



Retail  
REIT

**SLATE RETAIL REIT**

**NOTICE OF ANNUAL MEETING OF UNITHOLDERS**

to be held on April 30, 2019 and

**MANAGEMENT INFORMATION CIRCULAR**

Dated March 20, 2019

## SLATE RETAIL REIT

March 20, 2019

Dear fellow unitholders of Slate Retail REIT:

You are invited to attend an annual meeting (the “**Meeting**”) of the holders (“**Unitholders**”) of class A units, class I units, class U units and special voting units of Slate Retail REIT (the “**REIT**”), which will be held at the offices of McCarthy Tétrault LLP, Suite 5300, TD Bank Tower, 66 Wellington Street West, Toronto, Ontario, M5K 1E6 on April 30, 2019 at 2:00 p.m. (Eastern Daylight Time).

At the Meeting, Unitholders will be asked to vote on:

- (i) an ordinary resolution re-appointing Deloitte LLP as the auditors of the REIT for the ensuing year and authorizing the trustees of the REIT to fix the remuneration of such auditors; and
- (ii) an ordinary resolution electing Samuel Altman, Colum Bastable, Thomas Farley, Patrick Flatley, Andrea Stephen, Blair Welch and Brady Welch as the trustees of the REIT for the ensuing year.

At the Meeting, you will hear about the REIT's direction and plans for the coming year. You will also be able to meet and ask questions of the board of trustees and management.

The accompanying management information circular describes the business to be conducted at the Meeting and also describes the REIT's governance practices.

Your vote matters. You may exercise your vote by completing the proxy voting form or voting information form or by attending the Meeting.

We encourage you to attend the Meeting to hear about our annual results and learn more about our plans for the REIT.

We look forward to seeing you at the Meeting.

Yours very truly,

*“Greg Stevenson”*

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GREG STEVENSON  
Chief Executive Officer  
Slate Retail REIT

## NOTICE OF ANNUAL MEETING OF UNITHOLDERS OF SLATE RETAIL REIT

All capitalized terms used herein but not otherwise defined have the meaning ascribed thereto in the accompanying management information circular dated March 20, 2019 (the “**Information Circular**”).

**NOTICE IS HEREBY GIVEN** that an annual meeting (the “**Meeting**”) of the holders (the “**Unitholders**”) of class A units (“**Class A Units**”), class I units (“**Class I Units**”), class U units (“**Class U Units**”) and special voting units (“**Special Voting Units**”, and together with the Class A Units, Class I Units and Class U Units, the “**Units**”) of Slate Retail REIT (the “**REIT**”) will be held at McCarthy Tétrault LLP, Suite 5300, TD Bank Tower, 66 Wellington Street West, Toronto, Ontario, M5K 1E6 on April 30, 2019 at 2:00 p.m. (Eastern Daylight Time), for the following purposes:

- (i) to receive and consider the audited consolidated financial statements of the REIT for the period ended December 31, 2018 and the auditor’s report thereon;
- (ii) to consider and, if thought fit, pass an ordinary resolution re-appointing Deloitte LLP as the auditors of the REIT for the ensuing year and authorizing the trustees of the REIT to fix the remuneration of such auditors (the “**Auditor Resolution**”);
- (iii) to consider and, if thought fit, pass an ordinary resolution electing Samuel Altman, Colum Bastable, Thomas Farley, Patrick Flatley, Andrea Stephen, Blair Welch and Brady Welch as the trustees of the REIT for the ensuing year (the “**Trustee Resolution**”); and
- (iv) to transact such other business as may be properly brought before the Meeting and any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Information Circular under “*Business of the Meeting*”, accompanying and forming part of this Notice of Annual Meeting.

The Board of Trustees has fixed March 14, 2019 as the record date (the “**Record Date**”) for the purpose of determining holders of Units entitled to receive notice of and to vote at the Meeting. Any holder of Units of record at the close of business on the Record Date is entitled to vote the Units registered in such Unitholder’s name at that date on each matter to be acted upon at the Meeting.

To be approved, the Auditor Resolution and the Trustee Resolution, each must receive the affirmative vote of not less than a majority of the votes cast thereon by holders of the Class A Units, Class I Units, Class U Units and Special Voting Units, with such Unitholders voting together as a single class.

For the Meeting, a quorum is present if there are two or more individuals present in person or represented by proxy, holding or representing by proxy in aggregate at least 25% of the total number of outstanding Units.

Unitholders who hold their Units with a bank, broker or other financial intermediary are not registered Unitholders. If you are not a registered Unitholder, you will have received a request for voting instructions from your broker or other nominee. Please complete and return your voting instruction form in accordance with the directions on the voting instruction form. To be effective, a voting instruction form must be received no later than 2:00 p.m. (Eastern Daylight Time) on April 26, 2019. If you plan to attend the Meeting and wish to vote in person, please follow the instructions on the enclosed voting instruction form to appoint yourself, instead of the management nominees, to vote at the Meeting. Non-registered Unitholders must take the necessary steps to appoint themselves if they wish to vote at the Meeting in person. Please take the time to ensure your vote is included at the Meeting.

## Notice-and-Access

The REIT has elected to use the notice-and-access provisions under National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) and National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”, and together with NI 51-102, the “**Notice-and-Access Provisions**”) for the Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that allows issuers to post electronic versions of proxy-related materials on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to securityholders.

Electronic copies of this Notice of Annual Meeting, the Information Circular and the REIT’s management’s discussion and analysis of the results of operations and financial condition of the REIT for the year ended December 31, 2018 and the audited consolidated financial statements of the REIT and accompanying notes for the year ended December 31, 2018 together with the auditor’s report thereon (the “**2018 MD&A and Financials**”) may be found on SEDAR at [www.sedar.com](http://www.sedar.com) and also on the REIT’s website at [www.slateretailreit.com](http://www.slateretailreit.com).

Unitholders are reminded to review the Information Circular before voting.

Unitholders will receive paper copies of a notice package (the “**Notice Package**”) via pre-paid mail containing a notice with information prescribed by NI 54-101 and a form of proxy (if you are a registered Unitholder) or a voting instruction form (if you are a non-registered Unitholder). The REIT will not use procedures known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when an issuer using Notice-and-Access Provisions sends a paper copy of the Information Circular to some securityholders with a Notice Package.

Unitholders may obtain paper copies of the Information Circular and the 2018 MD&A and Financials free of charge by calling +1 (866) 600-5869 at any time up until the date of the Meeting, including any adjournment or postponement thereof. Any Unitholder wishing to obtain a paper copy of the meeting materials should submit their request no later than 2:00 p.m. (Eastern Daylight Time) on April 16, 2019 in order to receive paper copies of the meeting materials in time to vote before the Meeting. Unitholders may also use the toll-free number noted above to obtain more information about the Notice-and-Access Provisions. Under the Notice-and-Access Provisions, meeting materials will be available for viewing on the REIT’s website for one year from the date of posting.

DATED at Toronto, Ontario this 20<sup>th</sup> day of March, 2019.

**By order of the Board of Trustees,**

“*Thomas Farley*”

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THOMAS FARLEY

Chair, Board of Trustees, Slate Retail REIT

# MANAGEMENT INFORMATION CIRCULAR

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## GENERAL INFORMATION

This information circular (“Information Circular”) is furnished in connection with the solicitation of proxies by and on behalf of management of Slate Retail REIT (the “REIT”) for use at the annual meeting (the “Meeting”) of the holders (the “Unitholders”) of class A units (“Class A Units”), class I units (“Class I Units”), class U units (“Class U Units”) and special voting units (“Special Voting Units”, and together with the Class A Units, Class I Units and Class U Units, the “Units”) of the REIT and any adjournment or postponement thereof. No person has been authorized to give any information or make any representation in connection with matters to be considered at the Meeting other than those contained in this Information Circular and, if given or made, any such information or representation must not be relied upon as having been authorized by the REIT or management of the REIT.

In this Information Circular, references to the REIT include its Subsidiaries as required by the context. All dollar amounts are expressed in U.S. dollars (“US\$” or “\$”) unless otherwise indicated. All capitalized terms used in this Information Circular but not otherwise defined herein have the meanings set forth under “Glossary”.

## PROXY AND VOTING INFORMATION

**Beneficial Unitholders should read the information under “Proxy and Voting Information – Advice to Beneficial Unitholders” for an explanation of their rights.**

### Solicitation of Proxies

This Information Circular is furnished in connection with the solicitation of proxies by management of the REIT for use at the Meeting to be held at McCarthy Tétrault LLP, Suite 5300, TD Bank Tower, 66 Wellington Street West, Toronto, Ontario, M5K 1E6 on April 30, 2019 at 2:00 p.m. (Eastern Daylight Time) and any adjournment or postponement thereof. **The information contained herein is given as of March 20, 2019, the date of this Information Circular, unless otherwise stated.**

The solicitation of proxies will be primarily by mail, subject to the use of Notice-and-Access Provisions (as defined below) in relation to delivery of the meeting materials, but proxies may also be solicited personally or by telephone by representatives of the REIT without special compensation or by such agents as the REIT may appoint. While no arrangements have been made to date, the REIT may contract with a professional proxy solicitation firm for the solicitation of proxies for the Meeting, which arrangements would include customary fees. The cost of solicitation will be borne by the REIT. The REIT may also pay brokers or nominees holding Units in their names or in the names of their principals for their reasonable expenses incurred in sending solicitation materials to their principals.

Unitholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof to the attention of TSX Trust Company, 301 – 100 Adelaide St W Toronto, ON M5H 4H1, Attention: Proxy Department (i) in the envelope provided, (ii) by email at [tmxeproxysupport@tmx.com](mailto:tmxeproxysupport@tmx.com), or (iii) by facsimile to 416-595-9593. To be effective, proxies must be received by TSX Trust Company not later than 2:00 p.m. (Eastern Daylight Time) on April 26, 2019 or, if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and statutory holidays) before any adjourned or postponed Meeting. The Chair of the Meeting has the discretion to extend or waive the deadline for the deposit of proxies at his or her discretion without notice.

### Notice-and-Access

The REIT is sending out proxy-related materials to Unitholders using the notice-and-access provisions under National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102”) and National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”) and together with NI 51-102, the “Notice-and-Access Provisions”). The REIT anticipates that use of the Notice-and-Access Provisions will directly benefit the REIT by reducing the postage and material

costs associated with the printing and mailing of the proxy-related materials and will additionally reduce the environmental impact of such actions.

Unitholders will be provided with electronic access to the notice of annual meeting (the “**Notice of Annual Meeting**”), this Information Circular and the REIT’s management’s discussion and analysis of the results of operations and financial condition of the REIT for the year ended December 31, 2018 and the audited consolidated financial statements of the REIT and accompanying notes for the year ended December 31, 2018 together with the auditor’s report thereon (the “**2018 MD&A and Financials**”) on SEDAR at [www.sedar.com](http://www.sedar.com) and on the REIT’s website at [www.slateretailreit.com](http://www.slateretailreit.com). The annual information form for the year ended December 31, 2018 (the “**Annual Information Form**”) can also be found on SEDAR and the REIT’s website.

Unitholders will receive paper copies of a notice package (the “**Notice Package**”) via pre-paid mail containing a notice with information prescribed by NI 54-101 and a form of proxy (if you are a registered Unitholder) or a voting instruction form (if you are a non-registered Unitholder). The REIT will not use procedures known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when an issuer using Notice-and-Access Provisions sends a paper copy of the Information Circular to some securityholders with a Notice Package.

Unitholders may obtain paper copies of the Information Circular and the 2018 MD&A and Financials free of charge by calling +1 (866) 600-5869 at any time up until the date of the Meeting, including any adjournment or postponement thereof. Any Unitholder wishing to obtain a paper copy of the meeting materials should submit their request no later than 2:00 p.m. (Eastern Daylight Time) on April 16, 2019 in order to receive paper copies of the meeting materials in time to vote before the Meeting. Unitholders may also use the toll-free number noted above to obtain more information about the Notice-and-Access Provisions. Under the Notice-and-Access Provisions, meeting materials will be available for viewing on the REIT’s website for one year from the date of posting.

### **Record Date**

The REIT will prepare a list of Unitholders of record as of the close of business on March 14, 2019 (the “**Record Date**”). Unitholders named on that list will be entitled to receive notice of and vote at the Meeting or any adjournment or postponement thereof, even though he/she/it has since the Record Date disposed of his/her/its Units, and no Unitholder becoming such after the Record Date will be entitled to receive notice of and vote at the Meeting or any adjournment or postponement thereof or to be treated as a Unitholder of record for purposes of such other action. Each Unitholder is entitled to one vote at the Meeting for each Unit held as provided herein.

### **Appointment of Proxies**

**A Unitholder has the right to appoint a person (who need not be a Unitholder), other than persons designated in the form of proxy accompanying this Information Circular, as nominee to attend at and act for and on behalf of such Unitholder at the Meeting.** This right may be exercised by inserting the name of such person in the blank space provided on the form of proxy applicable to the Meeting.

A form of proxy will not be valid for the Meeting or any adjournment or postponement thereof unless it is completed and delivered to TSX Trust Company no later than 2:00 p.m. (Eastern Daylight Time) on the second last Business Day immediately preceding the date of the Meeting or any adjournment or postponement thereof, in accordance with the delivery instructions contained above under “*Proxy and Voting Information – Solicitation of Proxies*”.

### **Revocation of Proxies**

Only proxies given by Registered Unitholders for use at the Meeting may be revoked at any time prior to their use. Subject to compliance with the requirements described in the following paragraph, the giving of a proxy will not affect the right of a Unitholder to attend and vote in person at the Meeting.



In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Unitholder or his/her attorney duly authorized in writing, or, if the Unitholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized and deposited with TSX Trust Company, in a manner provided above under “*Proxy and Voting Information – Solicitation of Proxies*”, at any time up to and including 2:00 p.m. (Eastern Daylight Time) on the second last Business Day immediately preceding the date of the Meeting, or any adjournment or postponement thereof, as applicable, or, with the Chair of the Meeting at the Meeting on the day of such meeting or any adjournment or postponement thereof, and upon any such deposit, the proxy is revoked.

Beneficial holders who wish to change their vote must, in sufficient time in advance of the Meeting, arrange for their respective intermediaries to change their vote and, if necessary, revoke their proxy in accordance with the revocation procedures set out above.

### **Advice to Beneficial Unitholders**

The information set forth in this section is of significant importance to a majority of Unitholders as they do not hold their Units in their own names, rather they are held through a broker, dealer, bank, trust company or other nominee (such Unitholders are referred to as “**Beneficial Unitholder(s)**”). Such Units are not registered in the Unitholder’s own name on the records of the REIT maintained by TSX Trust Company and are instead registered in the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc. (“**CDS**”), which acts as nominee for many Canadian brokerage firms). Units held by brokers or their agents or nominees can only be voted (for or against Resolutions) upon the instructions of the Beneficial Unitholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Units for the brokers’ clients. **Therefore, each Beneficial Unitholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Applicable Canadian regulatory policy requires brokers or other nominees to seek voting instructions from Beneficial Unitholders in advance of unitholders’ meetings by forwarding a voting instruction form (Form 54-101F7 – *Request for Voting Instructions made by Intermediary* (“**Form 54-101F7**”)) under NI 54-101. Brokers and other nominees have their own mailing and delivery procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Unitholders in order to ensure that their Units are voted at the Meeting. In Canada, many brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. (“**Broadridge**”). In most cases, Broadridge mails a scannable voting instruction form and asks Beneficial Unitholders to return the form to Broadridge. Alternatively, Beneficial Unitholders can either call Broadridge’s toll free telephone number to provide voting instructions, or access Broadridge’s dedicated voting web site at [www.proxyvote.com](http://www.proxyvote.com) to deliver their voting instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions to the REIT respecting the voting of Units to be represented at the Meeting.

A Beneficial Unitholder will not be recognized directly at the Meeting for the purposes of voting Units registered in the name of his/her/its broker; however, a Beneficial Unitholder may attend the Meeting as proxy holder for the registered Unitholder and vote the Units in that capacity. **Beneficial Unitholders who want to attend the Meeting in person and vote as proxy holder can enter their own names or the names of their appointees in the place provided for that purpose in the voting instruction form provided to them and return the same to their intermediary (or the intermediary’s agent) in accordance with the instructions provided by such broker.** Subject to the basic requirements described below, intermediaries do have flexibility as to the specific method used to appoint Beneficial Unitholders as proxy holders, and Beneficial Unitholders should carefully follow all instructions they receive.

An intermediary who is the registered holder of, or holds a proxy in respect of, securities owned by a Beneficial Unitholder must arrange, without expense to the Beneficial Unitholder, to appoint the Beneficial Unitholder or a nominee of the Beneficial Unitholder as a proxy holder in respect of those securities if the Beneficial Unitholder has instructed the intermediary to do so using either of the following methods (i) the Beneficial Unitholder filled in and submitted the Form 54-101F7 previously sent to the Beneficial

Unitholder by the intermediary, or (ii) the Beneficial Unitholder submitted any other document in writing that requests that the Beneficial Unitholder or a nominee of the Beneficial Unitholder be appointed as a proxy holder. If an intermediary appoints a Beneficial Unitholder or a nominee of the Beneficial Unitholder as a proxy holder as aforesaid, the Beneficial Unitholder or nominee of the Beneficial Unitholder, as applicable, must be given the authority to attend, vote and otherwise act for and on behalf of the intermediary in respect of all matters that may come before the Meeting and any adjournment or continuance thereof, unless applicable law does not permit the giving of that authority. An intermediary who appoints a Beneficial Unitholder as proxy holder as aforesaid must deposit the proxy within the timeframe specified above, if the intermediary obtains the instructions at least one Business Day before the termination of that time.

Beneficial Unitholders fall into two categories – those who object to their identity being made known to the issuers of securities which they own (“**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities they own (“**NOBOs**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from intermediaries. Pursuant to NI 54-101, issuers may obtain and use the NOBO list in connection with any matters relating to the affairs of the issuer, including the distribution of proxy-related materials directly to NOBOs. The REIT is not sending meeting materials directly to NOBOs; the REIT uses and pays intermediaries and agents to send the meeting materials. The REIT also intends to pay for intermediaries to deliver the meeting materials to OBOs.

**Beneficial Unitholders should contact their broker or other intermediary if they have any questions regarding the voting of Units held through that broker or other intermediary.**

#### **Voting of Proxies**

The persons named in the form of proxy accompanying this Information Circular have indicated their willingness to represent as proxy the Unitholder who appointed them. Each Unitholder may instruct his/her/its proxy how to vote his/her/its Units by completing the blanks on the proxy form.

Units represented by properly executed proxy forms in favour of the person designated on the form will be voted for, against or withheld from voting (as the case may be), in accordance with the instructions given on the proxy forms. In the absence of such instructions, the Units will be voted “FOR” the Resolutions.

The proxy form accompanying this Information Circular confers discretionary authority upon the persons named therein with respect to amendments and variations to matters identified in the accompanying Notice of Annual Meeting and with respect to any other matters which may properly come before the Meeting. As at the date of this Information Circular, management of the REIT know of no such amendments, variations or other matters to come before the Meeting.

#### **Voting Securities and Principal Holders thereof**

The REIT is authorized to issue an unlimited number of Class A Units, Class I Units, Class U Units and Special Voting Units, of which 261,218 Class A Units, 282,219 Class I Units, 41,218,691 Class U Units and 388,281 Special Voting Units were issued and outstanding as at March 14, 2019. As at March 14, 2019, the REIT’s subsidiaries have outstanding 388,281 GAR B Exchangeable Units (which are attached to the outstanding Special Voting Units), 219,620 Class B LP1 Units and 1,680,234 Class B LP2 Units. Each Class A Unit and Class I Unit is convertible into Class U Units on a one-for-one basis and each GAR B Exchangeable Unit and Class B LP Unit is redeemable for cash or Class U Units on a one-for-one basis, as determined by the GAR B GP or the General Partner, respectively, in their sole discretion. Each Unitholder is entitled to one vote at the Meeting for each Unit held as provided herein.

Slate Asset Management L.P., the external manager of the REIT (the “**Manager**”), owns 2,233,214 Class U Units representing approximately 5.42% of the outstanding Class U Units as at March 14, 2019. Blair Welch and Brady Welch, trustees of the REIT, exercise control or direction over the Class U Units owned by the Manager in their capacity as partners of the Manager. Queens Court Advisors Ltd. owns 255,720 Special Voting Units representing approximately 65.86% of the outstanding Special Voting Units as at March 14, 2019. Blair Welch and Brady Welch, trustees of the REIT, exercise control or direction over the

Special Voting Units owned by Queens Court Advisors Ltd. in their capacity as directors of such corporation.

As of March 14, 2019, there are no persons or companies of record who own or are known to the REIT to own beneficially, directly or indirectly, more than 10% of any class of Units, except as set out below.

8032238 Canada Inc. owns 263,850 Class I Units representing approximately 93.49% of the outstanding Class I Units.

To the knowledge of the REIT, EdgePoint Investment Group Inc. exercises control over 4,534,492 Class U Units representing approximately 11.00% of the outstanding Class U Units.

138162 Canada Inc. owns 42,762 Special Voting Units representing approximately 11.01% of the outstanding Special Voting Units.

## **BUSINESS OF THE MEETING**

### **Overview**

The Meeting will be constituted as a general meeting of the REIT. The audited financial statements of the REIT for the period ended December 31, 2018 and the auditor's report thereon will be tabled before the Unitholders at the Meeting for discussion. The audited financial statements have been approved by the audit committee ("**Audit Committee**") and the Board. In addition, at the Meeting, the Unitholders will be asked to consider and, if thought fit, pass:

- (i) an ordinary resolution re-appointing Deloitte LLP as the auditors of the REIT for the ensuing year and authorizing the trustees to fix the remuneration of such auditors, the full text of which is set forth in Appendix "A" (the "**Auditor Resolution**"); and
- (ii) an ordinary resolution electing Samuel Altman, Colum Bastable, Thomas Farley, Patrick Flatley, Andrea Stephen, Blair Welch and Brady Welch as the trustees of the REIT for the ensuing year, the full text of which is set forth in Appendix "B" (the "**Trustee Resolution**").

**If you do not specify how you want your Units voted, the persons named as proxy holders will cast the votes represented by proxy at the Meeting FOR the applicable Resolution.**

To be approved, the Auditor Resolution and the Trustee Resolution each must receive the affirmative vote of not less than a majority of the votes cast thereon by holders of the Class A Units, Class I Units, Class U Units and Special Voting Units, with such Unitholders voting together as a single class.

For the Meeting, a quorum is present if there are two or more individuals present in person or represented by proxy, holding or representing by proxy in aggregate at least 25% of the total number of outstanding Units.

### **Financial Statements**

The 2018 MD&A and Financials may be accessed on SEDAR at [www.sedar.com](http://www.sedar.com), the REIT's website at [www.slateretailreit.com](http://www.slateretailreit.com), or may be obtained from the secretary of the REIT upon request and will be available at the Meeting.

### **Appointment of External Auditor**

Deloitte LLP was first appointed auditor of the REIT on January 18, 2012. Upon the recommendation of the Audit Committee, the Board of Trustees of the REIT recommends that Deloitte LLP be reappointed as the REIT's auditors to hold office until the close of the next annual meeting and that the trustees be authorized to fix their remuneration.

This reappointment of Deloitte LLP as auditors must be approved by a simple majority of votes cast by Unitholders at the Meeting. Representatives of Deloitte LLP will be present at the Meeting and will be given the opportunity to make a statement if they so wish and will respond to appropriate questions.

The following chart summarizes the fees of Deloitte LLP for services during 2018 and 2017 for audit fees and non-audit related services:

Fee	2018	2017
Audit fees <sup>(1)</sup>	\$328,018	\$471,006
Audit related fees	-	-
Tax fees <sup>(2)</sup>	\$371,301	\$515,603
All other fees	-	-
<b>Total fees</b>	<b>\$699,319</b>	<b>\$986,609</b>

(1) Includes professional fees paid to the external auditor for the audit of the annual consolidated financial statements and the reviews of quarterly consolidated financial statements.

(2) Tax fees related to tax compliance/preparation are \$371,301 for the year-ended December 31, 2018 (December 31, 2017 - \$352,603).

### Election of Trustees

The number of trustees to be elected at the Meeting is seven. Trustees are elected by Unitholders annually and, unless re-elected, retire from office at the end of the next annual general meeting of Unitholders.

Pursuant to the Management Agreement, the Manager, has the right to nominate two trustees to stand for election to the Board (the “**Slate Nominees**”) during the term of the Management Agreement.

Other than the Slate Nominees, the nominees for election of the trustees have been determined by the compensation, governance and nominating Committee (the “**Governance Committee**”) in accordance with the provisions of the Declaration of Trust. Consequently, five nominees will be nominated by the Board of Trustees of the REIT (the “**REIT Nominees**”) and together with the Slate Nominees, the “**Nominees**”) and two Slate Nominees will be nominated by the Manager for election as trustees at the Meeting.

The following tables set forth, for each Nominee, the person’s name, age, province or state and country of residence, positions(s) with the REIT, the date on which the person became a trustee, principal occupation, Board and committee attendance and the number of REIT securities owned. Blair Welch and Brady Welch are the Slate Nominees.

<b>Samuel Altman</b> Montreal, Quebec, CA  <b>Age:</b> 60  <b>Status:</b> Independent  <b>Trustee Since:</b> February 23, 2012	<b>Principal Occupation During Past Five Years and Prior</b>												
	Mr. Altman is a corporate director. Mr. Altman retired from his position as President of Joddes Limited on September 30, 2018. Through this role, he is familiar with the U.S. tax and securities regulatory environment, including cross border issues. Mr. Altman was formerly President and Chief Executive Officer of Pendopharm, a pharmaceutical contract manufacturer, and was an independent consultant to healthcare, and industrial marketing clients on strategy, corporate development and mergers and acquisitions. Mr. Altman formerly led corporate strategy and investment for Scott's Hospitality and was originally a management consultant at McKinsey and Company where he advised industrial and retail marketing clients across North America, Mexico and Europe. Mr. Altman received a Master of Business Administration from Cornell University, a Juris Doctor degree from Queen's University, is a CFA charterholder and is a member of the Law Society of Ontario.												
	<b>Board &amp; Committee Attendance During 2018</b>												
	<b>Board of Trustees</b>		<b>Audit Committee</b>		<b>Investment Committee</b>		<b>Governance Committee</b>		<b>Total Attendance</b>				
	7/7		4/4		2/2		2/2		15/15				
	<b>Other Public Board Memberships</b>												
	-												
	<b>REIT Securities Held as at March 14, 2019</b>												
<b>Class A</b>		<b>Class I</b>		<b>Class U</b>		<b>DSU</b>		<b>Special Voting Units</b>		<b>Total</b>		<b>Market Value<sup>(1)</sup></b>	
-		-		57,186		29,472		-		86,658		\$811,119	

<sup>(1)</sup> Using the March 14, 2019 closing price of SRT.U of \$9.36.

<b>Colum Bastable</b> Toronto, Ontario, CA  <b>Age:</b> 72  <b>Status:</b> Independent  <b>Trustee Since:</b> March 3, 2014	<b>Principal Occupation During Past Five Years and Prior</b>												
	Mr. Bastable is the former Chair of Canadian operations for Cushman & Wakefield. Mr. Bastable joined Royal LePage in 1976 as Vice President of Finance, ultimately becoming Executive Vice President of all of Royal LePage's commercial operations. In 1993, Mr. Bastable became President and Chief Executive Officer of Royal LePage and a Managing Partner of Brascan (now Brookfield). In 2005, he became President and Chief Executive Officer of Cushman & Wakefield LePage Ltd. Mr. Bastable is a former member of the board of trustees of Brookfield Canada Office Properties Real Estate Investment Trust and was previously on the board of Toronto Hydro-Electric System. In 2007, Mr. Bastable was appointed as Chair of McMaster University's Board of Governors. Mr. Bastable is a Chartered Accountant and has been honored as a Fellow of the Institute Chartered Accountants in Ireland and an honorary Doctorate of Laws from McMaster University.												
	<b>Board &amp; Committee Attendance During 2018</b>												
	<b>Board of Trustees</b>		<b>Audit Committee</b>		<b>Investment Committee</b>		<b>Governance Committee</b>		<b>Total Attendance</b>				
	7/7		4/4		-		2/2		13/13				
	<b>Other Public Board Memberships</b>												
	-												
	<b>REIT Securities Held as at March 14, 2019</b>												
<b>Class A</b>		<b>Class I</b>		<b>Class U</b>		<b>DSU</b>		<b>Special Voting Units</b>		<b>Total</b>		<b>Market Value<sup>(1)</sup></b>	
-		-		3,800		17,295		-		21,095		\$197,449	

<sup>(1)</sup> Using the March 14, 2019 closing price of SRT.U of \$9.36.

<b>Thomas Farley</b> Palm Desert, California, U.S.A  <b>Age:</b> 63  <b>Status:</b> Independent  <b>Trustee Since:</b> June 2, 2014	<b>Principal Occupation During Past Five Years and Prior</b>												
	Mr. Farley is a corporate director with over 30 years of real estate industry experience. Most recently, Mr. Farley held the position of Chair of the Board of Brookfield Canada Office Properties, and, prior to that, the position of President and Global Chief Operating Officer of Brookfield Office Properties, overseeing asset management, leasing, and property operating initiatives. Further, he served as Chair of the Board of Brookfield Johnson Controls Canada and Brookfield Johnson Controls Australia. Previously at Brookfield he was CEO of Canadian Commercial Operations, CEO of Australian Commercial Operations and Senior Vice President, Western Canada. Mr. Farley received a Bachelor of Arts from the University of Victoria, a CRF designation from the Real Estate Institute of Canada and is a member of the American Management Association.												
	<b>Board &amp; Committee Attendance During 2018</b>												
	<b>Board of Trustees</b>		<b>Audit Committee</b>		<b>Investment Committee</b>		<b>Governance Committee</b>		<b>Total Attendance</b>				
	7/7		4/4		2/2		2/2		15/15				
	<b>Other Public Board Memberships</b>												
	Slate Office REIT												
	<b>REIT Securities Held as at March 14, 2019</b>												
<b>Class A</b>		<b>Class I</b>		<b>Class U</b>		<b>DSU</b>		<b>Special Voting Units</b>		<b>Total</b>		<b>Market Value<sup>(1)</sup></b>	
-		-		96,406		-		-		96,406		\$902,360	

<sup>(1)</sup> Using the March 14, 2019 closing price of SRT.U of \$9.36.

<b>Patrick Flatley</b> Etobicoke, Ontario, CA  <b>Age:</b> 55  <b>Status:</b> Independent  <b>Trustee Since:</b> February 23, 2012	<b>Principal Occupation During Past Five Years and Prior</b>												
	Mr. Flatley is a Partner of New York-based Lincoln Land Services where he represents the interests of Canadian commercial real estate owners and operators completing cross border transactions. Prior to his current position Mr. Flatley was Senior Vice President of Fidelity National Title Insurance Co. Mr. Flatley has completed over 75 commercial title insurance policies in the U.S. for clients including Brookfield Properties, Cadillac Fairview, Canada Pension Plan Investment Board and Oxford Properties. In addition, Mr. Flatley is a Partner of KenAidan Realty, a Toronto-based real estate developer, and a founding partner of Great American Bagel Enterprise for which Mr. Flatley has sourced and secured retail locations for the company in various U.S. locations. Prior to his commercial real estate career, Mr. Flatley was a professional hockey player, whose NHL career spanned fourteen seasons, including four as Captain of the New York Islanders. Mr. Flatley attended the University of Wisconsin–Madison.												
	<b>Board &amp; Committee Attendance During 2018</b>												
	<b>Board of Trustees</b>		<b>Audit Committee</b>		<b>Investment Committee</b>		<b>Governance Committee</b>		<b>Total Attendance</b>				
	7/7		-		2/2		-		9/9				
	<b>Other Public Board Memberships</b>												
	-												
	<b>REIT Securities Held as at March 14, 2019</b>												
<b>Class A</b>		<b>Class I</b>		<b>Class U</b>		<b>DSU</b>		<b>Special Voting Units</b>		<b>Total</b>		<b>Market Value<sup>(1)</sup></b>	
4,000		-		-		26,309		-		30,309		\$283,692	

<sup>(1)</sup> Using the March 14, 2019 closing price of SRT.U of \$9.36.

<b>Andrea Stephen</b> Toronto, Ontario, CA  <b>Age:</b> 54  <b>Status:</b> Independent  <b>Trustee Since:</b> June 20, 2017	<b>Principal Occupation During Past Five Years and Prior</b>						
	Ms. Stephen is a corporate director. She is currently a member of the board of trustees, and a member of the investment, audit and compensation and governance committees of First Capital Realty Inc. She is also on the board of trustees and a member of the audit committee of Boardwalk Real Estate Investment Trust, and a member of the board of directors, a member of the executive committee and chair of the compensation committee of The Macerich Company. Ms. Stephen retired from her position as Executive Vice President, Investments at The Cadillac Fairview Corporation Limited (" <b>Cadillac Fairview</b> ") in 2011. In this position, she was responsible for developing and executing investment strategy. She executed over \$9 billion of transactions, including Cadillac Fairview's first investments in the United Kingdom and Brazil. Ms. Stephen was previously a director of Multiplan Empreendimentos Imobiliaros, a public real estate company listed on the Brazil stock exchange, and was also a member of the board of directors of the Pension Real Estate Association (PREA). She has served as Director, Real Estate with the Ontario Teachers' Pension Plan Board, where she initiated the U.S. real estate investment program and led the team that privatized Cadillac Fairview. Ms. Stephen was also previously a member of the Investor Advisory Committee of the National Association of Real Estate Investment Trusts (NAREIT) and a director of Canada's Walk of Fame. Ms. Stephen obtained an undergraduate degree in business from St. Francis Xavier University and is a Chartered Professional Accountant, Chartered Accountant.						
	<b>Board &amp; Committee Attendance During 2018</b>						
	<b>Board of Trustees</b>	<b>Audit Committee</b>	<b>Investment Committee</b>	<b>Governance Committee</b>	<b>Total Attendance</b>		
	7/7	4/4	2/2	2/2	15/15		
	<b>Other Public Board Memberships</b>						
	First Capital Realty Inc. Boardwalk Real Estate Investment Trust The Macerich Company						
	<b>REIT Securities Held as at March 14, 2019</b>						
<b>Class A</b>	<b>Class I</b>	<b>Class U</b>	<b>DSU</b>	<b>Special Voting Units</b>	<b>Total</b>	<b>Market Value<sup>(1)</sup></b>	
-	-	10,100	9,492	-	19,592	\$183,381	

<sup>(1)</sup> Using the March 14, 2019 closing price of SRT.U of \$9.36.

<b>Blair Welch</b> Toronto, Ontario, CA  <b>Age:</b> 46  <b>Status:</b> Non- Independent  <b>Trustee Since:</b> January 18, 2012	<b>Principal Occupation During Past Five Years and Prior</b>						
	Mr. Welch co-founded Slate Asset Management L.P. in 2005. Slate Asset Management L.P. is a Toronto-based real estate asset management company with over \$6 billion of assets under management across Canada, the United States and Europe. With over 20 years of real estate industry experience in North America, Europe and Asia, Mr. Welch has worked in direct investment, investment banking, development and securitization. Mr. Welch has been fortunate to work with exceptional people at pioneering firms such as Fortress Investment Group; Bankers Trust; First National Financial Corporation and Brazos Advisors (now Lone Star). Mr. Welch serves as a trustee of the REIT. and holds a Bachelor of Commerce from the University of British Columbia.						
	<b>Board &amp; Committee Attendance During 2018</b>						
	<b>Board of Trustees</b>	<b>Audit Committee</b>	<b>Investment Committee</b>	<b>Governance Committee</b>	<b>Total Attendance</b>		
	7/7	-	-	-	7/7		
	<b>Other Public Board Memberships</b>						
	Slate Office REIT						
	<b>REIT Securities Held as at March 14, 2019</b>						
<b>Class A</b>	<b>Class I</b>	<b>Class U<sup>(1)</sup></b>	<b>DSU</b>	<b>Special Voting Units<sup>(1)</sup></b>	<b>Total</b>	<b>Market Value<sup>(2)</sup></b>	
-	-	2,253,397	-	255,720	2,509,117	\$23,485,335	

<sup>(1)</sup> Includes Class U Units and Special Voting Units held by the Manager.

<sup>(2)</sup> Using the March 14, 2019 closing price of SRT.U of \$9.36.

<b>Brady Welch</b> Burlington, Ontario, CA  <b>Age:</b> 49  <b>Status:</b> Non-Independent  <b>Trustee Since:</b> February 23, 2012	<b>Principal Occupation During Past Five Years and Prior</b>						
	Mr. Welch is one of the founding partners of Slate Asset Management L.P., a leading global real estate investment platform, which is a significant sponsor of all its private and publicly-traded investment vehicles, which are tailored to the unique goals and objectives of its institutional, ultra-high net worth and retail investors. Brady serves as a trustee of the REIT. Prior to co-founding Slate in 2005, he held senior management positions with Fortress Investment Group, responsible for overseeing all direct investments in commercial real estate in the U.S, Canada and Europe. Mr. Welch began his career in the mid-1990s with Brazos Advisors (now Lone Star) in the acquisition and work-out of distressed commercial real estate loan pools. Mr. Welch received a Bachelor of Commerce degree from Mount Allison University.						
	<b>Board &amp; Committee Attendance During 2018</b>						
	<b>Board of Trustees</b>	<b>Audit Committee</b>	<b>Investment Committee</b>	<b>Governance Committee</b>	<b>Total Attendance</b>		
	7/7	-	-	-	7/7		
	<b>Other Public Board Memberships</b>						
	Slate Office REIT						
	<b>REIT Securities Held as at March 14, 2019</b>						
<b>Class A</b>	<b>Class I</b>	<b>Class U<sup>(1)</sup></b>	<b>DSU</b>	<b>Special Voting Units<sup>(1)</sup></b>	<b>Total</b>	<b>Market Value<sup>(2)</sup></b>	
-	-	2,257,130	-	255,720	2,512,850	\$23,520,276	

<sup>(1)</sup> Includes Class U Units and Special Voting Units held by the Manager.

<sup>(2)</sup> Using the March 14, 2019 closing price of SRT.U of \$9.36.

## CORPORATE GOVERNANCE DISCLOSURE

### General

The Board currently consists of seven trustees, and the number of trustees to be elected at the Meeting is seven. Of these seven trustees, five trustees – Samuel Altman, Colum Bastable, Thomas Farley, Patrick Flatley, and Andrea Stephen are “independent” (the “**Independent Trustees**”) in accordance with the definition of “independence” set forth in National Instrument 58-101 – *Disclosure of Corporate Governance Practices*. Brady Welch and Blair Welch are not “independent” by virtue of their relationships with the Manager. The Independent Trustees hold *in camera* meetings at which non-Independent Trustees and members of management are not in attendance. For the year ended December 31, 2018, the Independent Trustees held at least 5 of such meetings.

The chair of the Board (“**Chair**”), Thomas Farley, is independent. The Chair is responsible for (i) leading, managing and organizing the Board, (ii) promoting cohesiveness among the trustees, (iii) acting as Chair of the meetings of the Board, including establishing procedures to govern the Board’s work to ensure the Board can conduct its work effectively and efficiently, (iv) acting as a liaison between the Board and management through the chief executive officer of the REIT (“**Chief Executive Officer**”), and (v) promoting the provision of information to the trustees on a timely basis to keep the trustees apprised of matters which are material to them.

### Committees

The Board has three committees: (1) the Audit Committee, comprised of Colum Bastable (chair), Samuel Altman, Andrea Stephen and Thomas Farley, (2) the Governance Committee, comprised of Andrea Stephen (chair), Samuel Altman, Colum Bastable and Thomas Farley, and (3) the investment committee (the “**Investment Committee**”), comprised of Thomas Farley (chair), Samuel Altman, Andrea Stephen and Patrick Flatley.



Additional information regarding the Audit Committee, the Governance Committee and the Investment Committee (collectively, the “**Committees**”) can be found under the heading “*Trustees and Executive Officers of the REIT*” in the Annual Information Form.

## **Board Mandate**

The Board is responsible for the general stewardship of the REIT. It is elected by Unitholders to supervise management of the REIT’s business with the goal of enhancing the REIT’s long-term Unitholder value. The Board has adopted a charter which reflects the REIT’s commitment to high standards of governance. The charter also assists the Board in supervising the management of the REIT.

The Board has also adopted a charter for the Chair. These charters contribute to establishing appropriate limits on management’s authority. The Board’s charter, which is expressly incorporated by reference herein, is available on SEDAR at [www.sedar.com](http://www.sedar.com) or on the REIT’s website at [www.slateretailreit.com](http://www.slateretailreit.com) under “Investors – Governance” and “Investors – Policies”.

The Board oversees the management of the REIT. Management is responsible for general day-to-day management of the REIT and for making recommendations to the Board with respect to long-term strategic, financial, organizational and related objectives.

The roles and responsibilities of the Board are intended to primarily focus on the formulation of long-term strategic, financial and organizational goals for the REIT and on the monitoring of management performance. The Board is responsible for overseeing a management-driven strategic planning process and approves the REIT’s strategic plan.

The Board reviews and approves the REIT’s financial objectives and short and long-term business plans for the REIT’s business and monitors financial and operating performance. The Board also approves significant capital allocations and expenditures and reviews and approves all material transactions, being all matters that would be expected to have a major impact on Unitholders or creditors.

## **Position Descriptions**

The Board has developed a written position description in the form of a charter for the Chair. The Board has also developed written position descriptions in the form of a charter for the chair of each Committee. In addition, the Board has developed a written position description for the Chief Executive Officer.

## **Orientation and Continuing Education**

The REIT has an orientation program for new trustees which addresses the role of the Board, its Committees and individual members and provides a reference manual of materials, which includes (among other things) (i) the Declaration of Trust, (ii) material agreements and documents related to the REIT, (iii) charters for the Board and the Committees, (iv) a description of the REIT’s legal and organizational structure, and (v) operational plans, financial reports, other reports and corporate policies. In addition, the Board and members of management organize presentations by legal counsel on new legislative and policy developments that affect the Board, arrange one-on-one briefings with the Board, the Chair, the Chief Executive Officer and the chief financial officer of the REIT (“**Chief Financial Officer**”) and set aside time for social interaction with the Board and management. The Board orientation program is reviewed annually by the Governance Committee and the Board and feedback from newly oriented trustees is incorporated into the program from time to time.

The Governance Committee is responsible for the ongoing education of trustees. Continuing education contributes to the awareness of the Board with respect to changes and developments in the following areas: legislative, policy and accounting developments, risk, insurance, governance, market performance, competitive analysis, investment opportunities and environmental issues. The Board’s continuing education program has four components (i) management presentations, (ii) presentations and information solicited from external advisors (including legal, accounting and consulting firms), (iii) accredited programs, and (iv) site visits. Education matters involving management and external advisors often take

place at regularly scheduled Board meetings. Trustees are also provided opportunities to visit the REIT's properties as well as those of competitors. The continuing education program is reviewed annually by the Governance Committee and the Board.

### **Ethical Business Conduct**

It is the policy of the REIT that all activities be conducted with the highest standards of fairness, honesty and integrity and in compliance with all legal and regulatory requirements. The REIT's Code of Business Conduct and Ethics (the "**Code**") has been endorsed by the Board and applies to the trustees and officers of the REIT and employees of the Manager.

The Code emphasizes compliance with laws, rules and regulations, conflict of interest rules, protection of the REIT's assets and resources, protection of confidential information, provisions on competition, corporate opportunities and fair dealing, policies for gifts and entertainment, discrimination and harassment, health and safety, and accuracy of records and reporting, among other things.

The Board has responsibility for ensuring that the Code and compliance related policies and management systems are effectively implemented. Monitoring compliance with the Code is done through reports, meetings, audits and consultation with the Manager. The Code, which is reviewed annually by the Governance Committee and approved by the Board, is available on SEDAR at [www.sedar.com](http://www.sedar.com), the REIT's website at [www.slateretailreit.com](http://www.slateretailreit.com) or upon request to the REIT.

In an effort to ensure the exercise of independent judgement, the Board appoints a non-executive, Independent Trustee to act as the Chair. Keeping the REIT's Chief Executive Officer and Chair positions separate allows the Board to more effectively oversee management and enhance accountability. Having an independent Chair fosters strong leadership, robust discussion and effective decisions, while avoiding potential conflicts of interest. In addition, the Declaration of Trust contains "conflict of interest" provisions to protect Unitholders without creating undue limitations on the REIT. As the trustees may be engaged in a wide range of real estate and other activities, the Declaration of Trust contains provisions, similar to those contained in the *Canada Business Corporations Act*, that require each trustee to disclose to the REIT, at the first meeting of trustees of the REIT at which a proposed contract or transaction is considered, any interest in a material contract or transaction or proposed material contract or transaction with the REIT (including a contract or transaction involving the making or disposition of any investment in real property or a joint venture agreement) or the fact that such person is a director or officer of or otherwise has a material interest in any person who is a party to a material contract or transaction or proposed material contract or transaction with the REIT. If a material contract or transaction or proposed material contract or transaction is one that in the ordinary course would not require approval by the trustees of the REIT, a trustee will be required to disclose in writing to the REIT, or request to have entered into the minutes of meetings of trustees, the nature and extent of his or her interest forthwith after the trustee becomes aware of the contract or transaction or proposed contract or transaction. In any case, a trustee who has made disclosure to the foregoing effect will not be entitled to vote on any resolution to approve the contract or transaction unless the contract or transaction relates to his or her remuneration or an indemnity under the provisions of the Declaration of Trust or liability insurance. All decisions of the Board will require the approval of a majority of the trustees of the REIT present in person or by phone at a meeting of the Board.

### **Nomination of Trustees**

The Governance Committee, which is composed entirely of Independent Trustees, is primarily responsible for succession planning, including the identification and nomination of trustees other than the Slate Nominees. The Board's succession planning process is comprised of a review of the size of the Board, a skills assessment and a Board and trustee evaluation process. Annually, the Governance Committee reviews the size of the Board and determines the appropriate size based on the outcome of a trustee peer review, the projected workload requirements and the results of a Board effectiveness review. The Governance Committee reviews the skills represented on the Board annually through the use of a trustee skills matrix. Relevant competencies include financial literacy, business acumen, independence, functional skills (ie. analytical, capital allocation, communication, talent development, merger and

acquisition, risk oversight) and personal attributes (ie. high integrity, record of success, diversity, networking, time commitment, board service and governance, and community relations experience). If there is a skills gap, the Governance Committee may address the matter by increasing the size of the Board, replacing an incumbent or enhancing Board education.

If a vacancy is to be filled, the Governance Committee uses these selection criteria to prioritize and select potential candidates. The Board considers gender, ethnic background, geographic origin and other personal characteristics together with the skills, experience, character and behavioural qualities of each individual when determining the value which a candidate could bring to the Board. Candidates are identified through formal and informal search processes. Interviews are conducted by the Governance Committee and, depending on the pool of candidates a short list of candidates is put before the Board for consideration. Prior to nomination, new trustees are given a clear indication of the workload and time commitment required. The Board approves nominations for trustees; provided, however that pursuant to the Management Agreement, the Manager has the right to nominate two trustees.

More information on the responsibilities, powers and operation of the Governance Committee can be found under the heading “*Trustees and Executive Officers of the REIT – Compensation, Governance and Nominating Committee*” in the Annual Information Form.

### **Compensation**

The Governance Committee, which is comprised entirely of Independent Trustees, is responsible for determining the compensation of the trustees of the REIT. The Governance Committee undertakes an annual trustee compensation review process pursuant to which the REIT’s trustee compensation packages are compared against a group of its peers and are aligned with the market. In 2018 the comparator group included CT REIT, Crombie REIT, NorthWest Healthcare Properties REIT, Morguard REIT, Dream Industrial REIT, WPT REIT, Slate Office REIT, Plaza Retail REIT, Summit Industrial Income REIT, Agellan Commercial REIT, and True North Commercial REIT.

The REIT’s senior management team currently consists of individuals employed and compensated by the Manager. As a result, the Governance Committee does not currently have any direct responsibilities or powers in respect of executive compensation matters.

More information on the responsibilities, powers and operation of the Governance Committee can be found under the heading “*Trustees and Executive Officers of the REIT – Compensation, Governance and Nominating Committee*” in the Annual Information Form and under the heading “*Statement of Trustee Compensation*” in this Information Circular.

### **Assessments**

The Governance Committee approaches the evaluation of the trustees through two anonymous questionnaires administered confidentially: (i) a Board and Committee evaluation, and (ii) a peer evaluation. The questionnaires provide for quantitative ratings and subjective comment in key areas and consider the Board’s and each trustee’s effectiveness in terms of business operations, strategy, Unitholder value, risk management, use of time, Board structure, size and process. A summary report on the questionnaires is presented to the Governance Committee and the Board. All trustees are subsequently provided with copies of the report. The Board meets to discuss the report, consider its findings and act on its recommendations. Each year, the Chair meets with each trustee individually to engage in open dialogue on any issues which either party wishes to raise, and uses the same meeting to discuss any specific issues that may have come up in the questionnaire process. Through this process each trustee receives feedback on his or her individual contribution to Board effectiveness.

### **Term Limits**

The REIT does not have term limits for its trustees. While there is benefit to adding new perspectives to the Board from time to time, there are also benefits to be achieved through continuity and trustees having in depth knowledge of each facet of the REIT’s business, which necessarily takes time to develop.

Pursuant to the Declaration of Trust, trustees are generally to be appointed (including the reappointment of incumbent trustees) at each annual meeting of the REIT, and in all cases, the term of any trustee will expire at the close of the next annual meeting of Unitholders following such trustee's appointment.

### **Diversity**

The REIT encourages diversity in the composition of the Board. While the REIT does not have set targets regarding the representation of women on the Board, the REIT's Governance Committee has adopted a formal policy with regards to the diversity of its Board. The policy includes a clear commitment to increasing gender diversity and objectives, including to ensure that at least one trustee on the Board is a woman. The REIT recognizes that diversity enriches discussions among directors and better reflects the REIT's relationship with its tenants, employees, Unitholders, business partners and other stakeholders. The Governance Committee focuses on finding the best qualified candidates, given the needs and circumstances of the Board. In taking into consideration potential candidates for the Board, the Governance Committee will consider merit based on a balance of skills, background, experience and knowledge, and diversity of gender, race, nationality, age, experience, geographic location and other attributes has and will be considered favourably in the assessment of trustees. Additionally, the Governance Committee's annual review of the size and composition of the Board is conducted with a view to identifying imbalances or gaps, as well as opportunities that may be associated with further diversification.

The Board is currently comprised of six men and one woman, such that 14% of the REIT's trustees are women. Following the Meeting, and assuming all of the nominees are elected, the Board will be comprised of six men and one woman, such that approximately 14% of the REIT's trustees will be women. The Board believes that its trustees comprise an appropriate mix of individuals with accounting, financial, legal, real estate and general business experience that is appropriate for the REIT's current size.

With respect to executive officer positions, the REIT is externally managed and has no control over the recruitment of the Manager's employees. Trustees interact regularly with the Named Executive Officers (as defined under the section entitled "*Statement of Executive Compensation*") and other senior employees of the Manager dedicated to the REIT's operations and are satisfied with the experience, competence and performance of the Named Executive Officers and other senior employees.

### **Majority Voting Policy**

The Board has a majority voting policy under which each trustee of the REIT should be elected by the vote of a majority of Units represented in person or by proxy at any meeting for the election of trustees. Accordingly, if any nominee for trustee receives, from the Units voted at the Meeting in person or by proxy, a greater number of Units withheld than Units voted in favour of his or her election, such trustee must promptly tender his or her offer to resign to the Chair, to take effect on acceptance by the Board. The Governance Committee will expeditiously consider the trustee's offer to resign and make a recommendation to the Board whether or not to accept it. Within 90 days of the Meeting, the Board will make a final decision and announce it by way of press release. This policy does not apply to a contested election of trustees, that is, where the number of nominees exceeds the number of trustees to be elected. Any trustee who offers his or her resignation will not participate in the deliberations of the Governance Committee or the Board with respect to whether or not to accept the resignation. In the event any such trustee fails to offer his or her resignation in accordance with the majority voting policy, the Board will not re-nominate the trustee. Subject to the provisions of the Declaration of Trust, the Board is not limited in any action it may take if a trustee's resignation is accepted, including appointing a new trustee to fill the vacancy.

### **Indemnification and Liability Insurance**

The Declaration of Trust provides that each trustee of the REIT will be entitled to indemnification from the REIT in respect of the exercise of the trustee's powers and the discharge of the trustee's duties, provided that the trustee acted honestly and in good faith with a view to the best interests of the REIT or, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, where

the trustee had reasonable grounds for believing that his or her conduct was lawful. In addition, the REIT has entered into indemnity agreements with each of its trustees and officers.

The REIT carries trustees' and officers' liability insurance. Under this insurance coverage, the REIT will be reimbursed for insured claims where payments have been made under indemnity provisions on behalf of its trustees and officers contained in the Declaration of Trust, subject to a deductible for each loss, which will be paid by the REIT. Individual trustees and officers will also be reimbursed for insured claims arising during the performance of their duties for which they are not indemnified by the REIT. Excluded from insurance coverage are illegal acts, acts which result in personal profit and certain other acts.

### **Indebtedness**

None of the REIT's executive officers, trustees or employees or former executive officers, trustees or employees, or any associate or affiliate of any such person, is as of the date hereof, or has been since January 1, 2018, indebted to the REIT.

## **STATEMENT OF EXECUTIVE COMPENSATION**

### **Compensation Discussion and Analysis**

The REIT's executive officers are employed by the Manager and the REIT does not determine the amounts payable to the executive officers or directly or indirectly pay any compensation to them. Any variability in compensation paid by the Manager to the REIT's executive officers has no impact on the REIT's financial obligations under the Management Agreement.

The Manager determines the total compensation paid to the REIT's executive officers. In determining this compensation, the Manager considers, among other things, the Manager's business, results of operations and financial condition taken as a whole, including the REIT's operations.

The following officers qualified as the REIT's named executive officers in 2018: (i) Greg Stevenson, the REIT's Chief Executive Officer, and (ii) Robert Armstrong, the REIT's Chief Financial Officer (the "**Named Executive Officers**").

A portion of the compensation paid by the Manager to Greg Stevenson and Robert Armstrong during 2018 is attributable to time spent on the activities of the REIT. No option awards to the Named Executive Officers were outstanding as at December 31, 2018, and no option-based or non-equity based incentive plan awards vested for the Named Executive Officers during 2018 in respect of the REIT.

Name and Principal Position	Year	Salary	Unit Based Awards	Option Based Awards	Non-Equity Incentive Plan Compensation		Pension Value	All Other Compensation	Total Compensation
					Annual Incentive Plans	Long Term Incentive Plans			
Greg Stevenson, Chief Executive Officer <sup>(1)</sup>	2018	C\$300,000	Nil	Nil	C\$400,000	Nil	Nil	Nil	C\$700,000
	2017	C\$300,000	Nil	Nil	C\$400,000	Nil	Nil	Nil	C\$700,000
	2016	C\$200,000	C\$150,000	Nil	C\$100,000	Nil	Nil	Nil	C\$450,000
Robert Armstrong, Chief Financial Officer <sup>(1) (2)</sup>	2018	C\$150,000	C\$150,000	Nil	\$100,000	Nil	Nil	Nil	C\$400,000
	2017	C\$150,000	C\$50,000	Nil	C\$200,000	Nil	Nil	Nil	C\$400,000

<sup>(1)</sup> The REIT currently has no employees and bears no direct cost with respect to any staff. Executive compensation attributable to estimated time dedicated to the business and affairs of the REIT is paid by the Manager in accordance with the Manager's obligation under the Management Agreement to provide a management team to the REIT. These figures represent an estimate of the portions of Mr. Stevenson's and Mr. Armstrong's salaries paid by the Manager, out of the 2018 Manager's fees, attributable to time spent on activities of the REIT.

<sup>(2)</sup> Robert Armstrong was appointed Chief Financial Officer of the REIT on March 3, 2017.

## Description of Compensation Framework

The compensation of the Named Executive Officers for their work in respect of the REIT includes three major elements: (1) base salary, (2) an annual cash bonus; and (3) deferred unit incentive plan. As a private company, the Manager's process for determining executive compensation is relatively straightforward, involving senior executive discussion. Each element is tailored based on the individuals' role and responsibility, however there is no one formal approach to determining compensation. Objectives and performance measures may vary from year to year as determined to be appropriate by the Manager.

Base salaries are intended to provide an appropriate level of fixed compensation that will assist in employee retention and recruitment. Base salaries are determined on an individual basis, taking into consideration the past, current and potential contribution to the success of the Manager, the position and responsibilities of the Named Executive Officer and competitive industry pay practices for other real estate investment trusts and corporations of comparable size. Increases in base salary are at the sole discretion of the Manager.

Annual cash bonuses are discretionary and are specific to the individual being incentivized. Annual cash bonuses are awarded based on qualitative and quantitative performance standards, and reward performance of the Named Executive Officer individually. The determination of the performance of the Named Executive Officer may vary from year to year depending on economic conditions and conditions in the real estate industry, and are based on various measures such as financial targets against budget, the meeting of acquisition objectives or other measures.

## Officer Deferred Unit Plan

The REIT has established a deferred unit incentive plan (the "**Officer Deferred Unit Plan**") for officers of the REIT, which was approved by Unitholders at the annual meeting of Unitholders held on May 11, 2016. The purpose of the Officer Deferred Unit Plan is to advance the interests of the REIT by enhancing the ability of the REIT to attract and motivate officers of the REIT and to reward such persons for their sustained contributions, to encourage such persons to take into account the long-term performance of the REIT and to promote a greater alignment of interests between officers of the REIT and Unitholders.

The Officer Deferred Unit Plan provides officers of the REIT with the opportunity to acquire deferred Class U Units (“**Deferred Class U Units**”). Officers of the REIT are eligible to participate in the Officer Deferred Unit Plan (“**Participant Officers**”). Participant Officers will receive any grants pursuant to the Officer Deferred Unit Plan on an annual basis. Previous grants under the Officer Deferred Unit Plan are not taken into account when considering new grants. Deferred Class U Units do not entitle an officer of the REIT who elects to participate in the Officer Deferred Unit Plan to any voting or other Unitholder rights. The Officer Deferred Unit Plan is administered by the Governance Committee and the value of all grants pursuant to the Officer Deferred Unit Plan are paid in lieu of equivalent amounts of the Asset Management Fee (as defined below). For clarity, the Asset Management Fee payable in any year will be reduced by an amount equal to the amount of any grant pursuant to the Officer Deferred Unit Plan in such year.

#### *Annual Burn Rate*

The following table outlines the Burn Rate (as defined below) for the Officer Deferred Unit Plan for the past three fiscal years.

	<b>2018</b>	<b>2017</b>	<b>2016</b>
Burn Rate <sup>(1)</sup>	0.05%	0.01%	0.04%

<sup>(1)</sup> The burn rate is calculated using the TSX prescribed methodology, which is the total number of units granted under the arrangement during the applicable fiscal year, divided by the weighted average number of units outstanding for the fiscal year (“**Burn Rate**”).

#### *Number of Class U Units Reserved for Issuance*

The aggregate number of Class U Units issuable upon the exercise of all Deferred Class U Units granted under the Officer Deferred Unit Plan shall not exceed 1% of the issued and outstanding Class U Units (assuming conversion and/or redemption into Class U Units of all convertible securities) as at March 21, 2016 (being 319,401 Units). Notwithstanding the above, subject to applicable law or the requirements of the TSX or any other stock exchange upon which the Class U Units are listed and any Unitholder or other approval which may be required, the Board may, in its discretion, amend the Officer Deferred Unit Plan to increase such limit without notice to Participant Officers. As of December 31, 2018, there have been 30,553 Deferred Class U Units granted under the Officer Deferred Unit Plan, representing approximately 0.07% of the issued and outstanding Class U Units. As of December 31, 2018, there were 288,848 Deferred Class U Units available for grant under the Officer Deferred Unit Plan, representing approximately 0.70% of the issued and outstanding Class U Units.

The maximum value of the aggregate number of Class U Units that may be subject to grants of Deferred Class U Units under the Officer Deferred Unit Plan to any one participant during any financial year of the REIT shall be no greater than C\$150,000.00 (with the value of any grant being determined by reference to the 5-day volume weighted average price of all Class U Units traded on the TSX under the symbol SRT.UN on the applicable award date).

#### *Insider Participation Limits*

The maximum aggregate number of Class U Units issuable under the Officer Deferred Unit Plan to Insiders (as defined in the TSX Company Manual) at any time, including those Class U Units issuable under any other security-based compensation arrangement, shall not exceed 10% of the issued and outstanding Class U Units on a non-diluted basis as of the award date of such Deferred Class U Units and the maximum aggregate number of Class U Units that may be issued pursuant to Deferred Class U Units to such Insiders during any 12-month period, including those Class U Units issuable under any other security-based compensation arrangement, shall not exceed 10% of the issued and outstanding Class U Units on a non-diluted basis.

### *Vesting of Deferred Class U Units*

Subject to the Governance Committee's discretion to vary the manner in which Deferred Class U Units vest pursuant to any grant of Deferred Class U Units, Deferred Class U Units granted to Participant Officers will vest immediately upon grant, including additional Deferred Class U Units credited to a Participant Officer's account in connection with cash distributions. Additional Deferred Class U Units shall vest on the same schedule as their corresponding Deferred Class U Units and are considered issued on the same date as the Deferred Class U Units in respect of which they were credited.

### *Redemption and Termination of Deferred Class U Units*

The Deferred Class U Units are redeemable by the Participant Officer or the Participant Officer's estate at any time, provided the redemption is not earlier than two years following the award date. On or after the date on which the Participant Officer ceases to be an officer of the REIT, the Deferred Class U Units must be redeemed not later than two years following the date the Participant Officer ceases to be an officer.

Upon payment in full of the value of the Deferred Class U Units, the Deferred Class U Units shall be cancelled.

### *Amendment, Suspension or Termination*

The Governance Committee may review and confirm the terms of the Officer Deferred Unit Plan from time to time and may, subject to applicable stock exchange rules, amend or suspend the Officer Deferred Unit Plan in whole or in part as well as terminate the Officer Deferred Unit Plan without prior notice as it deems appropriate.

Without limitation, the Governance Committee may, subject to the rules of the TSX, make changes:

- to correct errors, immaterial inconsistencies or ambiguities in the Officer Deferred Unit Plan;
- necessary or desirable to comply with applicable laws or regulatory requirements, rules or policies (including stock exchange requirements);
- to the vesting provisions applicable to Deferred Class U Units issued under the plan; and
- any other amendment that does not require Unitholder approval under applicable laws or rules of the TSX.

However, subject to the terms of the Officer Deferred Unit Plan, no amendment may adversely affect the Deferred Class U Units previously granted under the Officer Deferred Unit Plan without the consent of the affected Participant Officer, and any amendment requiring Unitholder approval under the rules of the TSX may not be made without such approval.

### *Assignment*

In no event may the rights or interests of a Participant Officer under the Officer Deferred Unit Plan be assigned, encumbered, pledged, transferred or alienated in any way, except to the extent that certain rights may pass to a beneficiary or legal representative upon death of a Participant Officer, by will or as required by law.

Rights and obligations under the Officer Deferred Unit Plan may be assigned by the REIT to a successor in the business of the REIT.



## Outstanding Security-Based Awards and Option-Based Awards

The following table indicates for the Named Executive Officers, the option and security awards outstanding as at December 31, 2018.

Name	Option-Based Awards				Unit-Based Awards		
	Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Value of Unexercised in-the-money Options	Number of Units Unvested	Market or Payout Value of Unvested Unit-Based Awards	Market or Payout Value of Vested Unit-Based Awards Not Paid Out or Distributed
Greg Stevenson <sup>(1)</sup>	-	-	-	-	-	-	C\$158,115
Robert Armstrong <sup>(2)</sup>	-	-	-	-	-	-	C\$222,190

<sup>(1)</sup> 10,353 Deferred Class U Units awarded on December 13, 2016. Calculated using the March 14, 2019 closing price of the of SRT.UN of C\$12.90, and including Deferred Class U Units awarded pursuant to the dividend reinvestment plan.

<sup>(2)</sup> 3,855 Deferred Class U Units awarded on December 18, 2017 and 12,894 Deferred Class U Units awarded on December 19, 2018. Calculated using the March 14, 2019 closing price of the of SRT.UN of C\$12.90, and including Deferred Class U Units awarded pursuant to the dividend reinvestment plan.

The following table indicates for the Named Executive Officers, the option and security awards vested or earned during 2018.

Name	Option-based awards – Value vested during the year	Share-based awards – Value vested during the year	Non-Equity incentive plan compensation – Value earned during the year
Robert Armstrong <sup>(1)</sup>	-	C\$150,000	-

<sup>(1)</sup> 12,894 Deferred Class U Units awarded on December 19, 2018. Calculated using the December 19, 2018 closing price of SRT.UN of C\$11.63.

## Approach to Risk Management

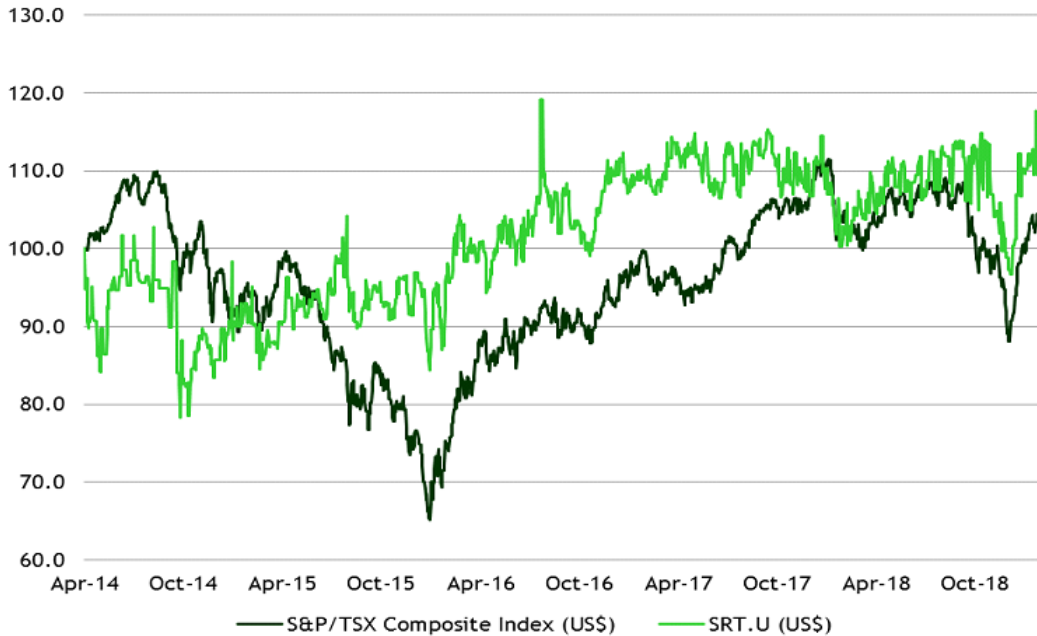
The REIT has engaged the Manager to provide Asset Management Services (as defined herein) for the REIT under the long-term Management Agreement. The Manager and the principals of the Manager collectively own an aggregate equity interest in the REIT of approximately 7.75%. The REIT believes that the Manager's significant ownership interest in the REIT, together with the REIT's compensation structure under the Management Agreement, which includes an incentive component as described under "Statement of Executive Compensation – Compensation Discussion and Analysis", fully align the Manager's interests with those of other Unitholders. The Board has not identified any risks with the REIT's compensation policies and practices that are reasonably likely to have a material adverse effect on the REIT.

The REIT's executive officers are employed and compensated by the Manager. As a result, the Governance Committee does not determine the compensation of the executive officers and the Board has never engaged a compensation consultant or advisor.

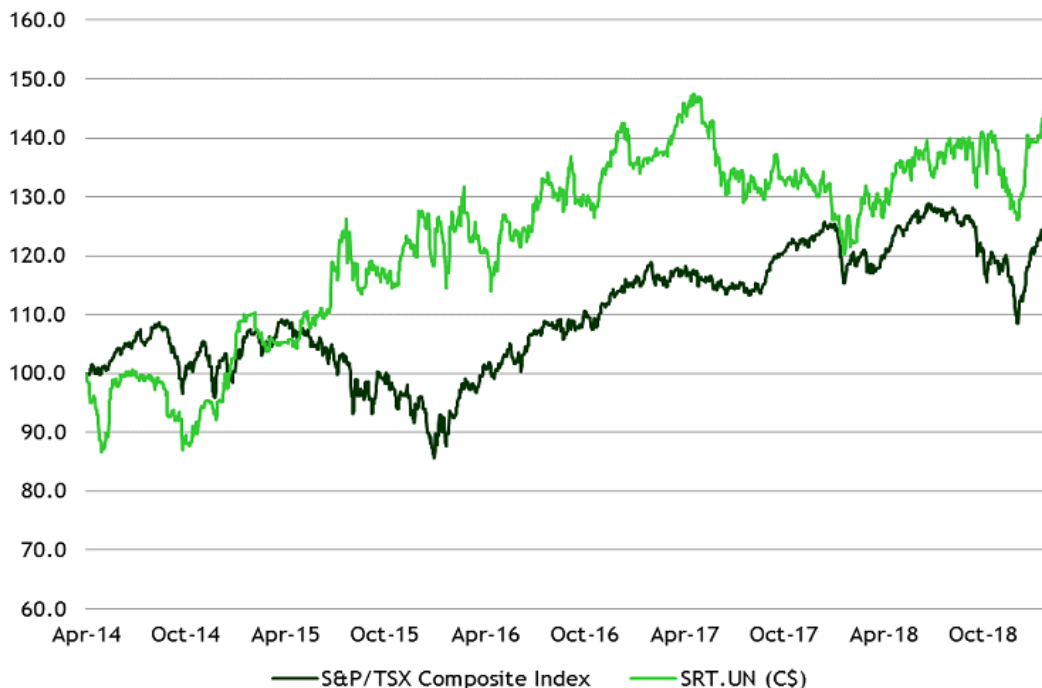
Named Executive Officers and trustees of the REIT are prohibited from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by the trustees of the REIT.

## Performance Graph

The following graph shows the cumulative total Unitholder return for SRT.U (assuming re-investment of distributions) since April 15, 2014, the date the Units were listed on the TSX, in comparison with the cumulative total return of the S&P/TSX Composite Index (in U.S. dollars).



The following graph shows the cumulative total Unitholder return for the SRT.UN (assuming re-investment of distributions) since April 15, 2014, the date the Units were listed on the TSX, in comparison with the cumulative total return of the S&P/TSX Composite Index (in Canadian dollars).



The REIT pays fees to the Manager determined in accordance with the terms of the Management Agreement, which fees do not track and are not affected by the market value of the Units. As described above, the REIT's executive officers are employed by the Manager and the REIT does not directly or indirectly pay any compensation to them.

## STATEMENT OF TRUSTEE COMPENSATION

### Overview

The compensation of the REIT's trustees is designed to attract and retain highly talented and experienced trustees. This requires that the trustees of the REIT be fairly and competitively compensated. The Board, through the Governance Committee, periodically reviews the compensation paid to the REIT's Outside Trustees (as defined below), taking into account the complexity of the REIT's operations, the risks and responsibilities involved in being a trustee of the REIT, the requirement to participate in scheduled and special Board meetings, expected participation on the Board's standing committees and the compensation paid to trustees of comparable entities.

The trustees of the REIT who are not officers of the REIT, the Manager or their affiliates ("**Outside Trustees**") are currently entitled to receive an annual retainer of \$30,000, plus a fee of \$1,500 for each day on which the Outside Trustee attends either a Board or Committee meeting (other than an Investment Committee meeting, which is subject to a fee of \$750), in person or by telephone.

The Chair receives an additional annual retainer of \$40,000, the chair of the Audit Committee receives an additional annual retainer of \$15,000, and the chairs of each of the Governance Committee and Investment Committee receive an additional annual retainer of \$5,000. Each Outside Trustee is also reimbursed for reasonable travel and other expenses properly incurred by him or her in attending meetings of the Board or any Committee meeting.

### Unit Ownership Guidelines for Trustees

To ensure that the REIT's trustees' interests are aligned with those of the Unitholders, to demonstrate that the REIT's trustees are financially committed to the REIT through personal unit ownership and to promote the REIT's commitment to sound corporate governance, each trustee (other than a trustee who is an employee of the REIT or the Manager or any of their Subsidiaries) will be required to accumulate at least five times the value of the base annual trustee retainer, which as of the date hereof will equate to \$150,000 in Units or Deferred Class U Units, or a combination thereof, by the fifth anniversary of becoming a trustee of the REIT (the "**Unit Ownership Guidelines**"). For purposes of the Unit Ownership Guidelines, securities will be valued using the greater of their market value or book value.

A trustee of the REIT who does not meet the Unit Ownership Guidelines upon his or her election or appointment to the Board will be required to receive at least 50% of the annual trustee retainer in Deferred Class U Units or to purchase Units equal in value to at least 50% of the annual trustee retainer, at his or her discretion. If a trustee of the REIT has accumulated the required equity amount under the Unit Ownership Guidelines, he or she will receive the entire annual retainer in cash or Deferred Class U Units, or any combination thereof, as specified by the trustee. All Trustees currently meet the Unit Ownership Guidelines.

### Annual Trustee Compensation

In 2018, the Outside Trustees received aggregate compensation having a total value of \$309,500. This was comprised of cash compensation of \$128,250 and Deferred Class U Units valued at \$181,250, as described further below. In 2018, Outside Trustees received a total of approximately \$13,769 in reimbursed expenses.

The following table provides details of the compensation received by Outside Trustees during the year ended December 31, 2018.

Name	Fees Earned	Unit Based Awards <sup>(1)</sup>	Option Based Awards	Non-Equity Incentive Plan Compensation	Pension Value	All Other Compensation	Total
Samuel Altman	-	\$ 51,000	-	-	-	-	\$ 51,000
Colum Bastable	\$ 32,250	\$ 32,250	-	-	-	-	\$ 64,500
Thomas Farley	\$ 96,000	-	-	-	-	-	\$ 96,000
Patrick Flatley	-	\$ 42,000	-	-	-	-	\$ 42,000
Andrea Stephen	-	\$ 56,000	-	-	-	-	\$ 56,000
Blair Welch <sup>(2)</sup>	-	-	-	-	-	-	-
Brady Welch <sup>(2)</sup>	-	-	-	-	-	-	-

<sup>(1)</sup> This does not include Deferred Class U Units issued pursuant to the Distribution Election described under "Trustee Deferred Unit Plan".

<sup>(2)</sup> Neither Blair nor Brady Welch received compensation from the Manager that is attributable to time dedicated to the business and affairs of the REIT.

### Outstanding Security-Based Awards and Option-Based Awards

The following table indicates for each of the Outside Trustees the option and security awards outstanding as at December 31, 2018.

Name	Option-Based Awards				Unit-Based Awards		
	Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Value of Unexercised in-the-money Options	Number of Units Unvested	Market or Payout Value of Unvested Unit-Based Awards	Market or Payout Value of Vested Unit-Based Awards Not Paid Out or Distributed <sup>(1)(2)</sup>
Samuel Altman	-	-	-	-	-	-	\$ 230,434
Colum Bastable	-	-	-	-	-	-	\$ 135,645
Thomas Farley	-	-	-	-	-	-	\$ -
Patrick Flatley	-	-	-	-	-	-	\$ 204,273
Andrea Stephen	-	-	-	-	-	-	\$ 83,538
Blair Welch <sup>(3)</sup>	-	-	-	-	-	-	\$ -
Brady Welch <sup>(3)</sup>	-	-	-	-	-	-	\$ -

<sup>(1)</sup> Using the March 14, 2019 closing price of SRT.U of \$9.36.

<sup>(2)</sup> This does not include Deferred Class U Units issued pursuant to the Distribution Election described under "Trustee Deferred Unit Plan".

<sup>(3)</sup> Neither Blair nor Brady Welch received compensation from the Manager that is attributable to time dedicated to the business and affairs of the REIT.

### Trustee Deferred Unit Plan

The REIT has established a deferred unit plan for trustees of the REIT (the "Trustee Deferred Unit Plan"). The Trustee Deferred Unit Plan was first adopted by the Board on August 13, 2014 and was amended and restated on May 5, 2015. On May 13, 2015, at an annual and special meeting, the Unitholders ratified and approved the adoption of the initial Trustee Deferred Unit Plan. On March 20, 2018, the Board approved the second amendment and restatement of the Trustee Deferred Unit Plan. On May 1, 2018, at an annual and special meeting, the Unitholders approved the second amendment and restatement of the Trustee Deferred Unit Plan.

The purpose of the Trustee Deferred Unit Plan is to advance the interests of the REIT by enhancing the ability of the REIT to attract, motivate and retain trustees of the REIT, to reward such persons for their sustained contributions, to encourage such persons to take into account the long-term performance of the REIT and to promote a greater alignment of interests between the trustees of the REIT and Unitholders. The Trustee Deferred Unit Plan provides trustees of the REIT with the opportunity to acquire Deferred Class U Units which represent a right to receive Class U Units on ceasing to be a trustee of the REIT. Trustees of the REIT who are neither full nor part-time employees of the REIT or the Manager or any of their Subsidiaries are eligible to participate in the Trustee Deferred Unit Plan ("Participant Trustees").

Participant Trustees may elect to receive all or part of their annual retainer, meeting fees and additional compensation (including travel fees), which are paid quarterly, in Deferred Class U Units. Deferred Class U Units do not entitle a trustee of the REIT who elects to participate in the Trustee Deferred Unit Plan (“**Participating Trustee**”) to any voting or other Unitholder rights. One Deferred Class U Unit is economically equivalent to one Class U Unit. Fractional Deferred Class U Units are permitted under the Trustee Deferred Unit Plan. Participant Trustees may also elect to have cash distributions on Deferred Class U Units paid in the form of additional Deferred Class U Units in accordance with the terms of the Trustee Deferred Unit Plan (the “**Distribution Election**”).

A Participating Trustee who is not a U.S. taxpayer is entitled once per calendar year to terminate his or her participation in the Trustee Deferred Unit Plan by way of a termination notice. Such termination shall be effective immediately upon receipt. Participation in the Trustee Deferred Unit Plan by a U.S. taxpayer is irrevocable for the year of participation.

Any Deferred Class U Units granted under the Trustee Deferred Unit Plan prior to the delivery of a termination notice by a Participating Trustee shall remain in the Deferred Unit Plan following such termination and will be redeemable only in accordance with the terms of the Deferred Unit Plan.

The Trustee Deferred Unit Plan is administered by the Board and the Governance Committee.

#### *Annual Burn Rate*

The following table outlines the Burn Rate for the Trustee Deferred Unit Plan for the past three fiscal years.

	<b>2018</b>	<b>2017</b>	<b>2016</b>
Burn Rate <sup>(1)</sup>	0.03%	0.03%	0.05%

<sup>(1)</sup> The Burn Rate is calculated using the TSX prescribed methodology, which is the total number of units granted under the arrangement during the applicable fiscal year, divided by the weighted average number of units outstanding for the fiscal year.

#### *Number of Class U Units Reserved for Issuance*

The maximum number of Class U Units issuable pursuant to the Trustee Deferred Unit Plan can, in the aggregate, not exceed 1% of the total issued and outstanding Class U Units, on a fully-diluted basis, as of March 19, 2018 (being 463,669 Class U Units).

Notwithstanding the above, subject to applicable law or the requirements of the TSX or any other stock exchange upon which the Class U Units are listed and any Unitholder or other approval which may be required, the Board may, in its discretion, amend the Trustee Deferred Unit Plan to increase such limit without notice to Participant Trustees. As of December 31, 2018, there have been 69,860 Deferred Class U Units granted under the Trustee Deferred Unit Plan, representing approximately 0.17% of the issued and outstanding Class U Units. As of December 31, 2018, there were 393,809 Deferred Class U Units available for grant under the Trustee Deferred Unit Plan, representing approximately 0.95% of the issued and outstanding Class U Units.

The maximum value of the aggregate number of Class U Units that may be subject to grants of Deferred Class U Units under this Plan to any one Participating Trustee during any financial year of the REIT shall be no greater than \$150,000.00 (with the value of any grant being determined by reference to the market value of a unit on the applicable award date).

#### *Deferred Class U Unit Grants And Accounts*

Deferred Class U Units will be credited quarterly to each Participating Trustee’s account and will be determined by dividing the amount the Participating Trustee elects to receive in Deferred Class U Units by the volume weighted average trading price of a Class U Unit on the TSX under the symbol having the highest trading volume for the five trading days prior to the date on which the Deferred Class U Units are credited. Additional Deferred Class U Units will be automatically credited to a Participating Trustee’s account under the Trustee Deferred Unit Plan when the REIT pays a cash distribution to Unitholders. The

additional Deferred Class U Units to be credited will be calculated by dividing (i) the amount determined by multiplying (a) the aggregate number of Deferred Class U Units held on the relevant distribution record date by (b) the amount of distributions paid by the REIT on each Unit, by (ii) the market value of a Class U Unit on the distribution payment date. For the purposes of (ii) market value means the volume weighted average price of all Class U Units traded on the TSX under the symbol having the highest trading volume for the five trading days immediately preceding such date.

In addition to the foregoing, Deferred Class U Units may be granted from time to time to Participant Trustees at the discretion of the Board or the Governance Committee. Previous grants under the Trustee Deferred Unit Plan are not taken into account when considering new grants.

#### *Insider Participation Limits*

The maximum aggregate number of Deferred Class U Units issuable under the Trustee Deferred Unit Plan to Insiders (as defined in the TSX Company Manual) at any time, including those Class U Units issuable under any other security-based compensation arrangement, shall not exceed 10% of the issued and outstanding Class U Units on a non-diluted basis as of the award date of such Deferred Class U Units and the maximum aggregate number of Class U Units that may be issued pursuant to Deferred Class U Units to such Insiders during any 12-month period, including those Class U Units issuable under any other security-based compensation arrangement, shall not exceed 10% of the issued and outstanding Class U Units on a non-diluted basis.

#### *Vesting of Deferred Class U Units*

Subject to the Governance Committee's discretion to vary the manner in which Deferred Class U Units vest pursuant to any grant of Deferred Class U Units, Deferred Class U Units granted to Participating Trustees will vest immediately upon grant, including additional Deferred Class U Units credited to a Participating Trustee's account in connection with cash distributions. Additional Deferred Class U Units shall vest on the same schedule as their corresponding Deferred Class U Units and are considered issued on the same date as the Deferred Class U Units in respect of which they were credited.

#### *Redemption and Termination of Deferred Class U Units*

The Deferred Class U Units are redeemable by the Participating Trustee or the Participating Trustee's estate on or after the date they cease to be a trustee of the REIT, provided the redemption is not later than two years following the date the Participating Trustee ceases to be a trustee of the REIT. The former trustee of the REIT will receive Class U Units issued by the REIT for the number of Deferred Class U Units credited to his or her account, including any cash distributions paid by the REIT on the Class U Units that have accrued in the form of Deferred Class U Units or, at his or her election, subject to approval of the Governance Committee, in whole or in part, the cash equivalent thereof. Class U Units (or where the former trustee of the REIT so elects, cash) will be issued to the former trustee of the REIT, subject to any applicable statutory source deductions.

Upon payment in full of the value of the Deferred Class U Units, the Deferred Class U Units shall be cancelled.

#### *Amendment, Suspension or Termination*

The Governance Committee may review and confirm the terms of the Trustee Deferred Unit Plan from time to time and may, subject to applicable stock exchange rules, amend or suspend the Trustee Deferred Unit Plan in whole or in part as well as terminate the Trustee Deferred Unit Plan without prior notice as it deems appropriate.

Without limitation, the Governance Committee may, subject to the rules of the TSX, make changes:

- (a) to correct errors, immaterial inconsistencies or ambiguities in the Trustee Deferred Unit Plan;

- (b) necessary or desirable to comply with applicable laws or regulatory requirements, rules or policies (including stock exchange requirements);
- (c) to the vesting provisions applicable to Deferred Class U Units issued under the plan;
- (d) to add a provision permitting the REIT to match a percentage of the elected amount for each Participating Trustee such that the aggregate number of Deferred Class U Units issued to each such Participating Trustee annually shall be increased by such percentage; and
- (e) any other amendment that does not require Unitholder approval under applicable laws or rules of the TSX.

However, subject to the terms of the Trustee Deferred Unit Plan, no amendment may adversely affect the Deferred Class U Units previously granted under the Trustee Deferred Unit Plan without the consent of the affected Participant Trustee, and any amendment requiring Unitholder approval under the rules of the TSX may not be made without such approval.

In addition, any amendment to the Trustee Deferred Unit Plan that would, among other things: (i) result in any increase in the number of Deferred Class U Units issuable under the Trustee Deferred Unit Plan; (ii) permit Deferred Class U Units granted under the plan to be transferable or assignable other than for normal estate settlement purposes; (iii) increase the maximum value of the aggregate number of Class U Units that may be subject to grants of Deferred Class U Units under the Trustee Deferred Unit Plan to any one Participant Trustee during any financial year of the REIT; (iv) amend who is eligible to participate in the Trustee Deferred Unit Plan; or (v) amend an amending provision of the Trustee Deferred Unit Plan, will be subject to the approval of Unitholders.

#### *Assignment*

In no event may the rights or interests of a Participant Trustee under the Trustee Deferred Unit Plan be assigned, encumbered, pledged, transferred or alienated in any way, except to the extent that certain rights may pass to a beneficiary or legal representative upon death of a Participant Trustee, by will or as required by law.

Rights and obligations under the Trustee Deferred Unit Plan may be assigned by the REIT to a successor in the business of the REIT.

#### **Securities Authorized for Issuance under the Officer Deferred Unit Plan and the Trustee Deferred Unit Plan**

Plan Category	Number of Units to be issued upon exercise of outstanding options, warrants and rights (a) <sup>(1)</sup>	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c) <sup>(1)</sup>
Equity compensation plans approved by Unitholders	100,413	N/A	682,657
Equity compensation plans not approved by Unitholders	-	-	-
<b>Total</b>	<b>100,413</b>	<b>N/A</b>	<b>682,657</b>

<sup>(1)</sup> Units to be issued upon exercise and number of Units available for future issuance are all under the Officer Deferred Unit Plan and Trustee Deferred Unit Plan as of March 14, 2019.

## MANAGEMENT CONTRACTS

The REIT appointed the Manager to provide the REIT with management services, including providing the REIT and its Subsidiaries with the strategic, advisory, asset management, administrative, property management, leasing, construction management and administrative services (the “**Asset Management Services**”) necessary to manage the day-to-day operations of the REIT and its properties. The Manager also provides in-house legal services to the REIT.

The Manager’s activities are subject to the supervision and direction of the trustees of the REIT. The Manager provides the Asset Management Services in accordance with the Management Agreement and makes available such administrative, executive and management personnel of the REIT to allow the Manager to comply with its obligations under the Management Agreement.

The Manager receives the following fees for its Asset Management Services:

- (a) an annual asset management fee (the “**Asset Management Fee**”) calculated and payable on a quarterly basis, equal to 0.40% of gross book value of the REIT;
- (b) an acquisition fee (the “**Acquisition Fee**”) equal to 0.75% of the gross purchase price paid for each new property (or interest in a property), including the price, due diligence costs, closing costs, legal fees and additional capital costs, payable on completion of the purchase of each property (or interest in a property); provided that no acquisition fee will be payable with respect to acquisitions from the Manager or entities managed by the Manager; and
- (c) an annual incentive fee, calculated in arrears, in an aggregate amount equal to 15% of the REIT’s funds from operation per Class U Unit (calculated assuming the conversion of all Class A Units and Class I Units into Class U Units at their respective conversion ratios and the redemption of all outstanding Class B LP2 Units and GAR B Exchangeable Units for Class U Units) as derived from the annual financial statements of the REIT in excess of U.S.\$1.31, subject to ordinary course adjustments for certain transactions affecting the Class U Units and increasing annually by 50% of the increase in the United States consumer price index. The Manager does not charge any disposition fees, property management fees, leasing fees or construction management fees.

The Manager was paid Asset Management Fees of approximately \$5.9 million and Acquisition Fees of approximately \$0.2 million for the period from January 1, 2018 to December 31, 2018.

For other terms of the Management Agreement, see “*Management of the REIT*” in the Annual Information Form.

## INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

There are no material interests, direct or indirect, of any informed person of the REIT, any proposed trustee of the REIT, or any associate or any associate or affiliate of any of the foregoing persons in any transaction since the commencement of the REIT’s most recently completed financial year or any proposed transaction that has materially affected or would materially affect the REIT or any of its Subsidiaries, except for:

- (a) the strategic acquisition loans described under the heading “*Strategic Acquisition Loans*” in the Annual Information Form; and
- (b) the arrangements contained in the Management Agreement described under the heading “*Management of the REIT*” in the Annual Information Form.



## **INTERESTS OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON**

No informed person of the REIT at any time since the beginning of its last completed financial year, proposed trustee of the REIT, or any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting (other than the election of trustees or the appointment of auditors).

## **ADDITIONAL INFORMATION**

Additional information relating to the REIT may be found by visiting the REIT's website at: [www.slateretailreit.com](http://www.slateretailreit.com). In addition, more information, including additional financial information which is provided in the REIT's audited consolidated financial statements and management's discussion and analysis for the REIT's most recently completed financial year, the Annual Information Form (Appendix "A" and the disclosure under the heading "*Trustees and Executive Officers of the REIT*" of which includes the disclosure required by Part 5 of National Instrument 52-110 – *Audit Committees*) and any documents, or sections of documents, as applicable, incorporated by reference into this Information Circular, can be found on SEDAR by visiting [www.sedar.com](http://www.sedar.com). Unitholders may contact the REIT to request a copy of the REIT's audited consolidated financial statements and management's discussion and analysis for its most recently completed financial year, the Annual Information Form and any documents incorporated by reference into the Information Circular. Any such request should be directed to: 121 King Street West, Suite 200, Toronto, Ontario, M5H 3T9, (416) 644-4264, Attention: Investor Relations.

## **APPROVAL OF TRUSTEES**

The contents and distribution of this Information Circular, including the Notice of Annual Meeting, to each Unitholder entitled to receive notice of the annual meeting and to the auditors of the REIT have been approved and authorized by the trustees of the REIT on March 20, 2019.

## **BY ORDER OF THE BOARD OF TRUSTEES**

*"Tom Farley"*

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TOM FARLEY  
Chair, Board of Trustees  
Slate Retail REIT  
March 20, 2019

## GLOSSARY

The following terms used in this Information Circular have the meanings set forth below.

**“affiliate”**, unless otherwise specified, when used to indicate a relationship with a person, has the meaning ascribed thereto in National Instrument 45-106 – *Prospectus Exemptions*.

**“Board”** or **“Board of Trustees”** means the board of trustees of the REIT.

**“Business Day”** means any day except a Saturday, Sunday or a statutory holiday in the city of Toronto, Ontario.

**“Class B LP Units”** means the Class B LP1 Units and the Class B LP2 Units.

**“Class B LP1 Units”** means Class B limited partnership units of Limited Partnership 1, which are economically equivalent to Class U Units (subject to certain adjustments) and redeemable for cash or Class U Units, as determined by the General Partner in its sole discretion.

**“Class B LP2 Units”** means Class B limited partnership units of Limited Partnership 2, which are economically equivalent to Class U Units (subject to certain adjustments) and redeemable for cash or Class U Units, as determined by the General Partner in its sole discretion.

**“Declaration of Trust”** means the third amended and restated declaration of trust of the REIT dated May 11, 2018, as it may be further amended or amended and restated from time to time.

**“GAR B”** means U.S. Grocery-Anchored Retail (1B) Limited Partnership.

**“GAR B Exchangeable Units”** means the exchangeable limited partner units of GAR B which are economically equivalent to Class U Units (subject to certain adjustments including any taxes incurred by GAR B), and redeemable for Class U Units or cash as determined by GAR B GP.

**“GAR B GP”** means GAR 1 GP Inc., the general partner of GAR B.

**“General Partner”** means Slate Retail GP Inc., the general partner of each Slate Retail LP, which is indirectly controlled by the REIT.

**“Limited Partnership 1”** means Slate Retail One L.P., a Delaware limited partnership.

**“Limited Partnership 2”** means Slate Retail Two L.P., a Delaware limited partnership.

**“Management Agreement”** means the amended and restated management agreement, dated as of April 15, 2014, as amended on June 1, 2015, between the Manager and the REIT, among others, pursuant to which the Manager provides certain management and advisory services to the REIT.

**“Resolutions”** means collectively, the Auditor Resolution and the Trustee Resolution.

**“SEDAR”** means System for Electronic Document Analysis and Retrieval.

**“Slate Retail LP”** means either Limited Partnership 1 or Limited Partnership 2 and **“Slate Retail LPs”** means both Limited Partnership 1 and Limited Partnership 2.

**“Subsidiary”** includes, with respect to any person, company, partnership, limited partnership, trust or other entity, any company, partnership, limited partnership, trust or other entity controlled, directly or indirectly, by such person, company, partnership, limited partnership, trust or other entity.

**“TSX”** means the Toronto Stock Exchange.

**APPENDIX A  
AUDITOR RESOLUTION**

**FOR CONSIDERATION AT THE ANNUAL MEETING OF UNITHOLDERS OF  
SLATE RETAIL REIT**

**BE IT RESOLVED THAT:**

1. Deloitte LLP is hereby appointed the auditors of Slate Retail REIT (the "**REIT**") for the ensuing year and the trustees are hereby authorized to fix the remuneration of such auditors; and
2. any trustee or officer of the REIT is hereby authorized, for and on behalf of the REIT, to execute and deliver any and all other agreements, applications, forms, waivers, notices, certificates, confirmations and other documents and instruments and to do, or cause to be done, any and all such other acts and things as in the opinion of such trustee or officer may be necessary, desirable or useful for the purpose of giving effect to these resolutions as trustees or otherwise to be entered into by the REIT, such determination to be conclusively evidenced by the execution and delivery of any such document, agreement or instrument, and the taking or doing of any such action.

**APPENDIX B  
TRUSTEE RESOLUTION**

**FOR CONSIDERATION AT THE ANNUAL MEETING OF UNITHOLDERS OF  
SLATE RETAIL REIT**

**BE IT RESOLVED THAT:**

1. Samuel Altman, Colum Bastable, Thomas Farley, Patrick Flatley, Andrea Stephen, Blair Welch and Brady Welch, who have consented to act as trustees of Slate Retail REIT (the “**REIT**”), are hereby appointed as trustees of the REIT for a term expiring upon the next annual election of trustees or when successors have been elected or appointed; and
2. any trustee or officer of the REIT is hereby authorized, for and on behalf of the REIT, to execute and deliver any and all other agreements, applications, forms, waivers, notices, certificates, confirmations and other documents and instruments and to do, or cause to be done, any and all such other acts and things as in the opinion of such trustee or officer may be necessary, desirable or useful for the purpose of giving effect to these resolutions as trustees or otherwise to be entered into by the REIT, such determination to be conclusively evidenced by the execution and delivery of any such document, agreement or instrument, and the taking or doing of any such action