewer costs. Currently, the Trust has two outstanding electricity contracts, one for Southern Alberta and one for Northern Alberta, with two utility companies to supply the Trust with its electrical power needs. The Trust also has four outstanding natural gas contracts to hedge the price of its natural gas usage. More details can be found in NOTE 29 to the consolidated financial statements.

Property taxes increased compared to the prior year as a result of increased property tax assessments.

Net operating income for Alberta increased \$10.2 million, or 7.5% for the twelve months ended December 31, 2018. Alberta's operating margin for the year ended December 31, 2018 was 53.0% compared to 51.8% for the same period in 2017.

## Saskatchewan Rental Operations

<i>(In \$000's, except number of suites)</i>	<b>12 Months Dec. 31, 2018</b>	12 Months Dec. 31, 2017	% Change
Total rental revenue	<b>\$ 51,804</b>	\$ 56,378	(8.1)%
Expenses			
Operating expenses	<b>11,017</b>	12,088	(8.9)%
Utilities	<b>8,356</b>	9,002	(7.2)%
Property taxes	<b>5,044</b>	5,632	(10.4)%
	<b>\$ 24,417</b>	\$ 26,722	(8.6)%
Net operating income	<b>\$ 27,387</b>	\$ 29,656	(7.7)%
Operating margin	<b>52.9%</b>	52.6%	
Number of suites at December 31	<b>4,034</b>	4,103	

## Saskatchewan Rental Operations, Excluding Regina Assets Sold in 2017

<i>(In \$000's, except number of suites)</i>	<b>12 Months Dec. 31, 2018</b>	12 Months Dec. 31, 2017	% Change
Total rental revenue	<b>\$ 51,804</b>	\$ 50,705	2.2%
Expenses			
Operating expenses	<b>11,017</b>	10,461	5.3%
Utilities	<b>8,356</b>	7,715	8.3%
Property taxes	<b>5,044</b>	4,969	1.5%
	<b>\$ 24,417</b>	\$ 23,145	5.5%
Net operating income	<b>\$ 27,387</b>	\$ 27,560	(0.6)%
Operating margin	<b>52.9%</b>	54.4%	
Number of suites at December 31	<b>4,034</b>	4,103	

For the year ended December 31, 2018, Saskatchewan total rental revenue, when excluding a sold 641-unit Regina portfolio in 2017, increased by 2.2% compared to the prior year. The revenue increase is mainly due to higher occupancy in both Regina and Saskatoon. Rental expenses, when excluding a sold 641-unit Regina portfolio in 2017, increased by 5.5% for the year ended December 31, 2018, compared to the prior year, primarily due to higher operating expenses, utilities and property taxes.

Operating expenses for the year ended December 31, 2018, increased due mainly to higher on-site wages and salaries.

Utility costs for the year increased from the previous year due primarily to higher cable and internet costs. The program provides Resident Members a more cost-effective alternative to cable and internet service compared to subscribing individually with cable service providers. Additionally, there was an increase in water and sewer costs compared with the prior year. The Trust also has three outstanding contracts to hedge its natural gas price for its Saskatchewan natural gas usage. Details of the hedging contracts can be found in NOTE 29 to the consolidated financial statements for the current period.

Property taxes increased by 1.5% for the year ended December 31, 2018 due to higher property tax assessments and an increase in the reported mill rates.

Reported operating margins for the year ended December 31, 2018 decreased to 52.9% compared to 54.4% reported for the prior year.

## Ontario Rental Operations

<i>(In \$000's, except number of suites)</i>	<b>12 Months Dec. 31, 2018</b>	12 Months Dec. 31, 2017	% Change
Total rental revenue	<b>\$ 28,388</b>	\$ 27,269	4.1%
Expenses			
Operating expenses	<b>4,927</b>	4,665	5.6%
Utilities	<b>3,561</b>	3,921	(9.2)%
Property taxes	<b>3,298</b>	3,299	(0.0)%
	<b>\$ 11,786</b>	\$ 11,885	(0.8)%
Net operating income	<b>\$ 16,602</b>	\$ 15,384	7.9%
Operating margin	<b>58.5%</b>	56.4%	
Number of suites at December 31	<b>2,585</b>	2,585	

Boardwalk REIT's Ontario operations reported an increase in total rental revenue of 4.1% for the year ended December 31, 2018, compared to the prior year, due to higher occupied rents and occupancy levels. Total rental expenses decreased by 0.8% for the twelve months ended December 31, 2018, compared to the prior year, due primarily to decreased utility costs, partially offset by increased operating expenses.

Operating expenses increased for the year ended December 31, 2018, as compared to the prior year, due to increased on-site wages and salaries.

Utility costs were lower for the twelve months due primarily to savings on electricity costs. The Trust has one outstanding fixed price natural gas contract hedging 75% of its Ontario natural gas usage. Details of the contract can be found in NOTE 29 to the consolidated financial statements.

Property taxes were flat for the year ended December 31, 2018, as compared to the prior year.

Net operating income increased by 7.9% for the year ended December 31, 2018, as compared to the prior year. Reported operating margins for the year ended December 31, 2018, were 58.5% as compared to 56.4% for the prior year.

## Quebec Rental Operations

<i>(In \$000's, except number of suites)</i>	<b>12 Months Dec. 31, 2018</b>	12 Months Dec. 31, 2017	% Change
Total rental revenue	<b>\$ 76,101</b>	\$ 74,473	2.2%
Expenses			
Operating expenses	<b>19,839</b>	18,827	5.4%
Utilities	<b>6,968</b>	6,693	4.1%
Property taxes	<b>8,243</b>	8,060	2.3%
	<b>\$ 35,050</b>	\$ 33,580	4.4%
Net operating income	<b>\$ 41,051</b>	\$ 40,893	0.4%
Operating margin	<b>53.9%</b>	54.9%	
Number of suites at December 31	<b>6,000</b>	6,000	

Boardwalk REIT's Quebec operations reported a total rental revenue increase of 2.2% for the year ended December 31, 2018, compared to the prior year.

Total rental expenses for the year increased by 4.4%, when compared to 2017, mainly due to higher operating expenses, utilities and property taxes.

Operating expenses increased by 5.4%, when compared to 2017 due to increased on-site wages and salaries, increased garbage removal and elevator maintenance costs.

The reported increase of 4.1% in utilities for the twelve months ended December 31, 2018, was due to higher natural gas and electricity expenses. In addition, the Trust had one outstanding fixed price natural gas contract to hedge 75% of its Quebec natural gas usage. The details of the natural gas contracts are reported in NOTE 29 of the Trust's consolidated financial statements for the current period.

Property taxes increased 2.3% for the year ended December 31, 2018, compared to the prior year due to higher property tax assessments.

Reported operating margins for the twelve months ended December 31, 2018 decreased from 54.9% to 53.9%.

## Operational Sensitivities

### Net Operating Income Optimization

Boardwalk continues to focus on optimizing its Net Operating Income. This focus requires us to manage not only revenues but also related operating costs, and take both into consideration when determining a service and pricing model. Lowering overall turnover while maintaining competitive lease rental rates and a focus on a high-quality level of service continue to be the model that has delivered the most stable and long-term income source to date. This strategy is region specific and these variables are in constant flux.

In a more competitive market, the Trust takes a more preventive approach of increasing its offering of suite-specific rental incentives as well as, where warranted, adjusting reported market rents. The higher frequency of these incentives, particularly in Alberta and Saskatchewan, is an attempt by the Trust to keep occupancy levels higher than the overall market. When the market returns to balance, which Boardwalk is starting to see in some regions, the Trust will be well-positioned to unwind these incentives and increase market rents. It has been our experience that this preemptive approach has resulted in optimizing net operating income.

In addition, in these competitive markets, the Trust approaches future upcoming maturing leases prior to lease maturity with the intent of renewing the lease prior to term maturity. In select markets, the Trust may also forward-lock future rentals while not collecting revenues for certain months in the immediate future. This means the Trust may decide to rent a suite in December with the Resident Member not moving in until the following year. Although the suite is rented, it will not generate revenue until the Resident Member actually moves in, for example, in January, which corresponds to the next fiscal period. The percentages reported as occupancy levels (see table on the following page) represent those occupied units generating revenue for the period noted. The Trust closely monitors 'apartment availability', which represents unoccupied units not generating revenue for the period, after taking into account forward-committed leases. Although occupancy rates provide a good indication of current revenue, apartment availability provides the reader a more relevant indication of future potential revenue. As a result of the acquisitions of newly built assets, portfolio occupancy is on a same-store basis.

The Trust believes that when the Net Operating Income Optimization Strategy is combined with our new strategic investment program, the outcome will be a more diverse product offering for our Resident Members and greater overall value creation for the Trust. The Trust also understands that the implementation and completion of these strategies will have some short-term consequences, as the timing of these enhancements and extensive renovations are resulting in longer periods of time that suites are not available to be rented, including short-term increases in vacancy losses. It is the Trust's belief, however, that a focus on the longer-term value creation is in the best interest of all stakeholders.

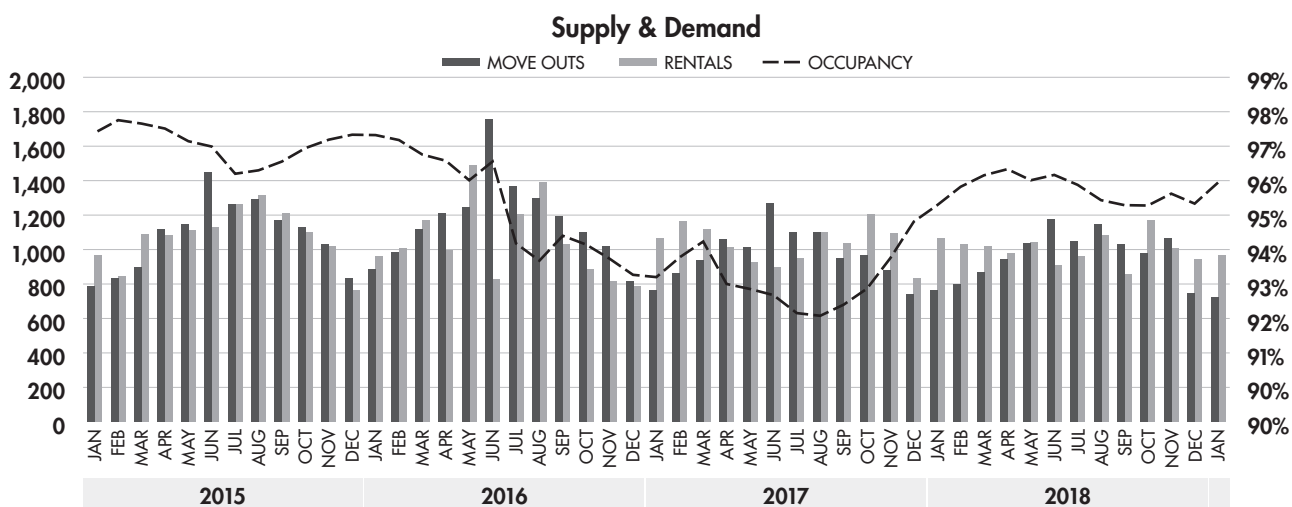
Boardwalk constantly reviews its existing programs, measuring them against resident demand, viability and expected return. Where appropriate, the Trust will make any necessary changes to optimally fine-tune them.

## Boardwalk REIT's Portfolio Occupancy (Same Store):

City	2018	2017	Q4 2018	Q4 2017
Calgary	95.76%	92.18%	95.23%	91.27%
Edmonton	95.26%	93.64%	94.84%	94.13%
Fort McMurray	93.13%	93.61%	88.76%	92.35%
Grande Prairie	95.34%	89.97%	94.53%	95.51%
Kitchener	98.40%	97.89%	98.58%	97.87%
London	98.18%	97.72%	97.91%	97.70%
Montreal	96.51%	97.01%	97.85%	96.80%
Quebec City	96.33%	96.23%	96.67%	96.07%
Red Deer	94.63%	88.01%	93.57%	86.08%
Regina	94.94%	93.12%	94.65%	92.58%
Saskatoon	95.84%	92.98%	96.00%	95.66%
Verdun	99.42%	99.05%	99.61%	99.24%
Total	96.05%	94.29%	95.77%	94.38%

In fiscal 2018, the Trust reported a year-over-year increase of 176 basis points in its overall same store occupancy rate, an increase from 94.29% to 96.05%. Improvements in the Western Canadian markets contributed to the overall occupancy rate increase. As a strategy, the Trust is constantly adjusting market rents and incentives based on property-specific demand and supply. Year-over-year, Calgary and Edmonton saw occupancy levels increase by 358 and 162 basis points, respectively, to 95.76% and 95.26%, respectively. Similarly, Regina saw occupancy levels increase to 94.94% in 2018 compared to 93.12% for 2017. Note that Regina does not include the non-stabilized 79-unit Phase 2 building substantially completed at the end of June 2017 or the 71-unit Phase 3 building substantially completed at the beginning of July 2018. Including Phase 2 and Phase 3 in the current quarter would result in an occupancy rate of 93.08% for Regina. Saskatoon saw occupancy levels increase to 95.84% in 2018 compared to 92.98% in 2017.

## Supply Versus Demand & Impact on Reported Occupancy (Same Store):



The issue of demand and supply, as with any industry, is an important performance indicator for multi-family real estate. The above chart attempts to show the total move-outs (supply) compared to total move-ins (demand) and the resulting impact on reported occupancy relating to our portfolio. The cumulative impact of demand being greater than supply, or vice versa, is the primary driver in the reported occupancy rate. In recent years, Boardwalk focused on maintaining high occupancy levels while optimizing turnover costs. The reader is cautioned that adjusting market rental rates is an ongoing process for the Trust and is consistent with its overall strategy of optimizing overall net operating income; consequently, it will adjust rents upward or downward when it is deemed necessary.



## Occupancy Sensitivity

As with all real estate rental operators, Boardwalk REIT's financial performance is sensitive to occupancy rates. Based on the current reported market rents, a 1% annualized change in reported occupancy is estimated to impact overall rental revenue by approximately \$4.5 million, or \$0.09 per Trust unit on a diluted basis.

## Stabilized Property Results

Boardwalk defines stabilized property as one that has been owned by the Trust for a period of 24 months or more from the reporting date. Boardwalk REIT's overall percentage of stabilized properties was 98.7% of its total rental unit portfolio as at December 31, 2018, or a total of 32,968 units. The tables below provide a regional breakdown on these properties for fiscal 2018, as compared to fiscal 2017.

Dec. 31 2018 – 12 M	# of Units	% Revenue Growth	% Operating Expense Growth	% Net Operating Income Growth	% of NOI
Edmonton	12,906	3.1%	3.1%	3.1%	37.3%
Calgary	5,657	7.5%	(3.0)%	16.0%	21.4%
Red Deer	939	13.7%	(3.8)%	40.5%	2.2%
Grande Prairie	645	16.1%	3.6%	34.0%	1.5%
Fort McMurray	352	(1.2)%	7.1%	(7.7)%	1.2%
Alberta	20,499	5.0%	1.2%	8.5%	63.6%
Quebec	6,000	2.2%	4.4%	0.4%	17.8%
Saskatchewan	3,884	0.5%	5.1%	(3.2)%	11.4%
Ontario	2,585	4.1%	(0.8)%	7.9%	7.2%
	32,968	3.9%	2.1%	5.5%	100.0%

Stabilized revenue increased by 3.9% for the year ended December 31, 2018, compared to the prior year. Operating expenses reported for the year increased by 2.1% from 2017, resulting in a NOI increase of 5.5% compared to the prior year. The increase in reported stabilized revenue was driven by higher in-place occupied rents and lower vacancy in Alberta and Saskatchewan, which accounts for approximately 75% of the Trust's reported stabilized Net Operating Income. Operating expenses increased primarily as a result of higher advertising expenses, insurance costs and property taxes.

<b>Stabilized Revenue Growth</b>	# of Units	Q4 2018 vs Q3 2018	Q4 2018 vs Q2 2018	Q4 2018 vs Q1 2018	Q4 2018 vs Q4 2017
Edmonton	12,906	1.1%	1.2%	2.6%	4.1%
Calgary	5,657	0.7%	2.1%	3.4%	8.0%
Red Deer	939	2.8%	3.2%	5.2%	15.4%
Grande Prairie	645	3.5%	7.4%	11.8%	13.9%
Fort McMurray	352	(2.0)%	(5.4)%	(4.6)%	(4.2)%
Quebec	6,000	1.4%	1.9%	2.2%	2.0%
Saskatchewan	3,884	0.8%	(0.6)%	0.6%	1.3%
Ontario	2,585	1.1%	1.5%	2.4%	4.2%
	32,968	1.1%	1.4%	2.6%	4.4%

On a sequential basis, stabilized revenues reported in the fourth quarter of 2018 increased by 1.1% over Q3 2018, increased by 1.4% compared to Q2 2018, increased by 2.6% compared to Q1 2018 and increased 4.4% compared to Q4 2017. The increase over each quarter is a signal that the market is a more balanced market. The Trust strives toward balancing the optimum level of market rents, rental incentives, and occupancy rates in order to achieve its net operating income optimization strategy.

## Estimated Loss-to-Lease Calculation

Boardwalk REIT's projected loss-to-lease, representing the difference between estimated market rents and actual occupied rents in December 2018, and adjusted for current occupancy levels, totaled approximately \$12.3 million on an annualized basis, representing \$0.24 per Unit (Trust & LP B Units). For the most part, Boardwalk REIT's rental lease agreements last no longer than twelve months. By managing market rents and providing suite-specific incentives to our Resident Members, the Trust and all its Stakeholders continue to benefit from lower turnover, reduced expenses, and high occupancy. The reader should note estimated loss-to-lease, measured at a point in time, is a non-GAAP measure, and that reported market rents can be very seasonal, and, as such, will vary from quarter to quarter. The significance of this change could materially affect Boardwalk REIT's "estimated loss-to-lease" amount. The importance of this estimate, however, is that it can be an indicator of future rental performance, assuming continuing economic conditions and trends. The reader should also note that it would take significant time for these market rents to be recognized by the Trust due to internal and external limitations on its ability to charge these new market-based rents in the short term.

Same Store	Dec. 2018 Market Rent <sup>(1)</sup>	Dec. 2018 Market Rent, including incentives <sup>(1)</sup>	Dec. 2018 Occupied Rent <sup>(1)</sup>	Mark to Market Per Month	Annualized Mark to Market Adjusted for Current Occupancy levels (\$000's)	Weighted Average Apartment Units	% of Portfolio
Edmonton	\$ 1,301	\$ 1,170	\$ 1,161	\$ 9	\$ 1,015	12,906	39%
Calgary	1,510	1,352	1,293	59	3,868	5,657	17%
Red Deer	1,253	1,066	1,015	51	559	939	3%
Grande Prairie	1,085	1,039	998	41	301	645	2%
Fort McMurray	1,495	1,299	1,286	13	40	352	1%
Alberta Portfolio	\$ 1,353	\$ 1,213	\$ 1,188	\$ 25	\$ 5,783	20,499	62%
Quebec	\$ 1,099	\$ 1,096	\$ 1,078	\$ 18	\$ 1,254	6,000	18%
Saskatchewan <sup>(2)</sup>	1,280	1,092	1,095	(3)	(237)	3,884	12%
Ontario	1,125	1,124	945	179	5,547	2,585	8%
Total Portfolio	\$ 1,281	\$ 1,171	\$ 1,138	\$ 33	\$ 12,347	32,968	100%

(1) Ancillary rental revenue is included in the calculation of market and occupied rent.

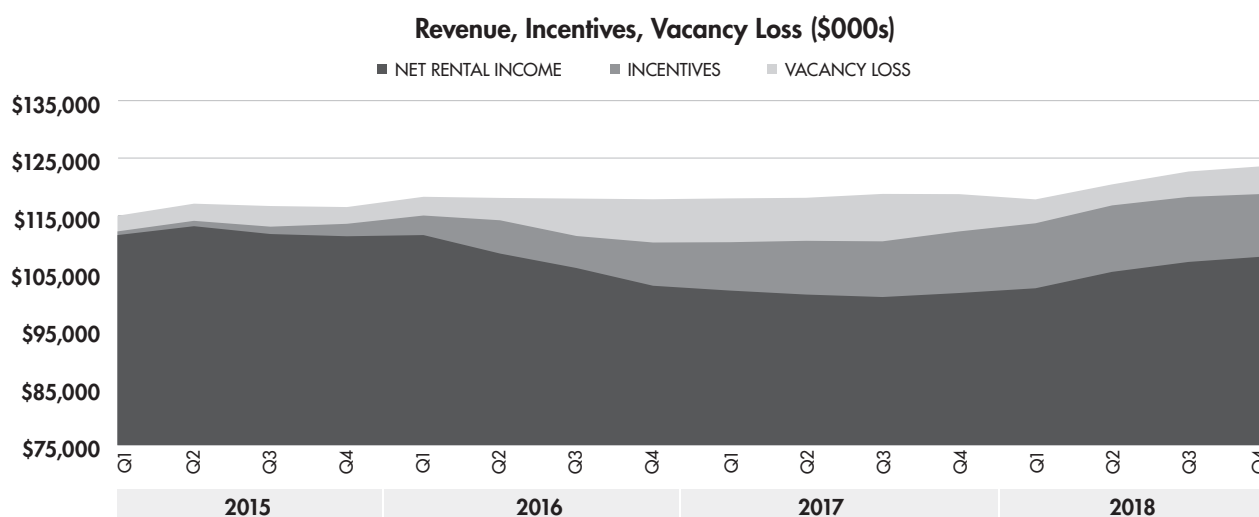
(2) Saskatchewan market rent includes an increase for cable and internet service.

The decrease in the loss-to-lease for our portfolio, from \$14.8 million at September 2018 to \$12.3 million at December 2018, was due primarily to an increase in occupied rents in many of Boardwalk's rental markets for the month of December, using a weighted average mark-to-market of \$33 per suite per month. Excluded from the loss-to-lease calculation of \$12.3 million is approximately \$110 per suite per month of incentives, resulting in an upside revenue opportunity of over \$40 million per annum.

In fiscal 2018, as with prior periods, Boardwalk REIT continued to focus on the optimization of all rental revenue, with attention to appropriate levels of market rents and certain occupancy level targets, as well as suite-selective incentives, when warranted.

## Vacancy Loss and Incentives

Vacancy loss and rental incentives are strong indicators of current and future revenue performance. Depending on specific market conditions, to best manage overall economic rental revenue, the correct balance between rental incentives and vacancy loss is important. On a quarterly basis, the chart on the following page details rental incentives offered versus vacancy loss. Select incentives are continuing in the Calgary, Edmonton, Regina and Saskatoon markets to maintain occupancy levels. Boardwalk REIT will continue to manage its overall revenues through three key revenue variables, notably, market rents, occupancy levels, and suite-selective incentives. The Trust continues to focus on maximizing overall revenues through the management of these key revenue variables.



As was previously mentioned, given a lower-than-expected recovery of the rental markets, particularly in Alberta and, to a lesser extent, Saskatchewan, and the uncertainty resulting from lower oil prices, Boardwalk's continued focus is on maintaining and increasing, in certain regions, occupancy in the short term by offering various suite-specific incentives in exchange for longer-term leases.

## Investing in Our Properties

Boardwalk is continually re-investing in its properties. A detailed analysis of this investment can be found later in the MD&A under the section titled, "Capital Improvements." The purpose of the "Capital Improvements" section is to provide the reader with a consolidated view of what the Trust spent on its real estate asset base.

## Financing Costs

Financing costs for the year ended December 31, 2018, decreased from the same period in the prior year, from \$85.8 million to \$80.6 million, primarily due to lower distributions on the Trust's LP B Units. At December 31, 2018, the reported weighted average interest rate of 2.65% was up from the weighted average interest rate of 2.61% at December 31, 2017. Boardwalk REIT has continued to take advantage of low interest rates to refinance and renew certain mortgages. The average term to maturity of the Trust's mortgage portfolio is approximately 3.8 years.

Boardwalk REIT concentrates on multi-family residential real estate. It is therefore eligible to obtain government-backed insurance through the NHA program, administered by CMHC. The benefits of purchasing this insurance are two-fold.

The first benefit of using CMHC insurance is Boardwalk REIT can normally obtain lower interest rate spreads on its property financing as compared to other financing alternatives in either the residential or any other real estate class, leading to lower overall cost of debt, after including the cost of the NHA insurance.

The second benefit of the CMHC insurance relates to lowering Boardwalk REIT's overall renewal risk. Once insurance is obtained on the related mortgage, the insurance is transferable and follows the mortgage for the complete amortization period, typically between 25 and 40 years, depending on the type of asset being insured. With the insurance being transferable between approved lenders, it lowers the overall risk of Boardwalk REIT not being able to refinance the asset on maturity.

Management cannot over-emphasize the importance of this Government-backed mortgage insurance program administered by Canada Mortgage and Housing Corporation. Despite past volatility in the overall credit markets, the Trust has been able to find a number of mortgage lenders willing to assume, or underwrite, additional mortgages under this program.

At December 31, 2018, over 99% of Boardwalk REIT's mortgages were backed by this NHA insurance, with a weighted average amortization period of approximately 31 years.

As was previously noted, the adoption of IFRS has also had an impact on the amount of financing costs reported on the Trust's Consolidated Statement of Comprehensive Income. As a result of the Trust's LP Class B Units being classified as financial liabilities in accordance with IFRS, the corresponding distributions paid to the Unitholders are classified as financing costs under IFRS. The Trust believes these distribution payments do not truly represent "financing charges" as these amounts are only payable if the Trust declares distributions, and only for the amount of any distributions declared, both of which are at the discretion of the Board of Trustees as outlined in the DOT. The total amount of distributions paid to the LP Class B Unitholders for the year ended December 31, 2018, which have been recorded as financing charges, was \$4.5 million (\$10.1 million for the year ended December 31, 2017). Based on this rationale, these amounts have been added back in the calculation of FFO.

The reader should also note that, under IFRS, financing charges are recorded net of interest income the Trust has earned for the period. The total amount of interest income earned for the year ended December 31, 2018 was \$2.2 million, compared to \$1.7 million for the prior year. Interest income will fluctuate depending on the cash on hand in the period. Further details on the Trust's investment of cash on hand using term deposits of 90 days or less can be found in NOTE 13 of the consolidated financial statements.

### Amortization of Deferred Financing Costs

The amortization of deferred financing costs relates primarily to the amortization of CMHC premiums, which are paid as part of mortgage financing. If Boardwalk REIT replaces an existing mortgage with a new mortgage, all costs associated with the original mortgage, including the unamortized balance of the CMHC premium, are required to be charged to income in the period that this occurs. As a result, and due to the variable timing and strategy of each mortgage at maturity, the amounts reported will vary. Rather than refinance the entire mortgage on term maturity to a higher amount, Boardwalk REIT continues to take advantage of supplementing, rather than extinguishing, the original mortgage to increase its leverage.

Boardwalk reviews its amortization estimates on an ongoing basis and, if warranted, will adjust these estimates on a prospective basis.

The total amortization of deferred financing costs for the year ended December 31, 2018, was \$6.5 million compared to \$5.8 million recorded for the same period in the prior year. Amortization of deferred financing costs is now included in financing costs.

### Interest Rate Sensitivity

Although Boardwalk REIT manages its financing risk in a variety of ways, as discussed later in the MD&A, it is important the reader understands how significant interest rate changes could impact the Trust as a whole. Due to the size of Boardwalk's overall mortgage portfolio, it has been prudent to spread out the maturity of these mortgages over a number of years. In fiscal 2019, the Trust anticipates having approximately \$534.9 million of secured mortgages maturing with a weighted average rate of 2.50%. If we were to renew these mortgages today with a 5-year term, the Trust estimates, based upon interactions with possible lenders, the new rate would be approximately 2.90% (as of February 2019).

To date, the Trust has renewed, or forward locked, the interest rate on \$349.3 million or 65% of its 2019 mortgage maturities at an average interest rate of 3.24%, while extending the term of these mortgages by eight years.

## Administration

Included in administration expenses are costs associated with Boardwalk REIT's centralized administrative functions. The amount reported for the year ended December 31, 2018, which relates to corporate administration from continuing operations, was \$37.8 million, compared to \$33.4 million for the same period in the prior year, an increase of approximately 13.2% for the year. The increase was due to increased administrative wages, including severance costs of approximately \$1.8 million for the year, higher call centre costs, and legal costs for a dispute regarding condo fees.

For the current and prior comparative periods, Boardwalk REIT allocated certain administration costs between corporate and rental operating expenses. The administration costs allocated to rental operating expenses consist primarily of specific amounts associated with operation-specific staff and related support initiatives. Total administration costs, combining rental operating and corporate, were \$67.9 million for the year ended December 31, 2018, compared to \$62.2 million for the same

period in the prior year. The increase in total administration costs of approximately \$5.7 million, or approximately 9.2%, was due primarily to severance costs and legal costs related to a dispute regarding condo fees.

## Depreciation

Depreciation recorded on the Consolidated Statements of Comprehensive Income is made up of the depreciation of property, plant and equipment.

The Trust has elected to use the cost model under IAS 16 – Property, Plant and Equipment (“IAS 16”) to value its property, plant and equipment, and, as a result of this method, depreciation expense is a charge taken against earnings to reflect the estimated depreciation that has occurred to these assets as a result of their use during the reporting period in question.

Boardwalk reviews its key depreciation estimates on an ongoing basis and, if warranted, will adjust these estimates on a prospective basis.

The total amount reported as depreciation for the year ended December 31, 2018, was \$6.8 million compared to \$5.6 million recorded for the same period in the prior year.

## Other Income and Expenses

### Income Tax Expense

Boardwalk REIT qualifies as a ‘mutual fund trust’ as defined in the Income Tax Act (Canada). The Tax Act also contains legislation affecting the tax treatment of publicly traded trusts and the criteria for qualifying for the real estate investment trust exemption (the “REIT Exemption”), which would exempt Boardwalk REIT from income tax under the SIFT Legislation. For 2017 and 2018 to date, the Trust qualified for the REIT Exemption.

Although Boardwalk REIT is exempted from income taxes, provided it distributes all of its taxable income to its Unitholders, this exemption does not apply to its corporate subsidiaries, which are subject to income taxes.

### LP Class B Units and the Deferred Unit Compensation Plan

The LP Class B Units are non-transferable, except under certain circumstances, but are exchangeable, on a one-for-one basis, into Boardwalk REIT Units at any time at the option of the holder. The LP Class B Units and the deferred unit-based compensation plan are classified as financial liabilities in accordance with IFRS standards, and, as a result, are recorded at their fair value at each reporting date. As at December 31, 2018, the Trust used a price of \$37.81 based on the closing price of the TSX-listed Boardwalk REIT Trust Units to determine the fair value of these financial liabilities at that date. The total fair value of these units recorded on the Consolidated Statements of Financial Position at December 31, 2018, was \$169.2 million, and a corresponding fair value gain of \$23.6 million (year ended December 31, 2017 – fair value gain of \$24.9 million) was recorded on the Consolidated Statements of Comprehensive Income for the year ended December 31, 2018.

The deferred unit-based compensation plan had a fair value of \$4.0 million, and a corresponding fair value gain of \$0.4 million (year ended December 31, 2017 – fair value gain of \$0.6 million) was recorded on the Consolidated Statements of Comprehensive Income for the year ended December 31, 2018.

# Financial Condition

## Review of Consolidated Statements of Cash Flows

### Operating Activities

#### Cash Flow from Operations

Cash flow from operating activities increased from \$102.1 million for the year ended December 31, 2017, to \$107.3 million for the year ended December 31, 2018. This increase is due to improved operating performance.

A reconciliation of ACFO to cash flow from operating activities as shown in the Consolidated Statements of Cash Flow prepared in accordance with IFRS is highlighted below.

<b>ACFO Reconciliation</b> <i>(In \$000's, except per Unit amounts)</i>	<b>12 Months Dec. 31, 2018</b>	12 Months Dec. 31, 2017	% Change
Cash flow from operating activities	<b>\$ 107,304</b>	\$ 102,063	
Adjustments			
Operating working capital	<b>6,209</b>	3,485	
Proceeds on insurance settlement	-	(3,162)	
Government grant earned	<b>378</b>	378	
Add back distributions to LP Class B Units recorded as financing charges <sup>(1)</sup>	<b>4,479</b>	10,069	
Interest paid	<b>74,328</b>	79,907	
Financing costs	<b>(80,586)</b>	(85,763)	
Amortization of mortgage receivable discount	-	10	
	<b>112,112</b>	106,987	
Maintenance capital expenditures <sup>(2)</sup>	<b>(23,112)</b>	(21,737)	
Adjusted Cash Flow From Operations (ACFO)	<b>89,000</b>	85,250	4.4%
ACFO – per Unit	<b>\$ 1.75</b>	\$ 1.68	4.2%

(1) Under IFRS, the LP Class B Units are considered financial instruments in accordance with IFRS 9. As a result of this classification, their corresponding distribution amounts are considered "financing charges" under IFRS. The Trust believes these distribution payments do not truly represent "financing charges," as these amounts are only payable if the Trust declares distributions, and only for the amount of any distributions declared, both of which are at the discretion of the Board of Trustees as outlined in the DOT. Therefore, these distributions are excluded from the calculation of ACFO, consistent with the treatment of distributions paid to all other Unitholders.

(2) Details of the calculation of Maintenance Capital Expenditures can be found in the section titled, "Maintenance of Productive Capacity."

The reader is cautioned that Boardwalk REIT's calculation of ACFO may be different from other real estate corporations or REITs and, as such, a straight comparison may not be warranted. For the year ended December 31, 2018, Boardwalk REIT reported total ACFO of \$89.0 million, or \$1.75 per fully diluted Trust Unit. This represented an increase of approximately 4.4%, compared to \$85.3 million, or \$1.68 per fully diluted Trust Unit, reported for the same twelve months in 2017. The increase for the year 2018 is primarily due to higher rental revenue resulting from higher occupancy levels.

For the year ended December 31, 2018, the Trust is currently paying out an estimated 45.4% of FFO and 57.2% of ACFO, compared to 106.8% and 134.0%, respectively, for the same period in 2017. ACFO, in the longer term, is indicative of the Trust's ability to pay distributions to its Unitholders. As regular distributions are funded by the Trust's liquidity, cash flow from operations and mortgage upfinancings tied to investment property capital appreciation, these distributions are reviewed on a quarterly basis by the Board of Trustees to assess whether they are sustainable. As a result of the review in fiscal 2017, the Board has decided to reduce distributions from \$2.25 to \$1.00 per unit on an annualized basis, effective for 2018.

## Financing Activities

### Distributions

Boardwalk distributes payments on a monthly basis to its Unitholders. These payments are referred to as regular distributions. The distinct nature and classification of these payments are unique to each trust and the components of these distributions may have differing tax treatments. For the year ended December 31, 2018, the Trust paid regular distributions of \$50.9 million to its Trust and LP Class B Unitholders, compared to \$114.2 million for the same period in 2017. Regular distributions declared for the twelve months ended December 31, 2018 represented an FFO payout ratio of 45.4%, compared to 106.8% for the prior year. Regular distributions (Trust and LP Class B Units) declared in 2018 represented approximately 47.4% of cash flow from operating activities compared to 111.9% for 2017.

The excess of total distributions compared to cash flow from operating activities of 11.9% (or \$12.2 million) for the year ended December 31, 2017, were funded primarily by mortgage upfinancings tied to the capital appreciation of Boardwalk's investment property portfolio. These mortgage upfinancings, for the most part, have been used for major capital upgrades and suite renovations to position the Trust's property portfolio for long-term growth, with a targeted average return of 8% or more on capital invested.

### Financing of Revenue Producing Properties

During the twelve months ended December 31, 2018, the financing and refinancing of existing properties totaled approximately \$221.3 million. During the financing and refinancing process, Boardwalk REIT increased the weighted average interest rate on its mortgage portfolio from 2.61% at December 31, 2017 to 2.65% at December 31, 2018.

### Acquisitions

On November 27, 2018, the Trust closed on the purchase of four properties located in Calgary, Alberta. The properties totaled 299 residential units and had a purchase price of \$66.8 million (including transaction costs).

On February 28, 2017, the Trust purchased a warehouse building in London, Ontario, which has been included in Trust's property, plant and equipment, for a purchase price of \$1.4 million.

Due to the nature of multi-family residential real estate, the amount paid for apartment units may vary dramatically based on a number of parameters, including location, type of ownership (free hold versus land lease) and type of construction. As required under IFRS, on acquisition, an analysis is performed on the mortgage debt assumed, if any. The analysis focuses on the interest rates of the debt assumed. If it is determined that the in-place rates are materially below or above market rates, an adjustment is made to the book cost of the recorded asset. No mortgages were assumed in 2018 and 2017 and, therefore, no adjustment for fiscal 2018 or 2017 was made.

### Capital Improvements

In Q3 of 2017 the Trust implemented a new investment strategy designed to create long-term value. The program is focused around three brands requiring different levels of renovations and upgrades: Boardwalk Lifestyle, Boardwalk Communities and Boardwalk Living.

Boardwalk has a continuous capital improvement program with respect to its investment properties. The program is designed to extend their useful lives, improve operating efficiency, enhance appeal, enhance as well as maintain earnings capacity and meet Resident Members' expectations, as well as meet health and safety regulations.

A select few of the Trust's communities will be selected to fall under the 'Boardwalk Lifestyle' brand; although there are a number of criteria used to select these properties, in general, these communities are located in extremely attractive locations and desirable neighborhoods. Rebranding is the highest level of investment the Trust will place in this community. Investment here will be holistic in nature, and include significant enhancement to the exterior. Common areas may not only be refreshed, but may also be modernized to include community areas with Wi-Fi bars, barbeque areas and other in demand amenities. The suites in these buildings will be significantly modernized and may include the removal of existing walls and substantial upgrades, including all new appliances, upgraded kitchens and extensive flooring, electrical and plumbing upgrades. These communities will be targeted to the more discriminating renter and commonly referred to as a 'renter by choice'.

A number of the Trust's communities will be selected to be repositioned to the 'Boardwalk Communities' category. These communities will also be targeted based on location and will focus in on a modernization program. These communities tend to be located in mature areas near schools, parks, downtown core, shopping and other desirable amenities. Investment in these communities will enhance the already large suite size and will significantly upgrade most aspects of the suite, including new upgraded flooring, all new appliances with modernized kitchens, modern electrical, plumbing and hardware fixtures. Modernization of existing common areas such as hallways and lobbies will also be considered.

The majority of Boardwalk's existing portfolio falls into the 'Boardwalk Living' category. Resident Members in this area are looking for value, but tend to be more price sensitive. Again, many of these Boardwalk communities are located in established communities with extensive local amenities. Although Boardwalk's investment in this area will be less significant than in its re-positioning and rebranding communities, it will be value focused and thoughtfully targeted with those items that these price sensitive renters appreciate most, such as upgraded flooring, and more modern electrical, plumbing and hardware fixtures.

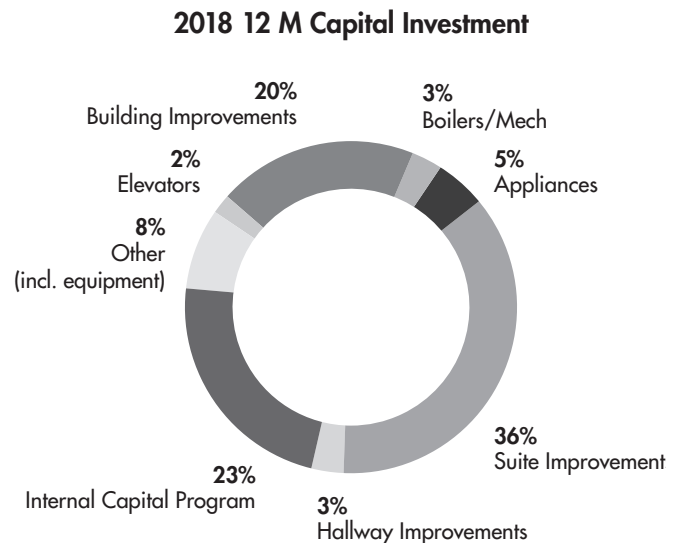
In 2018, Boardwalk REIT invested approximately \$125.9 million (comprised of \$117.9 million on its stabilized investment properties and \$8.0 million on property, plant and equipment) back into its properties in the form of equipment and project enhancements to upgrade existing suites, common areas, building exteriors and systems, compared to the \$201.9 million (\$190.2 million on its stabilized investment properties and \$11.7 million property, plant and equipment) invested in 2017.

A significant part of Boardwalk's capital improvement program relates to projects that are carried out by Boardwalk's Associates. This internal capital program was initiated in 1996 as a way to create more value for the Trust. The Trust recognizes that there are certain efficiencies and economies of scale available from having Boardwalk Associates perform certain capital projects ourselves, or "in-house." This results in the faster execution and greater control of these projects while at the same time eliminating the profit charged by third-party contractors. The Trust focuses on specific projects where there is the largest opportunity for value creation, like flooring and painting. Over the last few years, the Trust has intensified this focus of performing capital projects "in-house" rather than contracting such services. Included in capital improvements is approximately \$28.8 million of on-site wages and salaries that have been incurred towards these projects for 2018, compared to \$24.9 million for 2017.

## Maintenance of Productive Capacity

The Trust has two separate areas in which capital is invested back into its residential buildings. These are referred to as 'maintenance capital expenditures' and 'value enhancing capital expenditures'.

Maintenance capital expenditures over the longer term are funded from operating cash flows. These expenditures are deducted from FFO in order to estimate a sustainable amount, called Adjusted Funds From Operations, which can be distributed to Unitholders. Maintenance capital expenditures include those expenditures that, although capital in nature are not considered betterments, and relate more to maintaining the existing earnings capacity of our property portfolio. In contrast, value enhancing capital expenditures are more discretionary in nature and focus on increasing the productivity of the property, with the goal of increasing the FFO generated at that location. In addition, the Trust invests funds in its portfolio in the form of ongoing repairs and maintenance as well as on-site maintenance Associates. Both of these expenditures are designed to maintain the operating capacity of our assets.





The following table provides management's estimate of these expenditure categories:

<i>(in \$000's, except for per suite amounts)</i>	<b>12 Months Dec. 31, 2018</b>		12 Months Dec. 31, 2017	
	<b>\$</b>	<b>Per Suite</b>	<b>\$</b>	<b>Per Suite</b>
Maintenance Capital Expenditures <sup>(1)</sup>	<b>23,112</b>	<b>695</b>	21,737	655
Value Enhancing Capital (including Suite Upgrades)	<b>102,810</b>	<b>3,092</b>	180,194	5,430
	<b>\$ 125,922</b>	<b>\$ 3,787</b>	\$ 201,931	\$ 6,085

(1) Details of the calculation of Maintenance Capital Expenditures can be found below.

Items reported as capital are determined as investments in assets that have a useful economic life longer than one year. Management has estimated that for fiscal 2018 and 2017, the amount allocated to maintenance capital was approximately \$23.1 million, or \$695 per apartment unit, and \$21.7 million, or \$655 per apartment unit, respectively, with investment in value-enhancing expenditures to its stabilized investment properties totaling \$102.8 million and \$180.2 million, respectively, or \$3,092 and \$5,430 per apartment unit.

### Maintenance Capital Expenditures ("Maintenance CAPEX")

Maintenance CAPEX is defined as capital expenditures related to maintaining the existing space of a property. This contrasts with expenditures related to development or revenue-enhancing activities in nature. Boardwalk's determination of Maintenance CAPEX is based on an estimated reserve amount per apartment unit rather than on actual amounts and utilized a three-year rolling average. Boardwalk's viewpoint is that the categorization of expenditures between maintenance and value-enhancing will be subject to wide variations in professional judgment, especially as it relates to the multi-family real estate asset class. As a result, Boardwalk has determined that a reserve amount based on a three-year rolling average and calculated using an annual \$620 per apartment unit for 2018, \$939 per apartment unit for 2017 and \$525 per apartment unit for 2016, is appropriate. Capital budget amounts for 2018, and revised if necessary based on actual expenditures, were initially used to calculate Maintenance CAPEX for the three-year rolling average. For each of the fiscal periods, the first-year amortization of major capital expenditure categories is taken as a reliable metric of Maintenance CAPEX for the year, since such an amount would have been expended in the first year in any event in lieu of repair and maintenance expenses. The economic useful lives of capital expenditures after the first year are, therefore, deemed to be value-enhancing as these will inevitably benefit higher revenue generation in future years.

For 2018, the reserve amount has been determined by taking the Trust's actual capital expenditure for each of the years 2018, 2017 and 2016, excluding development, and estimating the economic useful life of each major capital expenditure category. The first year of amortization for each category is then classified as Maintenance CAPEX. The total Maintenance CAPEX is then divided by the number of apartment units in Boardwalk's property portfolio to derive a per unit Maintenance CAPEX amount. For 2018, Boardwalk's estimate of Maintenance CAPEX is \$23.1 million, or \$695 per apartment unit, for the year. The Trust's calculation of standardized maintenance capital expenditures per suite is outlined on the next page.

Category	2018 Capital Expenditures (\$000's)	Economic Useful Life (Years)	Maintenance Capital Allocation	Value-added Capital Allocation	2018 Maintenance Capital Expenditures (\$000's, except per Unit amount)
Building Exterior, Grounds & Parking	\$ 25,390	15.0	7%	93%	\$ 1,694
Hallways & Lobbies	\$ 3,213	10.0	10%	90%	\$ 321
Elevators	\$ 1,262	10.0	10%	90%	\$ 126
Mechanical & Electrical	\$ 5,331	10.0	10%	90%	\$ 533
Other – Information Technology	\$ 6,509	5.0	20%	80%	\$ 1,302
Site Equipment & Vehicles	\$ 2,103	5.0	20%	80%	\$ 421
Total Common Area	\$ 43,808				
Paint & General	\$ 16,159	4.0	25%	75%	\$ 4,040
Flooring	\$ 15,917	8.0	13%	88%	\$ 1,990
Cabinets & Counters	\$ 9,886	8.0	13%	88%	\$ 1,236
Appliances	\$ 6,305	8.0	13%	88%	\$ 788
Suite Mechanical	\$ 2,909	4.0	25%	75%	\$ 727
Furniture, Fixtures & Equipment	\$ 961	4.0	25%	75%	\$ 240
Total Suites	\$ 52,137				
Internal Capital Program	\$ 28,841	4.0	25%	75%	\$ 7,210
Subtotal	\$ 124,786				\$ 20,628
Corporate Capital Expenditures	\$ 1,136				
Total Budget Capital Expenditures	\$ 125,922				
<b>2018 Cash Flow from Investing Activities</b>					
Improvements to Investment Properties	\$ 117,914				
Additions to Property, Plant & Equipment	8,008				
	\$ 125,922				
Apartment Units	33,417				\$ 620
<b>Three-year Rolling Average</b>					
2016					\$ 525
2017					\$ 939
2018					\$ 620
<b>Maintenance CAPEX Per Unit</b>					<b>\$ 695</b>

A similar calculation for 2017 and 2016 maintenance capital expenditures, reconciled to Boardwalk's 2017 and 2016 actual cash flow from investing activities, are also provided below for comparison. In 2017, Boardwalk estimated Maintenance CAPEX to be \$939 per apartment unit for the year, and in 2016 the Trust estimated \$525 per apartment unit per year, based on actual capital expenditures.

Category	2017 Capital Expenditures (\$000's)	Economic Useful Life (Years)	Maintenance Capital Allocation	Value-added Capital Allocation	2017 Maintenance Capital Expenditures (\$000's, except per Unit amount)
Building Exterior, Grounds & Parking	\$ 34,936	15.0	7%	93%	\$ 2,330
Hallways & Lobbies	\$ 6,756	10.0	10%	90%	\$ 676
Elevators	\$ 6,129	10.0	10%	90%	\$ 613
Mechanical & Electrical	\$ 7,495	10.0	10%	90%	\$ 750
Other – Information Technology	\$ 7,384	5.0	20%	80%	\$ 1,477
Site Equipment & Vehicles	\$ 4,651	5.0	20%	80%	\$ 930
<b>Total Common Area</b>	<b>\$ 67,351</b>				
Paint & General	\$ 31,749	4.0	25%	75%	\$ 7,937
Flooring	\$ 37,961	8.0	13%	88%	\$ 4,745
Cabinets & Counters	\$ 21,032	8.0	13%	88%	\$ 2,629
Appliances	\$ 9,943	8.0	13%	88%	\$ 1,243
Suite Mechanical	\$ 5,379	4.0	25%	75%	\$ 1,345
Furniture, Fixtures & Equipment	\$ 981	4.0	25%	75%	\$ 245
<b>Total Suites</b>	<b>\$ 107,045</b>				
Internal Capital Program	\$ 24,889	4.0	25%	75%	\$ 6,222
<b>Subtotal</b>	<b>\$ 199,285</b>				<b>\$ 31,142</b>
Corporate Capital Expenditures	\$ 2,646				
<b>Total Budget Capital Expenditures</b>	<b>\$ 201,931</b>				
<b>2017 Cash Flow from Investing Activities</b>					
Improvements to Investment Properties	\$ 190,203				
Additions to Property, Plant & Equipment	11,728				
	<b>\$ 201,931</b>				
Apartment Units	33,187				\$ 939
Standardized Maintenance CAPEX Per Unit					\$ 939

Category	2016 Capital Expenditures (\$000's)	Economic Useful Life (Years)	Maintenance Capital Allocation	Value-added Capital Allocation	2016 Maintenance Capital Expenditures (\$000's, except per Unit amount)
Building Exterior, Grounds & Parking	\$ 29,062	15.0	7%	93%	\$ 1,938
Hallways & Lobbies	\$ 1,347	10.0	10%	90%	\$ 135
Elevators	\$ 5,489	10.0	10%	90%	\$ 549
Mechanical & Electrical	\$ 4,235	10.0	10%	90%	\$ 424
Other – Information Technology	\$ 3,305	5.0	20%	80%	\$ 661
Site Equipment & Vehicles	\$ 3,050	5.0	20%	80%	\$ 610
Total Common Area	\$ 46,488				
Paint & General	\$ 8,693	4.0	25%	75%	\$ 2,173
Flooring	\$ 15,283	4.0	25%	75%	\$ 3,821
Cabinets & Counters	\$ 6,271	4.0	25%	75%	\$ 1,568
Appliances	\$ 3,895	4.0	25%	75%	\$ 974
Suite Mechanical	\$ 606	4.0	25%	75%	\$ 152
Furniture, Fixtures & Equipment	\$ 245	4.0	25%	75%	\$ 61
Total Suites	\$ 34,993				
Internal Capital Program	\$ 19,379	4.0	25%	75%	\$ 4,845
Subtotal	\$ 100,860				\$ 17,911
Corporate Capital Expenditures	\$ 1,726				
Total Budget Capital Expenditures	\$ 102,586				
<b>2016 Cash Flow from Investing Activities</b>					
Improvements to Investment Properties	\$ 97,744				
Additions to Property, Plant & Equipment	4,842				
	\$ 102,586				
Apartment Units	33,773				\$ 530
Standardized Maintenance CAPEX Per Unit					\$ 525

## Investment Properties

The Trust has elected to use the fair value model in accordance with IAS 40 – Investment Properties to report the value of its investment properties at each reporting date.

External valuations were obtained from third-party appraisers (the “Appraisers”) based on a cross section of properties from different geographical locations and markets across the Trust’s rental portfolio, as determined by management, to corroborate the Trust’s internal fair value calculation for its entire investment property portfolio. External appraisals were obtained as follows:

Date	Number of Properties	Aggregate Fair Value	Percentage of Portfolio as of That Date
December 31, 2018	5	\$ 563,150	8.5%
September 30, 2018	4	\$ 80,800	1.4%
June 30, 2018	4	\$ 135,882	2.3%
March 31, 2018	4	\$ 109,606	1.9%
December 31, 2017	5	\$ 575,360	10.1%
September 30, 2017	4	\$ 125,232	2.2%
June 30, 2017	5	\$ 152,681	2.7%
March 31, 2017	4	\$ 99,593	1.8%

The fair value of the Trust’s investment property portfolio was determined internally by the Trust using the same assumptions and valuation techniques used by the external valuation professionals. In addition to performing a valuation on a selection of Trust’s properties (and not performing a valuation on all of the Trust properties) to compare to the Trust’s internal valuation, the Appraisers provided the Trust with a summary of the major assumptions and market data by city in order for the Trust to complete its internal valuations.

The key valuation metrics for the Trust’s investment properties are set out in the following tables:

As at	Dec. 31, 2018			Dec. 31, 2017		
	Capitalization Rate		Forecasted Total Standardized Net Operating Income	Capitalization Rate		Forecasted Total Standardized Net Operating Income
	Minimum	Maximum		Minimum	Maximum	
Calgary	4.50%	6.00%	\$ 69,104	4.50%	6.00%	\$ 63,390
Edmonton	5.00%	6.49%	123,324	5.00%	5.50%	120,518
Other Alberta	5.75%	7.25%	19,842	5.75%	7.25%	18,271
Kitchener	4.75%	4.75%	2,509	4.75%	4.75%	2,320
London	4.75%	5.00%	15,169	4.75%	5.00%	14,251
Montreal	4.75%	5.75%	5,828	4.75%	5.75%	5,788
Quebec City	5.25%	5.75%	10,468	5.25%	5.75%	10,250
Regina	5.65%	6.11%	19,087	5.65%	6.20%	19,127
Saskatoon	5.75%	6.00%	18,201	5.75%	6.00%	18,377
	4.50%	7.25%	\$ 283,532	4.50%	7.25%	\$ 272,292
Land Lease	4.50%	22.77%	\$ 29,197	4.50%	21.07%	\$ 28,100

Overall portfolio weighted average capitalization rate was 5.28% as at December 31, 2018, and 5.29% as at December 31, 2017.

The “Overall Capitalization Rate” method requires a forecasted stabilized net operating income (“NOI”) be divided by a capitalization rate (“cap rate”) to determine a fair value. NOI is calculated as a one-year income forecast based on rental income from current leases and key assumptions about rental income, vacancies and inflation rates, among other factors, less property operating costs. As such, fluctuations in both NOI and cap rates could significantly alter the fair value. Generally, an increase in stabilized NOI will result in an increase to the fair value of an investment property. An increase in capitalization rate will result in a decrease to the fair value of an investment property. When the capitalization rate is applied to NOI to calculate

fair value, there is a significant impact whereby the lower the capitalization rate, the larger the impact. Below are tables that summarize the sensitivity impact of changes in both cap rates and NOI on the Trust's fair value of its investment properties (excluding development) as at December 31, 2018 and December 31, 2017:

As at December 31, 2018		Net Operating Income				
		-3%	-1%	As Forecasted	+1%	+3%
Capitalization Rate		\$ 303,347	\$ 309,602	\$ 312,729	\$ 315,857	\$ 322,111
-0.25%	5.03%	\$ 108,102	\$ 232,525	\$ 294,736	\$ 356,948	\$ 481,371
Cap Rate As Reported	5.28%	(177,792)	(59,264)	5,926,412	59,264	177,792
+0.25%	5.53%	(437,823)	(324,656)	(268,072)	(211,489)	(98,322)

As at December 31, 2017		Net Operating Income				
		-3%	-1%	As Forecasted	+1%	+3%
Capitalization Rate		\$ 291,380	\$ 297,388	\$ 300,392	\$ 303,396	\$ 309,404
-0.25%	5.04%	\$ 102,749	\$ 221,914	\$ 281,497	\$ 341,080	\$ 460,245
Cap Rate As Reported	5.29%	(170,303)	(56,768)	5,676,776	56,768	170,303
+0.25%	5.54%	(418,719)	(310,305)	(256,099)	(201,892)	(93,478)

Investment properties with a fair value of \$569.3 million as at December 31, 2018 (\$551.1 million – December 31, 2017), are situated on land held under ground (or land) leases.

Investment properties with a fair value of \$937.0 million as at December 31, 2018 (December 31, 2017 – \$948.3 million), are pledged as security against the Trust's committed revolving credit facility. In addition, investment properties with a fair value of \$5.7 billion as at December 31, 2018 (December 31, 2017 – \$5.4 billion), are pledged as security against the Trust's mortgages payable.

For the year ended December 31, 2018, the Trust capitalized \$117.9 million in building improvements (and \$18.9 million in development expenditures) and recorded a fair value gain of \$68.2 million on its financial statements as a result of changes in the fair value of investment properties. Capitalized building improvements represent expenditures that provide future benefits to the Trust for a period greater than twelve months, some of which may not be immediately reflected in the fair value of the investment properties, under IFRS, for the current reporting period.

## Investment Property Development

Over the last number of years, there has been a shift in the multi-family apartment environment in Canada. Over this period, Boardwalk has witnessed a significant increase in the market value of rental apartments. This increase has been mainly driven by a significant compression in market capitalization rates, which in turn has been the result of a prolonged low interest rate environment in Canada.

With this increase in the market value of apartments, there has been a significant decrease in the expected returns from existing multi-family assets to a level that warrants a measured allocation of capital to the area of new apartment development, particularly on excess land the Trust currently owns. In 2012, the Trust received development approval from the City of Calgary in Alberta, and commenced construction of a 109-unit four storey, elevatored, wood frame building in the Southwest part of the city. The development was substantially completed on November 7, 2013, and an Occupancy Permit allowing Boardwalk to commence the lease-up of the units was issued by the City of Calgary for the project. The project was completed on time and within budget totaling approximately \$19 million. To assist in the development cost of this property, the Trust had applied for, and received, approval of a grant from the Province of Alberta in the amount of \$7.5 million. In return for this grant, the Trust has agreed to classify 54 of the 109 units as 'affordable', with market rents set at 10% below average market rates for Calgary for a term of 20 years. We estimated the stabilized capitalization rate on this project to be between 6.5% and 7.0%, including an estimated allocation of \$4.25 million, or \$39,000 per apartment unit, for the excess land allocated to this project. In accordance with IAS 20 – Accounting for Government Grants and Disclosure of Government Assistance under IFRS, this grant will be recognized in profit or loss on a systematic basis over the periods in which the Trust recognizes

revenue from the 54 units classified as affordable units, resulting in achievable rents being much closer to market rents. For the year ended December 31, 2018 \$378,000 was recognized in profit under rental revenue for this grant (December 31, 2017 – \$378,000).

In October 2014, the Trust commenced the first phase of construction for a 79-unit, wood frame building on excess land on our property known as Pines of Normanview in Regina, Saskatchewan. The project, called 'Pines Edge 1', was substantially completed on January 29, 2016 with a total cost of \$13.4 million, below the original budget of \$14.1 million. The four-storey building consists of 13 one-bedroom and 66 two-bedroom units with a single level of underground parking. The stabilized capitalization rate is estimated to range from 6.50% to 7.00% excluding land. The Trust commenced construction of Phase 2 of Pines Edge in 2016, an identical 79 unit, four-storey wood frame building with construction being substantially completed at the end of June 2017, both on time and on budget. The stabilized unlevered return is estimated to range from 6.00% to 7.00% excluding land. Pines Edge 3, consisting of 71 units, began construction in June of 2017 and was completed in July 2018, also on time and on budget. Construction cost was \$13.2 million and will provide a stabilized unlevered yield in the range of 6.00% to 6.50%.

In the fourth quarter of 2016, Boardwalk and RioCan entered into a joint venture agreement to develop a mixed-use tower consisting of an at-grade retail podium totaling approximately 10,000 square feet and a 12-storey residential tower with approximately 130,000 square feet of residential space, totaling approximately 162 apartment units at RioCan's Brentwood Village Shopping Centre in Calgary, Alberta. The development will include two (2) levels of underground parking and will provide premium rental housing minutes from downtown Calgary along the Northwest Light Rail Transit line, while providing close proximity to the University of Calgary, McMahon Stadium and Foothills Hospital. Boardwalk views RioCan as a like-minded partner who shares similar values and goals as its own, namely to maximize the potential of well-located, transit oriented mixed-use developments that can be constructed to create new communities that residents are proud to call home. The joint venture involves an equal 50% interest in which both RioCan and Boardwalk will provide its best-in-class retail and residential expertise, respectively, to co-develop the asset. To maximize the value of the development, RioCan will manage the retail component and Boardwalk will manage the residential component, each on a cost basis.

The land was 100% owned by RioCan. Pursuant to a purchase and sale agreement dated October 19, 2016, between Boardwalk and RioCan, Boardwalk purchased a 50% interest in the parcel of land on November 23, 2017. The land value was based on the total buildable area and, as such, Boardwalk paid \$3.2 million for its 50% interest. Construction of the project began in Q4 of 2017. For the year ended December 31, 2018, Boardwalk incurred \$9.9 million in development costs for its 50% interest. In fiscal 2017, Boardwalk incurred \$2.3 million in development costs. It is estimated that the total construction for the project will be between \$75 million to \$80 million (\$37.5 million to \$40 million per partner) and, to-date, the project is on schedule and on budget.

In the fourth quarter of 2018, Boardwalk and entered into a 50:50 joint venture partnership to develop a mixed-used complex in Brampton, Ontario. For the year ended December 31, 2018, Boardwalk incurred \$9.9 million for its interest in the project as capital contribution into the limited partnership.

It is our intention to continue to investigate further development opportunities; however, each future opportunity will require a separate analysis and, depending on the analysis and economic conditions, Boardwalk REIT will determine if additional development projects are warranted. Historically, one of the biggest risks to real estate evaluations is the building of oversupply in a particular market, which results in significant corrections of property values market-wide.

For the year ended December 31, 2018, the Trust expended \$18.9 million on total development costs compared to \$17.9 million for the prior year. Interest costs of \$590,000 were capitalized for the year ended December 31, 2018. (December 31, 2017 – \$226,000).

## Capital Structure and Liquidity

Liquidity refers to the Trust's ability to generate, and have available, sufficient cash to fund our ongoing operations and capital commitments as well as its distributions to Unitholders. Generally, distributions are funded from ACFO, a non-GAAP cash flow metric as defined above. However, in common with the majority of real estate entities, the Trust relies on lending institutions for a significant portion of capital required to fund mortgage principal payments, capital expenditures, acquisitions, unit buybacks, and repayment of maturing debt. Over the past number of years, Boardwalk has observed a significant increase

in borrowing standards of many of our key lending partners as a result of heightened sensitivity to possible weaknesses in the economy.

To mitigate the risk of renewal, the Trust utilizes NHA mortgage insurance, the benefits of which we discussed in detail above. Approximately 99% of Boardwalk REIT's secured mortgages carry NHA insurance. In volatile times, the ability to access this product was very beneficial to the Trust as a whole.

The Trust's liquidity position as at December 31, 2018, remains stable as the following table highlights:

(\$000)

Cash position December 31, 2018	\$	38,086
Subsequent Committed Financing		15,310
Committed Revolving Credit Facility Available		199,750
Total Available Liquidity	\$	253,146

In addition to this, the Trust currently has 1,309 rental apartment units of unencumbered assets, of which 257 units are pledged against the Trust's committed revolving credit facility. It is estimated under current CMHC underwriting criteria, that the Trust could obtain an additional \$127.5 million of new proceeds from the financing of its current unencumbered assets. Over 99% of Boardwalk REIT's secured mortgages carry NHA insurance.

The reader should also be aware that of the \$534.9 million of secured mortgages coming due in 2019 (as shown in the table below), all have NHA insurance, and represent in aggregate approximately 56% of current estimated "underwriting" values on those individual secured assets. Interest rates on five and 10-year NHA-insured mortgages at year-end were 2.90% and 3.00%, respectively. The reader, however, is cautioned these rates do fluctuate and, by the time these maturing mortgages are set for renewal, with or without additional financing, interest rates may have changed materially. Even with the NHA insurance program attached to its secured mortgages, the Trust is still susceptible to changes in market interest rates. To address a portion of this risk, the Trust has forward locked or renewed \$349.3 million, or 65%, of its \$534.9 million of 2019 mortgage maturities. The weighted average contracted interest rate on these renewals is 3.24%, for an average term of eight years.

## Mortgage Schedule

Boardwalk REIT's long-term debt consists entirely of low-rate, fixed-term secured mortgage financing. The maturity dates on the secured mortgages have been staggered to lower the overall interest rate risk on renewal.

Total mortgages payable (net of unamortized transaction costs) on December 31, 2018, were \$2.7 billion, compared to \$2.6 billion reported on December 31, 2017.

Boardwalk REIT's overall weighted average interest rate on its long-term debt has increased from the prior year. The weighted average interest rate on December 31, 2018, was 2.65% compared to 2.61% on December 31, 2017. To better maintain cost effectiveness and flexibility of capital, Boardwalk REIT continuously monitors short and long-term interest rates. If the environment warrants, the Trust will convert short-term, floating rate debt, if any, to longer term, fixed rate mortgages to reduce interest rate renewal risk.



Year of Maturity	Principal Outstanding as at Dec. 31, 2018	Weighted Average Interest Rate By Maturity	% of Total
2019	\$ 534,942	2.50%	18.9%
2020	298,200	2.49%	10.6%
2021	376,903	2.41%	13.4%
2022	452,313	2.73%	16.0%
2023	375,248	2.93%	13.3%
2024	217,241	2.91%	7.7%
2025	293,058	2.66%	10.4%
2026	137,694	2.41%	4.9%
2027	21,861	2.56%	0.8%
2028	111,984	3.27%	4.0%
Total Principal Outstanding	2,819,444	2.65%	100.0%
Unamortized Deferred Financing Costs	(100,249)		
Per Financial Statements	\$ 2,719,195		

## Interest Coverage

Notwithstanding the Trust's current liquidity situation, Boardwalk's liquidity and access to capital resources is constrained by certain tests that have been adopted in both its Declaration of Trust, as well as in its credit facility. The Declaration of Trust stipulates an interest coverage ratio limit of 1.5 to 1. For the purpose of the interest coverage ratio calculation, gains or losses on the sale or disposition of investment properties are excluded from earnings. Additionally, distributions on the LP Class B Units are excluded from interest expense, despite the LP Class B Units being classified as a financial liability under IFRS.

The following table sets out the Trust's interest coverage ratio calculation as at December 31, 2018, and December 31, 2017, based on the most recently completed four fiscal quarters.

As at	Dec. 31, 2018	Dec. 31, 2017
Net operating income	\$ 226,032	\$ 216,083
Administration expenses	(37,813)	(33,402)
Consolidated EBITDA <sup>(1)</sup> (12 months ended)	188,219	182,681
Consolidated interest expense (12 months ended)	70,179	70,140
Interest coverage ratio	2.68	2.60
Minimum threshold	1.50	1.50

(1) Earnings before interest, taxes, depreciation and amortization.

For the year ended December 31, 2018, Boardwalk REIT's overall interest coverage ratio of consolidated EBITDA (i.e. Earnings Before Interest, Taxes, Depreciation and Amortization) to interest expense, excluding distributions on LP B Units and fair value adjustments, was 2.68, compared to 2.60 for the year ended December 31, 2017. The reader should note that under IFRS, the distributions made to the LP Class B Unitholders are considered financing charges and is the result of the reclassification of these Units as financial liabilities. The calculation of the interest coverage ratio above does not include these distribution payments in the calculation of interest expense.

## Unitholders' Equity

The following table discloses the changes in REIT Trust Units issued and outstanding:

<b>Summary of Unitholders' Capital Contributions</b>	Units
December 31, 2016	46,263,629
Units issued for vested deferred units	74,407
December 31, 2017	46,338,036
Units issued for vested deferred units	53,950
<b>December 31, 2018</b>	<b>46,391,986</b>

Boardwalk REIT has one class of publicly traded voting securities known as "REIT Units". As at December 31, 2018, there were 46,391,986 REIT Units issued and outstanding. In addition, there were 4,475,000 special voting units issued to holders of "Class B Units" of Boardwalk REIT Limited Partnership ("LP B Units"), each of which also has a special voting unit in the REIT. Each LP B Unit is exchangeable for a REIT Unit on a one-for-one basis at the option of the holder. Each LP B Unit, through the special voting unit, entitles the holder to one vote at any meeting of Unitholders. Accordingly, if all of the LP B Units were exchanged for REIT Units, the total issued and outstanding REIT Units would be 50,866,986. These LP Class B Units are classified as "FVTPL" financial liabilities under IFRS and are recorded at their fair value as liabilities on the Consolidated Statements of Financial Position.

On June 29, 2016, the Trust received regulatory approval for a Normal Course Issuer Bid (the "Bid") to purchase and cancel up to 3,700,292 Trust Units, representing 10% of the public float at the time of the TSX approval. The Bid commenced on July 3, 2016, and terminated on July 2, 2017. The Trust's daily purchases under this Bid were limited to 57,614 Trust Units.

On June 29, 2017, the Trust received regulatory approval for a Normal Course Issuer Bid (the "Bid") to purchase and cancel up to 3,712,403 Trust Units, representing 10% of the public float at the time of the TSX approval. The bid commenced on July 4, 2017, and terminated on July 3, 2018. The Trust's daily purchases under this Bid were limited to 35,909 Trust Units.

During 2017, the Trust purchased and awarded 100 Trust Units at a cost of \$40.11 per Trust Unit as a prize under its customer loyalty program.

During 2018, the Trust did not purchase and cancel any Trust Unit.

## Equity

Boardwalk has an equity market capitalization of approximately \$1.9 billion based on the Trust Unit closing price of \$37.81 on the Toronto Stock Exchange on December 31, 2018.

## Enterprise Value

With a total enterprise value of approximately \$4.6 billion (consisting of total debt of \$2.7 billion and market capitalization of \$1.9 billion) as at December 31, 2018, Boardwalk's total debt is approximately 59% of total enterprise value.

# Risks and Risk Management

Boardwalk REIT, like most real estate rental entities, is exposed to a variety of risk areas. These areas are categorized between general and specific risks. General risks are the risks associated with general conditions in the real estate sector, and consist mainly of commonly exposed risks that affect the real estate industry. Specific risks focus more on risks uniquely identified with the Trust, such as credit, market, liquidity and operational risks. The following will address each of these risks. In addition, this section should be read in conjunction with the Trust's AIF dated February 21, 2019, where additional risks and their related management are also noted.

## General Risks

**Real Estate Industry Risk:** Real estate investments are generally subject to varying degrees of risk depending on the nature of the property. These risks include changes in general economic conditions (such as the availability and cost of mortgage funds), local conditions (such as an oversupply of space or a reduction in demand for real estate in the area), government regulations (such as new or revised residential tenant legislation), the attractiveness of the properties to tenants, competition from others with available space, and the ability of the owner to provide adequate maintenance at an economic cost. Because real estate, like many other types of long-term investment, experiences significant fluctuations and cycles in value, specific market conditions may result in occasional or permanent reductions in the value of Boardwalk REIT's portfolio. Furthermore, the Trust may buy and/or sell properties at less than optimal times. As interest rates fluctuate in the lending market, in general, so do capitalization rates, which affect the underlying value of real estate. As such, when interest rates rise, generally capitalization rates should be expected to rise. Over the period of investment, capital gains and losses at the time of disposition can occur due to the increase or decrease of these capitalization rates.

Currently, we operate in Canada, in the provinces of Alberta, Saskatchewan, Ontario and Quebec. Neither Alberta nor Saskatchewan is subject to rent control legislation; however, under Alberta legislation, a landlord is only entitled to increase rents once every twelve months. A more detailed discussion on rent controls will follow in a later section. Boardwalk REIT is not widely diversified either by asset class or geographic location. By focusing on the multi-residential sector and having a majority of its apartment units concentrated in Western Canada, Boardwalk is exposed to adverse effects on that segment of the real estate market and/or for that geographic region, and does not benefit from a diversification of its portfolio by property type and/or geographic location. The marketability and value of the Trust's portfolio as well as the REIT's revenues will depend on many factors beyond the control of Boardwalk REIT.

Certain significant expenditures, including property taxes, maintenance costs, mortgage payments, insurance costs and related charges, must be made regardless of whether or not a property is producing sufficient income to service these expenses. Boardwalk REIT's properties are subject to mortgages, which require significant debt service payments. If the Trust were unable or unwilling to meet mortgage payments on any property, losses could be sustained as a result of the mortgagee's exercise of its rights of foreclosure or of sale. Real estate is relatively illiquid. Such illiquidity will tend to limit our ability to vary our portfolio promptly in response to changing economic or investment conditions. In addition, financial difficulties of other property owners resulting in distress sales may depress real estate values in the markets in which the Trust operates.

**Multi-family Residential Sector Risk:** Income producing properties generate income through rent payments made by tenants of the properties. Upon the expiry of any lease, there can be no assurance that the lease will be renewed or the tenant replaced. The terms of any subsequent lease may be less favourable to us than the existing lease. To mitigate this risk, the Trust does not have any one or small group of significant tenants. The majority of operating leases signed are for a period of twelve months or less. The Trust is dependent on leasing markets to ensure vacant residential space is leased, expiring leases are renewed and new tenants are found to fill vacancies. With the drastic drop in oil prices and speculation that lower oil prices will continue over an extended period of time, the risk of a downturn in the economy has dramatically increased. A disruption in the economy could have a significant impact on how much space tenants will lease and the rental rates paid by tenants. This would affect the income produced by our properties as a result of downward pressure on rents.

**Regulation and Changes in Applicable Laws:** Boardwalk REIT is subject to laws and regulations governing the ownership and leasing of real property, zoning, building standards, landlord/tenant relationships, employment standards, environmental matters, taxes and other matters. It is possible that future changes in applicable federal, provincial, municipal or common laws or regulations or changes in their enforcement or regulatory interpretation could result in changes in the legal requirements affecting Boardwalk (including with retroactive effect). Any changes in the laws to which Boardwalk REIT is subject could materially affect the Trust's rights and title to its assets. It is not possible to predict whether there will be any further changes in the regulatory regimes to which Boardwalk REIT is subject or the effect of any such changes on its investments. Lower revenue growth or significant unanticipated expenditures may result from Boardwalk's need to comply with changes in applicable laws or the enactment of new laws, including: (i) laws imposing environmental remedial requirements and the potential liability for environmental conditions existing on properties or the restrictions on discharges or other conditions; (ii) rent control or rent stabilization laws or other residential landlord/tenant laws; or (iii) other governmental rules and regulations or enforcement policies affecting the development, use and operation of the REIT's properties, including changes to building codes and fire and life-safety codes. Further, residential landlord/tenant laws in certain provinces may provide tenants with the right to bring certain claims to the applicable judicial or administrative body seeking an order to, among other things, compel landlords to comply with health, safety, housing and maintenance standards. As a result, Boardwalk may, in the future, incur capital expenditures, which may not be fully recoverable from tenants.

**Development Risk:** Development risk arises from the possibility that completed developments will not be leased on a timely basis or that costs of development will exceed original estimates, resulting in an uneconomic return from the leasing of such space. Boardwalk's construction commitments are subject to those risks usually attributable to construction projects, which include: (i) construction or other unforeseen delays including municipal approvals; (ii) cost overruns; and (iii) the failure of tenants to occupy and pay rent in accordance with existing lease agreements. Construction risks are minimized by utilizing established developers and knowledgeable third-party consultants.

**Environmental Risks:** As an owner and manager of real property, Boardwalk REIT is subject to various Canadian federal, provincial, and municipal laws relating to environmental matters. These laws could encumber us with liability for the costs of removal and remediation of certain hazardous substances or wastes released or deposited on or in its properties or disposed of at other locations. The failure to remove or remediate such substances, if any, could adversely affect Boardwalk's ability to sell its real estate, or to borrow using real estate as collateral, and could potentially also result in claims or other proceedings against Boardwalk REIT. Boardwalk REIT is not aware of any material non-compliance with environmental laws at any of its properties. The Trust is also not aware of any pending or threatened investigations or actions by environmental regulatory authorities in connection with any of its properties or any material pending or threatened claims relating to environmental conditions at its properties. Boardwalk REIT has formal policies and procedures to review and monitor environmental exposure. The Trust has made, and will continue to make, the necessary capital expenditures for compliance with environmental laws and regulations. Environmental laws and regulations can change rapidly and may become more stringent in the future. Compliance with more stringent environmental laws and regulations could have a material adverse effect on our business, financial condition or results of operation.

**Ground Lease Risk:** Five of our properties, located in Banff, Calgary, Edmonton, and two in Montreal, are subject to long-term ground (or land) leases and similar arrangements; in each instance, the underlying land is owned by a third party and leased to the Trust. Under the terms of a typical ground lease, the lessee must pay rent for the use of the land and is generally responsible for all costs and expenses associated with the building and improvements, including taxes, utilities, insurance, maintenance, repairs and replacements. Unless the lease term is extended, the land together with all improvements made will revert to the owner of the land upon the expiration of the lease term. These leases are set to expire between 2028 and 2095. Approximately 10% of the Trust's FFO derives from these properties in its portfolio that are held as long-term ground leases. The Trust will actively seek to either renew the terms of such leases or purchase the freehold interest in the lands forming the subject matter of such leases prior to the expiry of their terms. However, if the Trust cannot or chooses not to renew such leases, or buy the land of which they form the subject matter, as the case may be, the net operating income and cash flow associated with such properties would no longer contribute to Boardwalk's results of operations and could adversely impact its ability to make distributions to Unitholders. The ground lease for the largest Montreal property, known as the Nuns' Island portfolio, was also subject to a rent revision clause, which commenced on December 1, 2008 (based on a valuation date of March 16, 2008). The rent increases were phased in on a property-by-property basis through to 2018 and was based on

75% of the land value in its current use. After that revision, the land rent will remain constant thereafter through to 2064. An event of default by us, under the terms of a ground lease, could also result in a loss of the property, subject to such ground lease, should the default not be rectified in a reasonable period of time. The Trust is not aware of any default under the terms of the ground leases.

**Competition Risk:** Each segment of the real estate business is competitive. Numerous other residential developers and apartment owners compete in seeking tenants. Although it is our strategy to own multi-family properties in premier locations in each market in which we operate, some of the apartments of our competitors may be newer, better located or better capitalized. The existence of alternative housing could have a material adverse effect on our ability to lease space in our properties and on the rents charged or concessions granted and could adversely affect Boardwalk REIT's revenues and its ability to meet its obligations.

**General Uninsured Losses:** Boardwalk REIT carries comprehensive general liability, fire, flood, extended coverage and rental loss insurance with policy specifications, limits and deductibles customarily carried for similar properties. There are, however, certain types of risks (generally of a catastrophic nature such as war or environmental contamination), which are either uninsurable or not economically insurable. Boardwalk REIT currently has insurance for earthquake risks, subject to certain policy limits, deductibles and self-insurance arrangements, and will continue to carry such insurance if it is economical to do so. Should an uninsured or underinsured loss occur, Boardwalk REIT could lose its investment in, and anticipated profits and cash flows from, one or more of its properties, and would continue to be obligated to repay any recourse mortgage indebtedness on such properties.

**Fluctuations of Cash Distributions:** Although Boardwalk REIT intends to continue to make distributions, the actual amount of distributions in respect of the REIT Units will depend upon numerous factors, including, but not limited to, the amount of principal repayments, tenant allowances, leasing commissions, capital expenditures and REIT Unit redemptions and other factors that may be beyond the control of Boardwalk REIT. The distribution policy of Boardwalk REIT is established by the Trustees and is subject to change at the discretion of the Trustees. The recourse of Unitholders who disagree with any change in policy is limited and could require such Unitholders to seek to replace the Trustees. Distributions may exceed actual cash available to Boardwalk REIT from time to time because of items such as principal repayments, tenant allowances, leasing commissions, capital expenditures, and redemption of REIT Units, if any. Boardwalk REIT may be required to use part of its debt capacity or to reduce distributions in order to accommodate such items. Boardwalk REIT may temporarily fund such items, if necessary, through an operating line of credit in expectation of refinancing long-term debt on its maturity.

**Liquidity Risk:** An investment in real estate is relatively illiquid, with the degree of liquidity generally fluctuating in relation to demand for and the perceived desirability of such investments. Such illiquidity will tend to limit Boardwalk's ability to vary its portfolio of properties promptly in response to changing economic, investment or other conditions. If Boardwalk was to be required to quickly liquidate its real property investments, the proceeds to the Trust might be significantly less than the aggregate carrying or net asset value of its properties or less than what would be expected to be received under normal circumstances, which could have an adverse effect on Boardwalk's financial condition and financial performance and decrease the amount of cash available for distribution. Illiquidity may result from the absence of an established market for real property investments, as well as from legal or contractual restrictions on their resale. In addition, in recessionary times, it may be difficult to dispose of certain types of real estate. The costs of holding real estate are considerable and, during an economic recession, Boardwalk REIT may be faced with ongoing expenditures with a declining prospect of incoming receipts. In such circumstances, it may be necessary for Boardwalk REIT to dispose of properties at lower prices in order to generate sufficient cash for operations and making distributions. There can be no assurance that the fair market value of any properties held by the REIT will not decrease in the future.

**Access to Capital Risk:** The real estate industry is highly capital intensive. Boardwalk REIT will require access to capital to maintain its properties, as well as to fund its growth strategy and certain capital expenditures from time to time. There can be no assurances that Boardwalk REIT will have access to sufficient capital or access to capital on terms favourable to the Trust for future property acquisitions, financing or refinancing of properties, funding operating expenses or other purposes. Furthermore, in certain circumstances, Boardwalk REIT may not be able to borrow funds due to the limitations set forth in its Declaration of Trust and/or other loan agreements. Market conditions and unexpected volatility or illiquidity in financial markets may inhibit Boardwalk REIT's access to long-term financing in the capital markets. As a result, it is possible that financing, which the Trust may require in order to grow and expand its operations, upon the expiry of the term of financing, upon refinancing any particular

property owned by Boardwalk REIT or otherwise, may not be available or, if it is available, may not be available on favourable terms to the Trust. Failure by Boardwalk to access required capital could have a material adverse effect on the Trust's business, cash flows, financial condition and financial performance and ability to make distributions to Unitholders.

**Cybersecurity Risk:** A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity or availability of Boardwalk REIT's information resources. More specifically, a cyber incident is an intentional attack or an unintentional event that can include gaining unauthorized access to information systems to disrupt operations, corrupt data or steal confidential information. As Boardwalk REIT's reliance on technology has increased, so have the risks posed to its systems. Boardwalk REIT's primary risks that could directly result from the occurrence of a cyber incident include operational interruption, damage to its reputation, damage to Boardwalk's business relationships with its Resident Members/Customers and disclosure of confidential information regarding its Resident Members and Associates. Boardwalk REIT has implemented processes, procedures and controls to help mitigate these risks, but these measures, as well as its increased awareness of a risk of a cyber incident, do not guarantee that its financial results will not be negatively impacted by such an incident.

## Workforce Availability

Boardwalk's ability to provide services to its existing customers is somewhat dependent on the availability of well-trained Associates and contractors to service our customers as well as complete required maintenance and capital upgrades on our buildings. The Trust must also balance requirements to maintain adequate staffing levels while balancing the overall cost to the Trust.

Within Boardwalk, our most experienced Associates are employed full-time; this full-time force is supplemented by additional part-time Associates as well as specific contract services needed by the Trust. We are constantly reviewing existing overall market factors to ensure that our existing compensation program is in-line with existing levels of responsibility and, if warranted, we adjust the program accordingly. We also encourage Associate feedback in these areas to ensure the existing programs are meeting their personal needs.

## Specific Risks

**Credit Risk** is the risk of loss due to failure of a contracted Customer to fulfill the obligation of required payments.

For us, one of the key credit risks involves the possibility that our Resident Members will be unable or unwilling to fulfill their lease term commitments. Due to the very nature of the multi-family business, credit risk is not deemed to be very high. The Trust currently has 33,424 rental apartment units. The result of this is that we are not unduly reliant on any one Resident Member or lease. To further mitigate this risk, Boardwalk REIT continues to diversify its portfolio to various major centers across Canada. Further, each of our rental units has its own individual lease agreement, thus Boardwalk REIT has no material financial exposure to any particular Resident Member or group of Resident Members. The Trust continues to utilize extensive screening processes for all potential Resident Members including, but not limited to, detailed credit checks.

**Market Risk** is the risk that the Trust could be adversely affected due to market changes in product supply, interest rates and regional rent controls.

Our principal exposures to market risk are in the areas of new multi-family housing supply, changes to rent controls, utility price increases, property tax increases, higher interest rates and mortgage renewal risk.

**Supply Risk** is the risk that the Trust would be negatively affected by the new supply of, and demand for, multi-family residential units in its major market areas.

Key drivers of demand include employment levels, population growth, demographic trends and consumer confidence.

Any significant amount of new construction will typically result in an imbalance in supply and cause downward price pressure on rents. No signs of significant new rental construction are currently evident in any of our existing markets. Past studies have shown that in order to economically justify new rental construction in Boardwalk REIT's major markets, an increase in existing rental rates of hundreds of dollars will be necessary. In recent years, however, there has been a change in the multi-family apartment environment in Canada. During this period, we have witnessed a significant increase in the market value of rental apartments. This increase, although somewhat helped by a steady increase in reported market rental rates, has been mainly driven by a significant compression in market capitalization rates, which in turn has been the result of a prolonged low interest rate environment here in Canada. With this increase in the market value of apartments, there has been a significant decrease in the expected returns from the acquisition of existing multi-family rental properties to a level that warrants a measured allocation of capital to the area of new apartment development, particularly on excess land Boardwalk REIT currently owns. Accordingly, the Trust has pursued new apartment development on some of its excess density.

## Risk Management for Supply

Our performance will always be affected by the supply and demand for multi-family rental real estate in Canada. The potential for reduced rental revenue exists in the event that Boardwalk REIT is not able to maintain its properties at a high level of occupancy, or in the event of a downturn in the economy, which could result in lower rents or higher vacancy rates. Boardwalk REIT has minimized these risks by:

- Increasing Resident Member satisfaction;
- Diversifying its portfolio across Canada, thus lowering its exposure to regional economic swings;
- Acquiring properties only in desirable locations, where vacancy rates for properties are higher than city-wide averages but can be reduced by re-positioning the properties through better management and selective upgrades;
- Holding a balanced portfolio which includes a variety of multi-family building types including high-rise, townhouse, garden and walkups, each with its own market niche;
- Maintaining a wide variety of suite mix, including bachelor suites, one, two, three and four-bedroom units;
- Building a broad and varied Resident Member base, thereby avoiding economic dependence on larger-scale tenants;
- Focusing on affordable multi-family housing, which is considered a stable commodity;
- Developing a specific rental program characterized by rental adjustments that are the result of enhanced service and superior product; and,
- Developing regional management teams with significant experience in the local marketplace, and combining this experience with our existing operations and management expertise.

**Interest Risk** is the combined risk that the Trust would experience a loss as a result of its exposure to a higher interest rate environment (Interest Rate Risk) and the possibility that at the term end of a mortgage the Trust would be unable to renew the maturing debt with either the existing or an additional lender (Renewal Risk).

The Trust continues to manage this risk by maintaining a balanced maturing portfolio with no significant amount coming due in any one particular period. In addition, the majority of Boardwalk REIT's debt is insured with NHA insurance. This insurance allows us to increase the overall credit quality of the mortgage and, as such, enable the Trust to obtain preferential interest rates as well as facilitating easier renewal on its due dates.

The use of NHA insurance also assists Boardwalk REIT in managing its renewal risk. Given the increased credit quality of such debt, the probability of the Trust being unable to renew the maturing debt or transfer this debt to another accredited lending institution is significantly reduced.

To date, the Trust has had no problem obtaining mortgage renewals on term maturing loans, and additional funds, if needed, continue to be available on its investment properties. Although we have seen fluctuations in the quoted interest spread over the corresponding benchmark bonds, the all-in quoted rates, due to a general decline in interest rates, continue to be at levels well below the term maturing interest rate and, as such, are accretive to the Trust as a whole.

In 2013, the Canadian government announced it has capped the total amount of insurance that CMHC can have in force at \$600 billion. This decision has primarily affected the amount of portfolio or bulk insurance CMHC offers to banks, and, to date, has had a minimal impact on the renewal of Boardwalk's mortgages, or the cost of secured debt capital. However, there is no assurance the decision to cap the amount of CMHC insurance will not affect mortgages for multi-family residential properties in future periods.

We continue to monitor this situation. Depending on the changes, if any, the Government of Canada places on the NHA insurance product, the impact on the Trust could vary. It is our understanding that this cap would not affect any pre-existing insurance agreements. Over 99% of Boardwalk's secured debt has this insurance on it with an average of 30 years of amortization remaining. The larger risk may be the ability to issue new secured debt under this program at a much lower cost due to the use of this insurance, the proceeds of which the Trust uses to assist in the execution of its overall strategy.

## Property Redevelopment, Re-positioning and Renovations

Property redevelopment, re-positioning or major renovation work are subject to a number of risks, including: (i) the potential that Boardwalk REIT may fail to recover expenses already incurred if it abandons redevelopment/re-positioning/renovation opportunities after commencing to explore them; (ii) the potential that Boardwalk REIT may expend funds on and devote management time to projects, which it does not complete; (iii) construction or redevelopment costs of a project may exceed original estimates, possibly making the project less profitable than originally estimated, or unprofitable; (iv) the time required to complete the construction, redevelopment or renovation of a project or to lease up the completed project may be greater than originally anticipated, thereby adversely affecting Boardwalk REIT's cash flow and liquidity; (v) the cost and timely completion of construction or renovations (including risks beyond Boardwalk REIT's control, such as weather, labour conditions or material shortages); (vi) contractor and subcontractor disputes, strikes, labour disputes or supply disruptions; (vii) the failure to achieve expected occupancy and/or rent levels within the projected time frame, if at all; (viii) delays with respect to obtaining, or the inability to obtain, necessary zoning, occupancy, land use and other governmental permits, and changes in zoning and land use laws; (ix) occupancy rates and rents of a completed project or renovation may not be sufficient to make the project or initiative profitable; (x) Boardwalk REIT's ability to dispose of properties redeveloped or renovated with the intent to sell could be impacted by the ability of prospective buyers to obtain financing given the current state of the credit markets; and (xi) the availability and pricing of financing to fund Boardwalk REIT's development or renovation activities on favourable terms or at all. The above risks could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent the initiation of redevelopment or renovation activities or the completion of redevelopment or renovation activities once undertaken. In addition, redevelopment and renovation projects entail risks that investments may not perform in accordance with expectations and can carry an increased risk of litigation (and its attendant risks) with contractors, subcontractors, suppliers, partners and others. Any of these risks could have an adverse effect on Boardwalk REIT's financial condition, financial performance, cash flow, per unit trading price of its Trust Units, distributions to Unitholders and ability to satisfy Boardwalk's REIT's principal and interest obligations. Also, it is anticipated that the Trust would be required to execute a guarantee in connection with construction financing for redevelopments, which would subject Boardwalk REIT to recourse for construction completion risks and repayment of the construction indebtedness.

## Joint Ventures and Co-ownerships

Boardwalk commenced participating in joint ventures, partnerships and similar arrangements that may involve risks and uncertainties associated with third-party involvement, including, but not limited to, Boardwalk's dependency on partners, co-tenants or co-venturers that are not under our control and that might compete with Boardwalk for opportunities, become bankrupt or otherwise fail to fund their share of required capital contributions, or suffer reputational damage that could have an adverse impact on the Trust. Additionally, our partners might at any time have economic or other business interests or goals that are different than or inconsistent with those of the Trust, and may require Boardwalk to take actions that are in the interest of the partners collectively, but not in Boardwalk's sole best interests. Accordingly, Boardwalk may not be able to favourably resolve issues with respect to such decisions, or the Trust could become engaged in a dispute with any of them that might affect its ability to operate the business or assets in question.



## Structural Subordination

Liabilities of a parent entity with assets held by various subsidiaries may result in the structural subordination of the lenders of the parent entity. The parent entity is entitled only to the residual equity of its subsidiaries after all debt obligations of its subsidiaries are discharged. In the event of a bankruptcy, liquidation or reorganization of the Trust, holders of indebtedness of the Trust may become subordinate to lenders to the subsidiaries of the Trust.

Certain subsidiaries of the Trust will provide a form of guarantee pursuant to which the Indenture Trustee will, subject to the Trust Indenture, be entitled to seek redress from such subsidiaries for the guaranteed indebtedness. These guarantees are intended to eliminate structural subordination, which arises as a consequence of the Trust's assets being held in various subsidiaries. Although all subsidiaries, which own material assets, will provide a guarantee, not all subsidiaries of the Trust will provide such a guarantee. In addition, there can be no assurance the Indenture Trustee will, or will be able to, effectively enforce the guarantee.

**Rent Control Risk** is the risk of the implementation or amendment of new or existing legislative rent controls in the markets Boardwalk REIT operates, which may have an adverse impact on the Trust's operations.

Under Ontario's rent control legislation, commonly known as "rent de-control", a landlord is entitled to increase the rent for existing tenants once every twelve months by no more than the "guideline amount" established by regulation. For the calendar years 2017 and 2018, the guideline amounts have been established at 1.5% and 1.8%, respectively, and for 2019 the guideline amount has been set at 1.8%. Further details on Ontario's Annual Rental Increase Guidelines can be found at <http://www.landlordselfhelp.com/RentIncreaseGuideline.htm>. This adjustment is meant to take into account the income of the building, the municipal and school taxes, the insurance bills, the energy costs, maintenance, and service costs. Landlords may apply to the Ontario Rental Housing Tribunal for an increase above the guideline amounts if annual costs for heat, hydro, water, or municipal taxes have increased significantly, or if building security costs have increased. In April 2017, the Ontario Government introduced legislation that would expand rent control to all rental units. Previously, rent control in Ontario applied only to rental units constructed before November 1, 1991. The new legislation will not have a material impact on Boardwalk, as all of its Ontario properties were built prior to November 1, 1991. When a unit is vacated, however, the landlord is entitled to lease the unit to a new tenant at any rental amount, after which annual increases are limited to the applicable guideline amount. The landlord may also be entitled to a greater increase in rent for a unit under certain circumstances, including, for example, where extra expenses have been incurred as a result of a renovation of that unit.

Under Quebec's rent control legislation, a landlord is entitled to increase the rent for existing tenants once a year for the rent period starting after April 1<sup>st</sup> of the current year but before April 1<sup>st</sup> of the following year. There is no fixed rate increase specified by the regulation. Rent increases also take into account a return on capital expenditures (for 2018 this return is 2.4% compared to 2.4% for 2017, compared to 2.5% for 2016 and 2.9% for 2015), if such expenditures were incurred, and an indexing of the net income of the building. Average rent increase estimates for the period starting after April 1<sup>st</sup>, 2018, and before April 2<sup>nd</sup>, 2019, before any consideration for increases to municipal and school taxes as well as capital expenditures, are: -0.9% for electricity heated dwellings, 1.3% for gas heated dwellings, and 12.3% for oil heated dwellings, plus 3.5% to cover the cost of maintenance, service and management contracts. Tools to calculate the Quebec rent increase can be found at <https://www.rdl.gouv.qc.ca/en/calculation-for-the-fixing-of-rent>.

Presently, rent control legislation does not exist in, and is not planned for, Alberta or Saskatchewan, although in April of 2007, the province of Alberta amended its existing rental legislation.

To manage this risk prior to entering a market where rent controls are in place, an extensive amount of time is spent researching the existing rules, and, where possible, the Trust will ensure it employs Associates who are experienced in working in these controlled environments. In addition, the Trust adjusts forecast assumptions on new acquisitions to ensure they are reasonable given the rent control environment.

**Utility and Tax Risk** relates to the potential loss the Trust may experience as a result of higher resource prices as well as its exposure to significant increases in property taxes.

Over the past few years, property taxes have increased as a result of re-valuations of municipal properties and their adherent tax rates. For us, these re-valuations have resulted in significant increases in some property assessments due to enhancements, which are not represented on our balance sheet (as such representations are contrary to existing IFRS reporting standards). To address this risk, Boardwalk REIT has compiled a specialized team of property reviewers who, with the assistance of outside authorities, constantly review property tax assessments and, where warranted, appeal them.

Utility expenses, mainly consisting of natural gas and electricity service charges, have been subject to considerable price fluctuations over the past several years. In recent years, water and sewer costs have increased significantly as another form of "taxes" imposed by various municipalities. In addition, the recently introduced Alberta Carbon Tax will increase the costs associated with natural gas usage. Effective January 1<sup>st</sup>, 2017, an additional \$1.12 per gigajoule ("GJ") consumed was charged. The rate has increased to \$1.65/GJ for 2018. Any significant increase in these resource costs that Boardwalk REIT cannot pass on to the Customer may have a negative material impact on the Trust. To mitigate this risk, the Trust has begun to play a more active role in controlling the fluctuation and predictability of this risk. Through the combined use of financial instruments and resource contracts with varying maturity dates, exposure to these fluctuations has been reduced. In addition to this, the following steps have been implemented:

- Where possible, economical electrical sub-metering devices are being installed, passing on the responsibility for electricity charges to the end Customer.
- In other cases, rents have been, or will be, adjusted upward to cover these increased costs.

Operational Risk is the risk that a direct or indirect loss may result from an inadequate or failed technology, from a human process, or from external events. The impact of this loss may be financial loss, loss of reputation, or legal and regulatory proceedings.

The Trust endeavors to minimize losses in this area by ensuring that effective infrastructure and controls exist. These controls are constantly reviewed and improvements are implemented, if deemed necessary.

## Certain Tax Risks

### Mutual Fund Trust Status

Boardwalk qualified as a mutual fund trust for Canadian income tax purposes. It is the current policy of Boardwalk to annually distribute all of its taxable income to Unitholders and is therefore generally not subject to tax on such amount. In order to maintain its current mutual fund trust status, Boardwalk is required to comply with specific restrictions regarding its activities and the investments held by it. If Boardwalk was to cease to qualify as a mutual fund trust, the consequences could be adverse.

In accordance with the Income Tax Act (Canada) (the "Tax Act"), for fiscal 2017 and 2018, the Trust qualified as a real estate investment trust ("REIT") for income tax purposes and, as such, was exempted from the specified investment flow-through rules (the SIFT Rules).

A REIT is defined under the SIFT Rules as a trust that is resident in Canada throughout the taxation year and that satisfies all of the following criteria:

- (a) at each time in the taxation year the total fair market value at that time of all non-portfolio properties that are qualified REIT properties held by the trust is at least 90% of the total fair market value at that time of all non-portfolio properties held by the trust;
- (b) not less than 90% of the trust's gross REIT revenue for the taxation year is from one or more of the following: rent from real or immovable properties, interest, dispositions of real or immovable properties that are capital properties, dividends, royalties, and dispositions of eligible resale properties;
- (c) not less than 75% of the trust's gross REIT revenue for the taxation year is from one or more of the following: rent from real or immovable properties, interest from mortgages, or hypothecs, on real or immovable properties, and dispositions of real or immovable properties that are capital properties;
- (d) at each time in the taxation year an amount, that is equal to 75% or more of the equity value of the trust at that time, is the amount that is the total fair market value of all properties held by the trust each of which is a real or immovable property

that is a capital property, an eligible resale property, an indebtedness of a Canadian corporation represented by a bankers' acceptance, a property described by either paragraph (a) or (b) of the definition "qualified investment" in section 204, or a deposit with a credit union; and,

(e) investments in the trust are, at any time in the taxation year, listed or traded on a stock exchange or other public market.

For this purpose, "real or immovable property" includes a security of any trust, corporation or partnership that itself satisfies the above criteria, but does not include any depreciable property of a prescribed class for which the rate of capital cost allowance exceeds 5%.

If Boardwalk REIT, or any other trust, does not qualify as a real estate investment trust, it will no longer be able to deduct for tax purposes its taxable distributions, and, as such, will be required to pay tax on this amount prior to distribution. Any amount distributed that is determined to be a return of capital would not be subject to this tax.

## Existing Tax Filing Positions

Although Boardwalk REIT is of the view that all expenses to be claimed by Boardwalk REIT, the Operating Trust and the Partnership will be reasonable and deductible, that the cost amount and capital cost allowance claims of entities indirectly owned by Boardwalk REIT will have been correctly determined, and that the allocation of the Partnership's income for purposes of the Tax Act among its partners is reasonable, there can be no assurance that the Tax Act or the interpretation of the Tax Act will not change, or that the Canada Revenue Agency ("CRA") will agree. If the CRA successfully challenges the deductibility of such expenses or the allocation of such income, the Partnership's allocation of income to the Operating Trust, and indirectly the taxable income of Boardwalk REIT and the Unitholders, may be adversely affected. The extent to which distributions will be tax-deferred in the future will depend in part on the extent to which entities indirectly owned by Boardwalk REIT are able to deduct capital cost allowance relating to the Contributed Assets held by them, which was acquired by Boardwalk REIT on May 3, 2004, pursuant to a Plan of Arrangement under section 193 of the Business Corporations Act (Alberta).

Since the Partnership acquired the relevant properties on a tax-deferred basis, its tax cost in certain properties may be less than their fair market value. Accordingly, if one or more properties are disposed of, the gain recognized by the Partnership may be in excess of that which it would have realized if it had acquired the properties at their fair market values. Immediately prior to the Plan of Arrangement becoming effective, the Corporation transferred the Contributed Assets to the Partnership and received, as consideration therefore, (i) an assumption of all of the indebtedness of the Corporation associated with the Contributed Assets (other than the Retained Debt), (ii) the LP Note, and (iii) a credit to the capital accounts in respect of each of the LP Class B Units and the LP Class C Units, all of which were owned at that time by the Corporation. See "Overview of the Acquisition and the Arrangement Replacing the Corporation as a Public Entity with Boardwalk REIT – Pre-Arrangement Reorganization" in the AIF dated February 16, 2017. The transfer and contribution were effected as a "rollover" under subsection 97(2) of the Tax Act, and the Corporation, based on the advice of legal counsel, is of the view that there is no income tax payable in connection therewith. There can be no assurance that the CRA will not take a contrary view; however, the Corporation has been advised by counsel that, in such event, the CRA would not be successful. If, contrary to this, the CRA successfully challenges the rollover, income tax may be payable by the Corporation in connection with the transfer and contribution of the Contributed Assets at the applicable tax rate on the value of the capital contribution in respect of the LP Class C Units. The Partnership has agreed to indemnify the Corporation for all liabilities incurred by it in connection with the Acquisition and the Arrangement, including the transfer and contribution of the Contributed Assets to the Partnership and any associated tax that might be payable by the Corporation in respect thereof. See "Overview of the Acquisition and the Arrangement replacing the Corporation as a Public Entity with Boardwalk REIT – Ancillary Agreements in Connection with the Arrangement" in the AIF dated February 21, 2018. The amount of such indemnification would be significant and have a material adverse effect on the amount of distributable cash of the Partnership and, consequently, on the distributions of Boardwalk REIT.

## Risks Associated with Disclosure Controls and Procedures & Internal Control over Financial Reporting

Our business could be adversely impacted if we have deficiencies in our disclosure controls and procedures or internal control over financial reporting.

The design and effectiveness of our disclosure controls and procedures and internal control over financial reporting may not prevent all errors, misstatements or misrepresentations. While management continues to review the design and effectiveness of our disclosure controls and procedures and internal control over financial reporting, we cannot assure you that our disclosure controls and procedures or internal control over financial reporting will be effective in accomplishing all control objectives all of the time. Deficiencies, particularly material weaknesses, in internal control over financial reporting which may occur in the future could result in misstatements of our results of operations, restatements of our financial statements, a decline in our trust unit price, or otherwise materially adversely affect our business, reputation, results of operation, financial condition or liquidity.

## Accounting and Control Matters

### Critical Accounting Policies

The Trust adopted IFRS as its basis of financial reporting, effective January 1, 2011. The significant accounting policies adopted by the Trust are included in NOTE 2 of the notes to the audited Consolidated Financial Statements for the year ended December 31, 2018.

The preparation of the financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results may differ from those estimates under different assumptions and conditions. In determining estimates, management uses the information available to the Trust at the time. Management reviews key estimates on a quarterly basis to determine their appropriateness. Any change to these estimates is applied prospectively in compliance with IFRS. We believe that the application of judgments and assessments is consistently applied and produces financial information that fairly depicts the results of operations for all periods presented. Boardwalk REIT considers the following policies to be critical in determining the judgments that are involved in the preparation of the consolidated financial statements and the uncertainties that could affect the reported results.

#### (a) Investment Properties

Investment properties consist of multi-family residential properties held to earn rental income and properties being constructed or developed for future use to earn rental income, and include interests held under long-term operating land leases. Investment properties are measured initially at cost (which is equivalent to fair value). Cost includes all amounts relating to the acquisition (excluding transaction costs related to a business combination as outlined in NOTE 2(i)) and improvement of the properties. All costs associated with upgrading and extending the economic life of the existing facilities, other than ordinary repairs and maintenance, are capitalized to investment property. Included in these costs are internal amounts that are directly attributable to a specific investment property, which are capitalized to the extent that they upgrade or extend the economic life of the asset.

Subsequent to initial recognition, investment properties are recorded at fair value, in accordance with IAS 40 – Investment Property (“IAS 40”). Fair value is determined based on a combination of internal and external processes and valuation techniques. Gains or losses arising from differences between current period fair value and the sum of previously measured fair value and capitalized costs as described above are recorded in profit or loss in the period in which they arise.

Properties owned by the Trust where a significant portion of the property is used for administrative purposes by the Trust are considered “Property, Plant and Equipment” and, therefore, fall within the scope of IAS 16 – Property, Plant and Equipment (“IAS 16”) and are recorded in accordance with that standard. Where part of a building is used for administrative purposes by the Trust, but this portion is considered insignificant, this space is included as part of Investment Property under IAS 40.

Investment properties are reclassified to “Assets Held for Sale” when the criteria set out in IFRS 5 – Non-Current Assets Held for Sale and Discontinued Operations (“IFRS 5”) are met (see NOTE 2(j)).

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Prior to its disposal, the carrying value of the investment property is adjusted to reflect its fair value as outlined in the purchase and sale agreement (as the purchase and sale agreement is the best evidence of fair value). This adjustment shall be recorded as a fair value gain or loss. Any remaining gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

Excess land represents land owned by the Trust located contiguous to land included as investment property. The Trust has the ability to develop additional multi-family residential buildings on this land or sell it separately from the Investment Property at a later date. Excess land is held for capital appreciation and, therefore, is treated as Investment Property and recorded in accordance with IAS 40 as outlined above. When determining the fair value of a project with excess land, the capitalization rate used in determining the value is adjusted accordingly.

## **(b) Properties Under Development**

Properties under development include new development on excess land density or acquired land, re-development or re-positioning of buildings the Trust currently owns that require substantial renovations and incomplete apartment units acquired from third parties that will take 12 months or longer to complete. The cost of land, if applicable, and buildings under development or re-development (consisting of development sites, density or intensification rights and related infrastructure) are specifically identifiable costs incurred in the period before construction is complete. Capitalized costs include pre-construction costs essential to the development or re-development of the property, construction costs, borrowing costs directly attributable to the development, real estate taxes and other costs incurred during the period of development or re-development. Additions to investment properties consist of costs of a capital nature and, in the case of properties under development and/or redevelopment, capitalized interest. Directly attributable borrowing costs are also capitalized on land or properties acquired specifically for development or redevelopment when activities necessary to prepare the asset for development or redevelopment are in progress in accordance with IAS 23 – Borrowing Costs (“IAS 23”). Where borrowings are associated with specific developments, the amount capitalized is the total cost incurred on those borrowings.

The capitalization of borrowing costs commences when the activities necessary to prepare an asset for development or redevelopment begins, and continues until the date that substantially all of the construction is complete and all necessary occupancy and related permits have been received, whether or not the space is leased. If the Trust is required, as a condition of a lease, to construct tenant improvements that enhance the value of the property, then capitalization of costs continues until such improvements are completed. Capitalization ceases if there is a prolonged period where development activity is interrupted.

Properties under active development are generally valued at market land values, if applicable, plus costs invested to date. Where significant leasing and construction is in place and the future income stream is reasonably determinable, the valuation methodology used is similar to that of revenue-producing properties, less estimates of future capital outlays, construction and development costs, to determine a net “as-is” market value. Development risks such as planning, zoning, licenses, and building permits are considered in the valuation process. Properties not under active development, such as land parcels held for future development, are valued based on comparable sales of land. Significant increases (decreases) in construction costs, cost escalation rates and estimated time to complete construction in isolation would result in a significantly lower (higher) fair value for properties under development.

## **(c) Property, Plant and Equipment**

Tangible assets that are held for use in the production or supply of goods and services, or for administrative purposes, and are expected to be used during more than one period, except when another accounting standard requires or permits a different accounting treatment, are recorded in accordance with IAS 16 using the cost model. IAS 16, therefore, excludes tangible assets that are accounted for in accordance with IAS 40 (see NOTE 2(f)) and IFRS 5 (see NOTE 2(j)).

In accordance with IAS 16, the cost model, after initial recognition of the property, plant and equipment, requires the tangible asset to be carried at its cost less accumulated depreciation and any accumulated impairment losses (see NOTE 2(k)). Depreciation is recognized in a manner that reflects the pattern in which the future economic benefits of the tangible asset are expected to be consumed and realized by the Trust. The amount of depreciation will be charged systematically to the consolidated statement of comprehensive income and is the cost less residual value of the asset over its useful economic life.

IAS 16 also requires that the cost and useful economic life of each significant component of a tangible asset be determined based on the circumstances of each tangible asset. The method of depreciation, residual values and estimates of the useful economic life of a tangible asset, or other property, plant and equipment, are reviewed at each financial year-end and any changes are accounted for as a change in accounting estimate in accordance with IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors (“IAS 8”).

Property, Plant and Equipment (“PP&E”) is valued using the cost model under IAS 16. PP&E is categorized into the following classes and their respective useful economic life is used to calculate the amount of depreciation or amortization for each period. Categories of PP&E with the same or similar useful lives are included in the same class.

PP&E Class	PP&E Category (NOTE 5)	Useful Life / Depreciation Rate	Depreciation Method Used
Administrative building	Administrative building	40 years	Straight-line
Site equipment	Site equipment and other assets	15%	Declining balance
Automobiles	Site equipment and other assets	20%	Declining balance
Warehouse assets	Site equipment and other assets	10% to 20%	Declining balance
Corporate assets	Site equipment and other assets	10% to 20%	Declining balance
Computer hardware	Corporate technology assets	35%	Declining balance
Computer software*	Corporate technology assets	35%	Declining balance

\* In addition to the purchase of software from external sources, the Trust capitalizes certain programmers’ salaries related to internally developed software applications used in the normal course of operations of Boardwalk REIT. The programmers’ work is directly attributable to software development.

#### (d) Business Combinations

In accordance with IFRS 3 – Business Combinations (“IFRS 3”), the acquisition of an asset or group of assets is recorded as a business combination if the assets acquired and the liabilities assumed constitute a business. A business is defined as an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or other economic benefit. Building and other asset acquisitions, which meet the above definition of a business, are recorded as business combinations and the acquisition method of accounting for these transactions is applied. Building and other asset acquisitions, which do not meet the above definition of a business, are recorded as an asset addition.

The acquisition method requires that an acquirer be identified, a specific acquisition date be determined (which is typically the date on which control changes), all identifiable assets and liabilities assumed, as well as any non-controlling interest in the acquiree, be recognized and measured, and any goodwill or gains from a bargain purchase price are recognized and measured at fair value, including contingent liabilities when these contingent considerations are part of the consideration being transferred. All acquisition costs associated with a transaction identified as a business combination are expensed as incurred.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree, and the fair value of the acquirer’s previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after the assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer’s previously held interest in the acquiree (if any), the excess is recognized immediately in profit as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity’s net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests’ proportionate share of the recognized amounts of the acquiree’s identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another IFRS.

When the consideration transferred by the Trust in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against

goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the “measurement period” (which cannot exceed one year from the acquisition date and is shorter than one year if all information is received) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with IAS 39 – Financial Instruments: Recognition and Measurement (“IAS 39”), or IAS 37 – Provisions, Contingent Liabilities and Contingent Assets (“IAS 37”), as appropriate, with the corresponding gain or loss being recognized in profit or loss in the consolidated statement of comprehensive income.

When a business combination is achieved in stages, the Trust’s previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Trust obtains control) and the resulting gain or loss, if any, is recognized in profit or loss in the consolidated statement of comprehensive (loss) income. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest was disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Trust reports provisional amounts for the items for which the accounting is incomplete. These provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

## **(e) Assets Held for Sale and Discontinued Operations**

### **(i) Assets (or disposal groups) held for sale**

Non-current assets and groups of assets and liabilities, which comprise disposal groups, are categorized as assets (or disposal groups) held for sale where the asset (or disposal group) is available for sale in its present condition, and the sale is highly probable. For this purpose, a sale is highly probable: (a) if management is committed to a plan to achieve the sale, (b) there is an active program to find a buyer, (c) the non-current asset (or disposal group) is being actively marketed at a reasonable price, (d) the sale is anticipated to be completed within one year from the date of classification, and (e) it is unlikely there will be changes to the plan. Where an asset (or disposal group) is acquired with a view to resale, it is classified as a non-current asset (or disposal group) held for sale if the disposal is expected to take place within one year of the acquisition and it is highly likely that the other conditions referred to above will be met within a short period following the acquisition. Retrospective application is not required; therefore, comparative figures will not be adjusted to reflect non-current assets held for sale. The gains or losses arising on a sale of assets (or disposal groups) that does not meet the definition of discontinued operations will be recognized as part of continuing operations, while the gains or losses arising on a sale of assets (or disposal groups) that meets the definition of discontinued operations will be reported as part of discontinued operations in the consolidated statement of comprehensive income.

### **(ii) Discontinued operations**

An asset or group of assets will be classified as a discontinued operation when it is a component of an entity that has either been disposed of or is classified as held for sale and represents a separate major line of business, it is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or it is a subsidiary acquired exclusively with a view to resell. Profits and gains or losses related to the disposal of discontinued operations are measured based on fair value less cost to sell or on the disposal of the assets (or disposal groups) and are presented in the consolidated financial statements on an after-tax basis in accordance with IFRS 5. In addition, retrospective application is required; therefore, comparative figures will be changed to reflect discontinued operations. As an individual building or a group of buildings in a non-core municipal region does not constitute a major line of business, these sales are not treated as discontinued operations.

## (f) Impairment of Assets

At the end of each reporting period, assets, other than those identified in the standard as not being applicable to IAS 36 – Impairment of Assets (“IAS 36”), such as investment properties recorded at fair value, are assessed for any indication of impairment. Should the indication of impairment exist, the recoverable amount (see below) of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Trust estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is defined as the higher of an asset’s “fair value less cost to sell” and its “value-in-use”. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimate of future cash flows have not been adjusted.

Where the carrying amount of an asset exceeds the recoverable amount determined, an impairment loss is recognized in the consolidated statement of comprehensive income. After the recognition of an impairment loss, the depreciation charge related to that asset is also revised for the adjusted carrying amount on a systematic basis over the remaining useful life of the asset. Should this impairment loss be determined to have reversed in a future period (with the exception of goodwill), a reversal of the impairment loss is recorded in profit or loss. However, the reversal of an impairment loss will not increase the carrying amount that would have been determined (net of amortization) had no impairment loss been recognized.

## (g) Inventories

Inventories are measured at the lower of cost and net realizable value. The costs of inventories comprise the purchase price, import duties and other taxes (other than those subsequently recoverable by the entity from the taxing authorities), and third-party transport, handling and other costs directly attributable to the acquisition of goods and materials, less any trade discounts, rebates and other similar items, using the first-in, first-out method of cost assignment. Net realizable value represents the estimated selling price for inventories less all estimated costs necessary to make the sale.

## (h) Taxation

For fiscal 2017 and 2018, Boardwalk REIT qualified as a “mutual fund trust” as defined under the *Income Tax Act* (Canada) (the “Tax Act”) and as a Real Estate Investment Trust (“REIT”) eligible for the ‘REIT Exemption’ in accordance with the rules affecting the tax treatment of publicly traded trusts. Accordingly, the Trust is not taxable on its income provided that all of its taxable income is distributed to its Unitholders. This exemption, however, does not extend to the corporate subsidiaries of Boardwalk REIT that are subject to income tax (NOTE 33 summarizes the Trust’s subsidiaries, including its corporate subsidiaries).

### Current Tax

The tax currently payable, if any, is based on taxable profit for the year for certain corporate subsidiaries of the Trust. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Trust’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.



## Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred income tax liabilities are generally recognized for all taxable temporary differences. Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that deductions, tax credits and tax losses can be utilized. The carrying amounts of deferred income tax assets are reviewed at each reporting date and reduced to the extent it is no longer probable that the income tax assets will be recovered. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability settled, based on tax rates and laws that have been enacted or substantively enacted at the reporting date. In addition, deferred income tax assets and liabilities are measured using the rate that is consistent with the expected manner of recovery (i.e. using the asset versus selling the asset). Where applicable, current and deferred income taxes relating to items recognized directly in equity or comprehensive income are also recognized directly in equity or comprehensive income, respectively.

### (i) Provisions

In accordance with IAS 37 – Provisions, Contingent Liabilities and Contingent Assets, a provision is a liability of uncertain timing or amount. Provisions are recognized when the entity has a present legal or constructive obligation as a result of past events and when it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a discounted rate that reflects current market assessment of the time value of money and the risks and uncertainties specific to the obligation. Provisions are re-measured at each reporting date using the current discount rate. The increase in the provision due to the passage of time is recognized as a financing cost.

### (j) Unit-based Payments

Equity-settled unit-based payments to employees and Trustees are measured at the fair value of the deferred unit at the grant date and expensed over the vesting period based on the Trust's estimate of the deferred units that will actually vest. At the end of each reporting period, the Trust revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss prospectively such that the cumulative expense reflects the revised estimate. In accordance with IAS 32 – Financial Instruments: Presentation ("IAS 32"), the deferred units are presented as a liability on the consolidated statement of financial position as the Trust is obliged to provide the holder with REIT Units once the deferred units vest. Under IFRS 9 – Financial Instruments ("IFRS 9"), the deferred units are classified as 'fair value through profit or loss' and are measured at each reporting period at fair value with changes in fair value recognized in the consolidated statement of comprehensive income. Fair value of the deferred units is calculated based on the observable market price of Boardwalk REIT's Trust Units.

### (k) Government Assistance and Grants

The Trust receives government assistance in order to complement and partially assist the Trust's initiatives in providing affordable housing to low income-earning individuals. Government grants are not recognized until there is reasonable assurance that the Trust will comply with the conditions attached to them and that the grants will be received. In accordance with IAS 20 – Accounting for Government Grants and Disclosure of Government Assistance ("IAS 20"), grant proceeds will be recognized in profit or loss on a systematic basis over the periods in which the Trust recognizes revenue or incurs expenses.

## **(l) Revenue Recognition**

### **(i) Rental revenue**

The Trust has retained substantially all of the risks and benefits of ownership of its investment properties, and, therefore, accounts for leases with its tenants as operating leases. Revenue recognition under a lease commences when the tenant has a right to use the leased asset. Generally, this occurs on lease inception date when the tenant occupies their leased space. Rental revenue is recognized systematically over the term of the lease, which is generally not more than twelve months. Any suite specific incentives offered or initial direct costs incurred in negotiating and arranging an operating lease are also amortized over the term of the operating lease. Rental revenue is recorded based on the amount received or to be received in accordance with the operating lease.

Lease revenue earned directly from leasing the asset is recognized and measured in accordance with IAS 17 – Leases (“IAS 17”). In addition to revenue generated directly from the operating lease, rental revenue includes non-lease revenue earned from the tenant, which is recognized and measured under IFRS 15 – Revenue from Contracts with Customers (“IFRS 15”). Non-lease revenue includes parking revenue, other service revenue and fees, recovery of certain operating costs, including retirement services, and cable services (internet and television). These revenues are recognized when earned.

IFRS 15 requires revenue recognized from customer contracts (non-lease components) to be disclosed separately from its other sources of revenue (NOTE 21 and NOTE 36).

### **(ii) Building sales**

The gain or loss from the sale of an investment property is recognized when title passes to the purchaser (control is transferred) upon closing at which time all or substantially all of the funds are receivable, or have been received, and the conditions of the sale have been completed.

### **(iii) Interest income**

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Trust and the amount of income can be measured reliably. Interest income is accrued on a time basis when earned, by reference to the principal outstanding and at the effective interest rate applicable. Interest income is included in financing costs in the consolidated statement of comprehensive income.

### **(iv) Ancillary rental income**

Ancillary rental income comprises revenue from coin laundry machines located on the Trust’s existing building sites, and income received from telephone and cable providers and is recorded when earned.

### **(v) Development management fees**

Boardwalk has interests in investment properties through joint operations whereby the Trust provides development management services to the co-owners. As the services are provided over a period of time, income is recognized on a straight-line basis, unless there is evidence that some other method would better reflect the pattern of performance.

## **(m) Financial Instruments and Derivatives**

Financial instruments and derivatives are accounted for, presented, and disclosed in accordance with IFRS 7 – Financial Instruments: Disclosures (“IFRS 7”), IFRS 9 and IAS 32. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

## Financial Assets

Financial assets are classified and measured on the basis of the Trust's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. As such, after initial recognition, financial assets are classified and measured based on three categories: (i) amortized cost, (ii) fair value through other comprehensive income (FVTOCI) or (iii) fair value through profit and loss (FVTPL). The classification depends on the nature and purpose of the financial asset and is determined at the time of initial recognition. Financial assets are classified as at FVTPL when the financial asset either is held for trading or is designated as at FVTPL. Financial assets categories are defined and measured as follows:

Classification	Definition	Measurement
Amortized cost	Debt instrument is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.	Measured at amortized cost using the effective interest rate method less any expected credit loss. <sup>(1) (2)</sup>
FVTOCI	Debt instrument is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.	Stated at fair value, with gains or losses arising on measurement recognized in other comprehensive income.
FVTPL	Financial assets that do not meet the criteria for being measured at amortized cost or FVTOCI are measured at FVTPL. Specifically, investments in equity instruments or debt instruments which do not meet the amortized cost or FVTOCI definitions.	Measured at fair value, with gains or losses recognized in profit or loss.

- (1) The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument or where appropriate, a shorter period, to the net carrying amount on initial recognition.
- (2) Financial assets, other than those at FVTPL, are required to use an expected credit loss impairment model. The expected credit loss model requires the Trust to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in the credit risk since initial recognition of the financial asset. It results in an allowance for credit losses being recorded on financial assets regardless of whether there has been an actual loss event.

Boardwalk REIT's financial assets are as follows:

Financial Asset	Classification and Measurement
Investment in private technology venture fund	FVTPL
Mortgage receivable	FVTPL
Trade and other receivables	Amortized cost
Segregated tenants' security deposits	Amortized cost
Cash and cash equivalents	Amortized cost

The Trust derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

## Financial Liabilities and Equity

Debt and equity instruments issued are classified either as financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Equity instruments issued by the Trust are recognized at the proceeds received, net of direct issue costs. Repurchase of Boardwalk REIT's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Trust's own equity instruments. Distributions paid on the Trust's equity instruments subsequent to, declared prior to, and with a record date at or prior to, the reporting date, are recorded as a liability.

Financial liabilities are classified and measured as either amortized costs or FVTPL. Financial liabilities categories are defined and measured as follows:

Classification	Definition	Measurement
FVTPL	<p>Classified as FVTPL when the financial liability is either held for trading or it is designated as at FVTPL as discussed below:</p> <p>Classified as held for trading if: it has been acquired principally for the purpose of repurchasing it in the near term; or, on initial recognition, it is part of a portfolio of identified financial instruments that the Trust manages together and has a recent actual pattern of short-term profit taking; or, it is a derivative that is not designated and effective as a hedging instrument.</p> <p>Classified as FVTPL upon initial recognition if: such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or the financial liability forms part of a group which is managed and its performance is evaluated on a fair value basis; or it forms part of a contract containing one or more embedded derivatives.</p>	<p>Stated at fair value, with gains or losses arising on measurement recognized in profit or loss.</p> <p>Stated at fair value, with gains or losses arising on measurement recognized in profit or loss.</p>
Amortized cost	All other liabilities.	Measured at amortized cost using the effective interest method. <sup>(1)</sup>

(1) The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or where appropriate, a shorter period, to the net carrying amount on initial recognition.

Boardwalk REIT's financial liabilities are as follows:

Financial Liability	Classification and Measurement
Mortgages payable	Amortized cost
LP Class B Units	FVTPL
Deferred unit-based compensation	FVTPL
Refundable tenants' security deposits	Amortized cost
Trade and other payables	Amortized cost

The Trust derecognizes a financial liability when, and only when, the Trust's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

## Derivatives

The Trust may enter into a variety of derivative financial instruments to manage its exposure to interest rate risks, including interest rate swaps and bond forward contracts. Further details of derivative financial instruments are disclosed in NOTE 31. Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently measured at their fair value at the end of each reporting period. The resulting gain or loss is recognized in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which case the timing of the recognition in profit or loss depends on the nature of the hedge relationship. Derivatives embedded in host contracts are treated as separate derivatives when their risks and characteristics are not closely related to the host contracts and the host contracts are not measured at FVTPL. For the years ended December 31, 2018 and 2017, the Trust had no embedded derivatives requiring separate recognition.

## (n) Cash and Cash Equivalents

Cash is comprised of bank balances, interest-earning bank accounts and term deposits with maturities of 90 days or less.

## (o) Critical Judgment in Applying Accounting Policies

The following are the critical judgments, apart from those involving estimations (see NOTE 2(u) below), that have been made in applying the Trust's accounting policies and that have the most significant effect on the reported amounts in the consolidated financial statements:

### (i) Income taxes

The Trust applies judgment in determining the tax rates applicable to its corporate subsidiaries and identifying the temporary differences in each of such legal subsidiaries in respect of which deferred income taxes are recognized. Deferred taxes related to temporary differences arising from its corporate subsidiaries are measured based on the tax rates that are expected to apply in the year when the asset is realized or the liability is settled. Temporary differences are differences that are expected to reverse in the future and arise from differences between accounting and tax asset values.

### (ii) Leases

The Trust's revenue recognition policy related to leases is described in NOTE 2(q)(i). The Trust makes judgments in determining whether certain leases, in particular tenant leases, as well as leased warehouse space and long-term land leases, which are considered leases under IFRS, where the Trust is the lessor, are operating or finance leases. The Trust has determined that all of its leases are operating leases.

### (iii) Investment property and internal capital program

The Trust's accounting policy relating to investment property is described in NOTE 2(f) above. In applying this policy, judgment is applied in determining the extent and frequency of utilizing independent, third-party appraisals to measure the fair value of the Trust's investment property. Additionally, judgment is applied in determining the appropriate classes of investment properties in order to measure fair value. The Trust also undertakes internal capital improvements and upgrades. Such work is specifically identified, and the Trust applies judgment in the estimated amount of directly attributable on-site wages to be allocated to capital improvements and upgrades of its real estate assets.

### (iv) Financial instruments

The Trust's accounting policies relating to financial instruments are described in NOTE 2(r). Critical judgments inherent in these policies related to applying the criteria set out in IFRS 9 to designate financial instruments into categories (i.e. FVTPL, etc.), assess the effectiveness of hedging relationships (for the Trust's cash flow hedges) and determine the identification of embedded derivatives, if any, in certain hybrid instruments that are subject to fair value measurement.

### (v) Basis of consolidation

The consolidated financial statements of the Trust include the accounts of Boardwalk REIT and its wholly-owned subsidiaries, as well as entities over which the Trust exercises control on a basis other than ownership of voting interest within the scope of IFRS 10. Judgment is applied in determining if an entity meets the criteria of control as defined in the accounting standard.

**(vi) Interest in joint operations, associates and joint ventures**

When determining the appropriate basis of accounting for the Trust's investees, the Trust makes judgement about the degree of influence that Boardwalk REIT exerts directly or through an arrangement over the investee's relevant activities. This may include the ability to elect investee directors, appoint management or influence key decisions. Judgement is also required in determining whether or not an arrangement is a joint operation or joint venture.

**(vii) Deferred unit-based compensation**

The Trust applies judgment in determining the best available estimate of the number of deferred units that are expected to vest at each reporting period.

**(p) Key Accounting Estimates and Assumptions**

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. Actual results could differ from estimates.

**(i) Investment properties**

The choice of valuation method for fair valuing and the critical estimates and assumptions underlying the fair value determination of investment properties are set out in NOTE 4. Significant estimates used in determining the fair value of the Trust's investment properties includes capitalization rates and net operating income (which is influenced by market inflation rates, vacancy rates and standard costs) used in the overall capitalization rate valuation method as well as discount rates and forecasted cash flows used in the discounted cash flow valuation method. A change to any one of these inputs could significantly alter the fair value of an investment property. Please refer to NOTE 4 for sensitivity analysis.

**(ii) Property, plant and equipment**

The useful economic life of property, plant and equipment for the purposes of calculating depreciation and amortization, as disclosed in NOTE 5, and forecasts of economic factors to determine recoverable amounts for the purpose of determining any impairment of assets, are based on data and information from various sources including industry practice and entity specific history.

**(iii) Internal capital program**

The Trust's internal capital program is based on internal allocations, including parts, supplies and on-site wages identified as part of a specific upgrade or capital improvement. Elements included under the internal capital program are capitalized to investment properties.

**(iv) Utility accrual**

The amount of utility accrual for charges related to the current or prior year is based on estimates of usage and price for the time period in which invoices have not been received from the utility providers.

**(v) Deferred unit-based compensation plan**

The compensation costs relating to the deferred unit plan are based on estimates of how many deferred units will actually vest and be exercised.

**(vi) Deferred taxes**

The amount of the temporary differences between the accounting carrying value of the Trust's assets and liabilities held in various corporate subsidiaries versus the tax bases of those assets and liabilities and the tax rates at which the differences will be realized are outlined in NOTE 18.

## Application of New and Revised IFRSs and Future Accounting Policies

Boardwalk REIT monitors new IFRS accounting pronouncements to assess the applicability and impact, if any, these new pronouncements may have on the consolidated financial statements and note disclosures.

**(a) Application of New and Revised IFRS Standards**

In the current year, the Trust has applied a number of new and revised IFRSs issued by the IASB, and incorporated in the Chartered Professional Accountants of Canada Handbook. The following highlights these changes and the effect, if any, on the Trust's consolidated financial statements.

Standard	Details of Amendment	Impact
IFRS 9 – Financial Instruments (“IFRS 9”)	<p>IFRS 9 replaced the existing guidance in IAS 39. IFRS 9 includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets, and the new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from IAS 39.</p> <p>IFRS 9 is effective for annual reporting periods beginning on or after January 1, 2018, with early adoption permitted.</p>	<p>With the adoption of IFRS 9, the Trust's mortgage receivable (NOTE 8), which was previously carried at amortized cost using the effective interest rate method, is classified at fair value through profit or loss.</p> <p>There was no significant impact on other financial assets and financial liabilities. The resulting classification and measurement is summarized in NOTE 2(r).</p>
IFRS 15 – Revenue from Contracts with Customers (“IFRS 15”)	<p>IFRS 15 establishes a comprehensive framework for determining whether, how much, and when revenue is recognized. It replaces existing revenue recognition guidance, including IAS 18 – Revenue (“IAS 18”), IAS 11 – Construction Contracts and IFRIC 13 – Customer Loyalty Programmes.</p>	<p>The application of this standard did not impact the Trust's revenue recognition or measurement. The Trust evaluated its revenue sources, recognizing that its lease arrangements needed to be separated into lease components and non-lease components. Lease components continue to be accounted for under IAS 17 – Leases while non-lease components are accounted for under IFRS 15.</p> <p>IFRS 15 requires revenue recognized from customer contracts (non-lease components) to be disclosed separately from its other sources of revenue (NOTE 21 and NOTE 36).</p>

Standard	Details of Amendment	Impact
Transfers of Investment Properties (amendments to IAS 40)	Paragraph 57 of IAS 40 has been amended to state that an entity shall transfer a property to, or from, investment property when, and only when, there is evidence of a change in use. A change in use occurs if property meets, or ceases to meet, the definition of investment property. A change in management's intentions for the use of a property by itself does not constitute evidence of a change in use.	This amendment was applied prospectively on January 1, 2018 as there was no change in classification of any of the Trust's investment properties upon adopting this amendment. The Trust's current accounting policy is in accordance with this amendment therefore there was no impact on the consolidated financial statements.
Classification and Measurement of Share-based Payment Transactions (Amendment to IFRS 2 – Share-based Payment ("IFRS 2"))	<p>The amendments made to IFRS 2 clarify the following items:</p> <ul style="list-style-type: none"> <li>• In estimating the fair value of a cash-settled share-based payment, the accounting for the effects of vesting and non-vesting conditions should follow the same approach as for equity-settled share-based payments.</li> <li>• Where tax law or regulation requires an entity to withhold a specified number of equity instruments equal to the monetary value of the employer's tax obligation to meet the employer's tax liability which is then remitted to the tax authority, such an arrangement should be classified as equity-settled in its entirety, provided that the share-based payment would have been classified as equity-settled had it not included the net settlement feature.</li> <li>• A modification of a share-based payment that changes the transaction from cash-settled to equity-settled should be accounted for as follows: <ul style="list-style-type: none"> <li>◦ the original liability is derecognized;</li> <li>◦ the equity-settled share-based payment is recognized at the modification date fair value;</li> <li>◦ any difference in value should be recognized in profit or loss immediately.</li> </ul> </li> </ul>	The Trust has assessed these amendments and there was no impact on its consolidated financial statements.



**(b) Future Accounting Policies**

The following accounting standards under IFRS have been issued or revised; however, they are not yet effective, and, as such, have not been applied to these consolidated financial statements:

New or Amended Standards	Summary of Requirements	Possible Impact on Consolidated Financial Statements
IFRS 16 – Leases (“IFRS 16”)	<p>IFRS 16 supersedes IAS 17 – Leases and has been established to increase the transparency of lease obligations reported on an entity’s financial report. Under this new standard, entities may be required to report more of their previously disclosed off balance sheet leases on the face of the balance sheet. The standard also provides guidance on the calculation and presentation of the lease obligations.</p> <p>IFRS 16 is effective for annual reporting periods beginning on or after January 1, 2019, with early adoption permitted, only if the entity also applies IFRS 15.</p>	<p>The Trust has completed its assessment of this standard.</p> <p>Consistent with IAS 17, leases with tenants will be accounted for as operating leases in the same manner they are currently being reported.</p> <p>The Trust has Investment Properties located on land which is leased. Currently, these lease payments are expensed. It is expected that under the new lease standard, a right-of-use asset addition to Investment Property and a lease obligation liability will be recorded along with the corresponding financing charges.</p> <p>The Trust has warehouse and office spaces, which are under lease agreements. Currently, the payments related to these leases (rent and operating cost recoveries) are expensed. It is expected that under the new lease standard, a right-of-use asset addition to property, plant &amp; equipment and a lease obligation will be recorded along with the corresponding financing charges.</p> <p>The Trust has less significant leased assets, which it is evaluating in the context of this standard. Such assets will likely meet the recognition exemption criteria outlined in the Standard. If the criteria is met, the accounting treatment will remain the same as the current treatment; if not exempted, these assets and lease obligations will be recorded.</p> <p>With the adoption of this Standard, the Trust expects an increase in net operating income due to a decrease in operating expenses. In fiscal 2019, profit and total comprehensive income will likely decrease due to a decrease in fair value gains (losses).</p> <p>The Trust has evaluated its technology requirements to track lease payments and has the necessary technology for adoption of this Standard.</p>

Standard	Details of Amendment	Impact
Amendments to IAS 28 Long-term Interests in Associates and Joint Ventures	The amendment clarifies that IFRS 9, including its impairment requirements, applies to long-term interests. Furthermore in applying IFRS 9 to a long-term interests, an entity does not take into account adjustments to their carrying amount required by IAS 28 (i.e. adjustments to the carrying amount of long-term interest arising from the allocation of losses of the investee or assessment of impairment in accordance with IAS 28).	The Trust is assessing the potential impact but does not expect any significant impact.
<b>2015-2017 Cycle</b>		
IAS 12 – Income Taxes	The amendments clarify that an entity should recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized the transaction that generated the distributable profits.	The Trust does not expect this amendment to have a material impact on its consolidated financial statements.
IAS 23 – Borrowing Costs	The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings.	The Trust does not expect this amendment to have a material impact on its consolidated financial statements.
IFRS 3 – Business Combinations	The amendments to IFRS 3 clarify that when an entity obtains control of a business that is a joint operation, the entity applies the requirements for a business combination achieved in stages, including remeasuring its previously held interest in the joint operation at fair value.	The Trust does not expect this amendment to have a material impact on its consolidated financial statements.
IFRS 11 – Joint Arrangements	The amendments to IFRS 11 clarify that when a party that participates in, but does not have joint control of, a joint operation that is a business obtains joint control of such a joint operation, the entity does not remeasure its previously held interest in the joint operation.	The Trust does not expect this amendment to have a material impact on its consolidated financial statements.

## Annual Improvements to IFRSs 2015-2017 Cycle

Within the Annual Improvements to IFRSs 2015-2017 Cycle, there were amendments to standards with an effective date of January 1, 2019. As noted above, none of these standards are expected to have a significant impact on the Trust.

The following interpretations are not expected to have any impact on the Trust's consolidated financial statements:

- IFRS 17 – Insurance Contracts; and
- Amendments to IFRS 9 – Prepayment features with negative compensation.

## International Financial Reporting Standards

The Trust's Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Committee ("IFRIC").

## Disclosure Controls and Procedures & Internal Control Over Financial Reporting

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the CEO, President, and CFO on a timely basis so appropriate decisions can be made regarding public disclosure.

The preparation of this information is supported by a set of disclosure controls and procedures ("DC&P") implemented by management. In fiscal 2018, these controls and procedures were reviewed and the effectiveness of their design and operation was evaluated. This evaluation confirmed the effectiveness of both the design and the operation of disclosure controls and procedures as at December 31, 2018. The evaluation was performed in accordance with the Committee of Sponsoring Organizations of the Treadway Commission ("2013 COSO") control framework (the "2013 Framework") adopted by the Trust and the requirements of National Instrument 52-109 of the Canadian Securities Administrators titled, *Certification of Disclosure in Issuers' Annual and Interim Filings*.

There were no changes made to our disclosure controls and procedures during the year ended December 31, 2018. Boardwalk REIT continues to review the design of disclosure controls and procedures to provide reasonable assurance that material information relating to Boardwalk REIT is properly communicated to certifying officers responsible for establishing and maintaining disclosure controls and procedures, as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*.

As at December 31, 2018, Boardwalk REIT can confirm the effectiveness of both the design and the operation of its ICFR to provide reasonable assurance regarding the reliability of financial statements and information. Boardwalk REIT may, from time to time, make changes aimed at enhancing their effectiveness and ensuring that our systems evolve with our business. There were no changes made in our internal controls over financial reporting during the year ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## 2019 Financial Outlook and Market Guidance

As previously noted, the Trust is providing its outlook and financial guidance for the upcoming 2019 fiscal year as part of its year end results. As such, the Trust's 2019 objectives are as follows:

Description	2019 Objectives	2018 Actual
Stabilized Building NOI Growth	4%-9%	5.5%
FFO Per Unit	\$2.35-\$2.50	\$2.21
AFFO Per Unit	\$1.88-\$2.03 utilizing a Maintenance CAPEX of \$717/suite/year	\$1.75

In deriving these forecasts, the Trust has adjusted for the treatment of the LP B Units to be treated as equity (versus debt under IFRS) and their related treatment of the distributions paid (which are classified as financing charges under IFRS). Stabilized building NOI growth forecast for 2019 is also derived removing the accounting impact of IFRS 16 – Leases on NOI. The reader is cautioned that this information is forward-looking and actual results may vary materially from those reported. One of the key estimates is the performance of the Trust's stabilized properties. Any significant change in assumptions deriving 'Stabilized Building NOI performance' would have a material effect on the final reported amount. The Trust reviews these key assumptions quarterly and, based on this review, may change its outlook on a going-forward basis.

In addition to the above financial guidance for 2019, the Trust's Board of Trustee's has approved the 2019 Capital Budget as follows:

Capital Budget (\$000's)	2019 Budget Low End		2019 Budget High End		2018 Actual	
		Per Suite		Per Suite		Per Suite
Maintenance Capital	\$ 23,960	\$ 717	\$ 23,960	\$ 717	\$ 23,112	\$ 695
Value Added Capital (including suite upgrades and property, plant & equipment)	71,572	2,142	98,645	2,952	102,810	3,092
<b>Total Operational Capital</b>	<b>\$ 95,532</b>	<b>\$ 2,859</b>	<b>\$ 122,605</b>	<b>\$ 3,669</b>	<b>\$ 125,922</b>	<b>\$ 3,787</b>
Total Operational Capital	\$ 95,532		\$ 122,605		\$ 125,922	
Development/Development JV	44,000		44,000		28,746	
Acquisitions	-		-		66,767	
<b>Total Capital Investment</b>	<b>\$ 139,532</b>		<b>\$ 166,605</b>		<b>\$ 221,435</b>	

In total, the Trust expects to invest between \$95.5 million (\$2,859 per apartment unit) and \$122.6 million (\$3,669 per apartment unit) on operational capital in 2019 as compared to \$125.9 million (or \$3,787 per apartment unit) actually spent in 2018. The Trust has estimated its Maintenance Capital for 2019 at \$717 per apartment unit per year, compared to \$695 per apartment unit per year, using a three-year rolling average. Additionally, for 2019, Boardwalk is estimating \$44.0 million to be spent on development.

Value Added capital is subject to constant review and will only be invested if the Trust can earn a significant return on this investment.

## Selected Consolidated Financial Information

The following selected financial information should be read in conjunction with “Management’s Discussion and Analysis”, the audited consolidated financial statements and accompanying notes for the years ended December 31, 2018 and 2017, and the unaudited interim consolidated financial statements of Boardwalk REIT and accompanying notes, both incorporated herein by reference.

The statements of comprehensive income and financial position information set forth in the following tables has been derived from the audited consolidated financial statements referred to above and the unaudited consolidated financial statements of the Trust for various quarterly interim periods.

<b>Annual Comparative</b> <i>(Cdn\$ Thousands, except per unit amount)</i>	Twelve Months Ended	
	<b>Dec. 31, 2018</b>	Dec. 31, 2017
Total rental revenue	<b>\$ 434,616</b>	\$ 422,926
Profit	<b>193,200</b>	57,258
Funds from operations	<b>112,112</b>	106,987
Profit per unit		
– Basic	<b>\$ 4.17</b>	\$ 1.24
– Diluted	<b>\$ 3.43</b>	\$ 0.84
Funds from operations per unit		
– Basic	<b>\$ 2.42</b>	\$ 2.31
– Diluted	<b>\$ 2.21</b>	\$ 2.11
Mortgages	<b>2,719,195</b>	2,593,980
Total assets	<b>6,109,091</b>	5,865,075
Number of apartment units	<b>33,417</b>	33,187
Rentable square feet (000's)	<b>28,793</b>	28,924

<b>Quarterly Comparative</b> <i>(Cdn\$ Thousands, except per unit amount)</i>	Three Months Ended							
	<b>Dec. 31, 2018</b>	Sep. 30, 2018	Jun. 30, 2018	Mar. 31, 2018	Dec. 31, 2017	Sep. 30, 2017	Jun. 30, 2017	Mar. 31, 2017
Total rental revenue	<b>\$ 110,393</b>	\$ 108,774	\$ 108,388	\$ 107,061	\$ 106,307	\$ 105,546	\$ 105,579	\$ 105,494
Profit (loss)	<b>34,100</b>	33,078	56,772	69,250	(67,766)	44,407	63,429	17,191
Funds from operations	<b>27,358</b>	29,802	30,646	24,306	26,749	27,014	27,552	25,671
Profit (loss) per unit								
– Basic	<b>\$ 0.74</b>	\$ 0.71	\$ 1.22	\$ 1.49	\$ (1.46)	\$ 0.96	\$ 1.37	\$ 0.37
– Diluted	<b>\$ (0.40)</b>	\$ 0.71	\$ 1.22	\$ 1.49	\$ (1.46)	\$ 0.08	\$ 1.33	\$ 0.26
Funds from operations per unit								
– Basic	<b>\$ 0.59</b>	\$ 0.64	\$ 0.66	\$ 0.52	\$ 0.58	\$ 0.58	\$ 0.60	\$ 0.55
– Diluted	<b>\$ 0.54</b>	\$ 0.59	\$ 0.60	\$ 0.48	\$ 0.53	\$ 0.53	\$ 0.54	\$ 0.51

## Additional Information

Additional information relating to Boardwalk Equities Inc. and Boardwalk REIT, including the Annual Information Form of Boardwalk REIT, is available on SEDAR at [www.sedar.com](http://www.sedar.com).

Respectfully,

[signed]

**Roberto A. Geremia**  
PRESIDENT

[signed]

**William Wong**  
CHIEF FINANCIAL OFFICER

February 21, 2019

# Management's Report

To the Unitholders of Boardwalk Real Estate Investment Trust

The accompanying consolidated financial statements and all information in the Annual Report are the responsibility of management. The consolidated financial statements have been prepared by management in accordance with the accounting policies in the notes to the consolidated financial statements. In the opinion of management, the consolidated financial statements have been prepared within acceptable limits of materiality, and are in accordance with International Financial Reporting Standards appropriate in the circumstances. The financial information elsewhere in the Annual Report has been reviewed to ensure consistency with that in the consolidated financial statements.

Management maintains appropriate systems of internal control. Policies and procedures are designed to give reasonable assurance that transactions are properly authorized, assets are safeguarded and financial records properly maintained to provide reliable information for the preparation of consolidated financial statements.

The consolidated financial statements have been further examined by the Board of Trustees and by its Audit and Risk Management Committee which meets regularly with the auditors and management to review the activities of each. The Audit and Risk Management Committee, which comprises of three independent Trustees, reports to the Board of Trustees.

Deloitte LLP, an independent firm of chartered accountants, has been engaged to audit the consolidated financial statements in accordance with Canadian generally accepted auditing standards and provide an independent auditors' opinion.

[signed]

**Sam Kalias**  
CHIEF EXECUTIVE OFFICER

[signed]

**Roberto A. Geremia**  
PRESIDENT

[signed]

**William Wong**  
CHIEF FINANCIAL OFFICER

February 21, 2019

# Independent Auditors' Report

To the Unitholders of Boardwalk Real Estate Investment Trust

## Opinion

We have audited the consolidated financial statements of Boardwalk Real Estate Investment Trust (the "Trust"), which comprise the consolidated statements of financial position as at December 31, 2018 and 2017, and the consolidated statements of comprehensive income, changes in unitholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Trust as at December 31, 2018 and 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

## Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Trust in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis
- The information, other than the consolidated financial statements and our auditor's report thereon, in the Annual Report.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

The Annual Report is expected to be made available to us after the date of the auditor's report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance.

## Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Trust's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Trust or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Trust's financial reporting process.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Trust's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Trust to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Nicole Torgrimson.

/s/ Deloitte LLP

Chartered Professional Accountants

Calgary, Alberta

February 21, 2019



# Consolidated Statements of Financial Position

(CDN \$ THOUSANDS)

As at	Note	Dec. 31, 2018	Dec. 31, 2017
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investment properties	4	\$ 5,943,969	\$ 5,688,125
Property, plant and equipment	5	31,463	30,221
Equity accounted investments	6	19,724	-
Investment in private technology venture fund	7	652	-
Mortgage receivable	8	6,877	38,280
Deferred tax assets	18	64	74
		<b>6,002,749</b>	<b>5,756,700</b>
<b>Current assets</b>			
Inventories	9	9,994	14,870
Prepaid assets	10	9,163	7,824
Mortgage receivable	8	31,596	-
Trade and other receivables	11	8,213	5,218
Segregated tenants' security deposits	12	9,290	9,629
Cash and cash equivalents	13	38,086	70,834
		<b>106,342</b>	<b>108,375</b>
<b>Total Assets</b>		<b>\$ 6,109,091</b>	<b>\$ 5,865,075</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Mortgages payable	14	\$ 2,130,590	\$ 2,334,035
LP Class B Units	15	169,200	192,828
Deferred unit-based compensation	16	2,419	2,856
Deferred tax liabilities	18	68	55
Deferred government grant	19	5,263	5,641
		<b>2,307,540</b>	<b>2,535,415</b>
<b>Current liabilities</b>			
Mortgages payable	14	588,605	259,945
Deferred unit-based compensation	16	1,586	1,724
Deferred government grant	19	378	378
Refundable tenants' security deposits		12,030	12,346
Trade and other payables	17	72,267	77,660
		<b>674,866</b>	<b>352,053</b>
<b>Total Liabilities</b>		<b>2,982,406</b>	<b>2,887,468</b>
<b>Equity</b>			
Unitholders' equity	20	3,126,685	2,977,607
<b>Total Equity</b>		<b>3,126,685</b>	<b>2,977,607</b>
<b>Total Liabilities and Equity</b>		<b>\$ 6,109,091</b>	<b>\$ 5,865,075</b>

See accompanying notes to these consolidated financial statements

On behalf of the Trust:

[signed]

Sam Koliass  
TRUSTEE

[signed]

Gary Goodman  
TRUSTEE

# Consolidated Statements of Comprehensive Income

(CDN \$ THOUSANDS)

	Note	Year Ended Dec. 31, 2018	Year Ended Dec. 31, 2017
<b>Rental revenue</b>	21	\$ 427,998	\$ 416,504
Ancillary rental income	22	6,618	6,422
<b>Total rental revenue</b>		<b>434,616</b>	422,926
<b>Rental expenses</b>			
Operating expenses		114,990	113,986
Utilities		47,628	47,967
Property taxes		45,966	44,890
<b>Net operating income</b>		<b>226,032</b>	216,083
Financing costs	23	80,586	85,763
Administration		37,813	33,402
Depreciation	24	6,754	5,586
<b>Profit before the undemoted</b>		<b>100,879</b>	91,332
Proceeds on insurance settlement	25	-	3,162
Loss on sale of assets	26	(27)	(1,678)
Fair value gains (losses)	27	92,371	(35,418)
<b>Profit before income tax</b>		<b>193,223</b>	57,398
Income tax expense	18	(23)	(140)
<b>Profit for the year</b>		<b>193,200</b>	57,258
Other comprehensive income		-	-
<b>Total comprehensive income</b>		<b>\$ 193,200</b>	\$ 57,258

See accompanying notes to these consolidated financial statements

# Consolidated Statements of Changes in Unitholders' Equity

(CDN \$ THOUSANDS)

	Trust Units	Cumulative Profit	Cumulative Distributions to Unitholders	Retained Earnings	Total Unitholders' Equity
Balance, December 31, 2016	\$ 191,743	\$ 4,067,520	\$ (1,237,944)	\$ 2,829,576	\$ 3,021,319
Units issued	3,199	-	-	-	3,199
Profit for the year	-	57,258	-	57,258	57,258
Total comprehensive income for the year	-	57,258	-	57,258	57,258
Distributions declared to Unitholders	-	-	(104,169)	(104,169)	(104,169)
Balance, December 31, 2017	\$ 194,942	\$ 4,124,778	\$ (1,342,113)	\$ 2,782,665	\$ 2,977,607
Units issued	2,275	-	-	-	2,275
Profit for the year	-	193,200	-	193,200	193,200
Total comprehensive income for the year	-	193,200	-	193,200	193,200
Distributions declared to Unitholders	-	-	(46,397)	(46,397)	(46,397)
<b>Balance, December 31, 2018</b>	<b>\$ 197,217</b>	<b>\$ 4,317,978</b>	<b>\$(1,388,510)</b>	<b>\$ 2,929,468</b>	<b>\$ 3,126,685</b>

See accompanying notes to these consolidated financial statements

# Consolidated Statements of Cash Flows

(CDN \$ THOUSANDS)

	Note	Year Ended Dec. 31, 2018	Year Ended Dec. 31, 2017
<b>Operating activities</b>			
Profit for the year		\$ 193,200	\$ 57,258
Loss on sale of assets	26	27	1,678
Financing costs	23	80,586	85,763
Interest paid		(74,328)	(79,907)
Fair value (gains) losses	27	(92,371)	35,418
Income tax expense	18	23	140
Income tax paid		-	-
Amortization of mortgage receivable discount		-	(10)
Government grant amortization	19	(378)	(378)
Depreciation	24	6,754	5,586
		<b>113,513</b>	105,548
Net change in operating working capital	35	(6,209)	(3,485)
		<b>107,304</b>	102,063
<b>Investing activities</b>			
Purchase of investment properties	4	(66,767)	-
Improvements to investment properties	4	(117,914)	(190,203)
Development of investment properties	4	(18,884)	(17,888)
Additions to property, plant and equipment	5	(8,008)	(11,728)
Net cash proceeds from sale of investment properties	26	15,863	8,232
Capital contribution in equity accounted investments	6	(9,862)	-
Capital contribution in private technology venture fund	7	(652)	-
Net change in investing working capital	35	(1,102)	9,418
		<b>(207,326)</b>	(202,169)
<b>Financing activities</b>			
Distributions paid	35	(51,216)	(104,155)
Proceeds from mortgage financings		221,265	287,996
Mortgage payments upon refinancing		(29,271)	(32,538)
Scheduled mortgage principal repayments		(63,726)	(60,399)
Deferred financing costs incurred		(9,573)	(18,990)
Net change in financing working capital	35	(205)	(76)
		<b>67,274</b>	71,838
Net decrease in cash		<b>(32,748)</b>	(28,268)
Cash and cash equivalents, beginning of year		70,834	99,102
<b>Cash and cash equivalents, end of year</b>	13	<b>\$ 38,086</b>	\$ 70,834

See accompanying notes to these consolidated financial statements

# Notes to the Consolidated Financial Statements

For the Years Ended, December 31, 2018 and 2017

*(Tabular amounts in Cdn \$ thousands, except number of units and per unit amounts UNLESS OTHERWISE STATED).*

## Note 1: Organization of the Trust

Boardwalk Real Estate Investment Trust ("Boardwalk REIT" or the "Trust" or the "Entity") is an unincorporated, open-ended real estate investment trust created pursuant to the Declaration of Trust ("DOT"), dated January 9, 2004, and as amended and restated on various dates between May 3, 2004 and May 15, 2018, under the laws of the Province of Alberta. Boardwalk REIT was created to invest in multi-family residential investment properties or similar interests, initially through the acquisition of the assets and operations of Boardwalk Equities Inc. (the "Corporation"), which was acquired on May 3, 2004. Boardwalk REIT Trust Units are listed on the Toronto Stock Exchange under the symbol 'BEI.UN'. The registered office of the Trust and its head office operations are located at First West Place, Suite 200, 1501 1st Street SW, Calgary, Alberta, T2R 0W1.

## Note 2: Significant Accounting Policies

### (a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

### (b) Basis of Presentation

The Trust's consolidated financial statements have been prepared on the historical cost basis, except for investment properties and certain financial instruments that are measured at fair value, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets. These consolidated financial statements were prepared on a going concern basis and have been presented in Canadian dollars rounded to the nearest thousand. The accounting policies set out below have been applied consistently in all material respects. Standards and guidelines not effective for the current accounting period are described in NOTE 3.

### (c) Basis of Consolidation

These consolidated financial statements include the accounts of the Trust and its consolidated subsidiaries (see NOTE 33), which are the entities over which Boardwalk REIT has control. Control is achieved when the entity has power over the investee; is exposed, or has rights, to variable returns from its involvement with the investee; and, has the ability to use its power to affect its returns. The Trust reassesses whether or not it controls an investee if facts, circumstances and events indicate that there are changes to one or more of the three elements of control listed above.

In accordance with IFRS 10 – Consolidated Financial Statements ("IFRS 10"), an entity can exercise control on a basis other than ownership of voting interests. When the Trust has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Trust considers all relevant facts and circumstances in assessing whether or not the Trust's voting rights in an investee are sufficient to give it power. These facts and circumstances can include: the size of the Trust's holding of voting rights relative to the size and dispersion of holdings of the other vote holders; potential voting rights held by the Trust, other vote holders or other parties; rights arising from contractual arrangements; and, any other additional facts or circumstances.

Currently, the Trust has control over all of the subsidiaries reported in the consolidated financial statements (either directly or indirectly) and non-controlling interests either do not exist or are immaterial for the Trust at this time. All intra-group transactions, balances, revenues and expenses eliminate on consolidation.

#### (d) Interest in Joint Operations

In accordance with IFRS 11 – Joint Arrangements (“IFRS 11”), a joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The Trust records only its share of the assets, liabilities, and share of the revenue and expenses of the joint operation. The assets, liabilities, revenue and expenses of joint operations are included within the respective line items of the consolidated statement of financial position and consolidated statement of comprehensive income.

#### (e) Interest in Associates and Joint Ventures

In accordance with International Accounting Standard (“IAS”) 28 – Investments in associates and joint ventures (“IAS 28”), an associate is defined as an entity over which the investor has significant influence, however the investor does not have control or joint control. Significant influence arises when an entity holds, directly or indirectly, 20% or more of the voting power of the investee. Significant influence is usually evidenced by representation on the board of directors or equivalent of the investee, participation in policy-making processes, material transactions between the entity and its investee, interchange of managerial personnel or provision of essential technical information.

In accordance with IFRS 11, a joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture.

Investments in associates and joint ventures are accounted for using the equity method. Under the equity method, the investment is initially recorded at cost, and the carrying amount is increased or decreased to recognize the investor’s share of profit or loss of the investee after the date of acquisition. The Trust’s share of the investee’s profit or loss is recognized in the Trust’s profit or loss. Distributions received from an investee reduce the carrying amount of the investment.

#### (f) Investment Properties

Investment properties consist of multi-family residential properties held to earn rental income and properties being constructed or developed for future use to earn rental income, and include interests held under long-term operating land leases. Investment properties are measured initially at cost (which is equivalent to fair value). Cost includes all amounts relating to the acquisition (excluding transaction costs related to a business combination as outlined in NOTE 2(ii)) and improvement of the properties. All costs associated with upgrading and extending the economic life of the existing facilities, other than ordinary repairs and maintenance, are capitalized to investment property. Included in these costs are internal amounts that are directly attributable to a specific investment property, which are capitalized to the extent that they upgrade or extend the economic life of the asset.

Subsequent to initial recognition, investment properties are recorded at fair value, in accordance with IAS 40 – Investment Property (“IAS 40”). Fair value is determined based on a combination of internal and external processes and valuation techniques. Gains or losses arising from differences between current period fair value and the sum of previously measured fair value and capitalized costs as described above are recorded in profit or loss in the period in which they arise.

Properties owned by the Trust where a significant portion of the property is used for administrative purposes by the Trust are considered “Property, Plant and Equipment” and, therefore, fall within the scope of IAS 16 – Property, Plant and Equipment (“IAS 16”) and are recorded in accordance with that standard. Where part of a building is used for administrative purposes by the Trust, but this portion is considered insignificant, this space is included as part of Investment Property under IAS 40.

Investment properties are reclassified to “Assets Held for Sale” when the criteria set out in IFRS 5 – Non-Current Assets Held for Sale and Discontinued Operations (“IFRS 5”) are met (see NOTE 2(j)).

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Prior to its disposal, the carrying value of the investment property is adjusted to reflect its fair value as outlined in the purchase and sale agreement (as the purchase and sale agreement is the best evidence of fair value). This adjustment shall be recorded as a fair value gain or loss. Any remaining gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

Excess land represents land owned by the Trust located contiguous to land included as investment property. The Trust has the ability to develop additional multi-family residential buildings on this land or sell it separately from the Investment Property at a later date. Excess land is held for capital appreciation and, therefore, is treated as Investment Property and recorded in accordance with IAS 40 as outlined above. When determining the fair value of a project with excess land, the capitalization rate used in determining the value is adjusted accordingly.

### **(g) Properties Under Development**

Properties under development include new development on excess land density or acquired land, redevelopment or re-positioning of buildings the Trust currently owns that require substantial renovations and incomplete apartment units acquired from third parties that will take 12 months or longer to complete. The cost of land, if applicable, and buildings under development or redevelopment (consisting of development sites, density or intensification rights and related infrastructure) are specifically identifiable costs incurred in the period before construction is complete. Capitalized costs include pre-construction costs essential to the development or redevelopment of the property, construction costs, borrowing costs directly attributable to the development, real estate taxes and other costs incurred during the period of development or redevelopment. Additions to investment properties consist of costs of a capital nature and, in the case of properties under development and/or redevelopment, capitalized interest. Directly attributable borrowing costs are also capitalized on land or properties acquired specifically for development or redevelopment when activities necessary to prepare the asset for development or redevelopment are in progress in accordance with IAS 23 – Borrowing Costs (“IAS 23”). Where borrowings are associated with specific developments, the amount capitalized is the total cost incurred on those borrowings.

The capitalization of borrowing costs commences when the activities necessary to prepare an asset for development or redevelopment begins, and continues until the date that substantially all of the construction is complete and all necessary occupancy and related permits have been received, whether or not the space is leased. If the Trust is required, as a condition of a lease, to construct tenant improvements that enhance the value of the property, then capitalization of costs continues until such improvements are completed. Capitalization ceases if there is a prolonged period where development activity is interrupted.

Properties under active development are generally valued at market land values, if applicable, plus costs invested to date. Where significant leasing and construction is in place and the future income stream is reasonably determinable, the valuation methodology used is similar to that of revenue-producing properties, less estimates of future capital outlays, construction and development costs, to determine a net “as-is” market value. Development risks such as planning, zoning, licenses, and building permits are considered in the valuation process. Properties not under active development, such as land parcels held for future development, are valued based on comparable sales of land. Significant increases (decreases) in construction costs, cost escalation rates and estimated time to complete construction in isolation would result in a significantly lower (higher) fair value for properties under development.

### **(h) Property, Plant and Equipment**

Tangible assets that are held for use in the production or supply of goods and services, or for administrative purposes, and are expected to be used during more than one period, except when another accounting standard requires or permits a different accounting treatment, are recorded in accordance with IAS 16 using the cost model. IAS 16, therefore, excludes tangible assets that are accounted for in accordance with IAS 40 (see NOTE 2(f)) and IFRS 5 (see NOTE 2(j)).

In accordance with IAS 16, the cost model, after initial recognition of the property, plant and equipment, requires the tangible asset to be carried at its cost less accumulated depreciation and any accumulated impairment losses (see NOTE 2(k)). Depreciation is recognized in a manner that reflects the pattern in which the future economic benefits of the tangible asset are expected to be consumed and realized by the Trust. The amount of depreciation will be charged systematically to the consolidated statement of comprehensive income and is the cost less residual value of the asset over its useful economic life. IAS 16 also requires that the cost and useful economic life of each significant component of a tangible asset be determined based on the circumstances of each tangible asset. The method of depreciation, residual values and estimates of the useful economic life of a tangible asset, or other property, plant and equipment, are reviewed at each financial year-end and any changes are accounted for as a change in accounting estimate in accordance with IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors (“IAS 8”).

Property, Plant and Equipment (“PP&E”) is valued using the cost model under IAS 16. PP&E is categorized into the following classes and their respective useful economic life is used to calculate the amount of depreciation or amortization for each period. Categories of PP&E with the same or similar useful lives are included in the same class.

PP&E Class	PP&E Category (NOTE 5)	Useful Life / Depreciation Rate	Depreciation Method Used
Administrative building	Administrative building	40 years	Straight-line
Site equipment	Site equipment and other assets	15%	Declining balance
Automobiles	Site equipment and other assets	20%	Declining balance
Warehouse assets	Site equipment and other assets	10% to 20%	Declining balance
Corporate assets	Site equipment and other assets	10% to 20%	Declining balance
Computer hardware	Corporate technology assets	35%	Declining balance
Computer software*	Corporate technology assets	35%	Declining balance

\* In addition to the purchase of software from external sources, the Trust capitalizes certain programmers’ salaries related to internally developed software applications used in the normal course of operations of Boardwalk REIT. The programmers’ work is directly attributable to software development.

## (i) Business Combinations

In accordance with IFRS 3 – Business Combinations (“IFRS 3”), the acquisition of an asset or group of assets is recorded as a business combination if the assets acquired and the liabilities assumed constitute a business. A business is defined as an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or other economic benefit. Building and other asset acquisitions, which meet the above definition of a business, are recorded as business combinations and the acquisition method of accounting for these transactions is applied. Building and other asset acquisitions, which do not meet the above definition of a business, are recorded as an asset addition.

The acquisition method requires that an acquirer be identified, a specific acquisition date be determined (which is typically the date on which control changes), all identifiable assets and liabilities assumed, as well as any non-controlling interest in the acquiree, be recognized and measured, and any goodwill or gains from a bargain purchase price are recognized and measured at fair value, including contingent liabilities when these contingent considerations are part of the consideration being transferred. All acquisition costs associated with a transaction identified as a business combination are expensed as incurred.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree, and the fair value of the acquirer’s previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after the assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer’s previously held interest in the acquiree (if any), the excess is recognized immediately in profit as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity’s net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests’ proportionate share of the recognized amounts of the acquiree’s identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another IFRS.

When the consideration transferred by the Trust in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the “measurement period” (which cannot exceed one year from the acquisition date and is shorter than one year if all information is received) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as



equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with IAS 39 – Financial Instruments: Recognition and Measurement (“IAS 39”), or IAS 37 – Provisions, Contingent Liabilities and Contingent Assets (“IAS 37”), as appropriate, with the corresponding gain or loss being recognized in profit or loss in the consolidated statement of comprehensive income.

When a business combination is achieved in stages, the Trust’s previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Trust obtains control) and the resulting gain or loss, if any, is recognized in profit or loss in the consolidated statement of comprehensive (loss) income. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest was disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Trust reports provisional amounts for the items for which the accounting is incomplete. These provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

## **(j) Assets Held for Sale and Discontinued Operations**

### **(i) Assets (or disposal groups) held for sale**

Non-current assets and groups of assets and liabilities, which comprise disposal groups, are categorized as assets (or disposal groups) held for sale where the asset (or disposal group) is available for sale in its present condition, and the sale is highly probable. For this purpose, a sale is highly probable: (a) if management is committed to a plan to achieve the sale, (b) there is an active program to find a buyer, (c) the non-current asset (or disposal group) is being actively marketed at a reasonable price, (d) the sale is anticipated to be completed within one year from the date of classification, and (e) it is unlikely there will be changes to the plan. Where an asset (or disposal group) is acquired with a view to resale, it is classified as a non-current asset (or disposal group) held for sale if the disposal is expected to take place within one year of the acquisition and it is highly likely that the other conditions referred to above will be met within a short period following the acquisition. Retrospective application is not required; therefore, comparative figures will not be adjusted to reflect non-current assets held for sale. The gains or losses arising on a sale of assets (or disposal groups) that does not meet the definition of discontinued operations will be recognized as part of continuing operations, while the gains or losses arising on a sale of assets (or disposal groups) that meets the definition of discontinued operations will be reported as part of discontinued operations in the consolidated statement of comprehensive income.

### **(ii) Discontinued operations**

An asset or group of assets will be classified as a discontinued operation when it is a component of an entity that has either been disposed of or is classified as held for sale and represents a separate major line of business, it is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or it is a subsidiary acquired exclusively with a view to resell. Profits and gains or losses related to the disposal of discontinued operations are measured based on fair value less cost to sell or on the disposal of the assets (or disposal groups) and are presented in the consolidated financial statements on an after-tax basis in accordance with IFRS 5. In addition, retrospective application is required; therefore, comparative figures will be changed to reflect discontinued operations. As an individual building or a group of buildings in a non-core municipal region does not constitute a major line of business, these sales are not treated as discontinued operations.

## **(k) Impairment of Assets**

At the end of each reporting period, assets, other than those identified in the standard as not being applicable to IAS 36 – Impairment of Assets (“IAS 36”), such as investment properties recorded at fair value, are assessed for any indication of impairment. Should the indication of impairment exist, the recoverable amount (see below) of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Trust estimates the recoverable amount of the cash-generating unit to which the asset

belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is defined as the higher of an asset's "fair value less cost to sell" and its "value-in-use." In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimate of future cash flows have not been adjusted.

Where the carrying amount of an asset exceeds the recoverable amount determined, an impairment loss is recognized in the consolidated statement of comprehensive income. After the recognition of an impairment loss, the depreciation charge related to that asset is also revised for the adjusted carrying amount on a systematic basis over the remaining useful life of the asset. Should this impairment loss be determined to have reversed in a future period (with the exception of goodwill), a reversal of the impairment loss is recorded in profit or loss. However, the reversal of an impairment loss will not increase the carrying amount that would have been determined (net of amortization) had no impairment loss been recognized.

## (l) Inventories

Inventories are measured at the lower of cost and net realizable value. The costs of inventories comprise the purchase price, import duties and other taxes (other than those subsequently recoverable by the entity from the taxing authorities), and third-party transport, handling and other costs directly attributable to the acquisition of goods and materials, less any trade discounts, rebates and other similar items, using the first-in, first-out method of cost assignment. Net realizable value represents the estimated selling price for inventories less all estimated costs necessary to make the sale.

## (m) Taxation

For fiscal 2017 and 2018, Boardwalk REIT qualified as a "mutual fund trust" as defined under the Income Tax Act (Canada) (the "Tax Act") and as a Real Estate Investment Trust ("REIT") eligible for the 'REIT Exemption' in accordance with the rules affecting the tax treatment of publicly traded trusts. Accordingly, the Trust is not taxable on its income provided that all of its taxable income is distributed to its Unitholders. This exemption, however, does not extend to the corporate subsidiaries of Boardwalk REIT that are subject to income tax (NOTE 33 summarizes the Trust's subsidiaries, including its corporate subsidiaries).

### Current Tax

The tax currently payable, if any, is based on taxable profit for the year for certain corporate subsidiaries of the Trust. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Trust's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

### Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred income tax liabilities are generally recognized for all taxable temporary differences. Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that deductions, tax credits and tax losses can be utilized. The carrying amounts of deferred income tax assets are reviewed at each reporting date and reduced to the extent it is no longer probable that the income tax assets will be recovered. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability settled, based on tax rates and laws that have been enacted or substantively enacted at the reporting date. In addition, deferred income tax assets and liabilities are measured using the rate that is consistent with the expected manner of recovery (i.e. using the asset versus selling the asset). Where applicable, current and deferred income taxes relating to items recognized directly in equity or comprehensive income are also recognized directly in equity or comprehensive income, respectively.

## (n) Provisions

In accordance with IAS 37 – Provisions, Contingent Liabilities and Contingent Assets, a provision is a liability of uncertain timing or amount. Provisions are recognized when the entity has a present legal or constructive obligation as a result of past events and when it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a discounted rate that reflects current market assessment of the time value of money and the risks and uncertainties specific to the obligation. Provisions are re-measured at each reporting date using the current discount rate. The increase in the provision due to the passage of time is recognized as a financing cost.

## (o) Unit-based Payments

Equity-settled unit-based payments to employees and Trustees are measured at the fair value of the deferred unit at the grant date and expensed over the vesting period based on the Trust's estimate of the deferred units that will actually vest. At the end of each reporting period, the Trust revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss prospectively such that the cumulative expense reflects the revised estimate. In accordance with IAS 32 – Financial Instruments: Presentation ("IAS 32"), the deferred units are presented as a liability on the consolidated statement of financial position as the Trust is obliged to provide the holder with REIT Units once the deferred units vest. Under IFRS 9 – Financial Instruments ("IFRS 9"), the deferred units are classified as 'fair value through profit or loss' and are measured at each reporting period at fair value with changes in fair value recognized in the consolidated statement of comprehensive income. Fair value of the deferred units is calculated based on the observable market price of Boardwalk REIT's Trust Units.

## (p) Government Assistance and Grants

The Trust receives government assistance in order to complement and partially assist the Trust's initiatives in providing affordable housing to low income-earning individuals. Government grants are not recognized until there is reasonable assurance that the Trust will comply with the conditions attached to them and that the grants will be received. In accordance with IAS 20 – Accounting for Government Grants and Disclosure of Government Assistance ("IAS 20"), grant proceeds will be recognized in profit or loss on a systematic basis over the periods in which the Trust recognizes revenue or incurs expenses.

## (q) Revenue Recognition

### (i) Rental revenue

The Trust has retained substantially all of the risks and benefits of ownership of its investment properties, and, therefore, accounts for leases with its tenants as operating leases. Revenue recognition under a lease commences when the tenant has a right to use the leased asset. Generally, this occurs on lease inception date when the tenant occupies their leased space. Rental revenue is recognized systematically over the term of the lease, which is generally not more than twelve months. Any suite-specific incentives offered or initial direct costs incurred in negotiating and arranging an operating lease are also amortized over the term of the operating lease. Rental revenue is recorded based on the amount received or to be received in accordance with the operating lease.

Lease revenue earned directly from leasing the asset is recognized and measured in accordance with IAS 17 – Leases ("IAS 17"). In addition to revenue generated directly from the operating lease, rental revenue includes non-lease revenue earned from the tenant, which is recognized and measured under IFRS 15 – Revenue from Contracts with Customers ("IFRS 15"). Non-lease revenue includes parking revenue, other service revenue and fees, recovery of certain operating costs, including retirement services, and cable services (internet and television). These revenues are recognized when earned.

IFRS 15 requires revenue recognized from customer contracts (non-lease components) to be disclosed separately from its other sources of revenue (NOTE 21 and NOTE 36).

**(ii) Building sales**

The gain or loss from the sale of an investment property is recognized when title passes to the purchaser (control is transferred) upon closing at which time all or substantially all of the funds are receivable, or have been received, and the conditions of the sale have been completed.

**(iii) Interest income**

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Trust and the amount of income can be measured reliably. Interest income is accrued on a time basis when earned, by reference to the principal outstanding and at the effective interest rate applicable. Interest income is included in financing costs in the consolidated statement of comprehensive income.

**(iv) Ancillary rental income**

Ancillary rental income comprises revenue from coin laundry machines located on the Trust's existing building sites, and income received from telephone and cable providers and is recorded when earned.

**(v) Development management fees**

Boardwalk has interests in investment properties through joint operations whereby the Trust provides development management services to the co-owners. As the services are provided over a period of time, income is recognized on a straight-line basis, unless there is evidence that some other method would better reflect the pattern of performance.

**(r) Financial Instruments and Derivatives**

Financial instruments and derivatives are accounted for, presented, and disclosed in accordance with IFRS 7 – Financial Instruments: Disclosures ("IFRS 7"), IFRS 9 and IAS 32. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

**Financial Assets**

Financial assets are classified and measured on the basis of the Trust's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. As such, after initial recognition, financial assets are classified and measured based on three categories: (i) amortized cost, (ii) fair value through other comprehensive income ("FVTOCI") or (iii) fair value through profit and loss ("FVTPL"). The classification depends on the nature and purpose of the financial asset and is determined at the time of initial recognition. Financial assets are classified as at FVTPL when the financial asset either is held for trading or is designated as at FVTPL.

Financial assets categories are defined and measured as follows:

Classification	Definition	Measurement
Amortized cost	Debt instrument is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.	Measured at amortized cost using the effective interest rate method less any expected credit loss. <sup>(1) (2)</sup>
FVTOCI	Debt instrument is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.	Stated at fair value, with gains or losses arising on measurement recognized in other comprehensive income.
FVTPL	Financial assets that do not meet the criteria for being measured at amortized cost or FVTOCI are measured at FVTPL. Specifically, investments in equity instruments or debt instruments which do not meet the amortized cost or FVTOCI definitions.	Measured at fair value, with gains or losses recognized in profit or loss.

- (1) The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument or where appropriate, a shorter period, to the net carrying amount on initial recognition.
- (2) Financial assets, other than those at FVTPL, are required to use an expected credit loss impairment model. The expected credit loss model requires the Trust to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in the credit risk since initial recognition of the financial asset. It results in an allowance for credit losses being recorded on financial assets regardless of whether there has been an actual loss event.

Boardwalk REIT's financial assets are as follows:

Financial Asset	Classification and Measurement
Investment in private technology venture fund	FVTPL
Mortgage receivable	FVTPL
Trade and other receivables	Amortized cost
Segregated tenants' security deposits	Amortized cost
Cash and cash equivalents	Amortized cost

The Trust derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

### Financial Liabilities and Equity

Debt and equity instruments issued are classified either as financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Equity instruments issued by the Trust are recognized at the proceeds received, net of direct issue costs. Repurchase of Boardwalk REIT's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Trust's own equity instruments. Distributions paid on the Trust's equity instruments subsequent to, declared prior to, and with a record date at or prior to, the reporting date, are recorded as a liability.

Financial liabilities are classified and measured as either amortized costs or FVTPL. Financial liabilities categories are defined and measured as follows:

Classification	Definition	Measurement
FVTPL	<p>Classified as FVTPL when the financial liability is either held for trading or it is designated as at FVTPL as discussed below:</p> <p>Classified as held for trading if: it has been acquired principally for the purpose of repurchasing it in the near term; or, on initial recognition, it is part of a portfolio of identified financial instruments that the Trust manages together and has a recent actual pattern of short-term profit taking; or, it is a derivative that is not designated and effective as a hedging instrument.</p> <p>Classified as FVTPL upon initial recognition if: such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or the financial liability forms part of a group which is managed and its performance is evaluated on a fair value basis; or it forms part of a contract containing one or more embedded derivatives.</p>	<p>Stated at fair value, with gains or losses arising on measurement recognized in profit or loss.</p> <p>Stated at fair value, with gains or losses arising on measurement recognized in profit or loss.</p>
Amortized cost	All other liabilities.	Measured at amortized cost using the effective interest method. <sup>(1)</sup>

(1) The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or where appropriate, a shorter period, to the net carrying amount on initial recognition.

Boardwalk REIT's financial liabilities are as follows:

Financial Liability	Classification and Measurement
Mortgages payable	Amortized cost
LP Class B Units	FVTPL
Deferred unit-based compensation	FVTPL
Refundable tenants' security deposits	Amortized cost
Trade and other payables	Amortized cost

The Trust derecognizes a financial liability when, and only when, the Trust's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

## Derivatives

The Trust may enter into a variety of derivative financial instruments to manage its exposure to interest rate risks, including interest rate swaps and bond forward contracts. Further details of derivative financial instruments are disclosed in NOTE 31. Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently measured at their fair value at the end of each reporting period. The resulting gain or loss is recognized in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which case the timing of the recognition in profit or loss depends on the nature of the hedge relationship. Derivatives embedded in host contracts are

treated as separate derivatives when their risks and characteristics are not closely related to the host contracts and the host contracts are not measured at FVTPL. For the years ended December 31, 2018 and 2017, the Trust had no embedded derivatives requiring separate recognition.

### **(s) Cash and Cash Equivalents**

Cash is comprised of bank balances, interest-earning bank accounts and term deposits with maturities of 90 days or less.

### **(t) Critical Judgment in Applying Accounting Policies**

The following are the critical judgments, apart from those involving estimations (see NOTE 2(u) below), that have been made in applying the Trust's accounting policies and that have the most significant effect on the reported amounts in the consolidated financial statements:

#### **(i) Income taxes**

The Trust applies judgment in determining the tax rates applicable to its corporate subsidiaries and identifying the temporary differences in each of such legal subsidiaries in respect of which deferred income taxes are recognized. Deferred taxes related to temporary differences arising from its corporate subsidiaries are measured based on the tax rates that are expected to apply in the year when the asset is realized or the liability is settled. Temporary differences are differences that are expected to reverse in the future and arise from differences between accounting and tax asset values.

#### **(ii) Leases**

The Trust's revenue recognition policy related to leases is described in NOTE 2(q)(i). The Trust makes judgments in determining whether certain leases, in particular tenant leases, as well as leased warehouse space and long-term land leases, which are considered leases under IFRS, where the Trust is the lessor, are operating or finance leases. The Trust has determined that all of its leases are operating leases.

#### **(iii) Investment property and internal capital program**

The Trust's accounting policy relating to investment property is described in NOTE 2(f) above. In applying this policy, judgment is applied in determining the extent and frequency of utilizing independent, third-party appraisals to measure the fair value of the Trust's investment property. Additionally, judgment is applied in determining the appropriate classes of investment properties in order to measure fair value. The Trust also undertakes internal capital improvements and upgrades. Such work is specifically identified, and the Trust applies judgment in the estimated amount of directly attributable on-site wages to be allocated to capital improvements and upgrades of its real estate assets.

#### **(iv) Financial instruments**

The Trust's accounting policies relating to financial instruments are described in NOTE 2(r). Critical judgments inherent in these policies related to applying the criteria set out in IFRS 9 to designate financial instruments into categories (i.e. FVTPL, etc.), assess the effectiveness of hedging relationships (for the Trust's cash flow hedges) and determine the identification of embedded derivatives, if any, in certain hybrid instruments that are subject to fair value measurement.

#### **(v) Basis of consolidation**

The consolidated financial statements of the Trust include the accounts of Boardwalk REIT and its wholly-owned subsidiaries, as well as entities over which the Trust exercises control on a basis other than ownership of voting interest within the scope of IFRS 10. Judgment is applied in determining if an entity meets the criteria of control as defined in the accounting standard.

#### **(vi) Interest in joint operations, associates and joint ventures**

When determining the appropriate basis of accounting for the Trust's investees, the Trust makes judgement about the degree of influence that Boardwalk REIT exerts directly or through an arrangement over the investee's relevant activities. This may include the ability to elect investee directors, appoint management or influence key decisions. Judgement is also required in determining whether or not an arrangement is a joint operation or joint venture.

**(vii) Deferred unit-based compensation**

The Trust applies judgment in determining the best available estimate of the number of deferred units that are expected to vest at each reporting period.

**(u) Key Accounting Estimates and Assumptions**

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. Actual results could differ from estimates.

**(i) Investment properties**

The choice of valuation method for fair valuing and the critical estimates and assumptions underlying the fair value determination of investment properties are set out in NOTE 4. Significant estimates used in determining the fair value of the Trust's investment properties includes capitalization rates and net operating income (which is influenced by market inflation rates, vacancy rates and standard costs) used in the overall capitalization rate valuation method as well as discount rates and forecasted cash flows used in the discounted cash flow valuation method. A change to any one of these inputs could significantly alter the fair value of an investment property. Please refer to NOTE 4 for sensitivity analysis.

**(ii) Property, plant and equipment**

The useful economic life of property, plant and equipment for the purposes of calculating depreciation and amortization, as disclosed in NOTE 5, and forecasts of economic factors to determine recoverable amounts for the purpose of determining any impairment of assets, are based on data and information from various sources including industry practice and entity specific history.

**(iii) Internal capital program**

The Trust's internal capital program is based on internal allocations, including parts, supplies and on-site wages identified as part of a specific upgrade or capital improvement. Elements included under the internal capital program are capitalized to investment properties.

**(iv) Utility accrual**

The amount of utility accrual for charges related to the current or prior year is based on estimates of usage and price for the time period in which invoices have not been received from the utility providers.

**(v) Deferred unit-based compensation plan**

The compensation costs relating to the deferred unit plan are based on estimates of how many deferred units will actually vest and be exercised.

**(vi) Deferred taxes**

The amount of the temporary differences between the accounting carrying value of the Trust's assets and liabilities held in various corporate subsidiaries versus the tax bases of those assets and liabilities and the tax rates at which the differences will be realized are outlined in NOTE 18.



## Note 3: Application of New and Revised IFRSs and Future Accounting Policies

### (a) Application of New and Revised IFRS Standards

In the current year, the Trust has applied a number of new and revised IFRSs issued by the IASB, and incorporated in the Chartered Professional Accountants of Canada Handbook. The following highlights these changes and the effect, if any, on the Trust's consolidated financial statements.

Standard	Details of Amendment	Impact
IFRS 9 – Financial Instruments (“IFRS 9”)	<p>IFRS 9 replaced the existing guidance in IAS 39. IFRS 9 includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets, and the new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from IAS 39.</p> <p>IFRS 9 is effective for annual reporting periods beginning on or after January 1, 2018, with early adoption permitted.</p>	<p>With the adoption of IFRS 9, the Trust's mortgage receivable (NOTE 8), which was previously carried at amortized cost using the effective interest rate method, is classified at fair value through profit or loss.</p> <p>There was no significant impact on other financial assets and financial liabilities. The resulting classification and measurement is summarized in NOTE 2(r).</p>
IFRS 15 – Revenue from Contracts with Customers (“IFRS 15”)	<p>IFRS 15 establishes a comprehensive framework for determining whether, how much, and when revenue is recognized. It replaces existing revenue recognition guidance, including IAS 18 – Revenue (“IAS 18”), IAS 11 – Construction Contracts and IFRIC 13 – Customer Loyalty Programmes.</p>	<p>The application of this standard did not impact the Trust's revenue recognition or measurement. The Trust evaluated its revenue sources, recognizing that its lease arrangements needed to be separated into lease components and non-lease components. Lease components continue to be accounted for under IAS 17 – Leases while non-lease components are accounted for under IFRS 15.</p> <p>IFRS 15 requires revenue recognized from customer contracts (non-lease components) to be disclosed separately from its other sources of revenue (NOTE 21 and NOTE 36).</p>
Transfers of Investment Properties (amendments to IAS 40)	<p>Paragraph 57 of IAS 40 has been amended to state that an entity shall transfer a property to, or from, investment property when, and only when, there is evidence of a change in use. A change in use occurs if property meets, or ceases to meet, the definition of investment property. A change in management's intentions for the use of a property by itself does not constitute evidence of a change in use.</p>	<p>This amendment was applied prospectively on January 1, 2018 as there was no change in classification of any of the Trust's investment properties upon adopting this amendment. The Trust's current accounting policy is in accordance with this amendment therefore there was no impact on the consolidated financial statements.</p>

Standard	Details of Amendment	Impact
Classification and Measurement of Share-based Payment Transactions (Amendment to IFRS 2 – Share-based Payment (“IFRS 2”))	<p>The amendments made to IFRS 2 clarify the following items:</p> <ul style="list-style-type: none"> <li>• In estimating the fair value of a cash-settled share-based payment, the accounting for the effects of vesting and non-vesting conditions should follow the same approach as for equity-settled share-based payments.</li> <li>• Where tax law or regulation requires an entity to withhold a specified number of equity instruments equal to the monetary value of the employer’s tax obligation to meet the employer’s tax liability which is then remitted to the tax authority, such an arrangement should be classified as equity-settled in its entirety, provided that the share-based payment would have been classified as equity-settled had it not included the net settlement feature.</li> <li>• A modification of a share-based payment that changes the transaction from cash-settled to equity-settled should be accounted for as follows:               <ul style="list-style-type: none"> <li>◦ the original liability is derecognized;</li> <li>◦ the equity-settled share-based payment is recognized at the modification date fair value;</li> <li>◦ any difference in value should be recognized in profit or loss immediately.</li> </ul> </li> </ul>	<p>The Trust has assessed these amendments and there was no impact on its consolidated financial statements.</p>

**(b) Future Accounting Policies**

The following accounting standards under IFRS have been issued or revised; however, they are not yet effective, and, as such, have not been applied to these consolidated financial statements:

New or Amended Standards	Summary of Requirements	Possible Impact on Consolidated Financial Statements
IFRS 16 – Leases (“IFRS 16”)	<p>IFRS 16 supersedes IAS 17 – Leases and has been established to increase the transparency of lease obligations reported on an entity’s financial report. Under this new standard, entities may be required to report more of their previously disclosed off balance sheet leases on the face of the balance sheet. The standard also provides guidance on the calculation and presentation of the lease obligations.</p> <p>IFRS 16 is effective for annual reporting periods beginning on or after January 1, 2019, with early adoption permitted, only if the entity also applies IFRS 15.</p>	<p>The Trust has completed its assessment of this standard.</p> <p>Consistent with IAS 17, leases with tenants will be accounted for as operating leases in the same manner they are currently being reported.</p> <p>The Trust has Investment Properties located on land which is leased. Currently, these lease payments are expensed. It is expected that under the new lease standard, a right-of-use asset addition to Investment Property and a lease obligation liability will be recorded along with the corresponding financing charges.</p> <p>The Trust has warehouse and office spaces, which are under lease agreements. Currently, the payments related to these leases (rent and operating cost recoveries) are expensed. It is expected that under the new lease standard, a right-of-use asset addition to property, plant &amp; equipment and a lease obligation will be recorded along with the corresponding financing charges.</p> <p>The Trust has less significant leased assets, which it is evaluating in the context of this standard. Such assets will likely meet the recognition exemption criteria outlined in the Standard. If the criteria is met, the accounting treatment will remain the same as the current treatment; if not exempted, these assets and lease obligations will be recorded.</p> <p>With the adoption of this Standard, the Trust expects an increase in net operating income due to a decrease in operating expenses. In fiscal 2019, profit and total comprehensive income will likely decrease due to a decrease in fair value gains (losses).</p> <p>The Trust has evaluated its technology requirements to track lease payments and has the necessary technology for adoption of this Standard.</p>

New or Amended Standards	Summary of Requirements	Possible Impact on Consolidated Financial Statements
Amendments to IAS 28 Long-term Interests in Associates and Joint Ventures	The amendment clarifies that IFRS 9, including its impairment requirements, applies to long-term interests. Furthermore in applying IFRS 9 to a long-term interests, an entity does not take into account adjustments to their carrying amount required by IAS 28 (i.e. adjustments to the carrying amount of long-term interest arising from the allocation of losses of the investee or assessment of impairment in accordance with IAS 28).	The Trust is assessing the potential impact but does not expect any significant impact.
<b>2015-2017 Cycle</b>		
IAS 12 – Income taxes	The amendments clarify that an entity should recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized the transaction that generated the distributable profits.	The Trust does not expect this amendment to have a material impact on its consolidated financial statements.
IAS 23 – Borrowing Costs	The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings.	The Trust does not expect this amendment to have a material impact on its consolidated financial statements.
IFRS 3 – Business Combinations	The amendments to IFRS 3 clarify that when an entity obtains control of a business that is a joint operation, the entity applies the requirements for a business combination achieved in stages, including remeasuring its previously held interest in the joint operation at fair value.	The Trust does not expect this amendment to have a material impact on its consolidated financial statements.
IFRS 11 – Joint Arrangements	The amendments to IFRS 11 clarify that when a party that participates in, but does not have joint control of, a joint operation that is a business obtains joint control of such a joint operation, the entity does not remeasure its previously held interest in the joint operation.	The Trust does not expect this amendment to have a material impact on its consolidated financial statements.

### Annual Improvements to IFRSs 2015-2017 Cycle

Within the Annual Improvements to IFRSs 2015-2017 Cycle, there were amendments to standards with an effective date of January 1, 2019. As noted above, none of these standards are expected to have a significant impact on the Trust.

The following interpretations are not expected to have any impact on the Trust's consolidated financial statements:

- IFRS 17 – Insurance Contracts; and
- Amendments to IFRS 9 – Prepayment features with negative compensation.

## Note 4: Investment Properties

As at	Year Ended Dec. 31, 2018	Year Ended Dec. 31, 2017
Balance, beginning of year	\$ 5,688,125	\$ 5,612,568
Additions		
Building acquisitions	66,767	-
Building improvements (incl. internal capital program)	117,914	190,203
Development of investment properties	18,884	17,888
Dispositions	(15,878)	(71,648)
Fair value gains (losses), unrealized	68,157	(60,886)
Balance, end of year	\$ 5,943,969	\$ 5,688,125
Revenue producing properties	\$ 5,926,412	\$ 5,676,776
Properties under development <sup>(1)</sup>	17,557	11,349
Total	\$ 5,943,969	\$ 5,688,125

(1) On July 30, 2018, a 71-unit development project in Regina, Saskatchewan, with costs totaling \$12.7 million was transferred from development to revenue producing properties. On June 28, 2017, a 79-unit development project in Regina, Saskatchewan, with costs totaling \$12.9 million was transferred from development to revenue producing properties.

On November 27, 2018, the Trust closed on the purchase of four properties in Calgary, Alberta, totaling 299 units with a purchase price of \$66.5 million. The acquisition was funded with cash on hand.

On November 23, 2017, the Trust closed on its purchase of a 50% interest in a parcel of land in Calgary, Alberta. The Trust's purchase of its 50% interest totaled \$3.2 million and will be used as part of a joint venture agreement to develop a mixed-use tower. This acquisition has been included as development of investment properties. For the year ended December 31, 2018, the Trust incurred \$9.9 million on development costs for its 50% interest.

	Year Ended Dec. 31, 2018	Year Ended Dec. 31, 2017
Acquisitions		
Purchase price	\$ 66,500	\$ -
Transaction costs	267	-
Total cash paid	\$ 66,767	\$ -
Allocation of fair value to investment properties	\$ 66,767	\$ -
Multi-family units acquired	299	-

Please refer to NOTE 26 for details on the Trust's dispositions in fiscal 2018 and 2017.

Subsequent to initial recognition at cost, investment properties are recorded at fair value in accordance with IAS 40. Fair value is determined based on a combination of internal and external processes and valuation techniques. Fair value under IFRS is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Investment properties are valued on a highest and best use basis. For all of the Trust's investment properties, the current use is considered to be the highest and best use. For the year ended December 31, 2017, there has been no change to the valuation techniques.

In determining the appropriate classes of investment properties in order to determine the fair value measurement, the Trust has considered the nature, characteristics and risk of its properties. The classification of investment properties is based primarily on the geographical location of the asset, with the exception of properties situated on land leases. Below is a continuity schedule based on investment property classes:

	Year Ended December 31, 2018						
	Balance, Beginning of Year	Building Improvements (incl. Internal Capital Program)	Building Acquisitions	Development of Investment Properties	Dispositions	Fair Value Gains (losses)	Balance, End of Year
<b>Recurring measurements</b>							
<b>Investment properties</b>							
Calgary	\$ 1,278,638	\$ 27,711	\$ 66,767	\$ 10,229	\$ -	\$ 35,846	\$ 1,419,191
Edmonton	2,287,574	42,465	-	12	-	7,847	2,337,898
Other Alberta	286,761	8,029	-	-	-	16,390	311,180
Brampton	-	-	-	253	-	-	253
Kitchener	48,843	740	-	-	-	3,245	52,828
London	299,484	9,237	-	-	-	10,046	318,767
Montreal	113,995	2,672	-	-	-	(1,300)	115,367
Quebec City	188,404	4,033	-	-	-	33	192,470
Regina	324,515	7,488	-	8,390	(15,878)	(3,726)	320,789
Saskatoon	308,829	5,073	-	-	-	(8,013)	305,889
Land leases	551,082	10,466	-	-	-	7,789	569,337
<b>Total</b>	<b>\$ 5,688,125</b>	<b>\$ 117,914</b>	<b>\$ 66,767</b>	<b>\$ 18,884</b>	<b>\$ (15,878)</b>	<b>\$ 68,157</b>	<b>\$ 5,943,969</b>

	Year Ended December 31, 2017						
	Balance, Beginning of Year	Building Improvements (incl. Internal Capital Program)	Building Acquisitions	Development of Investment Properties	Dispositions	Fair Value Gains (losses)	Balance, End of Year
<b>Recurring measurements</b>							
<b>Investment properties</b>							
Calgary	\$ 1,251,968	\$ 50,502	\$ -	\$ 5,794	\$ -	\$ (29,626)	\$ 1,278,638
Edmonton	2,274,320	67,159	-	(4)	-	(53,901)	2,287,574
Other Alberta	280,536	17,410	-	-	-	(11,185)	286,761
Kitchener	38,160	2,063	-	-	-	8,620	48,843
London	231,709	9,994	-	-	-	57,781	299,484
Montreal	107,932	1,743	-	-	-	4,320	113,995
Quebec City	185,861	3,366	-	-	-	(823)	188,404
Regina	397,699	12,233	-	12,098	(71,648)	(25,867)	324,515
Saskatoon	321,450	11,640	-	-	-	(24,261)	308,829
Land leases	522,933	14,093	-	-	-	14,056	551,082
<b>Total</b>	<b>\$ 5,612,568</b>	<b>\$ 190,203</b>	<b>\$ -</b>	<b>\$ 17,888</b>	<b>\$ (71,648)</b>	<b>\$ (60,886)</b>	<b>\$ 5,688,125</b>

Investment properties measured at fair value in the statement of financial position are categorized by level according to the significance of the inputs used in making the measurements. The levels of inputs are defined as follows:

**Level 1 inputs:** Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

**Level 2 inputs:** Inputs other than quoted prices included within Level 1 that are observable for the asset or the liability, either directly or indirectly.

**Level 3 inputs:** Unobservable inputs for the asset or liability.

The Trust's policy is to recognize transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. As at December 31, 2018, all of the Trust's investment properties were Level 2 and Level 3 inputs. There were no transfers into or out of Level 3 fair value measurements for investment properties held as at December 31, 2018 and December 31, 2017.

External valuations were obtained from third-party external valuation professionals (the "Appraisers") based on a cross section of properties from different geographical locations and markets across the Trust's rental portfolio as determined by the Trust's management and approved by the Trust's Board of Trustees. The Appraisers are an independent valuation firm not related to the Trust and employ valuation professionals who are members of the Appraisal Institute of Canada and the Ordre des Évaluateurs Agréés du Québec who have appropriate qualifications and recent experience in the valuation of properties in the relevant locations. External appraisals were obtained as follows:

Date	Number of Properties	Aggregate Fair Value	Percentage of Portfolio as of That Date
December 31, 2018	5	\$ 563,150	8.5%
September 30, 2018	4	\$ 80,800	1.4%
June 30, 2018	4	\$ 135,882	2.3%
March 31, 2018	4	\$ 109,606	1.9%
December 31, 2017	5	\$ 575,360	10.1%
September 30, 2017	4	\$ 125,232	2.2%
June 30, 2017	5	\$ 152,681	2.7%
March 31, 2017	4	\$ 99,593	1.8%

The fair value of the remainder of the Trust's investment property portfolio was determined internally by the Trust using the same assumptions and valuation techniques used by the external valuation professionals. In addition to performing a valuation on a selection of the Trust's properties (and not performing a valuation on all of the Trust's properties) to corroborate the Trust's internal valuation, the Appraisers provided the Trust with a summary of the major assumptions and market data by city in order for the Trust to complete its internal valuations. This summary includes the Appraisers' estimates of Capitalization Rates for each region (city) as well as confirmation of the reasonableness of the assumptions used in determining stabilized net operating income used in calculating fair values.

The third-party valuation technique of the Trust's investment property portfolio primarily utilizes the "Overall Capitalization Rate" method. This method requires that a forecasted stabilized net operating income ("NOI") for each individual property be divided by a Capitalization Rate ("Cap Rate") to determine a property's fair value. NOI is calculated as a one-year income forecast based on rental income from current leases and key assumptions about rental income, vacancies and inflation rates, among other factors, less property operating costs. Fair value also considers any forecasted capital expenditures within the year to maintain the property in good condition. Given the short-term nature of residential leases (typically one year), revenue and costs are not discounted. A Capitalization Rate was also determined for each property based on market information related to the external sale of similar buildings within a similar geographic location. These factors were used to determine the fair value of investment properties at each reporting date.

Five of the Trust's properties: one in Calgary, one in Banff, one in Edmonton and two in Montreal, are subject to long-term land leases and similar arrangements in which the underlying land is owned by a third party and leased to the Trust. Under the terms of a typical land lease, the lessee must pay rent for the use of the land and is generally responsible for all costs and

expenses associated with the building and improvements, including taxes, utilities, insurance, maintenance, repairs and replacements in respect of all the leased premises. Unless the lease term is extended, the land together with all improvements made will revert to the owner of the land upon the expiration of the lease term. Due to the relatively short term remaining on one of the land leases in Montreal (with an expiry date of 2028), this property utilized the Discounted Cash Flow ("DCF") approach to derive the fair value. The DCF Method calculates the present value of the future cash flows over a specified time period to determine the fair value for each property at each reporting date. The most significant assumption using the DCF method is the discount rate applied over the term of the lease. The discount rate reflects the uncertainty regarding the renegotiation of the land lease payments and the ability to extend the land lease at the expiry date. Forecasted cash flows are reduced for contractual land lease payments during the term of the leases.

The key valuation metrics (and significant unobservable inputs in Level 3) for the Trust's investment properties are set out in the following tables:

As at	Dec. 31, 2018			Dec. 31, 2017		
	Capitalization Rate		Forecasted Total Standardized Net Operating Income	Capitalization Rate		Forecasted Total Standardized Net Operating Income
	Minimum	Maximum		Minimum	Maximum	
Calgary	4.50%	6.00%	\$ 69,104	4.50%	6.00%	\$ 63,390
Edmonton	5.00%	6.49%	123,324	5.00%	5.50%	120,518
Other Alberta	5.75%	7.25%	19,842	5.75%	7.25%	18,271
Kitchener	4.75%	4.75%	2,509	4.75%	4.75%	2,320
London	4.75%	5.00%	15,169	4.75%	5.00%	14,251
Montreal	4.75%	5.75%	5,828	4.75%	5.75%	5,788
Quebec City	5.25%	5.75%	10,468	5.25%	5.75%	10,250
Regina	5.65%	6.11%	19,087	5.65%	6.20%	19,127
Saskatoon	5.75%	6.00%	18,201	5.75%	6.00%	18,377
	4.50%	7.25%	\$ 283,532	4.50%	7.25%	\$ 272,292
<b>Land Lease</b>	4.50%	22.77%	\$ 29,197	4.50%	21.07%	\$ 28,100

The overall weighted average Capitalization Rates for fair valuing the Trust's investment properties at December 31, 2018 and 2017 was 5.28% and 5.29%, respectively.



The Overall Capitalization Rate method requires that a forecasted stabilized NOI be divided by a Cap Rate to determine a fair value. As such, fluctuations in both NOI and Cap Rates could significantly alter the fair value. Generally, an increase in stabilized NOI will result in an increase to the fair value of an investment property. An increase in capitalization rate will result in a decrease to the fair value of an investment property. When the capitalization rate is applied to NOI to calculate fair value, there is a significant impact as the lower the capitalization rate, the larger the impact. Below are tables that summarize the impact of changes in both the Cap Rates and NOI on the Trust's fair value of investment properties (excluding development):

As at December 31, 2018		Net Operating Income				
		-3%	-1%	As Forecasted	+1%	+3%
Capitalization Rate		\$ 303,347	\$ 309,602	\$ 312,729	\$ 315,857	\$ 322,111
-0.25%	5.03%	\$ 108,102	\$ 232,525	\$ 294,736	\$ 356,948	\$ 481,371
Cap Rate As Reported	5.28%	(177,792)	(59,264)	5,926,412	59,264	177,792
+0.25%	5.53%	(437,823)	(324,656)	(268,072)	(211,489)	(98,322)

As at December 31, 2017		Net Operating Income				
		-3%	-1%	As Forecasted	+1%	+3%
Capitalization Rate		\$ 291,380	\$ 297,388	\$ 300,392	\$ 303,396	\$ 309,404
-0.25%	5.04%	\$ 102,749	\$ 221,914	\$ 281,497	\$ 341,080	\$ 460,245
Cap Rate As Reported	5.29%	(170,303)	(56,768)	5,676,776	56,768	170,303
+0.25%	5.54%	(418,719)	(310,305)	(256,099)	(201,892)	(93,478)

Investment properties with a fair value of \$569.3 million (December 31, 2017 – \$551.1 million) are situated on land held under land leases.

Investment properties with a fair value of \$937.0 million (December 31, 2017 – \$948.3 million) are pledged as security against the Trust's committed revolving credit facility. Assets pledged as security for the committed revolving credit facility may also be pledged as security on a structured loan. In addition, investment properties with a fair value of \$5.7 billion (December 31, 2017 – \$5.4 billion) are pledged as security against the Trust's mortgages payable. As at December 31, 2018, there are no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements, except for the fixed-price contract in place for the construction of the new development project (amenities building) in Regina, Saskatchewan, the joint venture project to develop a mixed-use tower in Calgary, Alberta, and the joint venture project to develop two mixed-use towers in Brampton, Ontario (NOTE 6).

For the years ended December 31, 2018 and 2017, investment properties earned rental revenue (excluding ancillary rental income) of \$428.0 million and \$416.5 million, respectively. Direct operating expenses in relation to investment properties were \$208.6 million and \$206.8 million for the years ended December 31, 2018 and 2017, respectively.

## Note 5: Property, Plant and Equipment

The carrying amounts of PP&E were as follows:

As at	Dec. 31, 2018			Dec. 31, 2017		
	Cost	Accumulated Depreciation	Carrying Amount	Cost	Accumulated Depreciation	Carrying Amount
Administration building	\$ 6,537	\$ (3,572)	\$ 2,965	\$ 6,382	\$ (3,327)	\$ 3,055
Site equipment and other	52,501	(32,204)	20,297	49,641	(28,807)	20,834
Corporate technology assets	39,238	(31,037)	\$8,201	34,286	(27,954)	6,332
Total	\$ 98,276	\$ (66,813)	\$ 31,463	\$ 90,309	\$ (60,088)	\$ 30,221

The following table outlines a reconciliation of the carrying amount of PP&E as at December 31, 2018:

	Balance, Beginning of Year	Additions	Disposals	Depreciation	Balance, End of Year
Administration building	\$ 3,055	\$ 155	\$ -	\$ (245)	\$ 2,965
Site equipment and other	20,834	2,900	(11)	(3,426)	20,297
Corporate technology assets <sup>(1)</sup>	6,332	4,953	(1)	(3,083)	8,201
Total	\$ 30,221	\$ 8,008	\$ (12)	\$ (6,754)	\$ 31,463

(1) Included in computer software for the year ended December 31, 2018 was \$1.2 million of capitalized programmers' salaries related to the internally developed software applications used by the Trust in the normal course of its operations.

The following table outlines a reconciliation of the carrying amount of PP&E as at December 31, 2017:

	Balance, Beginning of Year	Additions	Disposals	Depreciation	Balance, End of Year
Administration building	\$ 3,107	\$ 196	\$ -	\$ (248)	\$ 3,055
Site equipment and other	17,722	6,489	(66)	(3,311)	20,834
Corporate technology assets <sup>(1)</sup>	3,318	5,043	(2)	(2,027)	6,332
Total	\$ 24,147	\$ 11,728	\$ (68)	\$ (5,586)	\$ 30,221

(1) Included in computer software for the year ended December 31, 2017 was \$1.1 million of capitalized programmers' salaries related to the internally developed software applications used by the Trust in the normal course of its operations.

## Note 6: Equity Accounted Investments

On December 19, 2018, the Trust contributed \$9.9 million into a limited partnership (with a general partner operating as "Redwalk Brampton Inc."). The Trust has committed to contribute an additional \$9.9 million, which is callable by the general partner at any time and as a result the Trust has a 50% interest in the partnership. The principal activity of the partnership is to develop and operate a mixed-use property in Brampton, Ontario. As at December 31, 2018, the partnership had the following assets and liabilities:

As at	Dec. 31, 2018	Dec. 31, 2017
Non-current assets	\$ 34,075	\$ -
Current assets <sup>(1)</sup>	19,838	-
Current liabilities	14,465	-

(1) Included in current assets is cash of \$9.9 million.

## Note 7: Investment in Private Technology Venture Fund

In fiscal 2018, the Trust contributed \$0.7 million into a private real estate technology venture fund. The Trust has committed to contribute an additional USD\$1.5 million. As a financial asset, this investment is being carried at fair value through profit and loss. As a December 31, 2018, the fair value was equivalent to the contributed capital.

## Note 8: Mortgage Receivable

As part of the disposition in 2017 outlined in NOTE 26, the Trust issued a vendor take back mortgage to the purchaser in the amount of \$38.8 million. The mortgage receivable requires monthly interest payments and has a maturity date of May 1, 2022. The principal amount of the mortgage must be reduced to \$7.2 million by December 13, 2019, the remainder is due and payable at maturity. The vendor take back mortgage is carried at fair value through profit and loss. The vendor take back mortgage was previously carried at amortized cost at December 31, 2017.

As at	Dec. 31, 2018		Dec. 31, 2017	
	Weighted Average Interest	Receivable Balance	Weighted Average Interest	Receivable Balance
Mortgage receivable				
Fixed rate	2.19%	\$ 38,473	2.19%	\$ 38,280
Total		\$ 38,473		\$ 38,280
Current		\$ 31,596		\$ -
Non-current		6,877		38,280
		\$ 38,473		\$ 38,280

## Note 9: Inventories

Inventories consists of parts and supplies and items such as baseboards, carpet and linoleum, which the Trust routinely uses in the maintenance and upgrading of its investment properties. These items are kept on hand so they are readily available for use. When items of inventory are used, they are expensed as part of maintenance expense or they are capitalized to investment properties, depending on the nature of the inventory used and whether or not the useful life of an asset has been extended as a result of its use. The Trust's inventories are as follows:

As at	Dec. 31, 2018	Dec. 31, 2017
Cabinets, appliances, baseboard, carpet, linoleum and other	\$ 9,994	\$ 14,870

## Note 10: Prepaid Assets

The major components of prepaid assets are as follows:

As at	Dec. 31, 2018	Dec. 31, 2017
Prepaid property taxes	\$ 874	\$ 870
Prepaid land leases	2,938	2,913
Prepaid expenses and other	5,351	4,041
	\$ 9,163	\$ 7,824

## Note 11: Trade and Other Receivables

Trade and other receivables consist mainly of mortgage holdbacks, refundable mortgage fees and amounts owed to Boardwalk REIT by tenants, insurers and revenue-sharing business partners and totaled \$8.2 million at December 31, 2018 (December 31, 2017 – \$5.2 million).

As at	Dec. 31, 2018	Dec. 31, 2017
Trade and other receivables	\$ 8,213	\$ 5,218
Mortgage holdbacks and refundable mortgage fees	-	-
	\$ 8,213	\$ 5,218

Refer to NOTE 32(b) for the Trust's exposure to credit risk in relation to its trade and other receivables and how the Trust accounts for past due balances.

## Note 12: Segregated Tenants' Security Deposits

Segregated tenants' security deposits are considered restricted cash as they are held in trust bank accounts and subject to the contingent rights of third parties. Restricted cash and deposits totaled \$9.3 million at December 31, 2018 and \$9.6 million at December 31, 2017.

## Note 13: Cash and Cash Equivalents

Cash and cash equivalents include bank indebtedness of \$1.9 million and term deposits with maturities of 90 days or less of \$40.0 million (December 31, 2017 – cash of \$20.8 million and term deposits of \$50.0 million).

## Note 14: Mortgages Payable

As at	Dec. 31, 2018		Dec. 31, 2017	
	Weighted Average Interest	Debt Balance	Weighted Average Interest	Debt Balance
Mortgages payable				
Fixed rate	2.65%	\$ 2,719,195	2.61%	\$ 2,593,980
Total		\$ 2,719,195		\$ 2,593,980
Current		\$ 588,605		\$ 259,945
Non-current		2,130,590		2,334,035
		\$ 2,719,195		\$ 2,593,980

Estimated future principal payments required to meet mortgage obligations as at December 31, 2018 are as follows:

	Secured By Investment Properties
12 months ending December 31, 2019	\$ 588,605
12 months ending December 31, 2020	335,648
12 months ending December 31, 2021	393,162
12 months ending December 31, 2022	443,573
12 months ending December 31, 2023	359,431
Subsequent	699,025
	2,819,444
Unamortized deferred financing costs	(100,249)
	\$ 2,719,195

Canada Mortgage and Housing Corporation ("CMHC") provides mortgage loan insurance in connection with mortgages made to Boardwalk REIT. In an agreement dated September 13, 2002, and as amended and restated on January 19, 2005 and April 25, 2006, the Trust agreed to provide certain financial information to CMHC and be subject to certain restrictive covenants, including limitation on additional debt, payment of distributions in respect of Unitholders' capital in the event of default, and maintenance of certain financial ratios. In the event of default, the Trust's total financial liability under this Agreement is limited to a one-time penalty payment of \$250,000 under a Letter of Credit issued in favor of CMHC.

During the years ended December 31, 2018 and 2017, the Trust had a committed revolving credit facility with a major financial institution. This credit facility is secured by a first or second mortgage charge on specific real estate assets. The maximum amount available varies with the value of pledged assets to a maximum not to exceed \$200 million and an available limit of \$200 million as at December 31, 2018 (December 31, 2017 – \$200 million). The credit facility requires monthly interest payments and is renewable annually subject to the mutual consent of the lender and the Trust. This credit facility currently has a maturity date of July 27, 2023. In the event the committed revolving credit facility is not extended, the drawn-down principal would be due on the maturity date of the credit agreement.

There was no amount outstanding at December 31, 2018 (December 31, 2017 – \$nil) under this facility, except for Letters of Credit (“LCs”) issued and outstanding. The LCs totaled \$0.3 million as at December 31, 2018 (December 31, 2017 – \$0.3 million). As such, approximately \$199.7 million was unused and available from this facility on December 31, 2018 (December 31, 2017 – \$199.7 million). The credit facility carries interest rates ranging from prime to prime plus 1.0% per annum and has no fixed terms of repayment. The covenants in relation to the credit facility are discussed in NOTE 32(d).

## Note 15: LP Class B Units

The LP Class B Units, as defined in NOTE 20, representing an aggregate fair value of \$169.2 million at December 31, 2018 (December 31, 2017 – \$192.8 million), are non-transferable, except under certain circumstances, but are exchangeable, on a one-for-one basis, into Boardwalk REIT Units at any time at the option of the holder. Prior to such exchange, distributions will be made on these exchangeable units in an amount equivalent to the distributions which would have been made had the units been exchanged for Boardwalk REIT Units. Each LP Class B Unit is accompanied by a Special Voting Unit, which entitles the holder to receive notice of, attend, and vote at all meetings of Unitholders. There is no value assigned to the Special Voting Units. The LP Class B Units have been classified as “FVTPL” financial liabilities in accordance with IFRS 9. Gains or losses resulting from changes in the fair value at each reporting date are recorded in the consolidated statement of comprehensive income and are included in NOTE 27.

As at December 31, 2018 and December 31, 2017, there were 4,475,000 LP Class B Units issued and outstanding.

## Note 16: Deferred Unit-based Compensation

Deferred unit-based compensation is comprised of the following:

As at	Dec. 31, 2018	Dec. 31, 2017
Current	\$ 1,586	\$ 1,724
Non-current	2,419	2,856
	<b>\$ 4,005</b>	<b>\$ 4,580</b>

The total of \$4.0 million represents the fair value of the underlying deferred units at December 31, 2018 (December 31, 2017 – \$4.6 million). These units have been classified as “FVTPL” financial liabilities in accordance with IFRS 9. Gains or losses resulting from changes in the fair value at each reporting date are recorded in the consolidated statement of comprehensive income and are included in NOTE 27.

### Details of the Deferred Unit-Compensation Plan:

During 2006, the Trust implemented a deferred unit-based compensation plan. The plan entitles Trustees and executives, at the participant’s option, to receive deferred units in consideration for trustee fees or a portion of executive cash bonuses, respectively, with the Trust matching the number of units received. The deferred units in consideration for trustee fees or a portion of executive cash bonuses vest immediately while the matching number of units received vest 50% on the third anniversary and 25% on each of the fourth and fifth anniversaries, subject to provisions for earlier vesting in certain events. The deferred units earn additional deferred units for the distributions that would otherwise have been paid on the deferred units (i.e. had they instead been issued as Trust Units on the date of grant). Once vested, participants are entitled to receive an equivalent number of Trust Units representing the vesting deferred units and the corresponding additional deferred units. Cash is granted for any fractional units. The deferred unit plan was approved by Unitholders on May 10, 2006 and amended on May 13, 2008 and 2009.

As at December 31, 2018 and 2017, the unexpired deferred units, in whole or in part, were granted as follows:

Deferred Units Granted in	Number	Grant Date	Expiry Date	Fair Value at Grant Date
2014	55,098	February, June & December 2014	February, June & December 2019	\$ 3,409
2015	55,236	February, June & December 2015	February, June & December 2020	3,094
2016	63,697	February, June & December 2016	February, June & December 2021	3,065
2017	34,858	June & December 2017	June & December 2022	1,614
2018	41,238	June & December 2018	June & December 2023	1,771
				\$ 12,953

The initial cost of the deferred unit-based transactions is determined, in accordance with IFRS 2 – Share-based Payments, as the fair value of the units on the grant date. The fair value of each unit granted is determined based on the weighted average observable closing market prices of Boardwalk REIT's Trusts Units ten trading days preceding the grant date. This initial cost of deferred units in consideration for trustee fees or a portion of executive cash bonuses is expensed immediately while the cost of the matching deferred units is generally expensed over the vesting period as follows, unless earlier vesting is triggered in certain events:

One third of the 50%, which vests in year 3, is recognized in each of years 1, 2 and 3.

One quarter of the 25%, which vests in year 4, is recognized in each of years 1, 2, 3 and 4.

One fifth of the 25%, which vests in year 5, is recognized in each of years 1, 2, 3, 4 and 5.

For the year ended December 31, 2018, total costs of \$2.1 million (December 31, 2017 – \$2.4 million) were recorded in expenses related to executive bonuses and trustee fees under the deferred unit plan.

The status of the outstanding deferred units was as follows:

	# of Units Outstanding	# of Units Vested
Balance, December 31, 2016	197,207	-
Deferred units granted	34,858	63,632
Additional deferred units earned on units	8,942	10,775
Deferred units converted to Trust Units or cash	(74,407)	(74,407)
Balance, December 31, 2017	166,600	-
Deferred units granted	41,238	45,112
Additional deferred units earned on units	4,009	8,838
Deferred units converted to Trust Units or cash	(53,950)	(53,950)
<b>Balance, December 31, 2018</b>	<b>157,897</b>	<b>-</b>

## Note 17: Trade and Other Payables

The components of the Trust's accounts payable and accrued liabilities are as follows:

As at	Dec. 31, 2018	Dec. 31, 2017
Trade payables and accrued liabilities	\$ 63,217	\$ 63,381
Distribution payable	4,242	9,527
Provisions	4,808	4,752
	\$ 72,267	\$ 77,660

As at December 31, 2018 and 2017, the Trust's most significant provision relates to vacation payable to its employees within each employee's individual employment agreement. The remaining provisions relate to insignificant legal claims arising from minor tenant injuries. As at December 31, 2018 and 2017, the Trust does not have any material contingent liabilities.

## Note 18: Income Taxes

### Current Income Tax

For the year ended December 31, 2018 and 2017, none of the Trust's corporate entities had current tax expense. As such, none of current income tax expense was recorded for the Trust's corporate entities for the year ended December 31, 2018 (December 31, 2017 – \$nil). All other corporate entities either have sufficient tax deductions to offset any taxable income or have operating losses from previous years to apply against any taxable income.

### Deferred Income Tax

For fiscal 2017 and 2018, Boardwalk REIT is a "mutual fund trust" as defined under the Income Tax Act (Canada) (the "Tax Act") and as a Real Estate Investment Trust ("REIT") is eligible for the "REIT Exemption" in accordance with the rules affecting the tax treatment of publicly traded trusts. Accordingly, the Trust is not taxable on its income provided all of its taxable income is distributed to its Unitholders. This exemption, however, does not extend to the corporate subsidiaries of Boardwalk REIT that are subject to income tax.

The sources of deferred tax balances and movements were as follows:

As at	Dec. 31, 2017	Recognized in Profit	Dec. 31, 2018
Deferred tax assets (liabilities) related to:			
Operating losses	\$ 74	\$ (10)	\$ 64
Differences in tax base and carrying amount, net, investment properties and PP&E for corporate entities	-	-	-
Other	(55)	(13)	(68)
<b>Net deferred tax assets (liabilities)</b>	\$ 19	\$ (23)	\$ (4)
Deferred tax assets	\$ 74	\$ (10)	\$ 64
Deferred tax liabilities	(55)	(13)	(68)
<b>Net deferred tax assets (liabilities)</b>	\$ 19	\$ (23)	\$ (4)

As at	Dec. 31, 2016	Recognized in Profit	Dec. 31, 2017
Deferred tax assets (liabilities) related to:			
Operating losses	\$ 164	\$ (90)	\$ 74
Differences in tax base and carrying amount, net, investment properties and PP&E for corporate entities	-	-	-
Other	(4)	(50)	(55)
<b>Net deferred tax assets (liabilities)</b>	\$ 160	\$ (140)	\$ 19
Deferred tax assets	\$ 164	\$ (90)	\$ 74
Deferred tax liabilities	(4)	(50)	(55)
<b>Net deferred tax assets (liabilities)</b>	\$ 160	\$ (140)	\$ 19

No current income taxes or deferred income taxes were recognized in equity, other than through profit or OCI, for the years ended December 31, 2018 and 2017.

As at December 31, 2018, wholly-owned Canadian corporate subsidiaries have deferred tax assets of \$0.1 million (December 31, 2017 – \$0.1 million) related to operating losses, which expire over the next fourteen to nineteen years. The Trust believes that the future income of these entities will be sufficient to utilize these deferred tax assets prior to their expiration.

The major components of income tax expense include the following:

	Year Ended Dec. 31, 2018	Year Ended Dec. 31, 2017
Current tax expense	\$ -	\$ -
Deferred tax expense	23	140
Total income tax expense	\$ 23	\$ 140

The income tax expense for the year can be reconciled to the accounting profit as follows:

	Year Ended Dec. 31, 2018	Year Ended Dec. 31, 2017
Profit before income tax expense	\$ 193,223	\$ 57,398
Remove profit from non-taxable entities	(150,828)	(14,559)
Accounting profit subject to tax	42,395	42,839
Deduct management fee charged to corporate entities	(41,984)	(42,125)
Taxable profit	411	714
Weighted average substantively enacted tax rate	26.80%	26.69%
Calculated income tax expense	110	191
Changes to other deferred tax liabilities	(87)	(51)
Total income tax expense	\$ 23	\$ 140

## Note 19: Deferred Government Grant

In December 2013, the Trust completed the construction of a 109-unit, four-storey, elevatored, wood frame building in the Southwest part of Calgary, Alberta (the "Project" or "Development"). The Development was constructed on excess land density the Trust currently had on a property known as 'Spruce Ridge'. In conjunction with this Development, the Trust applied for and received a government grant from the Province of Alberta totaling approximately \$7.5 million. In return for this grant, the Trust has agreed to provide 54 of the 109 units at rents to be 10% below the average market rates for Calgary ("affordable units") for a term of 20 years.

Since the \$7.5 million grant did not exceed 65% of the contracted construction costs of the Development, including land value, attributable to the affordable units, no amount of the grant required immediate repayment to the government. However, a portion of the grant is repayable to the Province of Alberta, in proportion to the years remaining in the 20-year term, if the agreement to provide affordable units terminates earlier.

In accordance with IAS 20 – Accounting for Government Grants and Disclosure of Government Assistance, this grant will be recognized in profit or loss on a systematic basis over the periods in which the Trust recognizes revenue from the 54 units classified as affordable units. For the year ended December 31, 2018, \$378,000 was recognized in profit under rental revenue for this grant (December 31, 2017 – \$378,000).

## Note 20: Unitholders' Equity

The Plan of Arrangement (the "Arrangement") converting the Corporation to a real estate investment trust was completed on May 3, 2004. Under the Arrangement, the former shareholders of the Corporation received Boardwalk REIT Units or Class B Limited Partnership Units ("LP Class B Units") of a controlled limited partnership of the Trust, Boardwalk REIT Limited Partnership. The interests in Boardwalk REIT are represented by two classes of units: a class described and designated as "REIT Units" and a class described and designated as "Special Voting Units". The LP Class B Units are classified as a financial liability and are discussed in NOTE 15.



## (a) REIT Units

REIT Units represent an undivided beneficial interest in Boardwalk REIT and in distributions made by Boardwalk REIT. The REIT Units are freely transferable, subject to applicable securities regulatory requirements. Each REIT Unit entitles the holder to one vote at all meetings of Unitholders. Except as set out under the redemption rights below, the REIT Units have no conversion, retraction, redemption or pre-emptive rights.

REIT Units are redeemable at any time, in whole or in part, on demand by the holders. Upon receipt by Boardwalk REIT of a written redemption notice and other documents that may be required, all rights to and under the REIT Units tendered for redemption shall be surrendered and the holder shall be entitled to receive a price per REIT Unit equal to the lesser of:

- i) 90% of the “market price” of the REIT Units on the principal market on which the REIT Units are quoted for trading during the 20-day period ending on the trading day prior to the day on which the REIT Units were surrendered to Boardwalk REIT for redemption; and,
- ii) 100% of the “closing market price” of the REIT Units on the principal market on which the REIT Units are quoted for trading on the redemption date.

The Declaration of Trust authorizes Boardwalk REIT to issue an unlimited number of Units for the consideration and on terms and conditions established by the Trustees without the approval of any Unitholders.

The Trust has the following capital securities outstanding:

As at	Dec. 31, 2018	Dec. 31, 2017
REIT Units outstanding, beginning of year	46,338,036	46,263,629
Units issued for vested deferred units	53,950	74,407
REIT Units outstanding, end of year	46,391,986	46,338,036

On a periodic basis, Boardwalk REIT will apply to the Toronto Stock Exchange (“TSX”) for approval of Normal Course Issuer Bids (the “Bids”). Pursuant to regulations of these Bids, Boardwalk REIT will receive approval to purchase and cancel a specified number of Trust Units, representing 10% of the public float of its Trust Units at the time of the TSX approval. The Bids will terminate on the earlier of the termination date or at such time as the purchases under the Bid are completed.

On June 29, 2016, Boardwalk REIT requested and received regulatory approval for a Bid (Boardwalk’s tenth Bid since its first Bid in August of 2007) which commenced on July 3, 2016 and terminated on July 2, 2017. The Bid allowed Boardwalk REIT to purchase and cancel up to 3,700,292 Trust Units.

On June 29, 2017, Boardwalk REIT requested and received regulatory approval for a Bid (Boardwalk’s eleventh Bid since its first Bid in August of 2007) which commenced on July 4, 2017 and terminated on July 3, 2018. The Bid allowed Boardwalk REIT to purchase and cancel up to 3,712,403 Trust Units.

For the year ended December 31, 2018, Boardwalk REIT did not purchase and cancel any Trust Units.

For the year ended December 31, 2017, Boardwalk REIT purchased and awarded 100 Trust Units at a cost of \$40.11 per Trust Unit as prizes under its customer loyalty program.

Since the Trust began utilizing normal course issuer bids in 2007, Boardwalk REIT has purchased and cancelled 6,421,647 Trust Units at a total purchase cost of \$271.9 million, or an average cost of \$42.34 per Trust Unit.

## (b) Special Voting Units

The Declaration of Trust provides for the issuance of an unlimited number of Special Voting Units that will be used to provide voting rights to holders of LP Class B Units or other securities that are, directly or indirectly, exchangeable for REIT Units. Each Special Voting Unit entitles the holder to the number of votes at any meeting of Unitholders, which is equal to the number of REIT Units that may be obtained upon surrender of the LP Class B Units or other securities to which the Special Voting Unit relates. The Special Voting Units do not entitle or give any rights to the holders to receive distributions or any amount upon liquidation, dissolution or winding-up of Boardwalk REIT.

In summary, the Trust has the following capital securities outstanding:

	<b>Units Outstanding Dec. 31, 2018</b>	<b>Monthly Distribution</b>	Units Outstanding Dec. 31, 2017	Monthly Distribution
Boardwalk REIT Units	<b>46,391,986</b>	<b>\$0.0834/unit</b>	46,338,036	\$0.1875/unit
Special Voting Units	<b>4,475,000</b>	<b>N/A</b>	4,475,000	N/A

Monthly distributions and special distributions are determined at the discretion of the Board of Trustees. The Board of Trustees declares distributions to be paid on, or about, the 15<sup>th</sup> of the month following the record date. Distributions to be paid on the Boardwalk REIT Units with a record date of January 31, 2019 (paid on February 15, 2019) totaled \$3.9 million (\$0.0834 per unit) and have not been included as a liability in the consolidated statement of financial position as at December 31, 2018.

### (c) Earnings Per Unit

	<b>Year Ended Dec. 31, 2018</b>	Year Ended Dec. 31, 2017
<b>Numerator – basic</b>		
Profit – basic	<b>\$ 193,200</b>	\$ 57,258
Distribution declared on LP Class B units	<b>4,479</b>	10,069
Gain on fair value adjustments on LP Class B Units	<b>(23,628)</b>	(24,881)
<b>Numerator – diluted</b>	<b>\$ 174,051</b>	\$ 42,446
<b>Denominator</b>		
Weighted average units outstanding – basic	<b>46,334,199</b>	46,295,727
Conversion of LP Class B units	<b>4,475,000</b>	4,475,000
Weighted average units outstanding – diluted	<b>50,809,199</b>	50,770,727
Earnings per unit		
– basic	<b>\$ 4.17</b>	\$ 1.24
– diluted	<b>\$ 3.43</b>	\$ 0.84

All dilutive elements were included in the calculation of diluted per unit amounts. For the year ended December 31, 2018, all items were dilutive and were included in the calculation of diluted earnings per unit. For the year ended December 31, 2017, all items were dilutive and were included in the calculation of diluted earnings per unit.

## Note 21: Rental Revenue

As lessor, the Trust leases residential rental properties under operating leases generally with a term of not more than 12 months and in many cases tenants lease rental space on a month-to-month basis. Rental incentives may be offered as part of a rental agreement and the costs associated with these incentives are amortized over the term of the lease and netted against residential rental revenue. As such, rental revenue represents all revenue earned from the Trust's operating leases and totaled \$428.0 million for the year ended December 31, 2018 (December 31, 2017 – \$416.5 million).

Rental revenue is comprised of the following:

	<b>12 Months Ended Dec. 31, 2018</b>	12 Months Ended Dec. 31, 2017
Lease revenue	<b>\$ 413,883</b>	\$ 402,794
Parking revenue	<b>7,019</b>	6,426
Recoveries (cable, retirement)	<b>5,315</b>	5,543
Other (fees)	<b>1,781</b>	1,741
Total	<b>\$ 427,998</b>	\$ 416,504

As at December 31, 2018, under its non-cancellable operating leases, Boardwalk REIT was entitled to the following minimum future payments:

	Within 12 Months	2 to 5 Years	Over 5 Years
Operating leases	\$ 233,088	\$ 15,164	\$ 701

## Note 22: Ancillary Rental Income

Ancillary rental income was comprised of the following:

	Year Ended Dec. 31, 2018	Year Ended Dec. 31, 2017
Revenue from coin laundry machines	\$ 4,406	\$ 4,349
Revenue from telephone and cable providers	2,212	2,073
Total	\$ 6,618	\$ 6,422

## Note 23: Financing Costs

Financing costs are comprised of interest on mortgages payable, distributions paid to the LP Class B Unitholders, other interest charges and the amortization of deferred financing costs. Financing costs are net of interest income earned. Financing costs total \$80.6 million for the year ended December 31, 2018 (December 31, 2017 – \$85.8 million) and can be summarized as follows:

	Year Ended Dec. 31, 2018	Year Ended Dec. 31, 2017
Interest on secured debt (mortgages payable)	\$ 71,088	\$ 70,366
Interest capitalized to properties under development	(590)	(226)
LP Class B unit distribution	4,479	10,069
Other interest charges	1,303	1,507
Interest income	(2,213)	(1,733)
Amortization of deferred financing costs	6,519	5,780
Total	\$ 80,586	\$ 85,763

For the year ended December 31, 2018, interest was capitalized to properties under development at a weighted average effective interest rate of 3.02% (December 31, 2017 – 2.72%).

## Note 24: Depreciation

The components of depreciation were as follows:

	Year Ended Dec. 31, 2018	Year Ended Dec. 31, 2017
Depreciation of property, plant and equipment	\$ 6,754	\$ 5,586
Total	\$ 6,754	\$ 5,586

## Note 25: Proceeds on Insurance Settlement

Proceeds realized on insurance settlement represent funds received from the Trust's insurance providers relating to two buildings, consisting of a total of 20 apartment units located in Regina, Saskatchewan, that were lost by fire (in 2014 and 2015), which the Trust is not planning to rebuild.

## Note 26: Loss on Sale of Assets and Net Cash Proceeds

On December 14, 2018, the Trust closed on the sale of 140 units in Regina, Saskatchewan, which forms part of the Saskatchewan geographical segment, for the sale price of \$15.9 million. The loss on sale of assets and net cash proceeds is outlined below.

On December 14, 2017, the Trust closed on the sale of 641 units in Regina, Saskatchewan, which forms part of the Saskatchewan geographical segment, for the sale price of \$71.6 million. The loss on sale of assets and net cash proceeds were as follows:

	Year Ended Dec. 31, 2018	Year Ended Dec. 31, 2017
Sales price	\$ 15,890	\$ 71,648
Costs of disposition	(27)	(1,678)
Net proceeds	15,863	69,970
Net book value <sup>(1)</sup>	15,890	71,648
Loss on sale of assets	\$ (27)	\$ (1,678)
Sales price	\$ 15,890	\$ 71,648
Mortgage receivable issued (NOTE 8)	-	(38,761)
Mortgage discharged on sale	-	(24,428)
Costs of disposition (cash only)	(27)	(227)
Net cash proceeds	\$ 15,863	\$ 8,232

(1) Net book value is comprised of both investment properties and PP&E. For the transaction on December 14, 2018, investments properties totaled \$15.878 million and PP&E \$0.012 million.

## Note 27: Fair Value Gains (Losses)

The components of fair value gains (losses) were as follows:

	Year Ended Dec. 31, 2018	Year Ended Dec. 31, 2017
Investment properties (NOTE 4)	\$ 68,157	\$ (60,886)
Financial assets designated as FVTPL		
Mortgage receivable	\$ 193	\$ -
Financial liabilities designated as FVTPL		
Deferred unit-based compensation	393	587
LP Class B Units	23,628	24,881
Total fair value gains (losses)	\$ 92,371	\$ (35,418)

## Note 28: Operating Leases

As lessee, the Trust has entered into various lease agreements as part of the normal course of its operations. The following represents the major type of leases the Trust maintains as lessee, all of which qualify as operating leases in accordance with IAS 17 – Leases (“IAS 17”):

### (i) Land leases

The Trust has entered into non-cancellable land leases for land related to five of its properties, which sit on land that is not owned by the Trust. Approximate remaining terms of the Trust’s land leases range from 6 to 77 years as at December 31, 2018. Two of the land leases provide for annual rent and one of the land leases provides for annual rent and additional rent based on rental revenue collected.

**(ii) Warehouse and office space leases**

The Trust has entered into lease agreements for warehouse and some office and data centre space it utilizes but does not own. All leasing arrangements related to warehouse space are for one to five years.

As at December 31, 2018, future minimum lease payments related to these leases were as follows:

	Within 12 Months	2 to 5 Years	Over 5 Years
Land leases	\$ 5,261	\$ 20,713	\$ 177,711
Warehouse and office space	1,253	3,650	8
Total future minimum lease payments	\$ 6,514	\$ 24,363	\$ 177,719

The Trust recognized lease expenses of \$7.5 million for the year ended December 31, 2018 (\$7.2 million for the year ended December 31, 2017).

**Note 29: Guarantees, Contingencies, Commitments and Other**

As discussed in NOTE 28 above, the Trust has five properties that are situated on land leases. One of the land leases situated in Montreal is set to expire in 2028. The Trust is actively seeking to either renew the term of this lease or purchase the freehold interest in the land prior to the expiry of the lease term. However, if the Trust cannot or chooses not to renew the lease, or buy the land, as the case may be, the net operating income and cash flow associated with the property would no longer contribute to Boardwalk's results of operations and could impact its ability to make distributions to Unitholders.

From time to time, the Trust enters into various physical supply contracts for energy commodities to hedge its own usage, which is summarized below:

**Natural Gas:**

Area	Usage Coverage	Term	Cost
Alberta	25%	November 1, 2014 to October 31, 2017	\$4.22/Gigajoule ("GJ")
Alberta	25%	November 1, 2016 to October 31, 2018	\$3.08/GJ
Alberta	25%	November 1, 2016 to October 31, 2019	\$3.17/GJ
Alberta	25%	November 1, 2017 to October 31, 2020	\$2.75/GJ
Alberta	25%	November 1, 2018 to October 31, 2023	\$2.08/GJ
Saskatchewan	50%	November 1, 2014 to October 31, 2017	\$4.53/GJ
Saskatchewan	61%	November 1, 2016 to October 31, 2018	\$3.19/GJ
Saskatchewan	34%	November 1, 2017 to October 31, 2020	\$2.84/GJ
Saskatchewan	66%	November 1, 2018 to October 31, 2022	\$2.56/GJ
Quebec	100%	May 1, 2018 to October 31, 2018	\$3.14/GJ
Quebec	75%	November 1, 2018 to October 31, 2021	\$3.40/GJ
Ontario and Quebec	50%	November 1, 2015 to October 31, 2017	\$2.93/GJ
Ontario	75%	November 1, 2018 to October 31, 2021	\$3.45/GJ

**Electrical:**

Area	Usage Coverage	Term	Cost
Southern Alberta	100%	October 1, 2010 to September 30, 2017	\$0.06/Kilowatt-hour ("kWh")
Southern Alberta	100%	October 1, 2017 to September 30, 2022	\$0.05/kWh
Northern Alberta	100%	October 1, 2015 to September 30, 2020	\$0.05/kWh

Boardwalk REIT, in the normal course of operations, will become subject to a variety of legal and other claims against the Trust, most of which are minor in nature. Management and the Trust's legal counsel evaluate all claims on their apparent merits, and accrue management's best estimate of the estimated costs to satisfy such claims. Management believes the outcome of claims of this nature at December 31, 2018, will not have a material impact on the Trust.

In the normal course of business, various agreements may be entered into that may contain features that meet the definition of a contingent liability in accordance with IFRS. With the sale of properties in Regina in 2017, mortgages totaling \$23.6 million were assumed by the purchaser. The mortgages, with a term maturity of May 1, 2022, have an indirect guarantee provided to the lender by the Trust until these mortgages are renewed or refinanced by the purchaser, whichever occurs sooner. With the BC Property Portfolio sale, mortgage balances totaling approximately \$62.0 million were assumed by the purchaser. One of the three mortgages, with a term maturity of October 1, 2022, and a mortgage balance of approximately \$21.2 million as at December 31, 2018, assumed by the purchaser has an indirect guarantee provided to the lender by the Trust until this mortgage is renewed or refinanced by the purchaser, whichever occurs sooner. With both guarantees, in the event of default by the purchaser, the Trust would be liable for the outstanding mortgage balance. These guarantees are considered contingent liabilities as payment of the amount will only occur if the purchaser defaults. If the purchaser does not default, the balance is not payable. Boardwalk REIT's maximum exposure at December 31, 2018, is approximately \$44.8 million (December 31, 2017 – \$46.0 million). In the event of default by the purchaser, Boardwalk REIT's recourse for recovery includes the sale of the respective building assets. Boardwalk REIT expects that the proceeds from the sale of the building assets will cover, and most likely exceed, the maximum potential liability associated with the amount being guaranteed. Therefore, at December 31, 2018 and 2017, no amounts have been recorded in the consolidated financial statements with respect to the above noted indirect guarantees.

### Note 30: Capital Management and Liquidity

The Trust defines capital resources as the aggregate of Unitholders' equity at market value, debt (both secured and unsecured), cash flows from operations, and amounts available under credit facilities net of cash on hand. The Trust's capital management framework is designed to maintain a level of capital that allows it to implement its business strategy while complying with investment and debt restrictions pursuant to Boardwalk REIT's DOT as well as existing debt covenants and continue building long-term Unitholder value while maintaining sufficient capital contingency. The main components of the Trust's capital allocation are reviewed on a regular basis by its Board of Trustees (the "Board") through its annual review of the Trust's strategic plan and budget, supplemented by periodic Board and Board Committee meetings. Capital adequacy is monitored by the Trust by assessing performance against the approved annual plan throughout the year, which is updated accordingly, and by monitoring adherence to investment and debt restrictions contained in the DOT and debt covenants. Boardwalk REIT's DOT, as amended, provides for a minimum interest coverage ratio of 1.5 to 1 calculated on the most recently completed four fiscal quarters. The DOT also defines interest expense to exclude distributions on the LP Class B Units, which under IFRS are considered financing charges.

The following table highlights Boardwalk REIT's interest service coverage ratio in accordance with the DOT:

As at	Dec. 31, 2018	Dec. 31, 2017
Net operating income	\$ 226,032	\$ 216,083
Administration expenses	(37,813)	(33,402)
Consolidated EBITDA <sup>(1)</sup> (12 months ended)	188,219	182,681
Consolidated interest expense (12 months ended)	70,179	70,140
Interest coverage ratio	2.68	2.60
Minimum threshold	1.50	1.50

(1) Earnings Before Interest, Taxes, Depreciation and Amortization.

The Trust employs a broad range of financing strategies to facilitate growth and manage financial risk. The Trust's objective is to reduce its weighted average cost of capital and improve Unitholder distributions through value enhancement initiatives and consistent monitoring of the balance between debt and equity financing. As at December 31, 2018, the Trust's weighted average cost of capital was calculated to be 3.47%.

The following schedule details the components of the Trust's capital and the related costs thereof:

As at	Dec. 31, 2018		Dec. 31, 2017	
	Cost of Capital <sup>(1)</sup>	Underlying Value <sup>(2)</sup>	Cost of Capital <sup>(1)</sup>	Underlying Value <sup>(2)</sup>
<b>Liabilities</b>				
Mortgages payable	2.65%	\$ 2,712,834	2.61%	\$ 2,586,198
LP Class B Units	4.63%	169,200	3.90%	192,828
Deferred unit-based compensation	4.63%	4,005	3.90%	4,580
<b>Unitholders' equity</b>				
Boardwalk REIT Units	4.63%	1,754,081	3.90%	1,996,706
Total	3.47%	\$ 4,640,120	3.20%	\$ 4,780,312

(1) As a percentage of average carrying value unless otherwise noted.

(2) Underlying value of liabilities represents carrying value or the cost to retire on maturity. Underlying value of equity is based on the closing stock price of the Trust's Units.

*Mortgages payable* – These are the mortgages outstanding on the Trust's investment properties. The debt is primarily fixed rate debt and approximately 99% of this debt at December 31, 2018, is insured under the National Housing Act ("NHA") and administered by Canada Mortgage and Housing Corporation ("CMHC"). These financings can be structured on a loan to CMHC appraised value basis of between 75-80%. The Trust currently has a level of indebtedness of approximately 46% of the fair value of the Trust's investment properties. This level of indebtedness is considered by the Trust to be within its target.

*LP Class B Units* – These units are non-transferable, except under certain circumstances, but are exchangeable, on a one-for-one basis, into Boardwalk REIT Units at any time at the option of the holder. Prior to such exchange, distributions will be made on the exchangeable units in an amount equivalent to the distributions which would have been made had the units of Boardwalk REIT been issued. Each LP Class B Unit was accompanied by a Special Voting Unit, which entitles the holder to receive notice of, attend and vote at all meetings of Unitholders. There is no value assigned to the Special Voting Units. The LP Class B Units have been classified as "FVTPL" financial liabilities in accordance with IFRS 9. Gains or losses resulting from changes in the fair value at each reporting date are recorded in the consolidated statement of comprehensive income.

As outlined in NOTE 32(d), Boardwalk REIT's committed revolving credit facility agreements contain financial covenants.

Available liquidity as at December 31, 2018, included cash and cash equivalents on hand of \$38.1 million (December 31, 2017 – \$70.8 million) as well as an unused committed revolving credit facility of \$199.7 million (December 31, 2017 – \$199.7 million). The Trust monitors its ratios and as at December 31, 2018, and December 31, 2017, the Trust was in compliance with all covenants in both its DOT and all existing debt facilities.

## Note 31: Fair Value Measurement

### (a) Fair Value of Financial Instruments

Fair value is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of interest bearing financial assets and liabilities is determined by discounting the contractual principal and interest payments at estimated current market interest rates for the instrument. Current market rates are determined by reference to current benchmark rates for similar term and current credit spreads for debt with similar terms and risk. The fair values of the Trust's financial instruments were determined as follows:

- i) the carrying amounts of trade and other receivables, segregated tenants' security deposits, cash and cash equivalents, refundable tenants' security deposits and trade and other payables approximate their fair values due to their short-term nature.
- ii) the fair value of the Trust's investment in private technology fund is based on information provided from the organization managing the investments.

- iii) the fair values of the Trust's mortgage receivable and mortgages payable are estimates made at a specific point in time, based on relevant market information. These estimates are based on quoted market prices for the same or similar issues or on the current rates offered to the Trust for similar financial instruments subject to similar risks and maturities.
- iv) the fair values of the deferred unit compensation plan and the LP Class B Units are estimates at a specific point in time, based on the closing market price of the REIT Units listed on the Toronto Stock Exchange.

These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in estimates could significantly affect fair values. The significant financial instruments of Boardwalk REIT and their carrying values as at December 31, 2018, and December 31, 2017 are as follows:

As at	Dec. 31, 2018		Dec. 31, 2017	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial assets carried at amortized cost</b>				
Mortgages receivable	\$ 38,473	\$ 38,473	\$ 38,280	\$ 38,280
<b>Financial assets carried at FVTPL</b>				
Investment in private technology venture fund	652	652	-	-
<b>Financial liabilities carried at amortized cost</b>				
Mortgages payable	2,719,195	2,712,834	2,593,980	2,586,198
<b>Financial liabilities carried at FVTPL</b>				
LP Class B Units	169,200	169,200	192,828	192,828
Deferred unit-based compensation	4,005	4,005	4,580	4,580

The fair value of the Trust's mortgages payable was lower than the recorded value by approximately \$6.4 million at December 31, 2018 (December 31, 2017 – higher by \$7.8 million) due to changes in interest rates since the dates on which the individual mortgages were last contracted. The fair values of the mortgages payable have been estimated based on the current market rates for mortgages with similar terms and conditions. The fair value of the Trust's mortgages payable is an amount computed based on the interest rate environment prevailing at December 31, 2018 and December 31, 2017, respectively; the amount is subject to change and the future amounts will converge. There are no additional costs or penalties to Boardwalk REIT if the mortgages are held to maturity.

As at December 31, 2018, and December 31, 2017, the Trust had no embedded derivatives requiring separate recognition.

The nature of these financial instruments and the Trust's operations expose the Trust to certain principal financial risks. The main objective of the Trust's risk management process is to properly identify financial risks and minimize the exposure to potential losses arising from those risks. The principal financial risks to which the Trust is exposed are described in NOTE 32.



**(b) Assets and Liabilities Measured at Fair Value**

The fair value hierarchy of assets and liabilities measured at fair value on a recurring basis in the consolidated statement of financial position is as follows:

As at	Dec. 31, 2018			Dec. 31, 2017		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Assets</b>						
Investment properties	\$ -	\$ 66,500	\$ 5,877,469	\$ -	\$ -	\$ 5,688,125
Mortgage receivable	-	-	38,473	-	-	38,280
Investment in private technology venture fund	-	-	652	-	-	-
<b>Liabilities</b>						
LP Class B Units	169,200	-	-	192,828	-	-
Deferred unit-based compensation	4,005	-	-	4,580	-	-

The three levels of the fair value hierarchy are described in NOTE 4.

Transfers between levels in the fair value hierarchy are recognized on the date of the event or change in circumstances that caused the transfer. For assets and liabilities measured at fair value as at December 31, 2018, and December 31, 2017, there were no transfers between Level 1, Level 2 and Level 3 assets and liabilities. As at December 31, 2018, those investment properties classified as Level 2 uses inputs which are directly observable for the assets, as the fair value is based on a purchase and sale agreement between two willing market participants.

**Note 32: Risk Management****(a) Interest Rate Risk**

The Trust is exposed to interest rate risk as a result of its mortgages payable and credit facilities; however, this risk is minimized through the Trust's current strategy of having the majority of its mortgages payable in fixed-term arrangements. As such, the Trust's cash flows are not significantly impacted by a change in market interest rates. In addition, the Trust structures its financings so as to stagger the maturities of its debt, thereby minimizing the Trust's exposure to interest rates in any one year. The majority of the Trust's mortgages are also insured by the CMHC under the National Housing Act ("NHA") mortgage program. This added level of insurance offered to lenders allows the Trust to receive advantageous interest rates while minimizing the risk of mortgage renewals or extensions, and significantly reduces the potential for a lender to call a loan prematurely. In addition, management is constantly reviewing its committed revolving credit facility (floating-rate debt) and, if market conditions warrant, the Trust has the ability to convert its existing floating-rate debt to fixed rate debt.

As at December 31, 2018, the Trust had no amount outstanding on its committed revolving credit facility and, as such, of the Trust's total debt at December 31, 2018, 100% was fixed-rate debt and none was floating-rate debt. For the year ended December 31, 2018, all else being equal, the increase or decrease in net earnings for each 1% change in market interest rates would be \$nil (December 31, 2017 – \$nil).

**(b) Credit Risk**

The Trust is exposed to credit risk as a result of its trade and other receivables. This balance is comprised of mortgage holdbacks and refundable mortgage fees, accounts receivable from significant customers and insurers and tenant receivables. As at December 31, 2018, and December 31, 2017, no balance relating to mortgage holdbacks, refundable mortgage fees or accounts receivable from significant customers and insurers was past due.

In relation to mortgage holdbacks and refundable mortgage fees, the Trust's exposure to credit risk is low given the nature of these balances. These funds will be advanced when the Trust has met the conditions pursuant to the mortgage agreement (in the case of the mortgage holdback) or when financing is completed (in the case of refundable mortgage fees), both of which are expected to occur.

Similar to mortgage holdbacks and refundable mortgage fees, the Trust assesses the credit risk on accounts receivable to be low due to the assured collection of these balances. The majority of the balance relates to money owing from the Trust's revenue sharing initiatives. Given the Trust's collection history and the nature of these customers, credit risk is assessed as low. Additionally, an amount is owed by insurance companies in relation to current outstanding claims. In all circumstances, the insurance deductible has been paid and amounts incurred and owing for reimbursement are due to an insurable event. Recoverability may differ from the amount owing solely due to discrepancies between the Trust and the insurance provider regarding the value of replacement costs.

With tenant receivables, credit risk arises from the possibility tenants may experience financial difficulty and be unable to fulfill their lease term commitments. The maximum exposure to credit risk is equal to the carrying value of the financial assets. Rent payments from tenants are due on the first of the month and tenants generally pay a security deposit – both of these actions mitigate against bad debts.

As stated above, the carrying amount of tenant receivables reflects management's assessment of the credit risk associated with its tenants; however, the Trust mitigates this risk of credit loss by geographically diversifying its existing portfolio, by limiting its exposure to any one tenant and by conducting thorough credit checks with respect to all new rental-leasing arrangements. In addition, where legislation allows, the Trust obtains a security deposit from a tenant to assist in the recovery of monies owed to the Trust.

Past due receivables (receivables which are greater than 30 days) are reviewed by management on a monthly basis and tenant receivables are considered for impairment on a case-by-case basis. The Trust takes into consideration the tenant's payment history, their credit worthiness and the current economic environment; however, tenant receivable balances exceeding 60 days are typically written off to bad debt expense as the Trust does not utilize an allowance for doubtful accounts. The amount of the loss is recognized in the consolidated statement of comprehensive (loss) income as part of operating expenses. Subsequent recoveries of amounts previously written off are credited against operating expenses during the period of settlement. As tenant receivables are typically written off after 60 days, none of the balance is considered to be past due by the Trust. For the twelve months ended December 31, 2018, bad debt expense totaled \$4.8 million (twelve months ended December 31, 2017 – \$4.7 million).

The credit risk of both Boardwalk REIT and the counter party have been taken into account in determining the fair value of Boardwalk REIT's trade and other receivables.

### **(c) Liquidity Risk**

Liquidity risk is the risk that the Trust will not be able to meet its financial obligations as they become due. The Trust maintains what it believes to be conservatively leveraged assets and can finance any future growth through one or a combination of internally generated cash flows, borrowing under an existing committed revolving credit facility, the issuance of debt, or the issuance of equity, according to its capital management objectives. In addition, the Trust structures its financings so as to stagger the maturities of its debt, thereby minimizing the Trust's exposure to liquidity risk in any one year. In addition, cash flow projections are completed and reviewed on a regular basis to ensure the Trust has sufficient cash flows to make its monthly distributions to its Unitholders. Finally, financial assets, such as cash and trade and other receivables, will be realized within the next twelve months and can be utilized to satisfy the Trust's financial liabilities. Given the Trust's currently available liquid resources (from both financial assets and on-going operations) as compared to its contractual obligations, management assesses the Trust's liquidity risk to be low.

The following table details the Trust's remaining contractual maturity for its non-derivative and derivative (i.e. vested deferred units) financial liabilities listed by year of maturity date:

Year of Maturity	Weighted Average Interest Rate	Mortgage Principal Outstanding	Mortgage Interest <sup>(1)</sup>	Tenants' Security Deposits	Distribution Payable	Trades and Other Payables	Total
2019	2.50%	\$ 534,942	\$ 69,371	\$ 12,030	\$ 4,242	\$ 68,025	\$ 688,610
2020	2.49%	298,200	55,987	-	-	-	354,187
2021	2.41%	376,903	46,782	-	-	-	423,685
2022	2.73%	452,313	36,541	-	-	-	488,854
2023	2.93%	375,248	25,220	-	-	-	400,468
Subsequent	2.77%	781,838	38,004	-	-	-	819,842
		2,819,444	271,905	12,030	4,242	68,025	3,175,646
Unamortized deferred financing costs		(100,249)	-	-	-	-	(100,249)
		\$2,719,195	\$ 271,905	\$ 12,030	\$ 4,242	\$ 68,025	\$3,075,397

(1) Based on current in-place interest rates for the remaining term to maturity.

#### (d) Debt Covenants

As outlined in its mortgages payable agreements, the Trust is required to make equal monthly payments of principal and interest based on the respective amortization period. Additionally, the Trust must ensure that all property taxes have been paid in full when they become due and that no arrears exist.

CMHC provides mortgage loan insurance in connection with mortgages made to Boardwalk REIT. In an agreement dated September 13, 2002, and as amended and restated on January 19, 2005 and April 25, 2006, the Trust agreed to provide certain financial information to the CMHC and be subject to certain restrictive covenants, including limitation on additional debt, payment of distributions in respect to Unitholders' capital in the event of default, and maintenance of certain financial ratios. In the event of default, the Trust's total financial liability under this agreement is limited to a one-time penalty payment of \$250,000 under a Letter of Credit issued in favor of CMHC.

The Trust has a committed revolving credit facility with a major financial institution. This credit facility is secured by a pledge of a group of specific real estate assets (fair value at December 31, 2018 of approximately \$937.0 million). The amount available through the committed revolving credit facility varies with the value of the pledged assets, with a maximum limit not to exceed \$200.0 million and an available limit of \$199.7 million as at December 31, 2018 (December 31, 2017 – \$199.7 million). The revolving facility requires monthly interest payments, is for a five-year term maturing on July 27, 2023, and can be extended annually thereafter, subject to the mutual consent of the lender and the Trust. In the event the committed revolving credit facility is not extended, the drawn-down principal would be due on the maturity date of the credit agreement.

The credit facility contains three financial covenants as follows:

- i) The Trust will maintain an overall Debt Service Coverage Ratio of at least 1.20, calculated on the most recent completed trailing four fiscal quarter basis. As at December 31, 2018, this ratio was 1.41 (December 31, 2017 – 1.40).
- ii) The Trust will maintain a Debt Service Coverage Ratio, specific to the Security Portfolio of at least 1.15 (tested semi-annually). As at December 31, 2018, this ratio was 1.40 (December 31, 2017 – 1.41).
- iii) Total indebtedness of the Trust will not exceed 75% of the Gross Book Value ("GBV") of all assets for the two most recent quarters as defined in the credit agreement. As at December 31, 2018, this ratio was 44.2% (December 31, 2017 – 43.4%).

As at December 31, 2018, and December 31, 2017, the Trust was in compliance with all financial covenants.

**(e) Utility Risk**

The Trust is exposed to utility risk as a result of fluctuations in the prices of natural gas and electricity. As outlined in NOTE 29, the Trust has commitments to certain utility contracts to reduce the risk of exposure to adverse changes in commodity prices.

**Note 33: Subsidiaries**

The entities included in the Trust's consolidated financial statements are as follows:

Entity	Type	Relationship
Boardwalk Real Estate Investment Trust ("BREIT")	Trust	Parent
Boardwalk Real Estate Management Ltd.	Corporation	100% owned by BREIT
Top Hat Operating Trust ("TOT")	Trust	100% owned by BREIT
BPCL Holdings Inc. ("BPCL")	Corporation	Meets the principle of control
Boardwalk REIT Limited Partnership ("BLP")	Partnership	A Units are 100% owned by TOT B Units and C Units are 100% owned by BPCL
Boardwalk REIT Properties Holdings (Alberta) Ltd.	Corporation	100% owned by BLP
Boardwalk REIT Quebec Inc.	Corporation	100% owned by BLP
Boardwalk Quebec Trust	Trust	100% owned by BLP
Boardwalk St. Laurent Limited Partnership	Partnership	99.99% owned by Boardwalk Quebec Trust 0.01% owned by 9165-5795 Quebec Inc.
9108-4749 Quebec Inc.	Corporation	100% owned by BLP
9165-5795 Quebec Inc.	Corporation	100% owned by 9108-4749 Quebec Inc.
Nun's Island Trust 1	Trust	100% owned by BLP
Nun's Island Trust 2	Trust	100% owned by BLP
Metropolitan Structures (MSI) Inc.	Corporation	100% owned by BLP
Boardwalk GP Holding Trust	Trust	100% owned by BLP
6222285 Canada Inc.	Corporation	100% owned by BLP
Boardwalk GP Operating Trust	Trust	100% owned by 6222285 Canada Inc.
Boardwalk General Partnership ("BGP")	Partnership	99.99% owned by Boardwalk GP Holding Trust 0.01% owned by Boardwalk GP Operating Trust
Boardwalk REIT Properties Holdings Ltd.	Corporation	100% owned by BGP
BRIO Holdings Ltd.	Corporation	50% owned by BGP

BPCL represents the only entity which is not 100% owned by the Trust or one of its subsidiaries. BPCL (formerly called Boardwalk Equities Inc.) was created to accomplish a narrow and well-defined objective, which was to transfer the beneficial interest in the Corporation's assets (the "Assets") pursuant to the Master Asset Contribution Agreement. The Trust does not have any voting interest in BPCL; however, the Trust controls BPCL because the Trust has the decision-making powers to obtain the majority of the benefits of the activities of BPCL and the Trust retains the majority of the residual or ownership risks related to BPCL. Specifically, BLP controls all of the Assets previously held by BPCL, and is responsible for BPCL's debt by guaranteeing the principal and interest owed to the lenders. BLP must make distributions to the LP Class C Units equivalent to the principal and interest owed on BPCL's debt. As beneficial owner of the Assets, BLP has power over BPCL as it can direct their relevant activities (i.e. impose and collect rental income, manage and pay operating costs, etc.) in order to generate cash flows and make distributions on the LP Class C Units. It has exposure, or rights, to variable returns based on its beneficial ownership of the Assets. The Trust controls BPCL, because the Trust has the decision-making power to obtain the majority of the benefits from the activities of BPCL. Due to the above, BPCL is part of the Trust's consolidated group.

### Note 34: Related Party Disclosures

IAS 24 – Related Party Disclosures requires entities to disclose in their financial statements information about transactions with related parties. Generally, two parties are related to each other if one party controls, or significantly influences, the other party. Balances and transactions between the Trust and its subsidiaries (as outlined in NOTE 33), which are related parties of the Trust, have been eliminated on consolidation and are not disclosed in this note disclosure.

The following outlines the individuals considered key personnel of the Trust:

#### (a) Trustees

The Trustees of Boardwalk REIT during the year ended December 31, 2018, and up to the date of this report were:

James R. Dewald (retired May 15, 2018)

Gary Goodman

Arthur L. Havener, Jr.

Sam Kalias

Samantha Kalias

Scott Morrison (elected May 15, 2018)

Brian Robinson

Andrea Stephen

The remuneration of the Trust's Trustees was as follows:

	Year Ended Dec. 31, 2018	Year Ended Dec. 31, 2017
Deferred unit-based compensation – Trustee fees	<b>\$ 789</b>	\$ 771
	<b>\$ 789</b>	\$ 771

**(b) Key Management Personnel**

Key management personnel of the Trust during the year ended December 31, 2018, and up to the date of this report were:

P. Dean Burns, General Counsel & Corporate Secretary

Roberto Geremia, President

Sam Kalias, Chief Executive Officer

Van Kalias, Senior VP, Quality Control

Lisa Russell, Senior VP, Corporate Development

William Wong, Chief Financial Officer

The remuneration of the Trust's key management personnel was as follows:

	<b>Year Ended Dec. 31, 2018</b>	Year Ended Dec. 31, 2017
Short-term benefits	<b>\$ 1,031</b>	\$ 980
Post-employment benefits	<b>56</b>	56
Other long-term benefits	<b>4</b>	5
Deferred unit-based compensation	<b>1,052</b>	1,093
	<b>\$ 2,143</b>	\$ 2,134

In addition, the LP Class B Units are held by Mr. Sam Kalias (Chairman of the Board, Chief Executive Officer and Trustee) and Mr. Van Kalias (Senior Vice President, Quality Control). Under IFRS 9, the LP B Units issued by a wholly-owned subsidiary of the Trust are considered financial liabilities, and are reclassified from equity to liabilities on the consolidated financial statements. Additionally, as the LP Class B Units are liabilities, all distributions paid (both regular and special) are recorded as a financing charge under IFRS. For the year ended December 31, 2018, distributions on the LP Class B Units totaled \$4.5 million (December 31, 2017 – \$10.1 million). Distributions on the LP Class B Units are made on terms equal to distributions made on Boardwalk REIT Units.

As at December 31, 2018, there were \$373,000 owed to related parties (December 31, 2017 – \$839,000) based on the LP Class B Units distribution outlined above.

## Note 35: Other Information

### (a) Supplemental Cash Flow Information

	Year Ended Dec. 31, 2018	Year Ended Dec. 31, 2017
<b>Net change in operating working capital</b>		
Net change in inventories	\$ 4,876	\$ (7,593)
Net change in prepaid assets	(1,339)	1,324
Net change in trade and other receivables	(2,995)	284
Net change in segregated and refundable tenants' security deposits	23	147
Net change in deferred unit-based compensation	(2,688)	2,301
Net change in trade and other payables	(4,086)	52
	<b>\$ (6,209)</b>	<b>\$ (3,485)</b>
<b>Net change in investing working capital</b>		
Net change in trade and other payables	\$ (1,102)	\$ 9,418
<b>Net change in financing working capital</b>		
Net change in trade and other payables	\$ (205)	\$ (76)
<b>Distributions paid</b>		
Distributions declared	\$ (46,397)	\$ (104,169)
Distributions declared in prior period paid in current period	(8,688)	(8,674)
Distributions declared in current period paid in next period	3,869	8,688
Distributions paid	<b>\$ (51,216)</b>	<b>\$ (104,155)</b>

- (b) Included in administration costs was \$2.9 million relating to Registered Retirement Savings Plan ("RRSP") matching for the year ended December 31, 2018 (December 31, 2017 – \$2.8 million).

## Note 36: Segmented Information

Boardwalk REIT specializes in multi-family residential housing and operates within one business segment in five provinces located wholly in Canada. Each provincial segment operates with a high degree of autonomy. Management monitors the operating results on a province by province basis. Segment performance is evaluated on a number of measures, including net profit. Financial information reported is on the same basis as used for internal evaluation and allocation of resources. Boardwalk REIT does not have any one major tenant or a significant group of tenants. Either expiring leases are renewed or new tenants are found.

Net debt, interest income and expenses, and income taxes are managed on a group basis. Transfer prices between locations are set on an arm's-length basis in a manner similar to transactions with third parties and are eliminated upon inter-company consolidation.

Corporate represents corporate functions, technology assets, activities incidental to operations, and certain comparative data for divested assets.

Details of segmented information are as follows:

As at	December 31, 2018					
	Alberta	Saskatchewan	Ontario	Quebec	Corporate	Total
Assets	\$ 4,115,913	\$ 628,429	\$ 372,098	\$ 828,859	\$ 163,792	\$ 6,109,091
Liabilities	1,871,961	278,063	137,091	469,288	226,003	2,982,406

As at	December 31, 2017 (restated <sup>(1)</sup> )					
	Alberta	Saskatchewan	Ontario	Quebec	Corporate	Total
Assets	\$ 3,912,137	\$ 631,162	\$ 349,010	\$ 807,628	\$ 165,138	\$ 5,865,075
Liabilities	1,797,502	256,136	103,720	472,887	257,223	2,887,468

(1) A reclassification between Quebec and Corporate Assets has been reflected in the December 31, 2017 comparative figures. These amounts were previously reported at \$990,126 and (\$17,360).

	Year Ended December 31, 2018					
	Alberta	Saskatchewan	Ontario	Quebec	Corporate	Total
<b>Rental revenue (a)</b>	\$ 273,321	\$ 51,470	\$ 27,822	\$ 75,125	\$ 260	\$ 427,998
Ancillary rental income	4,745	334	566	976	(3)	6,618
<b>Total rental revenue</b>	<b>278,066</b>	<b>51,804</b>	<b>28,388</b>	<b>76,101</b>	<b>257</b>	<b>434,616</b>
<b>Rental expenses</b>						
Operating expenses	73,109	11,017	4,927	19,839	6,098	114,990
Utilities	28,414	8,356	3,561	6,968	329	47,628
Property taxes	29,200	5,044	3,298	8,243	181	45,966
<b>Net operating income (loss)</b>	<b>147,343</b>	<b>27,387</b>	<b>16,602</b>	<b>41,051</b>	<b>(6,351)</b>	<b>226,032</b>
Financing costs (b)	53,880	8,230	3,397	11,988	3,091	80,586
Administration	1,349	(21)	11	153	36,321	37,813
Depreciation (c)	905	198	29	179	5,443	6,754
<b>Profit (loss) before the undemoted</b>	<b>91,209</b>	<b>18,980</b>	<b>13,165</b>	<b>28,731</b>	<b>(51,206)</b>	<b>100,879</b>
Proceeds on insurance settlement	-	-	-	-	-	-
Loss on sale of assets	-	(27)	-	-	-	(27)
Fair value gains (losses)	61,609	(11,739)	13,291	4,995	24,215	92,371
<b>Profit (loss) before income tax</b>	<b>152,818</b>	<b>7,214</b>	<b>26,456</b>	<b>33,726</b>	<b>(26,991)</b>	<b>193,223</b>
Income tax expense (d)	-	-	-	-	(23)	(23)
<b>Profit (loss) for the year</b>	<b>\$ 152,818</b>	<b>\$ 7,214</b>	<b>\$ 26,456</b>	<b>\$ 33,726</b>	<b>\$ (27,014)</b>	<b>\$ 193,200</b>
Other comprehensive income	-	-	-	-	-	-
<b>Total comprehensive income (loss)</b>	<b>\$ 152,818</b>	<b>\$ 7,214</b>	<b>\$ 26,456</b>	<b>\$ 33,726</b>	<b>\$ (27,014)</b>	<b>\$ 193,200</b>
Additions to non-current assets (e)	\$ 146,773	\$ 21,060	\$ 10,053	\$ 14,706	\$ 18,981	\$ 211,573



	Year Ended December 31, 2017					
	Alberta	Saskatchewan	Ontario	Quebec	Corporate	Total
Rental revenue (a)	\$ 260,115	\$ 56,004	\$ 26,703	\$ 73,434	\$ 248	\$ 416,504
Ancillary rental income	4,443	374	566	1,039	-	6,422
Total rental revenue	264,558	56,378	27,269	74,473	248	422,926
Rental expenses						
Operating expenses	71,615	12,088	4,665	18,827	6,791	113,986
Utilities	28,127	9,002	3,921	6,693	224	47,967
Property taxes	27,702	5,632	3,299	8,060	197	44,890
Net operating income (loss)	137,114	29,656	15,384	40,893	(6,964)	216,083
Financing costs (b)	54,282	8,648	2,851	10,455	9,527	85,763
Administration	211	(13)	19	107	33,078	33,402
Depreciation (c)	797	178	23	191	4,397	5,586
Profit (loss) before the undernoted	81,824	20,843	12,491	30,140	(53,966)	91,332
Proceeds on insurance settlement	-	-	-	-	3,162	3,162
Loss on sale of assets	-	(1,678)	-	-	-	(1,678)
Fair value (losses) gains	(101,746)	(50,128)	66,401	24,588	25,467	(35,418)
(Loss) profit before income tax	(19,922)	(30,963)	78,892	54,728	(25,337)	57,398
Income tax expense (d)	-	-	-	-	(140)	(140)
(Loss) profit for the year	\$ (19,922)	\$ (30,963)	\$ 78,892	\$ 54,728	\$ (25,477)	\$ 57,258
Other comprehensive income	-	-	-	-	-	-
Total comprehensive (loss) income	\$ (19,922)	\$ (30,963)	\$ 78,892	\$ 54,728	\$ (25,477)	\$ 57,258
Additions to non-current assets (e)	\$ 138,808	\$ 19,450	\$ 12,112	\$ 15,536	\$ 33,913	\$ 219,819

## (a) Rental Revenue

Rental revenue was as follows:

	Year Ended December 31, 2018					
	Alberta	Saskatchewan	Ontario	Quebec	Corporate	Total
Lease revenue	\$ 265,103	\$ 48,274	\$ 27,862	\$ 72,494	\$ 150	\$ 413,883
Parking revenue	4,601	425	85	1,908	-	7,019
Recoveries (cable, retirement)	2,211	2,433	-	562	109	5,315
Other (fees)	1,406	338	(125)	161	1	1,781
Total	\$ 273,321	\$ 51,470	\$ 27,822	\$ 75,125	\$ 260	\$ 427,998

	Year Ended December 31, 2017					
	Alberta	Saskatchewan	Ontario	Quebec	Corporate	Total
Lease revenue	\$ 252,500	\$ 52,611	\$ 26,695	\$ 70,806	\$ 182	\$ 402,794
Parking revenue	4,182	359	80	1,805	-	6,426
Recoveries (cable, retirement)	2,175	2,678	-	624	66	5,543
Other (fees)	1,258	356	(72)	199	-	1,741
Total	\$ 260,115	\$ 56,004	\$ 26,703	\$ 73,434	\$ 248	\$ 416,504

**(b) Financing Costs**

Financing costs were as follows:

	Year Ended December 31, 2018					
	Alberta	Saskatchewan	Ontario	Quebec	Corporate	Total
Interest on secured debt (mortgages payable)	\$ 49,775	\$ 7,860	\$ 3,102	\$ 10,350	\$ 1	\$ 71,088
Interest capitalized to properties under development	-	(276)	-	-	(314)	(590)
LP Class B unit distribution	-	-	-	-	4,479	4,479
Other interest charges	127	6	45	20	1,105	1,303
Interest income	-	(32)	-	-	(2,181)	(2,213)
Amortization of deferred financing costs	3,978	672	250	1,618	1	6,519
<b>Total</b>	<b>\$ 53,880</b>	<b>\$ 8,230</b>	<b>\$ 3,397</b>	<b>\$ 11,988</b>	<b>\$ 3,091</b>	<b>\$ 80,586</b>

	Year Ended December 31, 2017					
	Alberta	Saskatchewan	Ontario	Quebec	Corporate	Total
Interest on secured debt (mortgages payable)	\$ 50,352	\$ 8,080	\$ 2,586	\$ 9,348	\$ -	\$ 70,366
Interest capitalized to properties under development	-	(174)	-	-	(52)	(226)
LP Class B unit distribution	-	-	-	-	10,069	10,069
Other interest charges	113	84	39	28	1,243	1,507
Interest income	-	-	-	-	(1,733)	(1,733)
Amortization of deferred financing costs	3,817	658	226	1,079	-	5,780
<b>Total</b>	<b>\$ 54,282</b>	<b>\$ 8,648</b>	<b>\$ 2,851</b>	<b>\$ 10,455</b>	<b>\$ 9,527</b>	<b>\$ 85,763</b>

**(c) Depreciation**

This represents depreciation on items carried at cost and primarily includes corporate assets, technology assets, site equipment and other assets. These figures exclude any impairment charges.

**(d) Income Tax Expense**

This relates to any current and deferred taxes.

**(e) Additions to Non-current Assets (Other than Financial Instruments and Deferred Tax Assets)**

This represents the total cost incurred during the year to acquire non-current assets (other than financial instruments and deferred tax assets), measured on an accrual basis.

**Note 37: Approval of Consolidated Financial Statements**

The consolidated financial statements were approved by the Board of Trustees and authorized on February 21, 2019.

# Five Year Summary

<i>(\$000's except per Unit and per square foot)</i>	2014 (IFRS)	2015 (IFRS)	2016 (IFRS)	2017 (IFRS)	<b>2018 (IFRS)</b>
<b>Assets</b>					
Investment properties	\$ 5,778,108	\$ 5,540,299	\$ 5,612,568	\$ 5,688,125	<b>\$ 5,943,969</b>
Other assets	193,537	293,543	156,045	176,950	<b>165,122</b>
<b>Total Assets</b>	<b>\$ 5,971,645</b>	<b>\$ 5,833,842</b>	<b>\$ 5,768,613</b>	<b>\$ 5,865,075</b>	<b>\$ 6,109,091</b>
Mortgages payable	\$ 2,169,499	\$ 2,272,447	\$ 2,435,666	\$ 2,593,980	<b>\$ 2,719,195</b>
Other liabilities	444,145	350,640	311,624	293,433	<b>263,143</b>
	\$ 2,613,644	\$ 2,623,087	\$ 2,747,290	\$ 2,887,413	<b>\$ 2,982,338</b>
Deferred income taxes	13	17	4	55	<b>68</b>
Unitholders' equity	3,357,988	3,210,738	3,021,319	2,977,607	<b>3,126,685</b>
<b>Total liabilities and unitholders' equity</b>	<b>\$ 5,971,645</b>	<b>\$ 5,833,842</b>	<b>\$ 5,768,613</b>	<b>\$ 5,865,075</b>	<b>\$ 6,109,091</b>
Trust unit outstanding (000) (including LP B Units)	51,996	51,322	50,739	50,813	<b>50,867</b>
Trust unit price at year-end (\$)	\$ 61.54	\$ 47.45	\$ 48.65	\$ 43.09	<b>\$ 37.81</b>
Market capitalization (\$MM)	3,199.8	2,435.2	2,468.4	2,189.5	<b>1,923.3</b>
<b>Number of rental units</b>	<b>34,626</b>	<b>32,947</b>	<b>33,773</b>	<b>33,187</b>	<b>33,417</b>
Fair value per rental unit (\$000)	167	168	166	171	<b>178</b>
Long-term debt per rental unit (\$000)	63	69	72	78	<b>81</b>
<b>Net rentable square feet (000)</b>	<b>29,466</b>	<b>28,199</b>	<b>28,924</b>	<b>28,539</b>	<b>28,793</b>
Fair value per square foot (\$)	196	196	194	199	<b>206</b>
Long-term debt per square foot (\$)	74	81	84	91	<b>94</b>
Average net rentable SF per unit	851	856	856	860	<b>862</b>
<b>L/T debt weighted average interest rate</b>	<b>3.34%</b>	<b>3.01%</b>	<b>2.78%</b>	<b>2.61%</b>	<b>2.65%</b>

# Five Year Summary

<i>(\$000's except per Unit)</i>	2013 (IFRS)	2014 (IFRS)	2015 (IFRS)	2016 (IFRS)	2017 (IFRS)	2018 (IFRS)
<b>Rental revenue</b>	\$ 446,626	\$ 466,435	\$ 469,209	\$ 432,140	\$ 416,504	<b>\$ 427,998</b>
Ancillary rental income	6,958	6,810	6,939	6,706	6,422	<b>6,618</b>
<b>Total rental revenue</b>	453,584	473,245	476,148	438,846	422,926	<b>434,616</b>
<b>Rental expenses</b>						
Operating expenses	89,002	93,969	94,172	97,620	113,986	<b>114,990</b>
Utilities	42,121	47,572	46,200	44,711	47,967	<b>47,628</b>
Property taxes	38,272	40,091	41,074	43,416	44,890	<b>45,966</b>
<b>Net operating income</b>	284,189	291,613	294,702	253,099	216,083	<b>226,032</b>
<b>Operating margin</b>	63%	62%	62%	58%	51%	<b>52%</b>
Financing costs	88,818	91,977	85,370	84,634	85,763	<b>80,586</b>
Administration	32,202	32,943	33,407	33,947	33,402	<b>37,813</b>
Depreciation	11,920	11,933	9,649	5,219	5,586	<b>6,754</b>
<b>Profit from continuing operations before the undemoted</b>	151,249	154,760	166,276	129,299	91,332	<b>100,879</b>
Proceeds on insurance settlement	-	-	-	-	3,162	-
Gain (loss) on sale of assets	-	(235)	(6,855)	-	(1,678)	<b>(27)</b>
Fair value gains (losses)	174,424	81,126	(130,361)	(186,681)	(35,418)	<b>92,371</b>
<b>Profit (loss) from continuing operations before income tax expense</b>	325,673	235,651	29,060	(57,382)	57,398	<b>193,223</b>
Income tax expense	(538)	(41)	(212)	(58)	(140)	<b>(23)</b>
<b>Profit (loss) from continuing operations</b>	325,135	235,610	28,848	(57,440)	57,258	<b>193,200</b>
Profit from discontinued operations, net of tax	12,595	11,181	-	-	-	-
<b>Profit (loss) for the year</b>	337,730	246,791	28,848	(57,440)	57,258	<b>193,200</b>
Other comprehensive income	2,149	2,445	1,014	-	-	-
<b>Total comprehensive income (loss)</b>	\$ 339,879	\$ 249,236	\$ 29,862	\$ (57,440)	\$ 57,258	<b>\$ 193,200</b>
<b>Earnings per unit – continuing operations – diluted</b>	\$ 5.98	\$ 4.93	\$ (0.40)	\$ (1.24)	\$ 0.84	<b>\$ 3.43</b>
<b>Earnings per unit – discontinued operations – diluted</b>	\$ 0.24	\$ 0.23	\$ -	\$ -	\$ -	<b>\$ -</b>
<b>Funds from operations</b>	\$ 168,184	\$ 175,825	\$ 184,852	\$ 144,468	\$ 106,987	<b>\$ 112,112</b>
<b>Funds from operations per unit – fully diluted</b>	\$ 3.21	\$ 3.37	\$ 3.56	\$ 2.84	\$ 2.11	<b>\$ 2.21</b>
Interest Coverage Ratio, Continuing operations	3.15	3.37	3.64	3.14	2.60	<b>2.68</b>

Fiscal year ended December 31, 2013 has been restated to present discontinued operations consistent with fiscal year ended December 31, 2014.

Fiscal year ended December 31, 2016 has been restated to present deferred financing cost amortization consistent with fiscal year ended December 31, 2017.

# 2018 Quarterly Results

	Q1	Q2	Q3	Q4	Dec. 31, 2018
<b>Rental revenue</b>	\$ 105,341	\$ 106,721	\$ 107,244	\$ 108,692	<b>\$ 427,998</b>
Ancillary rental income	1,720	1,667	1,530	1,701	<b>6,618</b>
<b>Total rental revenue</b>	107,061	108,388	108,774	110,393	<b>434,616</b>
<b>Rental expenses</b>					
Operating expenses	29,016	27,491	28,444	30,039	<b>114,990</b>
Utilities	14,509	10,549	10,002	12,568	<b>47,628</b>
Property taxes	11,154	11,286	11,851	11,675	<b>45,966</b>
<b>Net operating income</b>	52,382	59,062	58,477	56,111	<b>226,032</b>
Financing costs	19,810	20,165	20,239	20,372	<b>80,586</b>
Administration	9,386	9,371	9,555	9,501	<b>37,813</b>
Depreciation and amortization	1,468	1,609	1,725	1,952	<b>6,754</b>
<b>Profit before the undernoted</b>	21,718	27,917	26,958	24,286	<b>100,879</b>
Loss on sale of assets	-	-	-	(27)	<b>(27)</b>
Fair value gains	47,502	28,895	6,081	9,893	<b>92,371</b>
<b>Profit before income tax</b>	69,220	56,812	33,039	34,152	<b>193,223</b>
Income tax recovery (expense)	30	(40)	39	(52)	<b>(23)</b>
<b>Profit for the period</b>	69,250	56,772	33,078	34,100	<b>193,200</b>
Other comprehensive income	-	-	-	-	<b>-</b>
<b>Total comprehensive income</b>	\$ 69,250	\$ 56,772	\$ 33,078	\$ 34,100	<b>\$ 193,200</b>
<b>Earnings (loss) per unit – diluted</b>	\$ 1.49	\$ 1.22	\$ 0.71	\$ (0.40)	<b>\$ 3.43</b>
<b>Funds from operations</b>	\$ 24,306	\$ 30,646	\$ 29,802	\$ 27,358	<b>\$ 112,112</b>
<b>Funds from operations per unit – fully diluted</b>	\$ 0.48	\$ 0.60	\$ 0.59	\$ 0.54	<b>\$ 2.21</b>

# 2017 Quarterly Results

	Q1	Q2	Q3	Q4	Dec. 31, 2017
<b>Rental revenue</b>	\$ 103,951	\$ 103,908	\$ 103,905	\$ 104,740	<b>\$ 416,504</b>
Ancillary rental income	1,543	1,671	1,641	1,567	<b>6,422</b>
<b>Total rental revenue</b>	105,494	105,579	105,546	106,307	<b>422,926</b>
<b>Rental expenses</b>					
Operating expenses	27,371	28,863	29,598	28,154	<b>113,986</b>
Utilities	14,386	11,011	10,266	12,304	<b>47,967</b>
Property taxes	11,074	11,300	11,333	11,183	<b>44,890</b>
<b>Net operating income</b>	52,663	54,405	54,349	54,666	<b>216,083</b>
Financing costs	21,119	21,304	21,674	21,666	<b>85,763</b>
Administration	8,390	8,066	8,178	8,768	<b>33,402</b>
Depreciation and amortization	1,153	1,393	1,559	1,481	<b>5,586</b>
<b>Profit before the undernoted</b>	22,001	23,642	22,938	22,751	<b>91,332</b>
Proceeds on insurance settlement	2,536	474	-	152	<b>3,162</b>
Loss on sale of assets	-	-	-	(1,678)	<b>(1,678)</b>
Fair value (losses) gains	(7,372)	39,369	21,515	(88,930)	<b>(35,418)</b>
<b>Profit (loss) before income tax</b>	17,165	63,485	44,453	(67,705)	<b>57,398</b>
Income tax recovery (expense)	26	(59)	(46)	(61)	<b>(140)</b>
<b>Profit (loss) for the period</b>	17,191	63,426	44,407	(67,766)	<b>57,258</b>
Other comprehensive income	-	-	-	-	<b>-</b>
<b>Total comprehensive income (loss)</b>	\$ 17,191	\$ 63,426	\$ 44,407	\$ (67,766)	<b>\$ 57,258</b>
<b>Earnings (loss) per unit – diluted</b>	\$ 0.26	\$ 1.33	\$ 0.08	\$ (1.46)	<b>\$ 0.84</b>
<b>Funds from operations</b>	\$ 25,671	\$ 27,552	\$ 27,014	\$ 26,749	<b>\$ 106,987</b>
<b>Funds from operations per unit – fully diluted</b>	\$ 0.51	\$ 0.54	\$ 0.53	\$ 0.53	<b>\$ 2.11</b>

# Market & Unitholder Information

## Solicitors

Gowling WLG (Canada) LLP  
1600, 421 – 7<sup>th</sup> Avenue SW  
Calgary, Alberta T2P 4K9

First West Law LLP  
100, 1501 – 1<sup>st</sup> Street SW  
Calgary, Alberta T2R 0W1

## Bankers

TD Commercial Banking  
1100, 421 – 7<sup>th</sup> Avenue SW  
Calgary, Alberta T2P 4K9

## Auditors

Deloitte LLP  
700, 850 – 2<sup>nd</sup> Street SW  
Calgary, Alberta T2P 0R8

## Registrar and Transfer Agent

Computershare Trust Company of Canada  
Our Transfer Agent can help you with a variety of unitholder related services, including change of address, tax forms, accounts consolidation and transfer of stock.

600, 530 – 8<sup>th</sup> Avenue SW  
Calgary, Alberta T2P 3S8  
Telephone: 403-267-6800

## Investor Relations

Unitholders seeking financial and operating information may contact:

### James Ha

Vice-President, Finance and Investor Relations  
Telephone: 403-531-9255  
Toll Free: 855-626-6739  
Facsimile: 403-531-9565  
Web: [www.bwalk.com/investors](http://www.bwalk.com/investors)  
Email: [investor@bwalk.com](mailto:investor@bwalk.com)

## Online Information

For an online version of the current and past annual reports, quarterly reports, press releases and other Trust information, please visit our investor website at [www.bwalk.com/investors](http://www.bwalk.com/investors).

## Annual and General Meeting

The Annual and Special Meeting of the Unitholders of Boardwalk REIT will be held at the Calgary Petroleum Club: 319 – 5<sup>th</sup> Avenue SW, Calgary, Alberta at 3:00pm (MT) on May 15, 2019.

Unitholders are encouraged to attend. Those unable to do so are requested to complete the Form of Proxy and forward it at their earliest convenience.

## Exchange Listings

The Toronto Stock Exchange  
Symbol: BEI.UN

## Trading Profile

TSX: January 1, 2018 to December 31, 2018  
High: \$52.43  
Low: \$36.83  
Year-end Closing Price: \$37.81

MONTHLY DISTRIBUTIONS				
Month	Per unit	Annualized	Record Date	Distribution Date
Jan-18	\$0.0834	\$1.00	31-Jan-18	15-Feb-18
Feb-18	\$0.0834	\$1.00	28-Feb-18	15-Mar-18
Mar-18	\$0.0834	\$1.00	30-Mar-18	16-Apr-18
Apr-18	\$0.0834	\$1.00	30-Apr-18	15-May-18
May-18	\$0.0834	\$1.00	31-May-18	15-Jun-18
Jun-18	\$0.0834	\$1.00	29-Jun-18	16-Jul-18
Jul-18	\$0.0834	\$1.00	31-Jul-18	15-Aug-18
Aug-18	\$0.0834	\$1.00	31-Aug-18	17-Sep-18
Sep-18	\$0.0834	\$1.00	28-Sep-18	15-Oct-18
Oct-18	\$0.0834	\$1.00	31-Oct-18	15-Nov-18
Nov-18	\$0.0834	\$1.00	30-Nov-18	17-Dec-18
Dec-18	\$0.0834	\$1.00	31-Dec-18	15-Jan-19
Jan-19	\$0.0834	\$1.00	31-Jan-19	15-Feb-19
Feb-19	\$0.0834	\$1.00	28-Feb-19	15-Mar-19
Mar-19	\$0.0834	\$1.00	31-Mar-19	15-Apr-19
Apr-19	\$0.0834	\$1.00	28-Apr-19	15-May-19





# Corporate Information

## Executive Office

First West Professional Building  
200, 1501 – 1<sup>st</sup> Street SW  
Calgary, Alberta T2R 0W1  
Phone: 403-531-9255

## Board of Trustees

### Sam Kolias

Chairman of the Board  
Calgary, Alberta

### Gary Goodman <sup>(2)</sup>

Toronto, Ontario

### Arthur Havener <sup>(1)(3)</sup>

St. Louis, MO

### Samantha Kolias-Gunn

Calgary, Alberta

### Scott Morrison <sup>(2)(3)</sup>

Toronto, Ontario

### Brian Robinson <sup>(3)</sup>

Calgary, Alberta

### Andrea Stephen <sup>(2)</sup>

Toronto, Ontario

(1) Lead Trustee

(2) Member of the Audit & Risk Management Committee

(3) Member of the Compensation, Governance &  
Nominations Committee

## Senior Management

### Jonathan Brimmell

Vice President, Operations  
Ontario and Quebec

### Dean Burns

General Counsel and Corporate Secretary

### Leonora Davids

Vice President, Operations, Western Canada Operations

### Roberto Geremia

President

### James Ha

Vice President, Finance and Investor Relations

### Bhavnesh Jairam

CIO, Vice President, Technology

### Jeff Klaus

Vice President, Development and Acquisitions

### Sam Kolias

Chief Executive Officer

### Van Kolias

Senior Vice President, Quality Control

### Kelly Mahajan

Vice President, Marketing and Customer Service

### Helen Mix

Vice President, Human Resources

### Lisa Russell

Senior Vice President, Corporate Development

### Lisa Smandych

Chief Accounting Officer

### William Wong

Chief Financial Officer



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communities

Varsity square

**First West Professional Building**

Suite 200, 1501 – 1<sup>st</sup> Street SW  
Calgary, Alberta T2R 0W1

**Tel** 403 531-9255

**Fax** 403 531-9565

[WWW.BWALK.COM](http://WWW.BWALK.COM)

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