ALLIED

Quarterly Report September 30, 2023

Urban environments for creativity and connectivity

10.25.23

ALLIED

Quarterly Report

September 30, 2023

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Management's Discussion and Analysis of Results of Operations and Financial Condition as at September 30, 2023

Section I
–Overview

Allied is an unincorporated open-end real estate investment trust created pursuant to the Declaration of Trust (“Declaration of Trust”) dated October 25, 2002, as most recently amended on June 12, 2023. Allied is governed by the laws of Ontario. Allied’s units (“Units”) are publicly traded on the Toronto Stock Exchange under the symbol “AP.UN”. Additional information on Allied, including its annual information form, is available on SEDAR+ at *www.sedarplus.ca*. On June 12, 2023, Allied completed its conversion from a “closed-end” trust to an “open-end” trust.

This Management’s Discussion and Analysis (“MD&A”) of results of operations and financial condition relates to the three and nine months ended September 30, 2023. Unless the context indicates otherwise, all references to “Allied”, “we”, “us” and “our” in this MD&A refer to Allied Properties Real Estate Investment Trust. The Board of Trustees of Allied, upon the recommendation of its Audit Committee, approved the contents of this MD&A.

This MD&A has been prepared with an effective date of October 25, 2023, and should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto for the three and nine months ended September 30, 2023. Historical results and percentage relationships contained in this MD&A, including trends that might appear, should not be taken as indicative of future results, operations or performance. Unless otherwise indicated, all amounts in this MD&A are in thousands of Canadian dollars.

This section includes certain terms that do not have a standardized meaning prescribed under International Financial Reporting Standards (“IFRS”) and includes certain forward-looking statements within the meaning of applicable securities law. Refer to Non-GAAP Measures and Forward-Looking Statements on pages 17 and 23, respectively.

Operating and Financial Highlights

Above all, Allied is an operator. For Allied, neither acquisition activity nor development activity is an end in itself. Rather, both are a means of providing knowledge-based organizations with distinctive urban workspace effectively and profitably.

Q3 2023 Operating Results

LEASED AREA [1]

87.6%

OCCUPIED AREA [1]

86.8%

AVERAGE IN-PLACE NET RENT PER OCCUPIED SQUARE FOOT [1]

$23.78

2022: $22.90

↑ 3.8%

from Q3 2022

RENT GROWTH ON RENEWING SPACE [1]

Total rental portfolio

3.8%

WEIGHTED AVERAGE REMAINING LEASE TERM IN YEARS [1]

Rental portfolio

5.8

Q3 2023 Financial Results

SAME ASSET NOI - RENTAL PORTFOLIO [2]

↑ 0.9%

from Q3 2022

FFO PER UNIT [2][3]

$0.598

↓ 1.3%

from Q3 2022

AFFO PER UNIT [2][3]

$0.545

↑ 3.6%

from Q3 2022

Year-to-Date Capital Allocation

$nil

Allocated to acquisitions

$289.2M

Allocated to revenue-enhancing and development activity

Liquidity [4] End of Q3

$1.3B

$1.4B including accordion

Q3 2023 Balance Sheet

NET DEBT AS A MULTIPLE OF ANNUALIZED ADJUSTED EBITDA [2]

7.9x

TOTAL INDEBTEDNESS RATIO [2]

34.2%

INTEREST COVERAGE RATIO [2][5]

2.5x

UNENCUMBERED INVESTMENT PROPERTIES AND INVESTMENT PROPERTIES HELD FOR SALE [2]

$8.4B

84.9% of investment properties and investment properties held for sale on a proportionate basis [2]

ESG Results [6]

2023 GRESB SCORE FOR STANDING INVESTMENTS

85/100

Down from 86/100 in 2022

2023 GRESB SCORE FOR DEVELOPMENT

87/100

Up from 82/100 in 2022

2022 ENERGY USE INTENSITY (EUI)

↓ 13%

from our 2019 baseline

2022 GREENHOUSE GAS INTENSITY (GHGI)

↓ 11%

from our 2019 baseline

2022 WATER USE INTENSITY (WUI)

↓ 31%

from our 2019 baseline

2022 WASTE DIVERSION

↑ 2%

from our 2019 baseline

(1) *The operating results exclude the assets held for sale.*
(2) *This is a non-GAAP measure, refer to page 17. These non-GAAP measures include the results of the continuing operations and the discontinued operations. Same Asset NOI - rental portfolio excludes the assets held for sale.*
(3) *Excluding condominium related items and the mark-to-market adjustment on unit-based compensation on a diluted basis.*
(4) *Liquidity is the sum of cash and cash equivalents on a proportionate basis and the undrawn portion of Allied's unsecured revolving operating facility as at September 30, 2023.*
(5) *This interest coverage ratio including capitalized interest is for the three months trailing.*
(6) *For more information, refer to Allied's 2022 Environmental, Social and Governance Report published on June 26, 2023, available on www.alliedreit.com.*

SUMMARY OF KEY OPERATING AND FINANCIAL PERFORMANCE MEASURES

The following table summarizes the key operating and financial performance measures for the periods listed below:

($000's except per-square foot, per-unit and financial ratios)	THREE MONTHS ENDED SEPTEMBER 30, 2023	THREE MONTHS ENDED SEPTEMBER 30, 2022	NINE MONTHS ENDED SEPTEMBER 30, 2023	NINE MONTHS ENDED SEPTEMBER 30, 2022	YEAR ENDED DECEMBER 31, 2022
Leased area [1]	**87.6%**	90.7%	**87.6%**	90.7%	90.8%
Occupied area [1]	**86.8%**	89.6%	**86.8%**	89.6%	89.6%
Average in-place net rent per occupied square foot [1]	**23.78**	25.56	**23.78**	25.56	23.10
Average in-place net rent per occupied square foot - excluding UDC in all periods	**23.78**	22.90	**23.78**	22.90	23.10
Retention rate on maturities during the period (leased in current period and prior year) [1]	**56.0%**	57.1%	**56.5%**	66.1%	65.4%
Increase in net rent on renewing leases - total rental portfolio [1]	**3.8%**	7.3%	**8.1%**	7.5%	5.6%
Investment properties and investment properties held for sale [2]	**9,737,184**	10,810,379	**9,737,184**	10,810,379	11,023,835
Unencumbered investment properties and investment properties held for sale [3]	**8,362,560**	9,533,540	**8,362,560**	9,533,540	9,700,360
Total assets [2]	**11,274,187**	11,680,033	**11,274,187**	11,680,033	11,906,350
Cost of PUD as % of GBV [3]	**11.6%**	12.1%	**11.6%**	12.1%	12.6%
NAV per unit [5]	**49.83**	51.10	**49.83**	51.10	50.96
Debt [2]	**3,834,573**	3,985,742	**3,834,573**	3,985,742	4,211,185
Total indebtedness ratio [3]	**34.2%**	34.3%	**34.2%**	34.3%	35.6%
Annualized Adjusted EBITDA [3]	**416,068**	414,664	**417,863**	395,319	403,119
Net debt as a multiple of Annualized Adjusted EBITDA [3]	**7.9x**	9.6x	**7.8x**	10.0x	10.4x
Interest coverage ratio including interest capitalized and excluding financing prepayment costs - three months trailing [3]	**2.5x**	2.9x	**2.5x**	2.9x	2.8x
Interest coverage ratio including interest capitalized and excluding financing prepayment costs - twelve months trailing [3]	**2.5x**	3.2x	**2.5x**	3.2x	3.0x
Rental revenue [2][6]	**138,455**	131,823	**413,082**	383,544	519,468
Property operating costs [2][6]	**(58,558)**	(56,401)	**(177,920)**	(165,622)	(224,260)
Operating income [2][6]	**79,897**	75,422	**235,162**	217,922	295,208
Net (loss) income and comprehensive (loss) income [2]	**(33,958)**	46,743	**78,624**	333,971	375,363

($000's except per-square foot, per-unit and financial ratios)	THREE MONTHS ENDED SEPTEMBER 30, 2023	THREE MONTHS ENDED SEPTEMBER 30, 2022	NINE MONTHS ENDED SEPTEMBER 30, 2023	NINE MONTHS ENDED SEPTEMBER 30, 2022	YEAR ENDED DECEMBER 31, 2022
Net income (loss) and comprehensive income (loss) from continuing operations (2)(6)	**(25,746)**	101	**(46,367)**	154,491	174,669
Net income from continuing operations excluding fair value adjustments, financing prepayment costs and impairment (4)	**59,640**	51,064	**172,594**	164,304	225,118
Adjusted EBITDA (3)	**104,017**	103,666	**313,397**	296,489	403,119
Same Asset NOI - rental portfolio (4)	**77,612**	76,901	**204,547**	204,963	268,443
Same Asset NOI - total portfolio (3)	**84,254**	79,206	**223,440**	213,308	342,496
FFO (3)	**83,719**	85,332	**247,118**	247,722	334,477
FFO per unit (diluted) (3)	**0.599**	0.611	**1.768**	1.822	2.443
FFO pay-out ratio (3)	**75.1%**	71.6%	**76.4%**	71.9%	71.6%
All amounts below are excluding condominium related items and the mark-to-market adjustment on unit-based compensation (3):					
FFO	**83,556**	84,747	**246,857**	247,067	333,392
FFO per unit (diluted)	**0.598**	0.606	**1.766**	1.817	2.435
FFO payout-ratio	**75.3%**	72.1%	**76.4%**	72.1%	71.8%
AFFO	**76,174**	73,508	**225,614**	221,026	297,579
AFFO per unit (diluted)	**0.545**	0.526	**1.614**	1.625	2.174
AFFO payout-ratio	**82.6%**	83.2%	**83.6%**	80.6%	80.4%

(1) *This metric excludes the assets held for sale based on the assets held for sale classification at the end of each period.*

(2) *This measure is presented on an IFRS basis.*

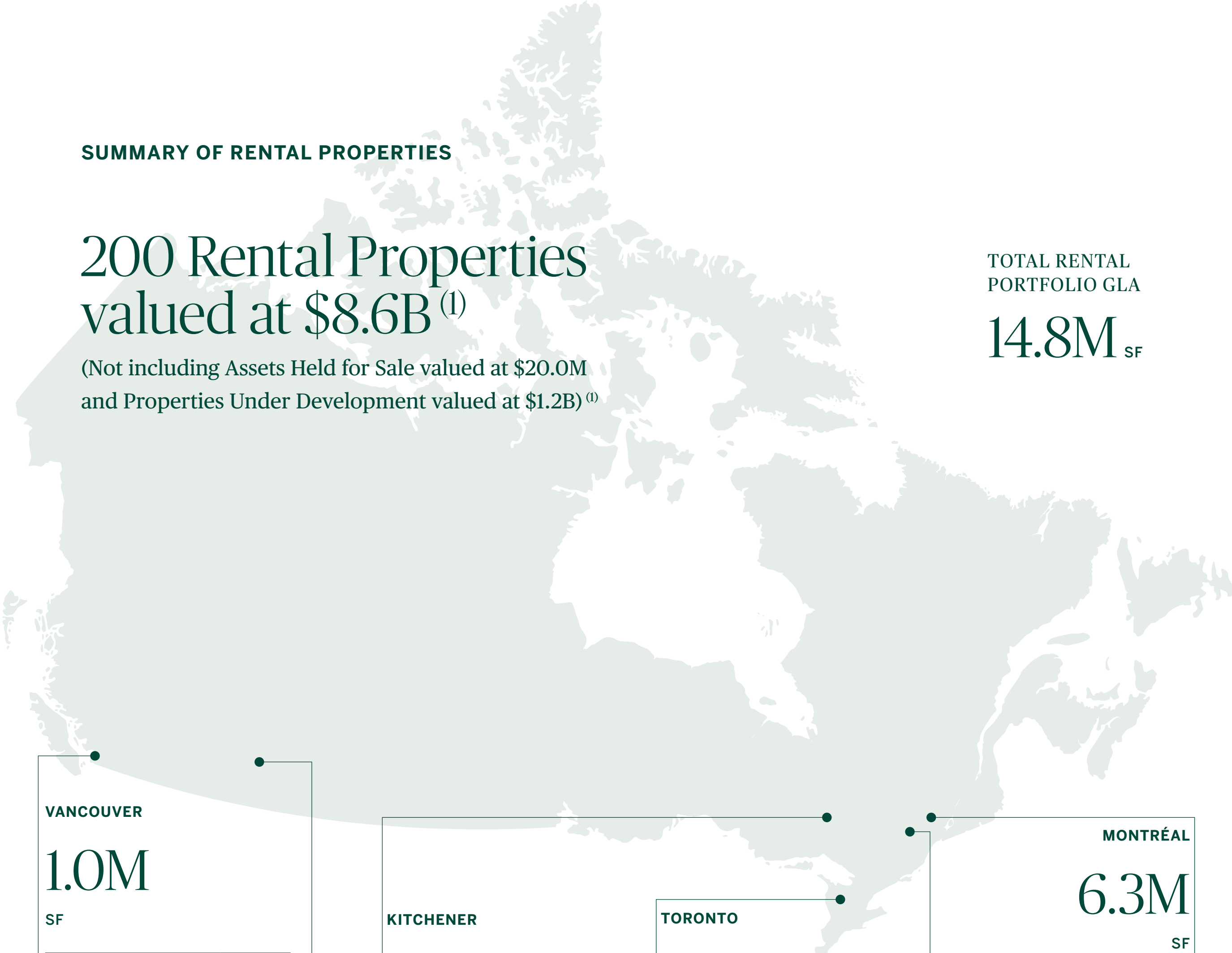
(3) *This is a non-GAAP measure, refer to page 17. These non-GAAP measures include the results of the continuing operations and the discontinued operations.*

(4) *This is a non-GAAP measure, refer to page 17. These non-GAAP measures include only the results of the continuing operations.*

(5) *Prior to Allied's conversion to an open-end trust, net asset value per unit ("NAV per unit") was calculated as total equity as at the corresponding period ended, divided by the actual number of Units and class B limited partnership units of Allied Properties Exchangeable Limited Partnership ("Exchangeable LP Units") outstanding at period end. With Allied's conversion to an open-end trust on June 12, 2023, NAV per unit is calculated as total equity plus the value of Exchangeable LP Units as at the corresponding period ended, divided by the actual number of Units and Exchangeable LP Units. The rationale for including the value of Exchangeable LP Units is because they are economically equivalent to Units, receive distributions equal to the distributions paid on the Units and are exchangeable, at the holder's option, for Units.*

(6) *This metric includes only the results of the continuing operations.*

SUMMARY OF RENTAL PROPERTIES



200 Rental Properties valued at $8.6B [1]

(Not including Assets Held for Sale valued at $20.0M and Properties Under Development valued at $1.2B) [1]

TOTAL RENTAL PORTFOLIO GLA

14.8M SF

VANCOUVER

1.0M SF

ALLIED OCCUPANCY	89.5%
MARKET OCCUPANCY [2]	89.2%
PROPERTIES	13
EMPLOYEES	21

CALGARY

1.3M SF

ALLIED OCCUPANCY	77.5%
MARKET OCCUPANCY [2]	74.1%
PROPERTIES	30
EMPLOYEES	38

KITCHENER

709K SF

ALLIED OCCUPANCY	74.7%
MARKET OCCUPANCY [2][3]	71.3%
PROPERTIES	6
ANCILLARY PARKING FACILITY	1
EMPLOYEES	3

TORONTO

5.2M SF

ALLIED OCCUPANCY	86.5%
MARKET OCCUPANCY [2]	86.7%
PROPERTIES	107
ANCILLARY PARKING FACILITIES	10
EMPLOYEES	240

MONTRÉAL

6.3M SF

ALLIED OCCUPANCY	89.5%
MARKET OCCUPANCY [2]	85.5%
PROPERTIES	31
EMPLOYEES	98

OTTAWA

231K SF

ALLIED OCCUPANCY	98.9%
MARKET OCCUPANCY [2]	88.8%
PROPERTIES	2
EMPLOYEES	4

(1) *The rental properties and properties under development values are on a proportionate basis, which are non-GAAP measures.*
(2) *Source: cbre.ca, CBRE Canada Office Figures Q3 2023 Report.*
(3) *Kitchener market occupancy is based on the city of Waterloo market occupancy.*

BUSINESS OVERVIEW AND STRATEGY

Allied is a leading owner-operator of distinctive urban workspace in Canada's major cities.

DISTINCTIVE URBAN WORKSPACE

Allied was known initially for its leading role in the emergence of Class I workspace in Toronto, a format created through the adaptive re-use of light industrial structures in the Downtown East and Downtown West submarkets. This format typically features high ceilings, abundant natural light, exposed structural frames, interior brick and hardwood floors. When restored and retrofitted to high standards, Class I workspace can satisfy the needs of the most demanding office and retail users. When operated in a coordinated manner, this workspace becomes a vital part of the urban fabric and contributes meaningfully to a sense of community.

Allied went public in 2003 for the express purpose of consolidating Class I workspace that was centrally located, distinctive and cost-effective. The consolidation that ensued was continuous, enabling Allied to evolve into a leading owner-operator of distinctive urban workspace in Canada's major cities.

WORKSPACE INNOVATION

Allied's long and extensive experience continues to inform its approach to workspace innovation. Office users today value light, air and an open-plan. Abundant natural light and fresh air contribute enormously to human wellness and productivity. An open-plan improves collaboration and creativity. When people can move around and freely connect with one another, communication is improved, along with mutual understanding, and sparks of ingenuity occur.

Technology has contributed to workspace innovation. Light harvesting has made great strides, as has fresh air delivery. Raised-floor systems have made aesthetic and practical contributions in recent years. Aesthetically, they declutter the workspace and obviate the need for drop-ceilings. Practically, they improve air circulation by pressurizing the underfloor area and de-pressurizing the actual work environment. All this can be delivered to workspace users in an environmentally sustainable manner.

Workspace amenities have made an equivalent contribution to workspace innovation. While achievable to an extent within a single building, amenity-richness is best achieved within a surrounding urban neighbourhood. This in turn places a premium on clustering buildings within an amenity-rich urban neighbourhood. Clustering also allows Allied to accommodate needs for expansion and contraction within the neighbourhood.

Allied's experience with Class I workspace also increased its sensitivity to design. When people migrated to the suburbs in the 1950s, the sensitivity to design in the inner-cities seemed to diminish, if not disappear altogether. Heritage properties were destroyed to make way for non-descript, inward-looking buildings, and synthetic materials seemed to cover everything everywhere. Fortunately, design now matters, and design now pays. The workspace Allied created at QRC West in Toronto is an excellent example. Allied's architects came up with a creative and beautiful way to build a new office tower above two fully-restored heritage buildings. Although the design entailed additional cost, the ultimate economic and social return on the investment was exceptional. The design paid off in every conceivable way.

Finally, Allied's experience with Class I workspace put it at the forefront of creating workspace for the knowledge-based economy. This led Allied to place ever-greater emphasis on the ongoing relationship between the user and provider of workspace. Put differently, it led Allied to understand the need for a partnership-like relationship between itself and workspace users.

FOCUS AND DEFINITION

From the outset, Allied adhered to a clear investment and operating focus. It focused initially on the Class I format and continues to do so on a large scale in major urban centres in Canada. More recently, Allied expanded its focus to include hybrid structures like QRC West and King Portland Centre in Toronto and 425 Viger in Montréal, where heritage buildings were integrated with new structures in a way that resonated meaningfully with the knowledge-based organizations Allied serves. Allied will continue to do so on a large scale in major urban centres in Canada.

As Allied's business grew and evolved, it was defined not by the specific workspace format Allied owns, operates and develops, but rather by the workspace users Allied serves. If a particular format enables Allied to serve knowledge-based organizations better and more profitably, Allied will invest in it. The Well in Toronto is a good example. The workspace component is a high-rise tower for the most part with no heritage element at all. However, because of its architecture, performance attributes and location within a vibrant and amenity-rich neighbourhood, it has attracted outstanding knowledge-based organizations.

When Allied's business is defined by the workspace users it serves, the actual format becomes less important and the specific building attributes and neighbourhood amenities take on paramount importance. Accordingly, if a conventional office tower can be transformed to provide the specific attributes and amenities favoured by knowledge-based organizations, it falls squarely within Allied's investment and operating focus. This expands Allied's opportunity-set materially.

VISION AND MISSION

Allied's vision statement is as follows: *To make a continuous contribution to cities and culture that elevates and inspires the humanity in all people*. In isolation, this could be seen as somewhat extravagant and nebulous, but it is fully grounded and informed by Allied's mission statement, which is as follows: *To provide knowledge-based organizations with distinctive urban workspace in a manner that is sustainable and conducive to human wellness, creativity, connectivity and diversity*. Like all such statements, Allied's vision and mission statements need elaboration.

From inception, Allied's approach to workspace was both humanistic and technical. Allied sees workspace from the vantage point of people who use it rather than people who invest in it. Allied sees workspace as optimal light and air, a flexible and open floorplan and a collaborative rather than feudal relationship between owner and user. Allied sees workspace as a product of aesthetic and technical design. Finally, Allied sees workspace as part of a large, amenity-rich, urban ecosystem rather than as an instance of the monumental isolation that characterizes so many conventional office towers.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG")

Environmental, social and governance sensitivities are an integral part of Allied. They flow from its evolution as an organization focused on the provision of distinctive urban workspace in Canada's major cities.

Long before going public, Allied focused on the adaptive re-use of older structures built over a century ago for light-industrial purposes. The goal at the time was not to minimize the impact on the environment. Rather, it was to meet what was rightly perceived to be a growing need on the part of users of workspace for environments that would assist them in attracting, motivating and retaining knowledge workers. Nevertheless, by re-cycling buildings rather than re-building them, Allied minimized the impact on the environment. This evolved into greater sensitivity as to the environmental impact of its activity.

Again, long before its initial public offering (IPO), Allied concentrated its properties in specific urban areas. The goal at the time was not to make a social contribution. Rather, it was to meet what was rightly perceived to be the need on the part of users of workspace to grow in amenity-rich, mixed-use urban communities. Nevertheless, by aggregating buildings in this way, Allied became sensitized to the impact on the surrounding communities in which it operates. Allied began to see its buildings as part of a larger urban ecosystem and to acknowledge its responsibility to the surrounding community as a whole.

Finally, the launch of Allied's IPO in 2003 increased its sensitivity to governance. The sensitivities at the time were predominantly financial and operational, but as Allied evolved and attracted Unitholders globally, the sensitivity to a broader conception of governance increased. Allied's Board and Management began to see governance as something that could strengthen the business significantly.

ESG OVERSIGHT & REPORTING

Allied's Board and Management are committed to making its inherent approach to ESG more manifest, deliberate and measurable. They have always believed that submitting to informed scrutiny will make Allied a better business, and formally submitting to ESG scrutiny is no exception in this regard. The Trustees are responsible for the oversight of the ESG Strategy and ESG initiatives developed by Management. The Board's Governance, Compensation and Nomination Committee (the "GC&NC") oversees and monitors Allied's ESG performance and reviews Allied's ESG Report, ESG Policy and other governance policies and practices annually.

On the recommendation of the GC&NC, the Board established four specific and measurable ESG goals, the performance in relation to which the GC&NC and the Board analyzes as part of its assessment of incentive bonus awards for the executive officers.

In June 2023, Allied published its 2022 ESG Report in accordance with the Global Reporting Initiative (GRI) 2021 Universal Standards, the Sustainability Accounting Standards Board (SASB) Real Estate Standard, the United Nations Sustainable Development Goals (UN SDGs) and the Task Force on Climate-related Financial Disclosures (TCFD) recommendations.

Highlighting Allied's ESG Achievements

Allied is committed to the ongoing evolution of its ESG program and performance. Working with team members and external partners, Allied continues to achieve its goals and set new ambitions for the future.

Outperformed 2024 Targets [1]

Allied continued to exceed its 2024 reduction targets for Energy Use Intensity (EUI), Greenhouse Gas Intensity (GHGI) and Water Use Intensity (WUI).

Continued to Improve GRESB Scores

In its 2023 GRESB assessment, Allied achieved a score of 85 for its standing investments and a score of 87 for its developments, representing continuous improvement overall.

Developed an Internal Price of Carbon

Allied established its shadow price of carbon to support financial analysis and decision-making for all new investments, developments and retrofit opportunities by assigning a monetary value to every tonne of carbon emitted.

Established 70% Certification Target for Standing Portfolio

Allied will certify an additional 8.1 million square feet to LEED and/or BOMA by 2028, increasing its certification percentage from 27% to 70% across the portfolio.

Recognized as a Canadian "Best Employer" in 2023

Since 2020, Allied has engaged Kincentric to conduct a third-party employee engagement survey. Allied was recognized as a "Best Employer" in 2020, 2021 and 2023.

Outperformed Peers in User Experience Assessment Ratings

In November 2022, Allied completed its annual third-party User Experience Assessment Survey. Results demonstrated year-over-year progress, with improved ratings in key areas and an overall increase in user satisfaction.

Co-hosted Indigenous Relations in Real Estate Development Series

Allied partnered with ULI Toronto, Shared Path and Westbank to deliver a workshop series for leaders in the industry to advance their understanding of colonization and its impact on Indigenous Peoples, and to start exploring opportunities to collaborate in real estate development.

Committed to Green Financing

Allied established its Green Financing Framework in 2021 and issued two green bonds in 2021 totaling $1.1 billion. In December 2022, Allied obtained a $75 million sustainability-linked construction lending facility, at its share, for the development of 108 East 5th Avenue.

(1) These metrics are based on Allied's 2022 ESG Report, available on www.alliedreit.com.

BUSINESS ENVIRONMENT AND OUTLOOK

Allied's internal forecast for 2023 calls for flat to low-single-digit percentage growth in each of Same Asset NOI, FFO per unit and AFFO per unit. Allied does not forecast NAV per unit growth in any given time period.

Allied has assembled the largest and most concentrated portfolio of economically-productive, underutilized urban land in Canada, one that affords extraordinary mixed-use intensification potential in major cities going forward. Allied believes deeply in the continued success of Canadian cities and has the platform and the breadth of funding relationships necessary to drive value in the coming years and decades for the benefit of its constituents.

The foregoing sections contain non-GAAP measures and forward-looking statements. Where it is not explicitly stated, the measures include the results of both continuing and discontinued operations. Management believes these combined results provide a more meaningful measure of financial performance for the periods presented. Refer to Non-GAAP Measures and Forward-Looking Statements below.

NON-GAAP MEASURES

Readers are cautioned that certain terms used in the MD&A listed below, including any related per unit amounts, used by Management of Allied to measure, compare and explain the operating results and financial performance of Allied do not have any standardized meaning prescribed under IFRS and, therefore, should not be construed as alternatives to net income, cash flow from operating activities, or any other measure prescribed under IFRS. These terms are defined in the following table and reconciliations to the most comparable IFRS measure are referenced, as applicable. The following terms do not have a standardized meaning prescribed by IFRS and may not be comparable to similarly titled measures presented by other publicly traded entities.

NON-GAAP MEASURE	DEFINITION	RECONCILIATION
Allied's proportionate share or proportionate basis	All references to "proportionate share" or "proportionate basis" refer to a non-GAAP financial measure representing Allied's proportionate share of equity accounted investments. Allied applies the equity method of accounting to its joint venture, TELUS Sky, as prescribed under IFRS. Management presents the proportionate share of its interests in joint arrangements that are accounted for using the equity method as it is viewed as relevant in demonstrating Allied's performance and is the basis of many of Allied's key performance measures.	Section II - Operations, Section V - Asset Profile, Section VI - Liquidity and Capital Resources
Funds from Operations ("FFO")	FFO is a non-GAAP financial measure used by most Canadian real estate investment trusts based on a standardized definition established by REALPAC in its January 2022 White Paper ("White Paper"). FFO is defined as net income and comprehensive income from continuing operations less certain adjustments, on a proportionate basis, including fair value changes in investment properties, investment properties held for sale, Exchangeable LP Units and derivative instruments, impairment, transaction costs, incremental leasing costs, net income and comprehensive income from discontinued operations, distributions on Exchangeable LP Units as they are puttable instruments classified as financial liabilities, amortization of improvement allowances and amortization of property, plant and equipment which relates to owner-occupied property. FFO is reconciled to net income and comprehensive income from continuing operations, which is the most directly comparable IFRS measure. Management believes FFO is a key measure of operating performance.	Section II - Operations - Other Financial Performance Measures
FFO excluding condominium costs and the mark-to-market adjustment on unit-based compensation	FFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation starts with FFO and removes the effects of condominium revenue, condominium cost of sales, condominium marketing costs and the mark-to-market adjustment on unit-based compensation. FFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation is reconciled to net income and comprehensive income from continuing operations, which is the most directly comparable IFRS measure. Management believes this is a useful measure as these condominium items are not indicative of recurring operating performance and the mark-to-market adjustments of unit-based compensation can fluctuate widely with the market.	Section II - Operations - Other Financial Performance Measures

NON-GAAP MEASURE	DEFINITION	RECONCILIATION
FFO excluding condominium costs, financing prepayment costs and the mark-to-market adjustment on unit-based compensation	FFO excluding condominium related items, financing prepayment costs and the mark-to-market adjustment on unit-based compensation starts with FFO and removes the effects of condominium revenue, condominium cost of sales, condominium marketing costs, financing prepayment costs and the mark-to-market adjustment on unit-based compensation. FFO excluding condominium related items, financing prepayment costs and the mark-to-market adjustment on unit-based compensation is reconciled to net income and comprehensive income from continuing operations, which is the most directly comparable IFRS measure. Management believes this is a useful measure as these condominium and financing prepayment items are not indicative of recurring operating performance, and the mark-to-market adjustments of unit-based compensation can fluctuate widely with the market.	Section II - Operations - Other Financial Performance Measures
Adjusted Funds from Operations (“AFFO”)	AFFO is a non-GAAP financial measure used by most Canadian real estate investment trusts based on a standardized definition established by REALPAC in the White Paper. AFFO is defined as FFO less amortization of straight-line rent, regular leasing expenditures, regular and recoverable maintenance capital expenditures, and incremental leasing costs (related to regular leasing expenditures). AFFO is reconciled to net income and comprehensive income from continuing operations, which is the most directly comparable IFRS measure. Management considers AFFO to be a useful measure of recurring economic earnings and relevant in understanding Allied’s ability to service its debt, fund capital expenditures and provide distributions to Unitholders.	Section II - Operations - Other Financial Performance Measures
AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation	AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation starts with AFFO and removes the effects of condominium revenue, condominium cost of sales, condominium marketing costs and the mark-to-market adjustment on unit-based compensation. AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation is reconciled to net income and comprehensive income from continuing operations, which is the most directly comparable IFRS measure. Management believes this is a useful measure as these condominium items are not indicative of recurring economic earnings, and the mark-to-market adjustments of unit-based compensation can fluctuate widely with the market.	Section II - Operations - Other Financial Performance Measures
AFFO excluding condominium related items, financing prepayment costs and the mark-to-market adjustment on unit-based compensation	AFFO excluding condominium related items, financing prepayment costs and the mark-to-market adjustment on unit-based compensation starts with AFFO and removes the effects of condominium revenue, condominium cost of sales, condominium marketing costs, financing prepayment costs and the mark-to-market adjustment on unit-based compensation. AFFO excluding condominium related items, financing prepayment costs and the mark-to-market adjustment on unit-based compensation is reconciled to net income and comprehensive income from continuing operations, which is the most directly comparable IFRS measure. Management believes this is a useful measure as these condominium and financing prepayment items are not indicative of recurring economic earnings, and the mark-to-market adjustments of unit-based compensation can fluctuate widely with the market.	Section II - Operations - Other Financial Performance Measures

NON-GAAP MEASURE	DEFINITION	RECONCILIATION
Net income from continuing operations excluding fair value adjustments	Net income from continuing operations excluding fair value adjustments is a non-GAAP financial measure that starts with net income from continuing operations and removes the effects of fair value gains or losses on investment properties and investment properties held for sale, Exchangeable LP Units, or derivative instruments, and the mark-to-market adjustment on unit-based compensation. Management considers this to be a useful measure of operating performance, as fair value adjustments can fluctuate widely with the market.	Section II - Operations
Net income from continuing operations excluding fair value adjustments, financing prepayment costs and impairment	Net income from continuing operations excluding fair value adjustments, financing prepayment costs and impairment is a non-GAAP financial measure that starts with net income from continuing operations and removes the effects of fair value gains or losses on investment properties and investment properties held for sale, Exchangeable LP Units, or derivative instruments, the mark-to-market adjustment on unit-based compensation, financing prepayment costs and impairment on an IFRS basis. Management considers this to be a useful measure of operating performance, as fair value adjustments can fluctuate widely with the market, and financing prepayment costs and impairment are non-recurring in nature.	Section II - Operations
Net Rental Income ("NRI")	NRI is a non-GAAP financial measure defined as rental revenue from continuing operations less property operating costs from continuing operations on a proportionate basis. It excludes condominium revenue and condominium cost of sales. The most directly comparable IFRS measure is operating income. Management considers NRI to be a useful measure of the operating performance of its rental properties portfolio.	Section II - Operations - Net Operating Income
Net Operating Income ("NOI") from continuing operations	NOI from continuing operations is a non-GAAP financial measure defined as NRI excluding the impact of non-cash items such as amortization of improvement allowances and the amortization of straight-line rent from continuing operations on a proportionate basis. The most directly comparable IFRS measure to NOI from continuing operations is Operating Income. Management believes this is a useful measure as it demonstrates the cash generating operating performance of its income producing properties.	Section II - Operations - Net Operating Income
NOI from discontinued operations	NOI from discontinued operations is a non-GAAP financial measure defined as rental revenue from discontinued operations less property operating costs from discontinued operations on a proportionate basis, excluding the impact of non-cash items such as amortization of improvement allowances and the amortization of straight-line rent from discontinued operations on a proportionate basis. The most directly comparable IFRS measure to NOI from discontinued operations is Operating Income. Management believes this is a useful measure as it demonstrates the performance of its discontinued segment.	Section II - Operations - Net Operating Income

NON-GAAP MEASURE	DEFINITION	RECONCILIATION
Total NOI	Total NOI is a non-GAAP financial measure defined as the sum of NOI from continuing operations and NOI from discontinued operations. The most directly comparable IFRS measure to Total NOI is Operating Income. Management believes this is a useful measure as it demonstrates the cash generating operating performance of all its properties.	Section II - Operations - Net Operating Income
Same Asset NOI	Same Asset NOI is a non-GAAP measure defined as NOI for the properties that Allied owned and operated for the entire duration of both the current and comparative period on a proportionate basis. The most directly comparable IFRS measure to Same Asset NOI is Operating Income. Management believes this is a useful measure as NOI growth can be assessed on its portfolio excluding the impact of acquisition and disposition activities. Allied uses Same Asset NOI to evaluate the performance of its properties.	Section II - Operations - Same Asset NOI
Normalized Last Quarter Annualized ("LQA") NOI	Normalized LQA NOI is a non-GAAP measure defined as the normalized NOI from continuing operations for an individual property or portfolio for the most recently completed quarter multiplied by four on a proportionate basis. In the calculation of this metric, non-recurring items are excluded from LQA NOI. The most directly comparable IFRS measure to normalized LQA NOI is Operating Income. Management considers normalized LQA NOI relevant in analyzing the operations of its rental properties on a property-by-property or portfolio basis.	N/A
Gross Book Value ("GBV")	GBV is a non-GAAP measure defined as the total assets of Allied on a proportionate basis. The most directly comparable IFRS measure to GBV is total assets. Management believes GBV is a useful measure to assess the growth in Allied's total portfolio of rental and development properties.	Section V - Asset Profile
Unencumbered investment properties and investment properties held for sale	Unencumbered investment properties and investment properties held for sale is a non-GAAP measure defined as the value of investment properties, including investment properties held for sale, which are free and clear of any encumbrances. This is calculated on a proportionate share basis. Management believes unencumbered investment properties and investment properties held for sale is a useful measure to assess the borrowing capacity of Allied.	N/A
Cost of Properties Under Development ("PUD") as a percentage of GBV	Cost of PUD as a percentage of GBV is a non-GAAP measure defined as the book value of Allied's properties under development, on a proportionate basis, divided by the GBV at period-end. Management believes this is a useful metric in assessing development risk. Allied has a limit of 15% as outlined in its Declaration of Trust.	Section V - Asset Profile

NON-GAAP MEASURE	DEFINITION	RECONCILIATION
Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization ("Adjusted EBITDA") **and** **Annualized Adjusted EBITDA**	Adjusted EBITDA is a non-GAAP measure calculated on a proportionate basis comprised of earnings before interest expense, income taxes, depreciation and amortization expense (including amortization of improvement allowances), impairment, gains and losses on disposal of investment properties and the fair value gains or losses associated with investment properties and investment properties held for sale, Exchangeable LP Units, financial instruments, and unit-based compensation. Annualized Adjusted EBITDA is a non-GAAP measure calculated as the Adjusted EBITDA for the current period annualized. The most directly comparable IFRS measure to Adjusted EBITDA and Annualized Adjusted EBITDA is net income and comprehensive income. Management believes Adjusted EBITDA and Annualized Adjusted EBITDA are useful metrics to determine Allied's ability to service its debt, finance capital expenditures and provide distributions to its Unitholders.	Section II - Operations - Other Financial Performance Measures
Net debt	Net debt is a non-GAAP measure, calculated on a proportionate basis, as debt less cash, cash equivalents and a deposit management considers to be cash equivalent. The most directly comparable IFRS measure to net debt is debt. Management considers net debt a useful measure for evaluating debt levels and interest coverage.	Section VI - Liquidity and Capital Resources - Debt
Net debt as a multiple of Annualized Adjusted EBITDA	Net debt as a multiple of Annualized Adjusted EBITDA is a non-GAAP measure of Allied's financial leverage and is defined as net debt divided by Annualized Adjusted EBITDA. This measure indicates the number of years required for Allied's Annualized Adjusted EBITDA to repay all outstanding debts, taking into consideration the cash on hand to decrease debt. Management considers this metric a useful measure for evaluating Allied's ability to service its debt.	N/A
FFO and AFFO Payout-Ratios **and** **FFO and AFFO Payout-Ratios excluding condominium related items and the mark-to-market adjustment on unit-based compensation** **and** **FFO and AFFO Payout-Ratios excluding condominium related items, financing prepayment costs and the mark-to-market adjustment on unit-based compensation**	FFO and AFFO payout-ratios, FFO and AFFO payout-ratios excluding condominium related items and the mark-to-market adjustment on unit-based compensation, and FFO and AFFO payout-ratios excluding condominium related items, financing prepayment costs and the mark-to-market adjustment on unit-based compensation are non-GAAP measures. These payout ratios are calculated by dividing the actual distributions declared by FFO, AFFO, FFO and AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation, and FFO and AFFO excluding condominium related items, financing prepayment costs and the mark-to-market adjustment on unit-based compensation in a given period. Management considers these metrics a useful way to evaluate Allied's distribution paying capacity.	N/A

NON-GAAP MEASURE	DEFINITION	RECONCILIATION
Interest Coverage Ratio **and** **Interest Coverage Ratio including interest capitalized** **and** **Interest Coverage Ratio including interest capitalized and excluding financing prepayment costs**	Interest coverage ratio, interest coverage ratio including interest capitalized, and interest coverage ratio including interest capitalized and excluding financing prepayment costs are non-GAAP measures calculated on a trailing three-month basis and twelve-month basis for the three months ended and the year ended, respectively. Interest coverage ratio is defined as Adjusted EBITDA divided by interest expense excluding the distributions on Exchangeable LP Units which are recognized as interest expense. Interest coverage ratio including interest capitalized is defined as Adjusted EBITDA divided by interest expense with interest capitalized included. Interest coverage ratio including interest capitalized and excluding financing prepayment costs is defined as Adjusted EBITDA divided by interest expense with interest capitalized included and financing prepayment costs excluded. The interest expense excludes the distributions on Exchangeable LP Units which are recognized as interest expense. Management considers these metrics useful as they indicate Allied's ability to meet its interest cost obligations.	N/A
Total Indebtedness Ratio	Total indebtedness ratio is a non-GAAP measure of Allied's financial leverage, which is calculated on a proportionate basis by taking debt plus outstanding letters of credit divided by total assets. Management considers this metric useful as it indicates Allied's ability to meet its debt obligations.	Section V - Asset Profile

FORWARD-LOOKING STATEMENTS

Certain information included in this MD&A contains forward-looking statements within the meaning of applicable securities laws, including, among other things, statements concerning Allied's objectives and strategies to achieve those objectives, statements with respect to Management's beliefs, plans, estimates and intentions and statements concerning anticipated future events, circumstances, expectations, results, operations or performance that are not historical facts. Forward-looking statements can be identified generally by the use of forward-looking terminology, such as "indicators", "outlook", "forecast", "objective", "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "should", "plans", "continue" or similar expressions suggesting future outcomes or events. In particular, certain statements in Section I–Overview, under the headings "Business Overview and Strategy", "Focus and Definition", "Vision and Mission", "Environmental, Social and Governance" and "Business Environment and Outlook", Section III - Leasing under the headings "Status" and "Lease Maturity", Section V - Asset Profile, under the headings "Rental Properties", and "Development Properties", Section VI - Liquidity and Capital Resources and Section IX - Risks and Uncertainties, constitute forward-looking information. This MD&A includes, but is not limited to, forward-looking statements regarding: increases to Allied's annual NOI due to development activities; expected annualized adjusted EBITDA on the properties acquired from Choice Properties; the expected use of proceeds from the sale of freehold interests in 151 Front Street W and 905 King Street W and a leasehold interest in 250 Front Street W (the "UDC Portfolio"); expected capital expenditure and allocation over 2023; completion of construction and lease-up in connection with Properties Under Development ("PUDs"); growth of our Same Asset NOI, FFO per unit excluding condominium related items, financing prepayment costs and the mark-to-market adjustment on unit-based compensation, FFO per unit excluding condominium related items and the mark-to-market adjustment on unit-based compensation, AFFO per unit excluding condominium related items, financing prepayment costs and the mark-to-market adjustment on unit-based compensation, and AFFO per unit excluding condominium related items and the mark-to-market adjustment on unit-based compensation; continued demand for space in our target markets; the expected effect of the global pandemic and consequent economic disruption; Allied's internal forecast; the creation of future value; estimated gross leasable area ("GLA"), NOI and growth from PUDs; estimated costs of PUDs; future economic occupancy; return on investments, including yield on cost of PUDs; estimated rental NOI and anticipated rental rates; lease up of our intensification projects; anticipated available square feet ("SF") of leasable area; targets for LEED and/or BOMA certification; our ability to generate ancillary revenue; our ability to achieve risk-adjusted returns on intensification; our expectations regarding the timing of development of potential incremental density; receipt of municipal approval for value-creation projects, including intensifications; Management's expectations regarding future distributions; and completion of future financings and availability of capital. Such forward-looking statements reflect Management's current beliefs and are based on information currently available to Management.

The forward-looking statements in this MD&A are not guarantees of future results, operations or performance and are based on estimates and assumptions that are subject to risks and uncertainties, including those described in Section IX - Risks and Uncertainties, which could cause actual results, operations or performance to differ materially from the forward-looking statements in this MD&A. Those risks and uncertainties include risks associated with property ownership, property development, geographic focus, asset-class focus, competition for users, financing and interest rates, Unit price changes, government regulations, environmental matters, construction liability, taxation, cybersecurity, and general economic conditions. Material assumptions that were made in formulating the forward-looking statements in this MD&A include the following: that our current target markets remain stable, with no material increase in supply of directly-competitive office space; that acquisition capitalization rates remain reasonably constant; that the trend toward intensification within our target markets continues; and that the equity and debt markets continue to provide us with access to capital at a reasonable cost to fund our future growth and potentially refinance our mortgage debt as it matures. Although the forward-looking statements contained in this MD&A are based on what Management believes are reasonable assumptions, there can be no assurance that actual results, operations or performance will be consistent with these statements.

All forward-looking statements in this MD&A are qualified in their entirety by this forward-looking disclaimer. Without limiting the generality of the foregoing, the discussion in Section I - Overview, Section V - Asset Profile and Section VI - Liquidity and Capital Resources are qualified in their entirety by this forward-looking disclaimer. These statements are made as of October 25, 2023, and, except as required by applicable law, Allied undertakes no obligation to update publicly or revise any such statements to reflect new information or the occurrence of future events or circumstances.

Section II
–Operations

The following sets out summary information and financial results for three and nine months ended September 30, 2023, and the comparable period in 2022.

NET INCOME AND COMPREHENSIVE INCOME

The following table reconciles the unaudited condensed consolidated statements of (loss) income and comprehensive (loss) income on an IFRS basis to a proportionate basis, which is a non-GAAP measure, for the three and nine months ended September 30, 2023, and September 30, 2022. Refer to Non-GAAP Measures on page 17.

There is an additional table to reconcile net (loss) income and comprehensive (loss) income from continuing operations to net income from continuing operations excluding fair value adjustments, financing prepayment costs and impairment, a non-GAAP measure, for the three and nine months ended September 30, 2023, and September 30, 2022. Refer to Non-GAAP Measures on page 17.

	THREE MONTHS ENDED					
	SEPTEMBER 30, 2023			SEPTEMBER 30, 2022		
	IFRS BASIS	INVESTMENT IN JOINT VENTURE	PROPORTIONATE BASIS	IFRS BASIS	INVESTMENT IN JOINT VENTURE	PROPORTIONATE BASIS
Continuing operations						
Rental revenue	$138,455	$2,209	$140,664	$131,823	$1,828	$133,651
Property operating costs	(58,558)	(1,229)	(59,787)	(56,401)	(1,094)	(57,495)
Operating income	$79,897	$980	$80,877	$75,422	$734	$76,156
Interest expense	(27,447)	—	(27,447)	(19,589)	—	(19,589)
General and administrative expenses	(5,964)	—	(5,964)	(4,325)	—	(4,325)
Condominium marketing expenses	(137)	—	(137)	(101)	—	(101)
Amortization of other assets	(388)	—	(388)	(410)	—	(410)
Interest income	14,887	7	14,894	8,071	4	8,075
Fair value loss on investment properties and investment properties held for sale	(126,253)	(1,895)	(128,148)	(41,588)	(8,056)	(49,644)
Fair value gain on Exchangeable LP Units	44,757	—	44,757	—	—	—
Fair value gain on derivative instruments	11,186	—	11,186	5,668	—	5,668
Impairment of residential inventory	(15,376)	—	(15,376)	(15,729)	—	(15,729)
Net loss from joint venture	(908)	908	—	(7,318)	7,318	—

	THREE MONTHS ENDED					
	SEPTEMBER 30, 2023			SEPTEMBER 30, 2022		
	IFRS BASIS	**INVESTMENT IN JOINT VENTURE**	**PROPORTIONATE BASIS**	IFRS BASIS	INVESTMENT IN JOINT VENTURE	PROPORTIONATE BASIS
Net (loss) income and comprehensive (loss) income from continuing operations [1]	**$(25,746)**	**$—**	**$(25,746)**	$101	$—	$101
Discontinued operations (UDC segment)						
Rental revenue	**$11,405**	**$—**	**$11,405**	$25,343	$—	$25,343
Property operating costs	**(4,654)**	**—**	**(4,654)**	(9,091)	—	(9,091)
Operating income	**$6,751**	**$—**	**$6,751**	$16,252	$—	$16,252
Interest expense	**(881)**	**—**	**(881)**	(1,735)	—	(1,735)
Transaction costs	**(13,246)**	**—**	**(13,246)**	—	—	—
Fair value (loss) gain on investment properties held for sale	**(836)**	**—**	**(836)**	32,125	—	32,125
Net (loss) income and comprehensive (loss) income from discontinued operations	**$(8,212)**	**$—**	**$(8,212)**	$46,642	$—	$46,642
Net (loss) income and comprehensive (loss) income	**$(33,958)**	**$—**	**$(33,958)**	$46,743	$—	$46,743

(1) Includes one investment property held for sale as at September 30, 2023, and one investment property held for sale as at September 30, 2022.

	THREE MONTHS ENDED	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022
Net (loss) income and comprehensive (loss) income from continuing operations	**$(25,746)**	$101
Fair value loss on investment properties and investment properties held for sale	**126,253**	41,588
Fair value gain on Exchangeable LP Units	**(44,757)**	—
Fair value gain on derivative instruments	**(11,186)**	(5,668)
Mark-to-market adjustment on unit-based compensation	**(300)**	(686)
Impairment of residential inventory	**15,376**	15,729
Net income from continuing operations excluding fair value adjustments, financing prepayment costs and impairment (1)	**$59,640**	$51,064

(1) This excludes the Urban Data Centre segment which was classified as a discontinued operation starting in Q4 2022. The prior period comparative figures have been revised accordingly.

On an IFRS basis, net (loss) income and comprehensive (loss) income from continuing operations for the three months ended September 30, 2023, decreased by $25,847 from the comparable period in 2022, primarily due to fair value adjustments and higher interest expense, partially offset by an increase in operating income and interest income. On an IFRS basis, net (loss) income and comprehensive (loss) income from discontinued operations for the three months ended September 30, 2023, decreased by $54,854 from the comparable period in 2022, primarily due to fair value adjustments, transaction costs, and a decrease in operating income from the disposition of the Urban Data Centre ("UDC") portfolio. For the three months ended September 30, 2023, the fair value loss on investment properties and investment properties held for sale of continuing and discontinued operations on an IFRS basis is $127,089 (September 30, 2022 - a fair value loss of $9,463).

	NINE MONTHS ENDED					
	SEPTEMBER 30, 2023			SEPTEMBER 30, 2022		
	IFRS BASIS	INVESTMENT IN JOINT VENTURE	PROPORTIONATE BASIS	IFRS BASIS	INVESTMENT IN JOINT VENTURE	PROPORTIONATE BASIS
Continuing operations						
Rental revenue	$413,082	$6,455	$419,537	$383,544	$4,916	$388,460
Property operating costs	(177,920)	(3,326)	(181,246)	(165,622)	(3,098)	(168,720)
Operating income	$235,162	$3,129	$238,291	$217,922	$1,818	$219,740
Interest expense	(76,808)	—	(76,808)	(52,079)	—	(52,079)
General and administrative expenses	(16,848)	—	(16,848)	(16,799)	—	(16,799)
Condominium marketing expenses	(449)	—	(449)	(413)	—	(413)
Amortization of other assets	(1,118)	—	(1,118)	(940)	—	(940)
Interest income	34,856	18	34,874	22,651	6	22,657
Fair value loss on investment properties and investment properties held for sale	(278,081)	(4,638)	(282,719)	(30,762)	(6,794)	(37,556)
Fair value gain on Exchangeable LP Units	55,267	—	55,267	—	—	—
Fair value gain on derivative instruments	18,519	—	18,519	35,610	—	35,610
Impairment of residential inventory	(15,376)	—	(15,376)	(15,729)	—	(15,729)
Net loss from joint venture	(1,491)	1,491	—	(4,970)	4,970	—
Net (loss) income and comprehensive (loss) income from continuing operations [(1)]	$(46,367)	$—	$(46,367)	$154,491	$—	$154,491
Discontinued operations (UDC segment)						
Rental revenue	$54,539	$—	$54,539	$72,859	$—	$72,859
Property operating costs	(20,718)	—	(20,718)	(25,123)	—	(25,123)
Operating income	$33,821	$—	$33,821	$47,736	$—	$47,736

	NINE MONTHS ENDED					
	SEPTEMBER 30, 2023			SEPTEMBER 30, 2022		
	IFRS BASIS	INVESTMENT IN JOINT VENTURE	PROPORTIONATE BASIS	IFRS BASIS	INVESTMENT IN JOINT VENTURE	PROPORTIONATE BASIS
Interest expense	(4,433)	—	(4,433)	(4,755)	—	(4,755)
Transaction costs	(13,246)	—	(13,246)	—	—	—
Fair value gain on investment properties held for sale	108,849	—	108,849	136,499	—	136,499
Net income and comprehensive income from discontinued operations	**$124,991**	**$—**	**$124,991**	$179,480	$—	$179,480
Net income and comprehensive income	**$78,624**	**$—**	**$78,624**	$333,971	$—	$333,971

(1) *Includes one investment property held for sale as at September 30, 2023, and one investment property held for sale as at September 30, 2022.*

	NINE MONTHS ENDED	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022
Net (loss) income and comprehensive (loss) income from continuing operations	**$(46,367)**	$154,491
Fair value loss on investment properties and investment properties held for sale	**278,081**	30,762
Fair value gain on Exchangeable LP Units	**(55,267)**	—
Fair value gain on derivative instruments	**(18,519)**	(35,610)
Mark-to-market adjustment on unit based compensation	**(710)**	(1,068)
Impairment of residential inventory	**15,376**	15,729
Net income from continuing operations excluding fair value adjustments, financing prepayment costs and impairment [(1)]	**$172,594**	$164,304

(1) *This excludes the Urban Data Centre segment which was classified as a discontinued operation in Q4 2022. The prior period comparative figures have been revised accordingly.*

On an IFRS basis, net (loss) income and comprehensive (loss) income from continuing operations for the nine months ended September 30, 2023, decreased by $200,858 from the comparable period in 2022 primarily due to fair value adjustments and higher interest expense, partially offset by an increase in operating income and interest income. On an IFRS basis, net income and comprehensive income from discontinued operations for the nine months ended September 30, 2023, decreased by $54,489 from the comparable period in 2022, primarily due to fair value adjustments, transaction costs, and a decrease in operating income from the disposition of the UDC portfolio. For the nine months ended September 30, 2023, the fair value loss on investment properties and investment properties held for sale of continuing and discontinued operations on an IFRS basis is $169,232 (September 30, 2022 - fair value gain of $105,737).

NET OPERATING INCOME ("NOI")

Allied operates in seven urban markets – Montréal, Ottawa, Toronto, Kitchener, Calgary, Edmonton and Vancouver. For the purpose of analyzing NOI, Allied groups the cities by geographic location.

Allied's real estate portfolio has grown through acquisitions and development activities that have positively contributed to the operating results for the three and nine months ended September 30, 2023, as compared to the same period in the prior year.

The following table reconciles operating income to net operating income, a non-GAAP measure. Refer to Non-GAAP Measures on page 17.

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022
Operating income, IFRS basis	**$79,897**	$75,422	**$235,162**	$217,922
Add: investment in joint venture	**980**	734	**3,129**	1,818
Operating income, proportionate basis	**$80,877**	$76,156	**$238,291**	$219,740
Amortization of improvement allowances (1)(2)	**7,831**	8,161	**24,092**	24,232
Amortization of straight-line rent (1)(2)	**(2,308)**	(2,588)	**(5,713)**	(4,206)
NOI from continuing operations	**$86,400**	$81,729	**$256,670**	$239,766
NOI from discontinued operations	**$6,586**	$16,114	**$33,452**	$47,744
Total NOI	**$92,986**	$97,843	**$290,122**	$287,510

(1) Includes Allied's proportionate share of the equity accounted investment of the following amounts for the three and nine months ended September 30, 2023: amortization improvement allowances of $164 and $491, respectively (September 30, 2022 - $158 and $449, respectively), and amortization of straight-line rent of $(49) and $(147), respectively (September 30, 2022 - $(102) and $(584), respectively).

(2) Excludes the Urban Data Centre segment which was classified as a discontinued operation starting in Q4 2022. The prior period comparative figures have been revised accordingly. For the three and nine months ended September 30, 2023, the Urban Data Centre segment's amortization of improvement allowances was $65 and $326, respectively (September 30, 2022 - $134 and $404, respectively). For the three and nine months ended September 30, 2023, the Urban Data Centre segment's amortization of straight-line rent was $(230) and $(695), respectively (September 30, 2022 - $(272) and $(396), respectively).

The following tables set out the NOI by segment and space type from the rental and development properties for the three and nine months ended September 30, 2023, and the comparable period in 2022.

SEGMENT	THREE MONTHS ENDED				CHANGE	
	SEPTEMBER 30, 2023		SEPTEMBER 30, 2022		$	%
Urban Workspace						
Montréal & Ottawa	$29,825	32.1%	$29,171	29.8%	$654	2.2%
Toronto & Kitchener	42,960	46.2	38,283	39.1	4,677	12.2
Calgary & Edmonton	5,674	6.1	5,659	5.8	15	0.3
Vancouver	7,941	8.5	8,616	8.8	(675)	(7.8)
NOI from continuing operations	$86,400	92.9%	$81,729	83.5%	$4,671	5.7%
NOI from discontinued operations	$6,586	7.1%	$16,114	16.5%	$(9,528)	(59.1)%
Total NOI	$92,986	100.0%	$97,843	100.0%	$(4,857)	(5.0)%

TYPE OF SPACE	THREE MONTHS ENDED				CHANGE	
	SEPTEMBER 30, 2023		SEPTEMBER 30, 2022		$	%
Urban Workspace - Office	$71,325	76.7%	$67,968	69.5%	$3,357	4.9%
Urban Workspace - Retail	9,741	10.5	9,233	9.4	508	5.5
Urban Workspace - Parking	5,334	5.7	4,528	4.6	806	17.8
NOI from continuing operations	$86,400	92.9%	$81,729	83.5%	$4,671	5.7%
NOI from discontinued operations	$6,586	7.1%	$16,114	16.5%	$(9,528)	(59.1)%
Total NOI	$92,986	100.0%	$97,843	100.0%	$(4,857)	(5.0)%

The increase in NOI from continuing operations for the three months ended September 30, 2023, was due to rent commencement at The Well, and increased variable parking revenue. This was partially offset by non-renewals at The Castle in Toronto and suppressing occupancy to facilitate upgrade activity at 1001 Boulevard Robert-Bourassa, RCA Building - 1001 Lenoir Street in Montréal and 375 Water Street in Vancouver. The decrease in NOI from discontinued operations for the three months ended September 30, 2023, was due to the disposition of the UDC portfolio.

SEGMENT	NINE MONTHS ENDED				CHANGE	
	SEPTEMBER 30, 2023		SEPTEMBER 30, 2022		$	%
Urban Workspace						
Montréal & Ottawa	**$89,417**	**30.8%**	$86,839	30.2%	$2,578	3.0%
Toronto & Kitchener	**125,398**	**43.3**	113,968	39.6	11,430	10.0
Calgary & Edmonton	**17,145**	**5.9**	16,244	5.7	901	5.5
Vancouver	**24,710**	**8.5**	22,715	7.9	1,995	8.8
NOI from continuing operations	**$256,670**	**88.5%**	$239,766	83.4%	$16,904	7.1%
NOI from discontinued operations	**$33,452**	**11.5%**	$47,744	16.6%	$(14,292)	(29.9)%
Total NOI	**$290,122**	**100.0%**	$287,510	100.0%	$2,612	0.9%

TYPE OF SPACE	NINE MONTHS ENDED				CHANGE	
	SEPTEMBER 30, 2023		SEPTEMBER 30, 2022		$	%
Urban Workspace - Office	**$212,940**	**73.4%**	$200,059	69.6%	$12,881	6.4%
Urban Workspace - Retail	**28,451**	**9.8**	27,300	9.5	1,151	4.2
Urban Workspace - Parking	**15,279**	**5.3**	12,407	4.3	2,872	23.1
NOI from continuing operations	**$256,670**	**88.5%**	$239,766	83.4%	$16,904	7.1%
NOI from discontinued operations	**$33,452**	**11.5%**	$47,744	16.6%	$(14,292)	(29.9)%
Total NOI	**$290,122**	**100.0%**	$287,510	100.0%	$2,612	0.9%

The increase in NOI from continuing operations for the nine months ended September 30, 2023, was due to acquisitions, increased variable parking revenue, and rent commencement at The Well. This was partially offset by non-renewals at The Castle in Toronto, and suppressing occupancy to facilitate upgrade activity at 1001 Boulevard Robert-Bourassa and RCA Building - 1001 Lenoir Street in Montréal. The decrease in NOI from discontinued operations for the nine months ended September 30, 2023, was due to the disposition of the UDC portfolio.

SAME ASSET NOI

Same Asset NOI, a non-GAAP measure in the table below, refers to those investment properties that were owned by Allied from July 1, 2022, to September 30, 2023. Same Asset NOI of the development portfolio for the three months ended September 30, 2023, consists of Breithaupt Phase III, Adelaide & Duncan, 185 Spadina, KING Toronto, QRC West Phase II, King & Brant, 400 Atlantic, Boardwalk-Revillon Building, The Lougheed Building, 342 Water Street, 3575 Saint-Laurent, 365 Railway, 422-424 Wellington W, 108 East 5th Avenue, 810 Saint Antoine, Kipling Square, and portions of The Well, 1001 Boulevard Robert-Bourassa and RCA Building - 1001 Lenoir Street. Same Asset NOI of the assets held for sale for the three months ended September 30, 2023, consists of one investment property.

	THREE MONTHS ENDED		CHANGE	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	$	%
Urban Workspace				
Montréal & Ottawa	**$28,833**	$28,105	$728	2.6%
Toronto & Kitchener	**36,034**	35,425	609	1.7
Calgary	**4,801**	4,941	(140)	(2.8)
Vancouver	**7,944**	8,430	(486)	(5.8)
Rental Portfolio - Same Asset NOI	**$77,612**	$76,901	$711	0.9%
Assets Held for Sale - Same Asset NOI	**71**	67	4	6.0
Rental Portfolio and Assets Held for Sale - Same Asset NOI	**$77,683**	$76,968	$715	0.9%
Development Portfolio - Same Asset NOI	**$6,571**	$2,238	$4,333	193.6%
Total Portfolio - Same Asset NOI	**$84,254**	$79,206	$5,048	6.4%
Acquisitions	**139**	6	133	
Dispositions	**6,718**	16,560	(9,842)	
Lease terminations	**—**	29	(29)	
Development fees and corporate items	**1,875**	2,042	(167)	
Total NOI	**$92,986**	$97,843	$(4,857)	(5.0)%

Same Asset NOI of the total portfolio increased by $5,048 or 6.4% for the three months ended September 30, 2023. Same Asset NOI of the rental portfolio increased by $711 or 0.9% as a result of rent growth and economic occupancy in Montréal and Toronto, and increased variable parking revenue. This was partially offset by non-renewals at The Castle in Toronto and suppressing occupancy at 375 Water Street in Vancouver to facilitate repositioning of the asset.

Same Asset NOI of the development portfolio increased by $4,333 or 193.6%, primarily due to rent commencement at The Well. This was partially offset by suppressing occupancy to facilitate upgrade activity at 1001 Boulevard Robert-Bourassa and RCA Building - 1001 Lenoir Street in Montréal.

Same Asset NOI, a non-GAAP measure in the table below, refers to those investment properties that were owned by Allied from January 1, 2022, to September 30, 2023. Same Asset NOI of the development portfolio for the nine months ended September 30, 2023, consists of Breithaupt Phase III, Adelaide & Duncan, 185 Spadina, KING Toronto, QRC West Phase II, King & Brant, 400 Atlantic, Boardwalk-Revillon Building, The Lougheed Building, 342 Water Street, 3575 Saint-Laurent, 365 Railway, 422-424 Wellington W, 810 Saint Antoine, Kipling Square, and portions of The Well, 1001 Boulevard Robert-Bourassa, and RCA Building - 1001 Lenoir Street. Same Asset NOI of the assets held for sale for the nine months ended September 30, 2023, consists of one investment property.

	NINE MONTHS ENDED		CHANGE	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	$	%
Urban Workspace				
Montréal & Ottawa	**$81,296**	$78,953	$2,343	3.0%
Toronto & Kitchener	**92,881**	95,505	(2,624)	(2.7)
Calgary	**14,756**	14,168	588	4.2
Vancouver	**15,614**	16,337	(723)	(4.4)
Rental Portfolio - Same Asset NOI	**$204,547**	$204,963	$(416)	(0.2)%
Assets Held for Sale - Same Asset NOI	**239**	234	5	2.1
Rental Portfolio and Assets Held for Sale - Same Asset NOI	**$204,786**	$205,197	$(411)	(0.2)%
Development Portfolio - Same Asset NOI	**$18,654**	$8,111	$10,543	130.0%
Total Portfolio - Same Asset NOI	**$223,440**	$213,308	$10,132	4.7%
Acquisitions	**26,607**	16,731	9,876	
Dispositions	**34,320**	49,603	(15,283)	
Lease terminations	**193**	352	(159)	
Development fees and corporate items	**5,562**	7,516	(1,954)	
Total NOI	**$290,122**	$287,510	$2,612	0.9%

Same Asset NOI of the total portfolio increased by $10,132 or 4.7% for the nine months ended September 30, 2023. Same Asset NOI of the rental portfolio decreased by $416 or 0.2% as a result of non-renewals at The Castle in Toronto and suppressing occupancy at 375 Water Street in Vancouver to facilitate repositioning of the asset. This was partially offset by rent growth and economic occupancy in Montréal and Calgary, and increased variable parking revenue.

Same Asset NOI of the development portfolio increased by $10,543 or 130.0% primarily due to rent recommencement at The Well. This was partially offset by suppressing occupancy to faciliate upgrade activity at 1001 Boulevard Robert-Bourassa in Montréal and RCA Building - 1001 Lenoir Street in Montréal.

INTEREST EXPENSE

Interest expense for the three and nine months ended September 30, 2023 and 2022, are as follows:

	THREE MONTHS ENDED		CHANGE	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	$	%
Interest on debt:				
Mortgages payable	**$914**	$1,204	$(290)	(24.1)%
Construction loans payable	**4,622**	1,955	2,667	136.4
Promissory note payable	**1,008**	504	504	100.0
Unsecured Facility	**6,095**	2,409	3,686	153.0
Unsecured Debentures	**18,672**	18,672	—	—
Unsecured Term Loans	**7,066**	7,154	(88)	(1.2)
Interest on lease liabilities (1)	**(56)**	810	(866)	(106.9)
Amortization, net discount (premium) on debt	**997**	840	157	18.7
Amortization, net financing costs	**742**	641	101	15.8
Distributions on Exchangeable LP Units (2)	**5,314**	—	5,314	100.0
	$45,374	$34,189	$11,185	32.7%
Interest capitalized to qualifying investment properties and residential inventory	**(17,927)**	(14,600)	(3,327)	(22.8)
Interest expense, IFRS basis	**$27,447**	$19,589	$7,858	40.1%

(1) Excludes interest on a lease liability held for sale of $881 (September 30, 2022 - $1,735).
(2) The distributions declared on Exchangeable LP Units are recognized as interest expense due to Allied's conversion to an open-end trust on June 12, 2023.

For the three months ended September 30, 2023, interest expense on an IFRS basis increased by $7,858 or 40.1% over the comparable period primarily due to a higher balance at a higher rate on the Unsecured Facility and construction loans, and distributions on Exchangeable LP Units which are recognized as interest expense on Allied's conversion to an open-end trust, partially offset by higher capitalized interest. The Unsecured Facility was fully repaid with proceeds from the disposition of the UDC portfolio on August 16, 2023.

	NINE MONTHS ENDED		CHANGE	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	$	%
Interest on debt:				
Mortgages payable	**$2,575**	$3,502	$(927)	(26.5)%
Construction loans payable	**11,733**	4,251	7,482	176.0
Promissory note payable	**2,992**	1,008	1,984	196.8
Unsecured Facility	**23,156**	6,065	17,091	281.8
Unsecured Debentures	**56,030**	56,030	—	—
Unsecured Term Loans	**20,896**	13,561	7,335	54.1
Interest on lease liabilities (1)	**1,548**	2,420	(872)	(36.0)
Amortization, net discount (premium) on debt	**2,980**	1,522	1,458	95.8
Amortization, net financing costs	**2,122**	1,854	268	14.5
Distributions on Exchangeable LP Units (2)	**7,085**	—	7,085	100.0
	$131,117	$90,213	$40,904	45.3%
Interest capitalized to qualifying investment properties and residential inventory	**(54,309)**	(38,134)	(16,175)	42.4
Interest expense, IFRS basis	**$76,808**	$52,079	$24,729	47.5%

(1) *Excludes interest on a lease liability held for sale of $4,433 (September 30, 2022 - $4,755).*
(2) *The distributions declared on Exchangeable LP Units are recognized as interest expense due to Allied's conversion to an open-end trust on June 12, 2023.*

For the nine months ended September 30, 2023, interest expense on an IFRS basis increased by $24,729 or 47.5% primarily due to a higher balance at a higher rate on the Unsecured Facility and construction loans, distributions on Exchangeable LP Units which were recognized as interest expense upon Allied's conversion to an open-end trust and a higher balance of Unsecured Term Loans, partially offset by higher capitalized interest. The Unsecured Facility was fully repaid with proceeds from the disposition of the UDC portfolio on August 16, 2023.

For the three and nine months ended September 30, 2023, capitalized interest increased over the comparable period due to a higher weighted average interest rate and the continuation of development and upgrade activities across the portfolio.

In accordance with IAS 23 - *Borrowing Costs*, interest may be capitalized on properties in connection with activity required to get the assets ready for their intended use (refer to note 2 (g) in Allied's audited consolidated financial statements for the year ended December 31, 2022, for further details). This would include upgrade work as well as work completed in relation to a future development, such as obtaining zoning approval, completing site approval plans, and engineering and architectural drawings. On completion of upgrade and development activity, the ability to capitalize interest expense ends, partially offsetting the financial impact of lease commencement.

GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses for the three and nine months ended September 30, 2023 and 2022, are as follows:

	THREE MONTHS ENDED		CHANGE	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	$	%
Salaries and benefits	**$4,734**	$4,052	$682	16.8%
Professional and trustees fees	**1,795**	1,051	744	70.8
Office and general expenses	**1,768**	1,493	275	18.4
	$8,297	$6,596	$1,701	25.8%
Capitalized to qualifying investment properties	**(2,333)**	(2,271)	(62)	(2.7)
Total general and administrative expenses, IFRS basis	**$5,964**	$4,325	$1,639	37.9%

For the three months ended September 30, 2023, general and administrative expenses increased by $1,639 or 37.9% from the comparable period primarily due to higher consulting and legal costs. A portion of the general and administrative expenses capitalized to qualifying investment properties relates to directly attributable employee costs for the disposition of the UDC portfolio.

	NINE MONTHS ENDED		CHANGE	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	$	%
Salaries and benefits	**$14,742**	$14,716	$26	0.2%
Professional and trustees fees	**5,629**	4,708	921	19.6
Office and general expenses	**4,984**	4,101	883	21.5
	$25,355	$23,525	$1,830	7.8%
Capitalized to qualifying investment properties	**(8,507)**	(6,726)	(1,781)	(26.5)
Total general and administrative expenses, IFRS basis	**$16,848**	$16,799	$49	0.3%

For the nine months ended September 30, 2023, general and administrative expenses increased by $49 or 0.3% from the comparable period primarily due to higher consulting and legal costs, partially offset by increased capitalization based on development and upgrade activities across the portfolio. A portion of the general and administrative expenses capitalized to qualifying investment properties relates to directly attributable employee costs for the disposition of the UDC portfolio.

INTEREST INCOME

Interest income for the three and nine months ended September 30, 2023 and 2022, are as follows:

	THREE MONTHS ENDED		CHANGE	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	$	%
Interest on loans receivable	**$9,853**	$7,246	$2,607	36.0%
Guarantee fees	**874**	738	136	18.4
Interest on cash, cash equivalents and deposit	**4,160**	87	4,073	4681.6
Interest income, IFRS basis	**$14,887**	$8,071	$6,816	84.5%

For the three months ended September 30, 2023, interest income increased by $6,816 or 84.5% over the comparative period primarily due to interest income earned on cash received from the disposition of the UDC portfolio and a higher balance of loans receivable.

	NINE MONTHS ENDED		CHANGE	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	$	%
Interest on loans receivable	**$27,818**	$20,283	$7,535	37.1%
Guarantee fees	**2,577**	2,026	551	27.2
Interest on cash, cash equivalents and deposit	**4,461**	342	4,119	1204.4
Interest income, IFRS basis	**$34,856**	$22,651	$12,205	53.9%

For the nine months ended September 30, 2023, interest income increased by $12,205 or 53.9% from the comparable period primarily due to a higher balance of loans receivable and interest income earned on cash received from the disposition of the UDC portfolio.

OTHER FINANCIAL PERFORMANCE MEASURES

FUNDS FROM OPERATIONS ("FFO") AND FFO EXCLUDING CONDOMINIUM RELATED ITEMS AND THE MARK-TO-MARKET ADJUSTMENT ON UNIT-BASED COMPENSATION

Allied's calculation of FFO, a non-GAAP measure, is in compliance with REALPAC's standardized definition in the White Paper. FFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation, a non-GAAP measure, starts with the standardized definition of FFO and removes the effects of condominium revenue, condominium cost of sales, condominium marketing costs, and the mark-to-market adjustment on unit-based compensation. Refer to Non-GAAP Measures on page 17.

Allied initiated condominium pre-sales at KING Toronto, a 50/50 joint arrangement with Westbank, in the fourth quarter of 2018. For the three and nine months ended September 30, 2023, Allied incurred $137 and $449 of condominium marketing costs in connection with the pre-sales activity. Marketing costs associated with merchant development are expensed when incurred. Allied and Westbank have initiated construction of KING Toronto.

For the three months ended September 30, 2023, FFO per unit excluding condominium related items and the mark-to-market adjustment on unit-based compensation totalled $0.598. This is a decrease of $0.008 or 1.3% over the comparable period in the prior year. The decrease was primarily due to a decrease in NOI and higher interest expense, partially offset by an increase in interest income.

For the nine months ended September 30, 2023, FFO per unit excluding condominium related items and the mark-to-market adjustment on unit-based compensation totalled $1.766. This is a decrease of $0.051 or 2.8% over the comparable period in the prior year. The decrease was primarily due to higher interest expense, partially offset by an increase in interest income and NOI.

To ensure sufficient cash is retained to meet capital improvement and leasing objectives, Allied strives to maintain an appropriate FFO pay-out ratio excluding condominium related items and the mark-to-market adjustment on unit-based compensation. Refer to Non-GAAP Measures on page 17. For the three and nine months ended September 30, 2023, the FFO pay-out ratio excluding condominium related items and the mark-to-market adjustment on unit-based compensation was 75.3% and 76.4%, respectively.

ADJUSTED FUNDS FROM OPERATIONS (“AFFO”) EXCLUDING CONDOMINIUM RELATED ITEMS AND THE MARK-TO-MARKET ADJUSTMENT ON UNIT-BASED COMPENSATION

Allied’s calculation of AFFO, a non-GAAP measure, is in compliance with REALPAC’s standardized definition in the White Paper. AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation, a non-GAAP measure, starts with the standardized definition of AFFO and removes the effects of condominium revenue, condominium cost of sales, condominium marketing costs and the mark-to-market adjustment on unit-based compensation. Refer to Non-GAAP Measures on page 17.

For the three months ended September 30, 2023, AFFO per unit excluding condominium related items and the mark-to-market adjustment on unit-based compensation totalled $0.545. This represents an increase of $0.019 or 3.6% over the comparable period in the prior year. The increase was primarily due to lower regular leasing expenditures and lower maintenance capital expenditures, partially offset by the changes in FFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation discussed above.

For the nine months ended September 30, 2023, AFFO per unit excluding condominium related items and the mark-to-market adjustment on unit-based compensation totalled $1.614. This represents a decrease of $0.011 or 0.7% over the comparable period in the prior year. The decrease was primarily due to the changes in FFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation discussed above and higher amortization of straight-line rent, partially offset by lower regular leasing expenditures.

To ensure sufficient cash is retained to meet capital improvement and leasing objectives, Allied strives to maintain an appropriate AFFO pay-out ratio excluding condominium related items and the mark-to-market adjustment on unit-based compensation, which is the ratio of actual distributions to AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation in a given period. For the three and nine months ended September 30, 2023, the AFFO pay-out ratio excluding condominium related items and the mark-to-market adjustment on unit-based compensation was 82.6% and 83.6%, respectively.

RECONCILIATION OF FFO AND AFFO

The following table reconciles Allied's net (loss) income and comprehensive (loss) income from continuing operations to FFO, FFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation, AFFO, and AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation, which are on a non-GAAP basis, for the three and nine months ended September 30, 2023, and 2022. Refer to Non-GAAP Measures on page 17.

	THREE MONTHS ENDED		
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	CHANGE
Net (loss) income and comprehensive (loss) income from continuing operations	**$(25,746)**	$101	$(25,847)
Net (loss) income and comprehensive (loss) income from discontinued operations	**(8,212)**	46,642	(54,854)
Adjustment to fair value of investment properties and investment properties held for sale	**127,089**	9,463	117,626
Adjustment to fair value of Exchangeable LP Units	**(44,757)**	—	(44,757)
Adjustment to fair value of derivative instruments	**(11,186)**	(5,668)	(5,518)
Impairment of residential inventory	**15,376**	15,729	(353)
Transaction costs	**13,246**	—	13,246
Incremental leasing costs	**2,347**	2,233	114
Amortization of improvement allowances	**7,732**	8,137	(405)
Amortization of property, plant and equipment [(1)]	**101**	125	(24)
Distributions on Exchangeable LP Units	**5,314**	—	5,314
Adjustments relating to joint venture:			
Adjustment to fair value on investment properties	**1,895**	8,056	(6,161)
Amortization of improvement allowances	**164**	158	6
Interest expense [(2)]	**356**	356	—
FFO	**$83,719**	$85,332	$(1,613)
Condominium marketing costs	**137**	101	36
Mark-to-market adjustment on unit-based compensation	**(300)**	(686)	386
FFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation	**$83,556**	$84,747	$(1,191)
Amortization of straight-line rent	**(2,489)**	(2,758)	269
Regular leasing expenditures [(3)]	**(1,523)**	(4,123)	2,600
Regular and recoverable maintenance capital expenditures	**(1,678)**	(2,693)	1,015
Incremental leasing costs (related to regular leasing expenditures)	**(1,643)**	(1,563)	(80)
Adjustment relating to joint venture:			
Amortization of straight-line rent	**(49)**	(102)	53
AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation	**$76,174**	$73,508	$2,666

	THREE MONTHS ENDED		
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	CHANGE
Weighted average number of units [4]			
Basic	**139,765,128**	139,762,081	3,047
Diluted	**139,765,128**	139,765,373	(245)
Per unit - basic			
FFO	**$0.599**	$0.611	$(0.012)
FFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation	**$0.598**	$0.606	$(0.008)
AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation	**$0.545**	$0.526	$0.019
Per unit - diluted			
FFO	**$0.599**	$0.611	$(0.012)
FFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation	**$0.598**	$0.606	$(0.008)
AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation	**$0.545**	$0.526	$0.019
Pay-out Ratio			
FFO	**75.1%**	71.6%	3.5%
FFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation	**75.3%**	72.1%	3.2%
AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation	**82.6%**	83.2%	(0.6)%

(1) Property, plant and equipment relates to owner-occupied property.

(2) This amount represents interest expense on Allied's joint venture investment in TELUS Sky and is not capitalized under IFRS, but is allowed as an adjustment under REALPAC's definition of FFO.

(3) Refer to Capital Expenditures on page 46 for a description of regular leasing expenditures.

(4) The weighted average number of units includes Units and Exchangeable LP Units. The Exchangeable LP Units were re-classified from non-controlling interests in equity to liabilities in the unaudited condensed consolidated financial statements on Allied's conversion to an open-end trust on June 12, 2023.

	NINE MONTHS ENDED		
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	CHANGE
Net (loss) income and comprehensive (loss) income from continuing operations	**$(46,367)**	$154,491	$(200,858)
Net income and comprehensive income from discontinued operations	**124,991**	179,480	(54,489)
Adjustment to fair value of investment properties and investment properties held for sale	**169,232**	(105,737)	274,969
Adjustment to fair value of Exchangeable LP Units	**(55,267)**	—	(55,267)
Adjustment to fair value of derivative instruments	**(18,519)**	(35,610)	17,091
Impairment of residential inventory	**15,376**	15,729	(353)
Transaction costs	**13,246**	—	13,246
Incremental leasing costs	**6,882**	6,802	80
Amortization of improvement allowances	**23,927**	24,187	(260)
Amortization of property, plant and equipment [1]	**302**	125	177
Distributions on Exchangeable LP Units	**7,085**	—	7,085
Adjustments relating to joint venture:			
Adjustment to fair value on investment properties	**4,638**	6,794	(2,156)
Amortization of improvement allowances	**491**	449	42
Interest expense [2]	**1,101**	1,012	89
FFO	**$247,118**	$247,722	$(604)
Condominium marketing costs	**449**	413	36
Mark-to-market adjustment on unit-based compensation	**(710)**	(1,068)	358
FFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation	**$246,857**	$247,067	$(210)
Amortization of straight-line rent	**(6,261)**	(4,018)	(2,243)
Regular leasing expenditures [3]	**(5,622)**	(11,101)	5,479
Regular and recoverable maintenance capital expenditures	**(4,395)**	(5,577)	1,182
Incremental leasing costs (related to regular leasing expenditures)	**(4,818)**	(4,761)	(57)
Adjustment relating to joint venture:			
Amortization of straight-line rent	**(147)**	(584)	437
AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation	**$225,614**	$221,026	$4,588
Weighted average number of units [4]			
Basic	**139,765,128**	135,908,624	3,856,504
Diluted	**139,765,128**	135,990,362	3,774,766

	NINE MONTHS ENDED		
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	CHANGE
Per unit - basic			
FFO	**$1.768**	$1.823	$(0.055)
FFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation	**$1.766**	$1.818	$(0.052)
AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation	**$1.614**	$1.626	$(0.012)
Per unit - diluted			
FFO	**$1.768**	$1.822	$(0.054)
FFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation	**$1.766**	$1.817	$(0.051)
AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation	**$1.614**	$1.625	$(0.011)
Pay-out Ratio			
FFO	**76.4%**	71.9%	4.5%
FFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation	**76.4%**	72.1%	4.3%
AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation	**83.6%**	80.6%	3.0%

(1) Property, plant and equipment relates to owner-occupied property.

(2) This amount represents interest expense on Allied's joint venture investment in TELUS Sky and is not capitalized under IFRS, but is allowed as an adjustment under REALPAC's definition of FFO.

(3) Refer to Capital Expenditures on page 46 for a description of regular leasing expenditures.

(4) The weighted average number of units includes Units and Exchangeable LP Units. The Exchangeable LP Units were re-classified from non-controlling interests in equity to liabilities in the unaudited condensed consolidated financial statements on Allied's conversion to an open-end trust on June 12, 2023.

CAPITAL EXPENDITURES

Our portfolio requires ongoing maintenance capital expenditures and leasing expenditures.

Regular maintenance capital expenditures are costs incurred to maintain and sustain the existing property infrastructure, including structural repairs. Recoverable maintenance capital expenditures are typically not structural in nature, but allow the building to operate more efficiently, such as investing in building automation systems and HVAC systems. These improvements provide a direct benefit to users and can be recovered over the useful life of the asset according to the lease. Both regular maintenance capital expenditures and recoverable maintenance capital expenditures are deducted in the calculation of AFFO.

Regular leasing expenditures are leasing costs incurred to maintain the existing revenues of a property and are deducted in the calculation of AFFO. These costs are considered operational, and typically include improvement allowances, landlord's work and leasing commissions required to replace or renew users at existing rates or market rates.

Revenue-enhancing capital is invested to improve the revenue generating ability of the properties. This includes investments to change the use of space, increase gross leasable area, or materially improve the aesthetics or efficiency of a property. Development costs are investments to generate new revenue streams and/or to increase the productivity of a property. These consist of pre-development costs, carrying costs, direct construction costs, leasing costs, improvement allowances, borrowing costs, and costs of internal staff directly attributable to the projects under development.

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022
Regular and recoverable maintenance capital expenditures	**$1,678**	$2,693	**$4,395**	$5,577
Regular leasing expenditures	**$1,523**	$4,123	**$5,622**	$11,101
Revenue-enhancing capital and development costs	**$92,999**	$108,249	**$289,247**	$297,812

EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION AND AMORTIZATION ("EBITDA")

The following table reconciles Allied's net income and comprehensive income to Adjusted EBITDA, a non-GAAP measure, for the three and nine months ended September 30, 2023, and September 30, 2022. Refer to Non-GAAP Measures on page 17.

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022
Net (loss) income and comprehensive (loss) income for the period	**$(33,958)**	$46,743	**$78,624**	$333,971
Interest expense	**28,328**	21,324	**81,241**	56,834
Amortization of other assets	**388**	410	**1,118**	940
Amortization of improvement allowances	**7,896**	8,295	**24,418**	24,636
Impairment of residential inventory	**15,376**	15,729	**15,376**	15,729
Transaction costs	**13,246**	—	**13,246**	—
Fair value loss (gain) on investment properties and investment properties held for sale (1)	**128,984**	17,519	**173,870**	(98,943)
Fair value gain on Exchangeable LP Units	**(44,757)**	—	**(55,267)**	—
Fair value gain on derivative instruments	**(11,186)**	(5,668)	**(18,519)**	(35,610)
Mark-to-market adjustment on unit-based compensation	**(300)**	(686)	**(710)**	(1,068)
Adjusted EBITDA (2)	**$104,017**	$103,666	**$313,397**	$296,489

(1) Includes Allied's proportionate share of the equity accounted investment's fair value loss on investment properties of $1,895 and $4,638, respectively for the three and nine months ended September 30, 2023 (September 30, 2022 - fair value loss on investment properties of $8,056 and $6,794, respectively).

(2) Includes the Urban Data Centre segment which was classified as a discontinued operation starting in Q4 2022.

Section III
–Leasing

Allied strives to maintain high levels of occupancy and leased area. At September 30, 2023, Allied's rental portfolio (which excludes assets held for sale) was 87.6% leased.

STATUS

Leasing status for the rental portfolio as at September 30, 2023, is summarized below:

	GLA	AS A % OF TOTAL GLA [1]
Leased area (occupied & committed) on December 31, 2022	12,998,230	90.8%
Vacancy committed for future leases	(166,163)	
Occupancy - December 31, 2022	12,832,067	89.6%
Previously committed vacant space now occupied	166,163	
New leases and expansions on vacant space	165,168	
New vacancies during the period	(621,544)	
Surrender/early termination agreements	(76,575)	
Suite additions, remeasurements and removals	12,305	
Occupancy (pre-2023 acquisitions, dispositions and transfers)	12,477,584	87.2%
Occupancy related to transfers from/(to) PUD	333,994	
Occupancy - September 30, 2023	**12,811,578**	**86.8%**
Vacancy committed for future leases	122,533	
Leased area (occupied & committed) - September 30, 2023	**12,934,111**	**87.6%**

(1) Excludes properties under development, investment properties held for sale, and residential GLA.

Of the 14,758,655 square feet total GLA in Allied's rental portfolio, 12,811,578 square feet were occupied on September 30, 2023. Another 122,533 square feet were subject to contractual lease commitments with users whose leases commence subsequent to September 30, 2023, bringing the leased area to 12,934,111 square feet, which represents 87.6% of Allied's total rental portfolio GLA.

The table below outlines the timing of the contractual lease commitments by commencement of occupancy:

FIXTURING COMMENCEMENT (OCCUPANCY)	Q4 2023	Q1 2024	Q2 2024	Q3 2024	THEREAFTER	TOTAL
Lease commitments - GLA	66,414	37,149	8,000	—	10,970	122,533
% of lease commitments	54.2%	30.3%	6.5%	—%	9.0%	100.0%

In most instances, occupancy commences with a fixturing period prior to rent commencement. During the fixturing period, straight-line rent revenue is recognized. Thereafter, base and additional rent are paid by the user and recognized as rental revenue. In cases where interest and realty taxes were being capitalized prior to occupancy (in accordance with IFRS), capitalization ends on occupancy. During occupancy, rental revenue is recognized and interest and realty taxes are expensed.

In some instances, particularly in ground-up developments, there may be fixturing periods outside of the term of the lease while base building work is being completed. In this case, capitalization is taking place so revenue is not recognized.

The table below outlines the timing of the contractual lease commitments by commencement of rent payment:

RENT COMMENCEMENT (ECONOMIC OCCUPANCY)	Q4 2023	Q1 2024	Q2 2024	Q3 2024	THEREAFTER	TOTAL
Lease commitments - GLA	16,332	14,841	12,247	10,898	68,215	122,533
% of lease commitments	13.3%	12.1%	10.0%	8.9%	55.7%	100.0%

Allied monitors the level of sub-lease space being marketed in its rental portfolio, below is a summary:

	SEPTEMBER 30, 2023	JUNE 30, 2023	MARCH 31, 2023	DECEMBER 31, 2022
Toronto	**555,850**	530,563	442,813	271,100
Montréal	**156,937**	216,812	268,399	158,157
Calgary	**74,924**	70,714	75,536	32,361
Vancouver	**35,681**	16,964	33,193	7,411
Total square feet	**823,392**	835,053	819,941	469,029
% of Total GLA	**5.6%**	5.8%	5.7%	3.3%

ACTIVITY

Allied places a high value on user retention and when retention is neither possible nor desirable, Allied strives to introduce high-quality new users to its portfolio.

Leasing activity in connection with the rental portfolio for the nine months ended September 30, 2023, is summarized in the following table:

	LEASABLE SF	LEASED SF BY SEPTEMBER 30	% LEASED BY SEPTEMBER 30	UNLEASED SF AT SEPTEMBER 30
Total GLA as at December 31, 2022	14,317,179			
Leased area as at December 31, 2022	12,998,230			
Unleased area as at December 31, 2022	1,318,949			
Area expiring on December 31, 2022 and vacant on January 1, 2023	170,554			
Vacancy related to transfers from/(to) PUD	40,132			
Unleased area on January 1, 2023, including re-measurement (1)	1,529,635	220,581	14.4%	1,309,054
Maturities during the period ended September 30, 2023 (2)	1,129,363	536,487	47.5%	592,876
Maturities in remainder of 2023	612,749	199,047	32.5%	413,702
Maturities in future years		335,283		
Total (3)	**3,271,747**	**1,291,398**		**2,315,632**

(1) The unleased area on January 1, 2023, including re-measurement, consists of Allied's rental properties owned as at September 30, 2023.
(2) Some maturities occurred at September 30, 2023, and are included in Allied's leased area.
(3) The information above is net of transfers to/from PUD and investment properties held for sale.

Allied endeavours to renew leases in advance of expiry. Including the early renewals in the prior year related to the maturities in the three and nine months ended September 30, 2023, Allied leased 56.0% and 56.5% of the GLA, respectively, which is summarized in the following table:

	THREE MONTHS ENDED SEPTEMBER 30, 2023			NINE MONTHS ENDED SEPTEMBER 30, 2023		
	LEASABLE SF	LEASED SF BY SEPTEMBER 30	% LEASED BY SEPTEMBER 30	LEASABLE SF	LEASED SF BY SEPTEMBER 30	% LEASED BY SEPTEMBER 30
Maturities during the period (leased in prior year) (1)	59,314	59,314	100.0%	233,130	233,130	100.0%
Maturities during the period (leased in current year)	365,463	178,530	48.9%	1,129,363	536,487	47.5%
Total	**424,777**	**237,844**	**56.0%**	**1,362,493**	**769,617**	**56.5%**

(1) In the prior year, these leases were reported as maturities in future years.

The tables below summarize the rental rates achieved for leases that were renewed in the rental portfolio for the three and nine months ended September 30, 2023.

LEASING SPREAD ON RENEWALS	THREE MONTHS ENDED SEPTEMBER 30, 2023				NINE MONTHS ENDED SEPTEMBER 30, 2023			
	EXPIRING RATE	RENEWAL RATE	SPREAD	SQUARE FEET	EXPIRING RATE	RENEWAL RATE	SPREAD	SQUARE FEET
Ending-to-Starting Base Rent								
Total Portfolio	$30.06	$31.19	3.8%	178,508	$23.41	$25.30	8.1%	846,277
Average-to-Average Base Rent								
Total Portfolio	$29.10	$32.00	10.0%	178,508	$22.67	$26.14	15.3%	846,277

LEASE RENEWAL RATE	NINE MONTHS ENDED SEPTEMBER 30, 2023		
	ABOVE IN-PLACE RENTS	AT IN-PLACE RENTS	BELOW IN-PLACE RENTS
% of total leased SF	56.7%	40.5%	2.8%
Maturing leases - weighted average rent	$22.13	$25.42	$20.29
Renewing leases - weighted average rent	$25.73	$25.42	$14.84

Leasing activity resulted in an increase of 3.8% and 8.1% in the net rent per square foot from maturing leases upon renewal for the three and nine months ended September 30, 2023, respectively.

The following table outlines leasing activity in the rental portfolio for the three and nine months ended September 30, 2023:

	THREE MONTHS ENDED SEPTEMBER 30, 2023			NINE MONTHS ENDED SEPTEMBER 30, 2023		
	NEW LEASES	RENEWALS	TOTAL	NEW LEASES	RENEWALS	TOTAL
Tours			306			841
Net leased square feet	143,166	178,508	321,674	445,121	846,277	1,291,398
Number of transactions	35	43	78	119	161	280
Lease term (in years)	5.4	2.3	3.7	4.7	4.4	4.5
Net effective rent (per square foot per year) [1]						
Net annualized rent	$22.64	$32.00	$27.84	$20.31	$26.14	$24.13
Tenant improvements	(2.65)	(3.28)	(3.00)	(2.87)	(4.46)	(3.92)
Leasing commissions	(1.36)	(0.24)	(0.74)	(1.57)	(0.71)	(1.01)
Landlord's work	(1.81)	(0.09)	(0.85)	(1.18)	(0.05)	(0.44)
Total leasing costs	$(5.82)	$(3.61)	$(4.59)	$(5.62)	$(5.22)	$(5.37)
Net effective rent	**$16.82**	**$28.39**	**$23.25**	**$14.69**	**$20.92**	**$18.76**

(1) *Calculated based on a weighted average of leased square feet.*

USER PROFILE

The following sets out Allied's user-mix on the basis of percentage of rental revenue for the nine months ended September 30, 2023:

CATEGORY	% OF RENTAL REVENUE [1] SEPTEMBER 30, 2023
Business services and professional	39.4%
Telecommunications and information technology	17.0
Media and entertainment	13.6
Retail	9.6
Financial services	6.7
Government	5.9
Life sciences	3.4
Parking and other	2.8
Educational and institutional	1.6
	100.0%

(1) *The rental revenue is on a proportionate basis, which is a non-GAAP measure. Refer to Non-GAAP Measures on page 17.*

The following sets out information on the top-10 users by rental revenue for the nine months ended September 30, 2023:

USER	% OF RENTAL REVENUE (1) SEPTEMBER 30, 2023	WEIGHTED AVERAGE REMAINING LEASE TERM (YEARS)	% OF TOTAL RENTAL GLA	CREDIT RATING DBRS/S&P/ MOODY'S
Ubisoft Divertissements Inc.	3.1%	8.7	3.7%	Not Rated
Google Canada Corporation	2.5	8.8	3.2	-/AA+/Aa2
Shopify Inc.	2.5	10.7	1.8	Not Rated
Société Québecoise des Infrastructures	1.9	4.5	2.0	AAL/AA-/Aa2
TMG MacManus Canada Inc.	1.7	6.9	1.8	Not Rated
Morgan Stanley Services Canada Corp	1.7	6.2	1.5	AH/A-/A1
National Capital Commission	1.5	11.0	1.3	AAA/AAA/Aaa
National Bank of Canada	1.4	3.5	1.4	AA/A/Aa3
Technicolor Canada Inc.	1.3	3.8	1.2	*-/-/Caa3
Entertainment One	1.1	4.8	0.7	*-/BBB/Baa2
	18.7%	**7.4**	**18.6%**	

** Credit rating for parent company*

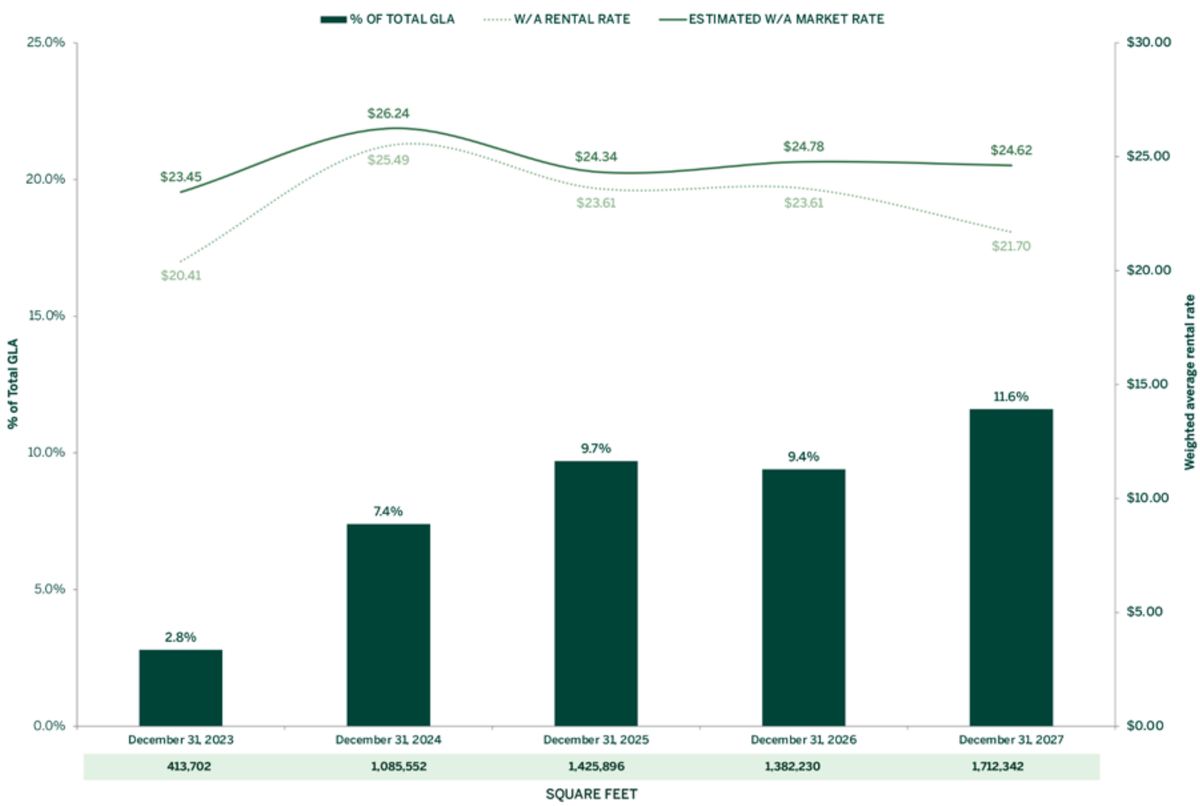
(1) The rental revenue is on a proportionate basis, which is a non-GAAP measure. Refer to Non-GAAP Measures on page 17.

LEASE MATURITY

As at September 30, 2023, 87.6% of the GLA in Allied's rental portfolio (which excludes assets held for sale) was leased and its weighted average term to maturity was 5.8 years. The estimated weighted average market net rental rate is based on Management's estimates of today's market rental rates and is supported by independent appraisals of certain properties. There can be no assurance that Management's current estimates are accurate or that they will not change with the passage of time.

The following contains information on the urban workspace leases that mature through 2027 and the corresponding estimated weighted average market rental rate as at September 30, 2023. Where the renewal rate on maturity is contractually predetermined, it is reflected below as the market rental rate.

TOTAL RENTAL PORTFOLIO	SQUARE FEET	% OF TOTAL GLA	WEIGHTED AVERAGE IN-PLACE RENTAL RATE	ESTIMATED WEIGHTED AVERAGE MARKET RENTAL RATE
Remaining 2023	413,702	2.8%	$20.41	$23.45
December 31, 2024	1,085,552	7.4%	$25.49	$26.24
December 31, 2025	1,425,896	9.7%	$23.61	$24.34
December 31, 2026	1,382,230	9.4%	$23.61	$24.78
December 31, 2027	1,712,342	11.6%	$21.70	$24.62



The following tables contain information on lease maturities by segment:

MONTRÉAL & OTTAWA	SQUARE FEET	% OF SEGMENT GLA	WEIGHTED AVERAGE IN-PLACE RENTAL RATE	ESTIMATED WEIGHTED AVERAGE MARKET RENTAL RATE
Remaining 2023	172,764	2.6%	$17.12	$17.66
December 31, 2024	396,442	6.0%	$17.00	$17.71
December 31, 2025	350,798	5.4%	$17.95	$18.53
December 31, 2026	540,408	8.2%	$17.37	$18.74
December 31, 2027	830,036	12.7%	$16.12	$19.34

TORONTO & KITCHENER	SQUARE FEET	% OF SEGMENT GLA	WEIGHTED AVERAGE IN-PLACE RENTAL RATE	ESTIMATED WEIGHTED AVERAGE MARKET RENTAL RATE
Remaining 2023	125,830	2.1%	$20.12	$27.00
December 31, 2024	417,725	7.1%	$32.38	$33.12
December 31, 2025	787,395	13.3%	$26.72	$29.04
December 31, 2026	495,066	8.4%	$26.79	$28.18
December 31, 2027	688,750	11.7%	$27.64	$31.09

CALGARY	SQUARE FEET	% OF SEGMENT GLA	WEIGHTED AVERAGE IN-PLACE RENTAL RATE	ESTIMATED WEIGHTED AVERAGE MARKET RENTAL RATE
Remaining 2023	30,412	2.3%	$8.66	$11.75
December 31, 2024	101,073	7.6%	$15.65	$12.56
December 31, 2025	227,891	17.2%	$17.45	$13.02
December 31, 2026	132,176	10.0%	$15.53	$14.10
December 31, 2027	91,205	6.9%	$13.29	$11.80

VANCOUVER	SQUARE FEET	% OF SEGMENT GLA	WEIGHTED AVERAGE IN-PLACE RENTAL RATE	ESTIMATED WEIGHTED AVERAGE MARKET RENTAL RATE
Remaining 2023	84,696	8.7%	$31.77	$34.18
December 31, 2024	170,312	17.4%	$34.20	$37.32
December 31, 2025	59,812	6.1%	$39.33	$39.62
December 31, 2026	214,580	21.9%	$36.97	$38.74
December 31, 2027	102,351	10.5%	$34.59	$35.32

Section IV
–Historical Performance

The following sets out summary information and financial results for the eight most recently completed fiscal quarters.

	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021
Rental revenue [1][2]	**$138,455**	$136,137	$138,490	$135,924	$131,823	$130,780	$120,942	$122,534
Property operating costs [1][2]	**(58,558)**	(58,037)	(61,325)	(58,639)	(56,401)	(55,686)	(53,535)	(55,056)
Operating income [1][2]	**$79,897**	$78,100	$77,165	$77,285	$75,422	$75,094	$67,407	$67,478
Net (loss) income and comprehensive (loss) income [1]	**$(33,958)**	$126,265	$(13,683)	$41,392	$46,743	$100,038	$187,190	$159,921
per unit (basic and diluted) [1]	**$(0.24)**	$0.90	$(0.10)	$0.30	$0.33	$0.72	$1.46	$1.25
Net (loss) income attributable to Unitholders [1]	**$(33,958)**	$124,032	$(16,447)	$39,223	$44,573	$97,869	$187,190	$159,921
per unit (basic and diluted) [1]	**$(0.24)**	$0.89	$(0.12)	$0.28	$0.32	$0.70	$1.46	$1.25
Net (loss) income from continuing operations [1][2]	**$(25,746)**	$11,081	$(31,702)	$20,178	$101	$85,516	$68,874	$113,518
per unit (basic and diluted) [1][2]	**$(0.18)**	$0.08	$(0.23)	$0.14	$—	$0.61	$0.54	$0.89
Net (loss) income from continuing operations attributable to Unitholders [1][2]	**$(25,746)**	$8,848	$(34,466)	$18,009	$(2,068)	$83,347	$68,874	$113,518
per unit (basic and diluted) [1][2]	**$(0.18)**	$0.06	$(0.25)	$0.13	$(0.01)	$0.60	$0.54	$0.89
Weighted average units (diluted) [3]	**139,765,128**	139,765,128	139,765,128	139,765,128	139,765,373	139,860,134	128,279,982	127,611,273
Distributions [1][4]	**$62,895**	$62,894	$62,894	$61,134	$61,131	$61,132	$55,966	$54,225
FFO [5]	**$83,719**	$82,224	$81,175	$86,755	$85,332	$85,050	$77,340	$75,691
FFO per unit (diluted) [5]	**$0.599**	$0.588	$0.581	$0.621	$0.611	$0.608	$0.603	$0.593
FFO pay-out ratio [5]	**75.1%**	76.5%	77.5%	70.5%	71.6%	71.9%	72.4%	71.6%
All amounts below are excluding condominium related items, financing prepayment costs and the mark-to-market adjustment on unit-based compensation [6]								
FFO [5]	**$83,556**	$82,216	$81,085	$86,325	$84,747	$84,747	$77,573	$76,520
FFO per unit (diluted) [5]	**$0.598**	$0.588	$0.580	$0.618	$0.606	$0.606	$0.605	$0.600
FFO payout-ratio [5]	**75.3%**	76.5%	77.6%	70.8%	72.1%	72.1%	72.1%	70.9%
AFFO [5]	**$76,174**	$74,958	$74,482	$76,553	$73,508	$75,947	$71,571	$66,076
AFFO per unit (diluted) [5]	**$0.545**	$0.536	$0.533	$0.548	$0.526	$0.543	$0.558	$0.518
AFFO payout-ratio [5]	**82.6%**	83.9%	84.4%	79.9%	83.2%	80.5%	78.2%	82.1%
NAV per unit [7]	**$49.83**	$50.80	$50.41	$50.96	$51.10	$51.20	$50.92	$50.30
Net debt as a multiple of annualized adjusted EBITDA [5][8]	**7.9x**	10.5x	10.5x	9.8x	9.6x	9.6x	10.2x	9.4x
Total indebtedness ratio [5]	**34.2%**	36.9%	36.5%	35.6%	34.3%	33.9%	33.3%	33.5%

	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021
Total rental GLA	**14,759**	14,479	14,423	14,317	14,968	14,812	15,417	14,234
Leased rental GLA	**12,934**	12,690	12,809	12,998	13,582	13,468	13,775	12,861
Leased area %	**87.6%**	87.6%	88.8%	90.8%	90.7%	90.9%	89.3%	90.4%

(1) This measure is presented on an IFRS basis.
(2) Excludes the results of the UDC segment which was classified as a discontinued operation in Q4 2022. The prior period comparative figures have been revised accordingly.
(3) Starting Q1 2022, this includes the weighted average number of Units and Exchangeable LP Units.
(4) Starting Q2 2022, this includes distributions on Units and Exchangeable LP Units.
(5) This is a non-GAAP measure, refer to page 17. These non-GAAP measures include the results of the continuing operations and the discontinued operations.
(6) In the fourth quarter of 2022, Allied incurred ($564) of financing prepayment costs for an accelerated amortization of deferred premium in connection with the favourable refinancing of a mortgage. In addition, in the fourth quarter of 2021, Allied incurred $721 of financing prepayment costs in connection with the favourable refinancing of a mortgage.
(7) Prior to Allied's conversion to an open-end trust, net asset value per unit ("NAV per unit") was calculated as total equity as at the corresponding period ended, divided by the actual number of Units and Exchangeable LP Units outstanding at period end. On Allied's conversion to an open-end trust on June 12, 2023, NAV per unit was calculated as total equity plus the value of Exchangeable LP Units as at the corresponding period ended, divided by the actual number of Units and Exchangeable LP Units. The rationale for including the value of Exchangeable LP Units is because they are economically equivalent to Units, receive distributions equal to the distributions paid on the Units and are exchangeable, at the holder's option, for Units.
(8) Net debt as a multiple of annualized adjusted EBITDA for Q1 2022 including the expected annualized EBITDA from the six properties acquired from Choice Properties on March 31, 2022, is 9.4x.

Allied's quarterly results for the past eight quarters are impacted by occupancy, the economic productivity of the portfolio, acquisitions, the magnitude and timing of development expenditures and project completions, interest rate fluctuations and changes in the fair values of investment properties and investment properties held for sale.

Section V
–Asset Profile

The following table reconciles the unaudited condensed consolidated balance sheets on an IFRS basis to a proportionate basis, a non-GAAP measure, as at September 30, 2023, and December 31, 2022. Refer to Non-GAAP Measures on page 17.

	SEPTEMBER 30, 2023			DECEMBER 31, 2022		
	IFRS BASIS	INVESTMENT IN JOINT VENTURE	PROPORTIONATE BASIS	IFRS BASIS	INVESTMENT IN JOINT VENTURE	PROPORTIONATE BASIS
Assets						
Non-current assets						
Investment properties	**$9,717,184**	**$116,820**	**$9,834,004**	$9,669,005	$120,630	$9,789,635
Residential inventory	**197,815**	**—**	**197,815**	187,272	—	187,272
Investment in joint venture	**24,340**	**(24,340)**	**—**	7,089	(7,089)	—
Loans and notes receivable	**199,631**	**—**	**199,631**	174,019	—	174,019
Other assets	**75,029**	**1,378**	**76,407**	56,221	1,372	57,593
	$10,213,999	**$93,858**	**$10,307,857**	$10,093,606	$114,913	$10,208,519
Current assets						
Cash and cash equivalents	**490,642**	**1,520**	**492,162**	20,990	1,273	22,263
Loan receivable from joint venture	**93,291**	**(93,291)**	**—**	113,287	(113,287)	—
Loans and notes receivable	**283,303**	**—**	**283,303**	258,093	—	258,093
Accounts receivable, prepaid expenses and deposits	**172,952**	**1,163**	**174,115**	65,544	613	66,157
Investment properties held for sale	**20,000**	**—**	**20,000**	1,354,830	—	1,354,830
	1,060,188	**(90,608)**	**969,580**	1,812,744	(111,401)	1,701,343
Total assets	**$11,274,187**	**$3,250**	**$11,277,437**	$11,906,350	$3,512	$11,909,862
Liabilities						
Non-current liabilities						
Debt	**$3,585,898**	**$—**	**$3,585,898**	$3,864,256	$—	$3,864,256
Lease liabilities	**51,502**	**—**	**51,502**	50,851	—	50,851
Other liabilities	**48,301**	**—**	**48,301**	43,438	—	43,438
	$3,685,701	**—**	**$3,685,701**	$3,958,545	—	$3,958,545

	SEPTEMBER 30, 2023			DECEMBER 31, 2022		
	IFRS BASIS	INVESTMENT IN JOINT VENTURE	PROPORTIONATE BASIS	IFRS BASIS	INVESTMENT IN JOINT VENTURE	PROPORTIONATE BASIS
Current liabilities						
Exchangeable LP Units	**211,738**	**—**	**211,738**	—	—	—
Debt	**248,675**	**—**	**248,675**	346,929	—	346,929
Accounts payable and other liabilities	**375,049**	**3,250**	**378,299**	370,823	3,512	374,335
Lease liability held for sale	**—**	**—**	**—**	107,215	—	107,215
	835,462	**3,250**	**838,712**	824,967	3,512	828,479
Total liabilities	**$4,521,163**	**$3,250**	**$4,524,413**	$4,783,512	$3,512	$4,787,024
Equity						
Unitholders' equity	**$6,753,024**	**$—**	**$6,753,024**	$6,581,166	$—	$6,581,166
Non-controlling interests	**—**	**—**	**—**	541,672	—	541,672
Total equity	**$6,753,024**	**$—**	**$6,753,024**	$7,122,838	$—	$7,122,838
Total liabilities and equity	**$11,274,187**	**$3,250**	**$11,277,437**	$11,906,350	$3,512	$11,909,862

As at September 30, 2023, Allied's portfolio of 214 investment properties consists of 200 rental properties (four of which are partially under development), 13 development properties, and one investment property held for sale. Allied's portfolio of investment properties and investment properties held for sale has a fair value of $9,854,004, including one equity accounted investment in a joint venture.

Changes to the carrying amounts of investment properties and investment properties held for sale on a proportionate basis, a non-GAAP measure, are summarized in the following table. Refer to Non-GAAP Measures on page 17.

	THREE MONTHS ENDED SEPTEMBER 30, 2023			NINE MONTHS ENDED SEPTEMBER 30, 2023		
	RENTAL PROPERTIES	PROPERTIES UNDER DEVELOPMENT	TOTAL	RENTAL PROPERTIES	PROPERTIES UNDER DEVELOPMENT	TOTAL
Balance, beginning of period	$9,904,835	$1,418,440	$11,323,275	$9,615,025	$1,529,440	$11,144,465
Additions:						
Improvement allowances (1)	21,309	2,465	23,774	42,845	10,989	53,834
Leasing commissions (1)	3,624	17	3,641	10,865	331	11,196
Capital expenditures (1)	45,648	49,029	94,677	128,862	164,780	293,642
Dispositions	(1,457,000)	—	(1,457,000)	(1,457,000)	—	(1,457,000)
Transfers from PUD	268,500	(268,500)	—	479,140	(479,140)	—
Transfers to PUD	(57,720)	57,720	—	(88,150)	88,150	—
Transfers to other assets	(22)	—	(22)	(253)	—	(253)
Amortization of straight-line rent and improvement allowances (1)	(6,850)	1,493	(5,357)	(21,459)	3,449	(18,010)
Fair value (loss) gain on investment properties and investment properties held for sale (1)	(103,780)	(25,204)	(128,984)	(91,331)	(82,539)	(173,870)
Balance, end of period	$8,618,544	$1,235,460	$9,854,004	$8,618,544	$1,235,460	$9,854,004
Investment properties	$8,598,544	$1,235,460	$9,834,004	$8,598,544	$1,235,460	$9,834,004
Investment properties held for sale	20,000	—	20,000	20,000	—	20,000
	$8,618,544	$1,235,460	$9,854,004	$8,618,544	$1,235,460	$9,854,004

(1) Includes Allied's proportionate share of the equity accounted investment of the following amounts for the three and nine months ended September 30, 2023: improvement allowances of $496 and $568, respectively; leasing commissions of $nil and $94, respectively; capital expenditures of $313 and $510, respectively; amortization of straight-line rent and improvement allowances of $(114) and $(344), respectively; and a fair value loss on investment properties of $1,895 and $4,638, respectively.

As at September 30, 2023, Allied had one property classified as investment properties held for sale totaling $20,000, located in Montréal. There were five investment properties held for sale as at December 31, 2022, totaling $1,354,830, four located in Toronto and one located in Montréal. The decrease of $1,334,830 for the nine months ended September 30, 2023, is primarily due to the disposition of the UDC Portfolio.

For the three months ended September 30, 2023, Allied recognized a fair value loss on investment properties and investment properties held for sale of $128,984 on a proportionate basis. This was primarily due to higher costs of development projects, the impact of longer periods of turnover vacancy in the rental portfolio and changes in capitalization rates due to comparable market transactions.

For the nine months ended September 30, 2023, Allied recognized a fair value loss on investment properties and investment properties held for sale of $173,870 on a proportionate basis. This was primarily due to higher costs of development projects and the impact of longer periods of turnover vacancy in the rental portfolio, partially offset by a fair value gain on the UDC Portfolio.

For the three months ended September 30, 2023, Allied capitalized $18,284 of borrowing costs to its capital expenditures on a proportionate basis, $13,446 of which related to development activity and $2,382 to upgrade activity in the rental portfolio. Allied capitalized $2,456 of borrowing costs to qualifying residential inventory.

For the nine months ended September 30, 2023, Allied capitalized $55,410 of borrowing costs to its capital expenditures on a proportionate basis, $41,328 of which related to development activity and $7,120 to upgrade activity in the rental portfolio. Allied capitalized $6,962 of borrowing costs to qualifying residential inventory.

The appraised fair value of investment properties and investment properties held for sale is most commonly determined using the following methodologies:

Discounted cash flow method ("DCF method") - Under this approach, discount rates are applied to the projected annual operating cash flows, generally over a ten-year period, including a terminal value of the properties based on a capitalization rate applied to the estimated net operating income ("NOI"), a non-GAAP measure, in the terminal year. This method is primarily used to value the rental portfolio, and, in some cases, investment properties held for sale.

Comparable sales method - This approach compares a subject property's characteristics with those of comparable properties which have recently sold. The process uses one of several techniques to adjust the price of the comparable transactions according to the presence, absence, or degree of characteristics which influence value. These characteristics include the cost of construction incurred at a property under development. This method is primarily used to value the development portfolio and ancillary parking facilities and, in some cases, investment properties held for sale.

Direct capitalization method - Under this approach, capitalization rates are applied to the estimated stabilized NOI of the properties. Estimated stabilized NOI is based on projected rental revenue and property operating costs, and external evidence such as current market rents for similar properties, and is further adjusted for estimated vacancy loss and capital reserves. Currently, this method is used only to value residential use.

Allied determines the fair value of its portfolio every quarter with support from a third party appraiser. Recent market transactions underpin the fair values. There were no material changes to the valuation techniques during the period.

In valuing the investment properties as at September 30, 2023, the value derived using the DCF method was compared to the value that would have been calculated by applying a capitalization rate to stabilized NOI. This is done to assess the reasonability of the value obtained under the DCF method. The resulting portfolio weighted average capitalization rate was 4.64%, detailed in the table below:

	SEPTEMBER 30, 2023			DECEMBER 31, 2022		
OVERALL CAPITALIZATION RATE	RANGE %	WEIGHTED AVERAGE %	FAIR VALUE $ (1)	RANGE %	WEIGHTED AVERAGE %	FAIR VALUE $ (1)
Montréal & Ottawa	**4.50% - 7.00%**	**4.97%**	**$2,543,656**	4.50% - 7.00%	4.98%	$2,490,473
Toronto & Kitchener	**4.00% - 6.00%**	**4.43%**	**4,711,194**	4.00% - 5.75%	4.39%	4,396,581
Calgary	**5.75% - 7.50%**	**6.61%**	**280,980**	5.75% - 7.50%	6.58%	286,467
Vancouver	**4.00% - 4.50%**	**4.04%**	**943,090**	4.00% - 4.25%	4.03%	967,050
Rental Properties	**4.00% - 7.50%**	**4.62%**	**$8,478,920**	4.00% - 7.50%	4.62%	$8,140,571
Residential Properties	**3.75% - 5.00%**	**4.61%**	**119,624**	3.75% - 5.00%	4.61%	119,624
Properties Under Development	**4.00% - 7.00%**	**4.77%**	**1,235,460**	4.00% - 7.25%	4.66%	1,529,440
Investment Properties	**3.75% - 7.50%**	**4.64%**	**$9,834,004**	3.75% - 7.50%	4.62%	$9,789,635
Investment Properties Held for Sale (2)	**N/A**	**N/A**	**$20,000**	4.50% - 5.25%	4.80%	$1,354,830
			$9,854,004			$11,144,465

(1) Presented on a proportionate basis, which is a non-GAAP measure. Refer to Non-GAAP Measures on page 17.
(2) As at September 30, 2023, the fair value is based on an agreement to sell the investment property held for sale.

RENTAL PROPERTIES

Allied's rental portfolio was built by consolidating the ownership of urban office properties. Scale within each city of focus proved to be important as Allied grew. It enabled Allied to provide users with greater expansion flexibility, more parking and better human and digital connectivity than its direct competitors. Scale across the country also proved to be important. It enabled Allied to serve national and global users better, to expand its growth opportunities and to achieve meaningful geographic diversification.

URBAN WORKSPACE

Allied has evolved into a leading owner-operator of urban workspace in Canada's major cities. It owns 200 rental properties in six Canadian cities (four of these rental properties are partially under development) and one investment property held for sale as at September 30, 2023.

ACQUISITIONS AND DISPOSITIONS

During the nine months ended September 30, 2023, Allied did not acquire any investment properties.

On August 16, 2023, Allied closed on the disposition of the UDC portfolio to KDDI Canada Inc., a wholly owned subsidiary of KDDI Corporation ("KDDI") for total gross cash proceeds of $1,350,000, which represented the fair value of these investment properties at the time of disposition net of the lease liability at 250 Front Street W. Therefore, there was no gain or loss recorded on closing. The UDC portfolio includes 151 Front Street W, 905 King Street W and 250 Front Street W and the lease liability at 250 Front Street W.

On September 1, 2023, Allied entered into an agreement to sell one investment property held for sale, 8 Place du Commerce in Montréal, at a selling price of $20,000. The sale is expected to close in the fourth quarter of 2023.

RENTAL PROPERTIES UNDERGOING INTENSIFICATION APPROVAL

One way Allied creates value is by intensifying the use of underutilized land. The land beneath the buildings in Toronto is significantly underutilized in relation to the existing zoning potential. This is also true of some of Allied's buildings in Kitchener, Montréal, Calgary, and Vancouver. These opportunities are becoming more compelling as the urban areas of Canada's major cities intensify. Since Allied has captured the unutilized land value at a low cost, it can achieve attractive risk-adjusted returns on intensification.

Allied began tracking the intensification potential inherent in the Toronto portfolio in the fourth quarter of 2007. At the time, the 46 properties in Toronto comprised 2.4 million square feet of GLA and were situated on 780,000 square feet (17.8 acres) of underutilized land immediately east and west of the Downtown Core. The 112 properties in Toronto now comprise 5.2 million square feet of current rental portfolio GLA and are situated on 40.0 acres of underutilized land immediately east and west of the Downtown Core. With achievable rezoning, the underlying land in our Toronto portfolio could permit up to 12.0 million square feet of GLA, 6.8 million square feet more than currently is in place.

Allied entered the Montréal market in April of 2005. The 34 properties in Montréal now comprise 6.3 million square feet of current rental portfolio GLA. As they are much larger buildings on average than those comprising the Toronto portfolio, the 46.1 acres of land on which they sit (immediately south, east and northeast of the Downtown Core) are more fully utilized than the land in the Toronto portfolio. Nevertheless, the underlying land in the Montréal portfolio could permit up to 9.4 million square feet of GLA, 3.1 million square feet more than currently is in place.

There is similar potential inherent in the rest of Allied's portfolio, which is quantified in the chart below. Across Canada on a portfolio-wide basis, there is 2.5 million square feet that is currently in PUD and 10.0 million square feet that is potential incremental density which totals 12.5 million square feet as at September 30, 2023. Of the 10.0 million square feet of potential incremental density, 4.8 million square feet is reflected in the appraised fair values, mainly at properties where zoning approvals are in place. The remaining 5.2 million square feet is not reflected in the appraised fair values.

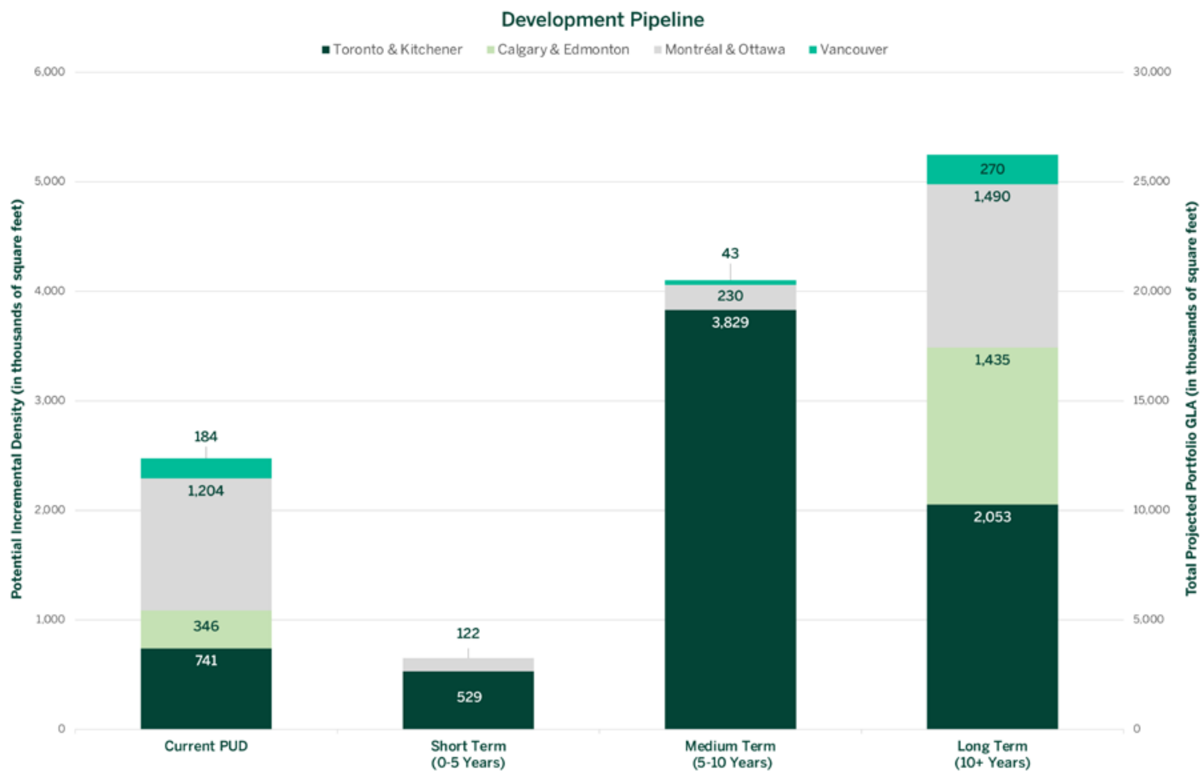
POTENTIAL INCREMENTAL DENSITY (IN SQUARE FEET) - GEOGRAPHIC BREAKDOWN

CITY	CURRENT GLA	CURRENT PUD (ESTIMATED ON COMPLETION)	POTENTIAL INCREMENTAL DENSITY	TOTAL POTENTIAL GLA
Toronto (1)	5,189,467	740,919	6,079,381	12,009,767
Kitchener	709,332	—	332,397	1,041,729
Montréal (2)	6,323,131	1,203,566	1,841,671	9,368,368
Ottawa	231,270	—	—	231,270
Calgary	1,327,149	48,502	1,434,740	2,810,391
Edmonton	—	297,851	—	297,851
Vancouver	978,306	183,640	312,693	1,474,639
Total	**14,758,655**	**2,474,478**	**10,000,882**	**27,234,015**

(1) *The GLA estimated on completion for properties under development in Toronto excludes 510,428 square feet of GLA at The Well, which has been transferred to the rental portfolio.*

(2) *The GLA estimated on completion for properties under development in Montréal excludes 100,208 square feet of GLA at 700 Saint Hubert, which has been transferred to the rental portfolio.*

The timing of development for the 10.0 million square feet of potential incremental density is impossible to predict with precision, however the chart below provides a reasonable estimate of when the potential could begin to be realized. One factor is our self-imposed limitation on development activity. The focus in the short-term and the long-term remains on the Toronto portfolio.



Allied has initiated the intensification approval process for seven properties in Toronto and three properties in Montréal, all of which are owned in their entirety by Allied. These properties are identified in the following table:

PROPERTY NAME	APPRAISED FAIR VALUE	REZONING APPROVAL STATUS	USE	CURRENT GLA	ESTIMATED GLA ON COMPLETION	ESTIMATED COMPLETION
The Castle (1)	$87,140	In progress	Office, limited retail	180,112	440,000	Unscheduled
King & Peter (2)	121,130	Completed	Office, limited retail	86,230	790,000	Unscheduled
King & Spadina (3)	77,130	In progress	Office, limited retail	77,550	430,000	Unscheduled
King & Brant (4)	42,010	Completed	Office, residential, retail	22,275	240,000	Unscheduled
Union Centre	199,500	Completed	Office, limited retail	41,787	1,330,000	Unscheduled
Bathurst Street Assembly (5)	49,380	In progress	Office, residential, retail	36,919	318,000	Unscheduled
Adelaide & Spadina (6)	34,500	Completed	Office, retail	11,015	230,000	Unscheduled
Le Nordelec - Lot A (7)	23,600	In progress	Office	—	230,000	Unscheduled
Le Nordelec - Lot B (8)	52,080	In progress	Office, residential	32,893	744,000	Unscheduled
Le Nordelec - Lot E (9)	10,800	Completed	Office	7,550	135,000	Unscheduled
Total	**$697,270**			**496,331**	**4,887,000**	

(1) The Castle is comprised of 41-53 Fraser, 8 Pardee Avenue and 135 Liberty Street.
(2) King & Peter is comprised of 82 Peter and 388 King W.
(3) King & Spadina is comprised of 460 King W, 468 King W, the surface parking lot at 464 King W, and the surface parking lot at 78 Spadina.
(4) King & Brant is comprised of 540 King W, 544 King W and the surface parking lot at 7-9 Morrison.
(5) Bathurst Street Assembly is comprised of 141 Bathurst, 579 Richmond, the surface parking lot at 555 Richmond and the associated ancillary residential properties at Bathurst and Richmond.
(6) Adelaide & Spadina is comprised of 383 Adelaide W and 387 Adelaide W.
(7) Le Nordelec - Lot A is comprised of 1900 Saint Patrick, a component of the 1751 Richardson & 1700 Saint-Patrick property.
(8) Le Nordelec - Lot B is compromised of 1655 Richardson and the adjacent surface parking lot.
(9) Le Nordelec - Lot E is comprised of 1301-1303 Montmorency.

Estimated GLA is based on applicable standards of area measurement and the expected or actual outcome of rezoning. These properties are currently generating NOI and will continue to do so until Allied initiates construction. With respect to the ultimate intensification of these properties, a significant amount of pre-leasing will be required on the larger projects before construction commences. The design-approval costs have been, and will continue to be, funded by Allied for its share. Allied intends to align all new developments and redevelopments with its Net Zero Carbon Plan.

DEVELOPMENT PROPERTIES

Development is another way to create value and a particularly effective one for Allied, given the strategic positioning of its portfolio in the urban areas of Canada's major cities. Urban intensification is the single most important trend in relation to Allied's business. Not only does it anchor Allied's investment and operating focus, it provides the context within which Allied creates value for its Unitholders.

The completion of projects currently under development is an important component of Allied's growth. The expectation is largely contingent upon completing the development projects in the manner contemplated. The most important factor affecting completion will be successful lease-up of space in the development portfolio. The material assumption is that there continues to be demand for leasing office space. Allied will not commence material development of its urban office portfolio unless it has significant pre-leased commitments to mitigate risk. Pursuant to Allied's Declaration of Trust, the cost of Properties Under Development cannot exceed 15% of GBV. At September 30, 2023, the cost of Allied's Properties Under Development was 11.6% of GBV (December 31, 2022 - 12.6%). This self-imposed limitation is intended to align the magnitude of Allied's development activity with the overall size of the business.

Properties Under Development consist of properties purchased with the intention of being developed or redeveloped before being operated and properties transferred from the rental portfolio once activities changing the condition or state of the property, such as the de-leasing process, commence.

Allied has the following 13 Properties Under Development and four rental properties partially under development. Eight of the projects are ground-up developments and nine are redevelopments.

GROUND-UP DEVELOPMENTS

Ground-up development involves construction of significant amounts of new leasable area.

PROPERTY NAME	USE	ESTIMATED GLA ON COMPLETION (SF)	% OF OFFICE DEVELOPMENT PRE-LEASED
The Well, Toronto (1)(2)(3)	Office, retail	763,000	98%
Adelaide & Duncan, Toronto (1)(4)	Office, retail, residential	230,000	100
QRC West Phase II, Toronto (5)	Office, retail	93,134	100
KING Toronto, Toronto (1)(6)	Office, retail	100,000	—
108 East 5th Avenue, Vancouver (1)	Office	102,000	54
700 Saint Hubert, Montréal (7)(8)	Office, retail	144,114	70
365 Railway, Vancouver	Office	60,000	—
810 Saint Antoine, Montréal (9)	Retail, residential	380,000	N/A
Total		**1,872,248**	**81%**

(1) These properties are co-owned, reflected in the table above at Allied's ownership interest.
(2) Each of Allied and RioCan own an undivided 50% interest in The Well. The GLA components (in square feet) at Allied's 50% share will be as follows: approximately 584,000 of office, 160,000 of retail, 19,000 of storage and the residential air rights. The residential air rights and associated underground parking and transfer floor slab developments ("The Well Air Rights") were sold by the co-ownership in phases since Q4 2020, and the last phase closed in January 2022.
(3) A portion of The Well has been transferred to the rental portfolio. The information in the table includes both the rental and development portions.
(4) The GLA components (in square feet) at our 50% share are as follows: 144,000 of residential, 77,000 of office and 9,000 of retail.
(5) The GLA components (in square feet) are as follows: 77,434 of office and 15,700 of retail.
(6) Allied entered into a joint arrangement with Westbank to develop KING Toronto. As part of the arrangement, Allied sold a 50% undivided interest to Westbank. KING Toronto is comprised of the following properties: 489 King W, 495 King W, 499 King W, 511-529 King W, 533 King W, and 539 King W. The GLA components (in square feet) at our 50% share will be as follows: 60,000 of retail and 40,000 of office.
(7) The GLA components (in square feet) are as follows: 143,314 of office and 800 of retail.
(8) A portion of 700 Saint Hubert has been transferred to the rental portfolio. The information in the table includes both the rental and development portions.
(9) The GLA components (in square feet) are as follows: 350,000 of residential and 30,000 of retail.

REDEVELOPMENTS

Redevelopment involves transformation of existing leasable area to enhance revenue-producing capability.

PROPERTY NAME	USE	ESTIMATED GLA (SF)
400 Atlantic, Montréal (1)	Office, retail	87,473
Boardwalk-Revillon Building, Edmonton (2)	Office, retail	297,851
185 Spadina, Toronto	Office	55,213
342 Water, Vancouver (3)	Office, retail	21,640
1001 Boulevard Robert-Bourassa, Montréal (4)(5)	Office, retail	298,328
RCA Building, Montréal (5)	Office	209,080
422-424 Wellington W, Toronto	Retail	10,000
3575 Saint Laurent, Montréal (6)	Office, retail	184,779
Kipling Square, Calgary (7)	Office	48,502
Total		**1,212,866**

(1) *The GLA components (in square feet) are as follows: 87,181 of office and 292 of retail.*
(2) *The GLA components (in square feet) are as follows: 233,559 of office and 64,292 of retail.*
(3) *The GLA components (in square feet) are as follows: 15,385 of office and 6,255 of retail.*
(4) *The GLA components (in square feet) are as follows: 275,699 of office and 22,629 of retail.*
(5) *A portion of the property is under development. The GLA represents the portion under development.*
(6) *The GLA components (in square feet) are as follows: 169,166 of office and 15,613 of retail.*
(7) *Conversion from office to retail planning is underway to optimize the use of this property.*

The following table sets out the fair value of Allied's Properties Under Development as at September 30, 2023, as well as Management's estimates with respect to the financial outcome on completion. Estimated NOI from development completion is based on stabilized occupancy and, in the first year, its impact is moderated by the discontinuation of capitalized costs.

PROPERTY NAME	TRANSFER TO RENTAL PORTFOLIO	APPRAISED VALUE	ESTIMATED ANNUAL NOI	ESTIMATED TOTAL COST	ESTIMATED YIELD ON COST	ESTIMATED COST TO COMPLETE
The Well, Toronto [1][2]	Q3 2022 to Q4 2023	$1,010,560	$37,500 - 43,250	$805,000	4.7% - 5.4%	$26,145
700 Saint Hubert, Montréal	Q3 2023 to Q1 2024	132,390	4,550 - 5,500	138,664	3.3% - 4.0%	7,932
Adelaide & Duncan, Toronto [1][3]	Q4 2023 to Q4 2024	198,690	10,500 - 11,500	240,007	4.4% - 4.8%	55,038
QRC West, Phase II, Toronto	Q2 2024	95,630	4,660 - 4,770	94,125	5.0% - 5.1%	10,300
108 East 5th Avenue, Vancouver [1]	Q1 2025	64,080	4,350 - 4,600	108,884	4.0% - 4.2%	46,411
KING Toronto, Toronto [1][4]	Q2 2025	83,120	5,000 - 6,000	108,641	4.6% - 5.8%	22,265
810 Saint Antoine, Montréal	TBD	56,770	TBD	TBD	TBD	TBD
365 Railway, Vancouver	TBD	13,900	TBD	TBD	TBD	TBD
Redevelopments	Q1 2024 to Q1 2025	348,420	24,415 - 27,290	556,250	4.4% - 4.9%	69,986
Subtotal		**$2,003,560**	**$90,975 - 102,910+**			
Portion of The Well transferred to the Rental Portfolio		(676,040)				
Portion of 700 Saint Hubert transferred to the Rental Portfolio		(92,060)				
Total		**$1,235,460**				

(1) These properties are co-owned, reflected in the table above at Allied's ownership percentage of assets and liabilities.
(2) The estimated costs are net of the actual gross proceeds from the sale of the The Well Air Rights of $111,758 (at Allied's share). The transfer of The Well to the rental portfolio is occurring in phases.
(3) The project is anticipated to be completed in two phases. The commercial phase is scheduled for completion in Q4 2023 and the residential phase is scheduled for completion in Q4 2024.
(4) Allied entered into a joint arrangement with Westbank to develop KING Toronto. As part of the arrangement, Allied sold a 50% undivided interest to Westbank. KING Toronto is comprised of the following properties: 489 King W, 495 King W, 499 King W, 511-529 King W, 533 King W, and 539 King W. The appraised value relates to the commercial component. The estimated total cost includes the commercial and residential components, and is net of the estimated gross proceeds from the sale of the residential inventory of $290,000 - $295,000.

The initial cost of Properties Under Development includes the acquisition cost of the property, direct development costs, realty taxes and borrowing costs directly attributable to the development. Borrowing costs and realty taxes associated with direct expenditures on Properties Under Development are capitalized. The amount of capitalized borrowing costs is determined first by reference to borrowings specific to the project, where relevant, and otherwise by applying a weighted average cost of borrowings to eligible expenditures after adjusting for borrowings associated with other specific developments.

Transfer to the rental portfolio occurs when the property is capable of operating in the manner intended by Management. Generally this occurs upon completion of construction and receipt of all necessary occupancy and other permits. In some instances, particularly in ground-up developments like The Well, base building work is underway during the fixturing period. In this case, transfer to the rental portfolio occurs when the base building work is complete. Estimated annual NOI is based on 100% economic occupancy. The most important factor affecting estimated annual NOI is the successful lease-up of vacant space in the development properties at current levels of net rent per square foot. The material assumption is that the office leasing market in the relevant markets remains stable. Estimated total cost includes acquisition cost, estimated total construction, financing costs and realty taxes. The material assumption made in formulating the estimated total cost is that construction and financing costs remain stable for the remainder of the development period. Estimated yield on cost is the estimated annual NOI as a percentage of the estimated total cost. Estimated cost to complete is the difference between the estimated total cost and the costs incurred to date.

RESIDENTIAL INVENTORY

Residential inventory is as follows:

	SEPTEMBER 30, 2023	DECEMBER 31, 2022
KING Toronto	**$197,815**	$187,272

The changes in the aggregate carrying value of Allied's residential inventory is as follows:

	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Balance, beginning of period	**$187,272**	$170,980
Development expenditures	**25,919**	32,021
Impairment	**(15,376)**	(15,729)
Balance, end of period	**$197,815**	$187,272

Residential inventory consists of assets that are developed by Allied for sale in the ordinary course of business. Allied may transfer an investment property to residential inventory based on a change in use, as evidenced by the commencement of development activities with the intention to sell. Alternatively, a transfer from residential inventory to investment property would be evidenced by the commencement of leasing activity.

On November 30, 2018, Allied entered into a joint arrangement with Westbank to develop KING Toronto. KING Toronto is a mixed-use property comprised of office, retail and residential uses. As part of the arrangement Allied sold a 50% undivided interest to Westbank. The residential component will be developed and sold as condominium units, totaling 440 units. As at September 30, 2023, 395 units or 90% have been pre-sold, subject to customary closing conditions. Management expects the condominium sales to close in 2025.

Residential inventory carrying value is calculated as the estimated gross proceeds less estimated costs to complete. The impairment during the nine months ended September 30, 2023, and year ended December 31, 2022, reflects higher estimated costs to complete.

DEVELOPMENT COMPLETIONS

PROPERTY	COMPLETION	INVESTMENT	LQA NOI [1]	UNLEVERED YIELD ON COST	FAIR VALUE	VALUE CREATION	VALUE CREATION AS % OF COST
QRC West, Toronto	2015	$130,000	$12,297	9.5%	$346,910	$216,910	166.9%
The Breithaupt Block, Kitchener	2016	$25,020	$2,522	10.1%	$47,080	$22,060	88.2%
180 John, Toronto	2017	$27,500	$1,643	6.0%	$34,550	$7,050	25.6%
189 Joseph, Kitchener	2017	$11,360	$811	7.1%	$13,320	$1,960	17.3%
King Portland Centre, Toronto [2]	2019	$76,678	$5,960	7.8%	$152,090	$75,412	98.3%
425 Viger, Montréal	2020	$104,268	$8,146	7.8%	$169,840	$65,572	62.9%

(1) This is a non-GAAP measure. Refer to Non-GAAP Measures on page 17.
(2) Includes 642 King W completed in early 2018 and 620 King W completed in early 2019. 602-606 King W are excluded as they were not under development.

LOANS RECEIVABLE

As at September 30, 2023, total loans receivable outstanding is $482,872 (December 31, 2022 - $432,032).

In February 2015, Allied entered into a joint arrangement with Westbank and completed the acquisition of an undivided 50% interest in Adelaide & Duncan. As part of the arrangement, Allied advanced $21,173 to Westbank for its purchase of a 50% undivided interest in the property. The facility is secured by a charge on the property (subordinated to the construction lender) and assignment of rents and leases. Interest accrues and is payable monthly at a rate of 7.75% per annum. The loan is repayable when the joint arrangement obtains external permanent financing. As at September 30, 2023, the loan receivable outstanding is $21,173 (December 31, 2022 - $21,173).

On August 1, 2017, Allied entered into an arrangement with Westbank to provide a credit facility of up to $100,000, plus interest, for the land acquisition and the pre-development costs of 400 West Georgia in Vancouver. The facility is secured by Westbank's covenant and a charge on the property (subordinated to the construction lender). On February 11, 2019, the facility was increased to $160,000, plus interest and on August 18, 2022, the facility was further increased to $175,000, plus interest. On May 18, 2022, Westbank exercised its option to extend the maturity date from August 31, 2022, to August 31, 2023. On January 12, 2023, the maturity date of the facility was further extended from August 31, 2023, to February 29, 2024. Interest accrues to the credit facility monthly at a rate of 6.75% per annum up to August 31, 2022. Thereafter, interest accrues to the credit facility monthly at the greater of 6.75% per annum and the prime rate plus 3.00% per annum. On placement of permanent financing, Allied intends to acquire a 50% undivided interest in 400 West Georgia based on total development costs. As at September 30, 2023, the loan receivable outstanding is $181,113 (December 31, 2022 - $161,032) including interest.

On November 30, 2018, Allied entered into a joint arrangement with Westbank to develop KING Toronto. As part of the arrangement, Allied advanced $67,030 to Westbank for its purchase of a 50% undivided interest in the property. The facility is secured by a charge on the property (subordinated to the construction lender). Interest accrues to the credit facility at a rate of 7.00% per annum. The loan is repayable at the earlier of November 30, 2023, or the closing of the condominium units. As at September 30, 2023, the loan receivable outstanding is $102,164 (December 31, 2022 - $97,037).

On March 18, 2019, Allied made an amendment to the joint arrangement with Perimeter to develop Breithaupt Phase III and a loan receivable arrangement to provide 50% of the pre-development costs. The facility is secured by a charge on the property (subordinated to the construction lender). Interest accrues at a rate of 7.00% per annum and is payable on loan repayment. The loan is repayable in installments upon completion of development and rent commencement. As at September 30, 2023, the loan receivable outstanding is $9,913 (December 31, 2022 - $9,913).

On July 31, 2019, Allied entered into an arrangement with Westbank to provide a credit facility of up to $185,000, plus interest, for the land acquisition and the pre-development costs of 150 West Georgia in Vancouver. The facility is secured by a first mortgage on the property for a fixed term. On placement of construction financing, the mortgage will be secured by a charge on the property (subordinated to the construction lender). Interest accrues to the credit facility monthly at a rate of 7.00% per annum. The credit facility matures on December 9, 2025. On placement of permanent financing, Allied intends to acquire a 50% undivided interest in 150 West Georgia based on an agreed upon formula. As at September 30, 2023, the loan receivable outstanding is $168,509 (December 31, 2022 - $142,877).

The table below summarizes the loans receivable as at September 30, 2023, and December 31, 2022.

	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Adelaide & Duncan	**$21,173**	$21,173
400 West Georgia	**181,113**	161,032
KING Toronto	**102,164**	97,037
Breithaupt Phase III	**9,913**	9,913
150 West Georgia	**168,509**	142,877
Total loans receivable	**$482,872**	$432,032

Section VI
–Liquidity and Capital Resources

Allied's liquidity and capital resources are used to fund capital investments including development activity and leasing costs, interest expense and distributions to Unitholders. The primary source of liquidity is net operating income generated from rental properties, which is dependent on rental and occupancy rates and the structure of lease agreements, among other variables.

Allied has financed its operations through the use of equity, Exchangeable LP Units, mortgage debt secured by rental properties, construction loans, a promissory note payable, an unsecured operating facility, senior unsecured debentures and unsecured term loans. Conservative financial management has been consistently applied through the use of long term, fixed rate, debt financing. Allied's objective is to maximize financial flexibility while continuing to strengthen the balance sheet. Management intends to achieve this by continuing to access the equity market, unsecured debenture market, unsecured loans and growing the pool of unencumbered investment properties. As at September 30, 2023, 84.9% of investment properties and investment properties held for sale on a proportionate basis were unencumbered.

In November 2021, Allied established an at-the-market equity program (the "ATM Program") which allows it to issue and sell up to $300,000 of Units to the public, from time to time, at its discretion. The ATM Program is designed to provide Allied with additional financing flexibility which may be used in conjunction with other existing funding sources. The ATM Program was effective until July 2, 2023.

Allied has various sources of liquidity, including cash and cash equivalents and the unused portion of its unsecured operating facility, which totaled $1,277,307 as at September 30, 2023, compared to $166,700 as at December 31, 2022. The increase of $1,110,607 in liquidity is primarily due to the sale of Allied's UDC portfolio to KDDI for $1.35 billion on August 16, 2023, which was partially used to repay drawn amounts on Allied's unsecured credit facility. The remaining net sale proceeds will be used to retire debt and to fund Allied's upgrade and development activity over the remainder of 2023 and into 2024.

DEBT

The following illustrates the calculation of debt (net of transaction costs) on an IFRS basis and net debt, a non-GAAP measure, as at September 30, 2023, and December 31, 2022. As at September 30, 2023, 93.5% of Allied's debt is at a fixed rate (December 31, 2022 - 86.3%). Refer to Non-GAAP Measures on page 17.

	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Mortgages payable	**$112,640**	$112,822
Construction loans payable	**282,913**	223,725
Promissory note payable	**198,918**	195,673
Unsecured revolving operating facility	**—**	440,000
Senior unsecured debentures	**2,591,057**	2,589,939
Unsecured term loans	**649,045**	649,026
Debt, IFRS basis	**$3,834,573**	**$4,211,185**
Less: cash, cash equivalents and deposit [1]	**567,649**	22,263
Net debt	**$3,266,924**	**$4,188,922**

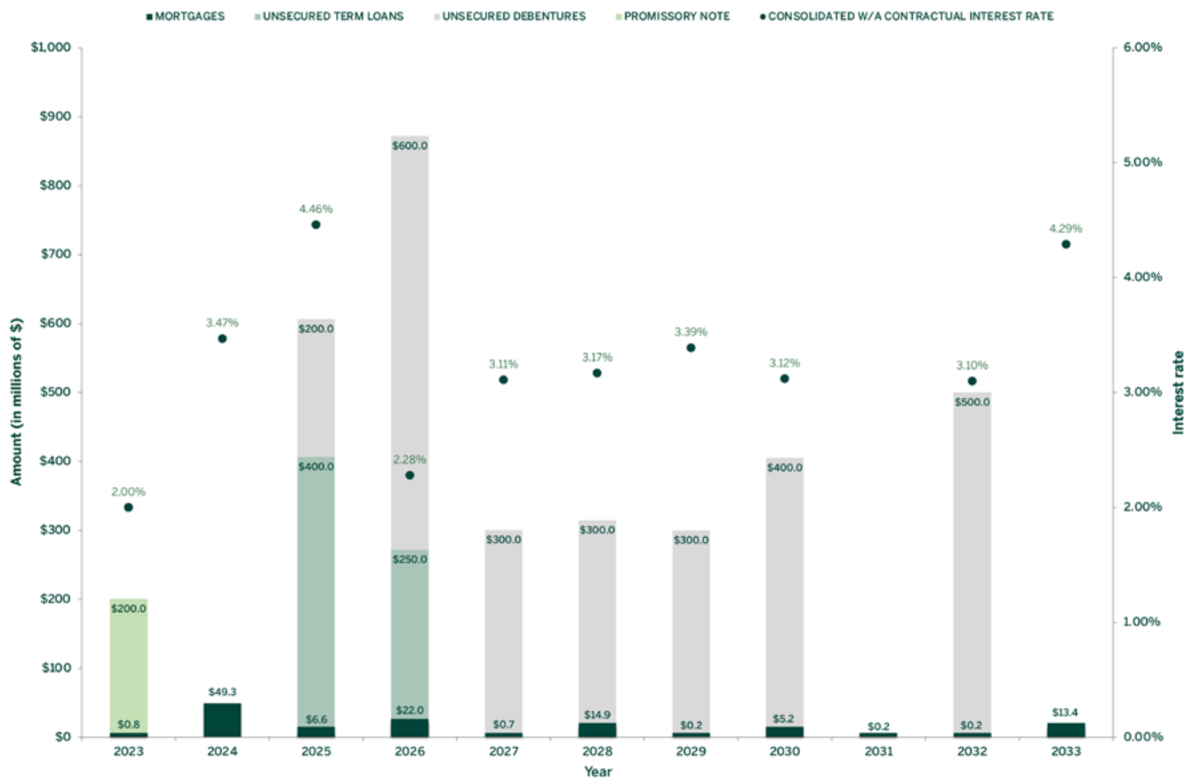
(1) *This is on a proportionate basis and includes cash and cash equivalents attributable to TELUS Sky totaling $1,520 as at September 30, 2023 (December 31, 2022 - $1,273)*

The table below summarizes the scheduled principal maturity and weighted average contractual interest rates for Allied's mortgages payable, promissory note payable, unsecured debentures and unsecured term loans.

	MORTGAGES PAYABLE	INTEREST RATE OF MATURING MORTGAGES	PROMISSORY NOTE PAYABLE	INTEREST RATE	SENIOR UNSECURED DEBENTURES	INTEREST RATE	UNSECURED TERM LOANS	INTEREST RATE	TOTAL	CONSOLIDATED INTEREST RATE OF MATURING DEBT
Remaining 2023	$798	—%	$200,000	2.00%	$—	—%	$—	—%	$200,798	2.00%
2024	49,345	3.47	—	—	—	—	—	—	49,345	3.47
2025	6,578	—	—	—	200,000	3.64	400,000	4.87	606,578	4.46
2026	21,996	3.59	—	—	600,000	1.73	250,000	3.50	871,996	2.28
2027	655	—	—	—	300,000	3.11	—	—	300,655	3.11
2028	14,926	4.04	—	—	300,000	3.13	—	—	314,926	3.17
2029	183	—	—	—	300,000	3.39	—	—	300,183	3.39
2030	5,191	—	—	—	400,000	3.12	—	—	405,191	3.12
2031	199	—	—	—	—	—	—	—	199	—
2032	208	—	—	—	500,000	3.10	—	—	500,208	3.10
2033	13,396	4.29	—	—	—	—	—	—	13,396	4.29
	$113,475	**3.38%**	**$200,000**	**2.00%**	**$2,600,000**	**2.86%**	**$650,000**	**4.34%**	**$3,563,475**	**3.10%**

The weighted average term of Allied's debt (excluding construction loans and the Unsecured Facility) is 4.1 years.

The chart below summarizes the maturities of principal in regards to debt obligations as at September 30, 2023:



The table below summarizes the weighted average effective interest rate as at September 30, 2023:

	MORTGAGES PAYABLE	PROMISSORY NOTE PAYABLE	SENIOR UNSECURED DEBENTURES	UNSECURED TERM LOANS	TOTAL
Weighted Average Effective Interest Rate as at September 30, 2023	3.08%	3.81%	2.86%	4.34%	3.19%

MORTGAGES PAYABLE

As at September 30, 2023, mortgages payable, net of financing costs, total $112,640 and have a weighted average contractual interest rate of 3.38% (December 31, 2022 - 3.37%). The weighted average term of the mortgage debt is 3.6 years (December 31, 2022 - 3.0 years). The mortgages are secured by a first registered charge over specific investment properties and first general assignments of leases, insurance and registered chattel mortgages.

The following table contains information on the remaining contractual mortgage maturities:

	PRINCIPAL REPAYMENTS	BALANCE DUE AT MATURITY	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Remaining 2023	$798	$—	$798	
2024	2,676	46,669	49,345	
2025	6,578	—	6,578	
2026	1,553	20,443	21,996	
2027	655	—	655	
2028	469	14,457	14,926	
2029	183	—	183	
2030	5,191	—	5,191	
2031	199	—	199	
2032	208	—	208	
2033	107	13,289	13,396	
Mortgages, principal	$18,617	$94,858	$113,475	$112,990
Net premium on assumed mortgages			319	584
Net financing costs			(1,154)	(752)
			$112,640	$112,822

CONSTRUCTION LOANS PAYABLE

As at September 30, 2023, and December 31, 2022, Allied's obligations under the construction loans are as follows:

JOINT ARRANGEMENT	OWNERSHIP	DATE OF MATURITY	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Adelaide & Duncan	50%	August 11, 2025	**$96,401**	$85,485
Breithaupt Phase III	50%	March 31, 2025	**54,598**	50,472
KING Toronto	50%	December 17, 2024	**99,900**	71,762
108 East 5th Avenue	50%	December 6, 2025	**32,014**	16,006
			$282,913	$223,725

On January 31, 2019, the Adelaide & Duncan joint arrangement obtained a $270,000 construction lending facility from a syndicate of Canadian banks, in which Allied's 50% share is $135,000. The loan bears interest at bank prime plus 35 basis points or bankers' acceptance rate plus 135 basis points with a standby fee of 25 basis points and a letter of credit fee of 100 basis points. On August 11, 2023, the loan maturity was extended from August 11, 2023, to August 11, 2025, and the facility limit was increased from $270,000 to $295,000, in which Allied's 50% share is $147,500. Allied is providing a joint and several guarantee of the entire facility and is earning a related guarantee fee on up to $147,500 of the facility. On August 23, 2019, the Adelaide & Duncan joint arrangement entered into a swap agreement to fix 75% of the construction loan up to $209,572 at 2.86%. The swap matured on March 31, 2023, so the construction loan is no longer fixed and is subject to the facility's variable rate.

On February 21, 2020, Allied and Perimeter obtained a $138,000 construction loan for the Breithaupt Phase III joint arrangement from a syndicate of Canadian banks, in which Allied's 50% share is $69,000. On December 1, 2022, Allied and Perimeter exercised their option to extend the loan maturity to June 2, 2023, which bears interest at bank prime or bankers' acceptance rate plus 120 basis points with a standby fee of 20 basis points and a letter of credit fee of 100 basis points. Allied is providing a joint and several guarantee of the entire facility and is earning a related guarantee fee on up to $69,000 of the facility. On May 31, 2023, the loan maturity was extended to September 29, 2023. On September 27, 2023, the loan maturity was further extended to March 31, 2025, and the interest rate was updated to bank prime plus 25 basis points or bankers' acceptance rate plus 145 basis points with a standby fee of 20 basis points and a letter of credit fee of 100 basis points.

On December 17, 2020, Allied and Westbank obtained a $465,000 green construction loan for the KING Toronto joint arrangement from a syndicate of Canadian banks, in which Allied's 50% share is $232,500. The loan matures on December 17, 2024, and bears interest at bank prime plus 45 basis points or bankers' acceptance rate plus 145 basis points with a standby fee of 25 basis points and a letter of credit fee of 100 basis points. Allied is providing a joint and several guarantee of the entire facility and is earning a related guarantee fee on up to $232,500 of the facility.

On December 5, 2022, the 108 East 5th Avenue joint arrangement obtained a $150,000 construction lending facility from a syndicate of Canadian banks, in which Allied's 50% share is $75,000. The loan matures on December 6, 2025, and bears interest at prime plus 35 basis points or bankers' acceptance rate plus 135 basis points with a standby fee of 27 basis points and a letter of credit fee rate of 100 basis points. These interest rates and the standby fee (other than the letter of credit fee) are subject to variability based on the achievement of two distinct sustainability performance targets. For each sustainability performance target achieved, the interest rate and standby fee would decrease by 0.025% per annum and 0.005% per annum, respectively. In addition, if certain sustainability minimums are not achieved, the interest rate and standby fee would increase by 0.025% per annum and 0.005% per annum, respectively. Depending on the applicable sustainability performance target or sustainability minimum, the settlement of these interest rate variations and the standby fee occurs either annually or at the earlier of December 6, 2025, and the date the construction lending facility is fully repaid. Allied has provided a joint and several guarantee of the entire facility and is earning a related guarantee fee on up to $75,000 of the facility. On January 13, 2023, the 108 East 5th Avenue joint arrangement entered into a swap agreement to fix 75% of the construction loan up to $110,175 at 4.90%.

PROMISSORY NOTE PAYABLE

On March 31, 2022, Allied acquired a portfolio of six properties from Choice Properties, which was partially settled with the issuance of a $200,000 promissory note. The promissory note is secured by a first registered charge on five of the six properties acquired. Allied's obligations under the promissory note are as follows:

	CONTRACTUAL INTEREST RATE	DATE OF MATURITY	FREQUENCY OF INTEREST PAYMENT	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Promissory note payable	1.00% for 2022, 2.00% for 2023	December 31, 2023	Quarterly	**$200,000**	$200,000
Net discount on promissory note payable				**(1,082)**	(4,327)
				$198,918	$195,673

UNSECURED REVOLVING OPERATING FACILITY

As at September 30, 2023, and December 31, 2022, Allied's obligation under the unsecured revolving operating facility (the "Unsecured Facility") is as follows:

			SEPTEMBER 30, 2023				
	MATURITY DATE	CONTRACTUAL INTEREST RATES ON DRAWINGS	STANDBY FEE	FACILITY LIMIT	DRAWINGS	LETTERS OF CREDIT	AMOUNT AVAILABLE
Unsecured Facility limit $800,000 (1)	**January 30, 2025**	**Prime + 0.20% or Bankers' acceptance + 1.20% (2)**	**0.24%**	**$800,000**	**$—**	**$(14,855)**	**$785,145**

(1) This Unsecured Facility contains a $100,000 accordion feature, allowing Allied to increase the amount available under the facility to $900,000.

(2) The interest rates on drawings for this facility are subject to certain conditions being met. In the event that these conditions are not met, this Unsecured Facility will bear interest at bank prime plus 45 basis points or bankers' acceptance plus 145 basis points with a standby fee of 29 basis points.

On March 31, 2023, Allied amended the Unsecured Facility to increase the limit by $100,000 to $700,000 and on June 26, 2023, Allied amended the Unsecured Facility to increase the limit by $100,000 to $800,000.

			DECEMBER 31, 2022				
	MATURITY DATE	CONTRACTUAL INTEREST RATES ON DRAWINGS	STANDBY FEE	FACILITY LIMIT	DRAWINGS	LETTERS OF CREDIT	AMOUNT AVAILABLE
Unsecured Facility limit $600,000 (1)	January 30, 2025	Prime + 0.20% or Bankers' acceptance + 1.20% (2)	0.24%	$600,000	$(440,000)	$(15,563)	$144,437

(1) This Unsecured Facility contained a $100,000 accordion feature, allowing Allied to increase the amount available under the facility to $700,000.

(2) The interest rates on drawings for this facility were subject to certain conditions being met. In the event that these conditions were not met, this Unsecured Facility would bear interest at bank prime plus 45 basis points or bankers' acceptance plus 145 basis points with a standby fee of 29 basis points.

SENIOR UNSECURED DEBENTURES

As at September 30, 2023, and December 31, 2022, Allied's obligations under the senior unsecured debentures are as follows:

SERIES	CONTRACTUAL INTEREST RATE	DATE OF MATURITY	INTEREST PAYMENT DATE	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Series C	3.636%	April 21, 2025	April 21 and October 21	**$200,000**	$200,000
Series D	3.394%	August 15, 2029	February 15 and August 15	**300,000**	300,000
Series E	3.113%	April 8, 2027	April 8 and October 8	**300,000**	300,000
Series F	3.117%	February 21, 2030	February 21 and August 21	**400,000**	400,000
Series G	3.131%	May 15, 2028	May 15 and November 15	**300,000**	300,000
Series H	1.726%	February 12, 2026	February 12 and August 12	**600,000**	600,000
Series I	3.095%	February 6, 2032	February 6 and August 6	**500,000**	500,000
Unsecured Debentures, principal				**$2,600,000**	$2,600,000
Net financing costs				**(8,943)**	(10,061)
				$2,591,057	$2,589,939

The Series C, D, E, F, G, H and I Senior Unsecured Debentures are collectively referred to as the "Unsecured Debentures".

The respective financing costs recognized are amortized using the effective interest method and recorded to interest expense.

UNSECURED TERM LOANS

As at September 30, 2023, and December 31, 2022, Allied's obligations under the unsecured term loans are as follows:

	CONTRACTUAL INTEREST RATE	DATE OF MATURITY	FREQUENCY OF INTEREST PAYMENT	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Unsecured term loan	3.496%	January 14, 2026	Monthly	**$250,000**	$250,000
Unsecured term loan	4.865%	October 22, 2025	Monthly	**400,000**	400,000
Unsecured Term Loans, principal				**$650,000**	$650,000
Net financing costs				**(955)**	(974)
				$649,045	$649,026

The two unsecured term loans are collectively referred to as "Unsecured Term Loans". The respective financing costs are amortized using the effective interest method and recorded to interest expense.

On April 22, 2022, Allied entered into an unsecured term loan with a financial institution for $400,000 at a rate of prime plus 10 basis points or bankers' acceptance plus 110 basis points, due on October 22, 2025. The proceeds from the loan were used to repay the Unsecured Facility. Debt financing costs of $700 were incurred and recorded against the principal owing. On June 24, 2022, Allied entered into a swap agreement to fix the rate at 4.86%. On December 21, 2022, Allied amended the swap agreement for the settlement period, which increased the rate from 4.86% to 4.865%.

On February 3, 2023, Allied extended the maturity date on its $250,000 unsecured term loan from January 14, 2024, to January 14, 2026, by exercising two one-year extension options. Debt financing costs of $300 were incurred for these extensions.

CREDIT RATINGS

Allied's credit ratings as at September 30, 2023, are summarized below:

DEBT	RATING AGENCY	LONG-TERM CREDIT RATING	TREND/OUTLOOK
Issuer Rating & Unsecured Debentures	DBRS Limited	BBB	Stable
Issuer Rating & Unsecured Debentures	Moody's Investors Service Inc.	Baa3	Negative

DBRS Limited ("DBRS") and Moody's Investors Service Inc. ("Moody's") provide issuer ratings and credit ratings of debt securities for commercial issuers that indicate the risk associated with a borrower's capabilities to fulfill its obligations. The minimum DBRS investment grade rating is "BBB (low)," with the highest rating being "AAA." The minimum Moody's investment grade rating is "Baa3," with the highest rating being "Aaa".

On August 16, 2023, DBRS confirmed Allied's issuer rating and senior unsecured debentures ratings at BBB with a stable trend, following Allied's announcement on the closing of the sale of its UDC Portfolio.

On February 23, 2023, Moody's placed Allied's long-term credit rating on review for downgrade. On June 23, 2023, Moody's downgraded Allied's issuer rating and senior unsecured debt ratings to Baa3 from Baa2. On August 16, 2023, Moody's confirmed Allied's issuer rating and senior unsecured debt ratings at Baa3 and changed the outlook from stable to negative following Allied's announcement on the closing of the sale of its UDC Portfolio.

The above-mentioned ratings assigned to Allied and the Unsecured Debentures are not recommendations to buy, sell or hold any securities of Allied. Allied has paid customary rating fees to DBRS and Moody's in connection with the above-mentioned ratings. There can be no assurance that any rating will remain in effect for any given period of time or that a rating will not be lowered, withdrawn or revised by the rating agency if in its judgment circumstances so warrant.

FINANCIAL COVENANTS

The Unsecured Facility, Unsecured Term Loans and Unsecured Debentures contain numerous financial covenants. Failure to comply with the covenants could result in a default, which, if not waived or cured, could result in adverse financial consequences. Effective June 2023, the agreements governing the Unsecured Facility, Unsecured Term Loans and Unsecured Debentures were amended to exclude the value of the Exchangeable LP Units recognized as a liability and the distribution on the Exchangeable LP Units recognized as an interest expense from the calculation of certain covenants. The related covenants are as follows:

UNSECURED FACILITY AND UNSECURED TERM LOANS

The following outlines the covenants as defined in the agreements governing the Unsecured Facility and Unsecured Term Loans. The covenants are calculated on a proportionate basis, as required in these agreements. Refer to Non-GAAP Measures on page 17.

COVENANT (1)	THRESHOLD	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Indebtedness ratio	Below 60%	**34.2%**	35.6%
Secured indebtedness ratio	Below 45%	**5.3%**	4.5%
Debt service coverage ratio (2)	Consolidated adjusted EBITDA to be more than 1.5 times debt service payments	**2.5x**	3.0x
Equity maintenance	At least $1,250,000 plus 75% of future equity issuances ($2,819,658)	**$6,753,024**	$6,581,166
Unencumbered property assets value ratio	Unencumbered property assets to be more than 1.4 times total unsecured debt	**2.6x**	2.6x
Distribution payout ratio	Maintain distributions below 100% of FFO	**73.4%**	71.2%

(1) *Includes results from continuing operations, discontinued operations and assets and liabilities classified as held for sale.*

(2) *The debt service coverage ratio as at September 30, 2023, includes financing prepayment costs of $(564) for an accelerated amortization of deferred premium for the twelve months ended September 30, 2023 (December 31, 2022 - $(564)). Excluding these financing prepayment costs, the debt service coverage ratio as at September 30, 2023, would be 2.5x (December 31, 2022 - 2.9x).*

SENIOR UNSECURED DEBENTURES

The following outlines the requirements of covenants specified in the trust indenture with respect to the Unsecured Debentures. The covenants are calculated on a proportionate basis, which is in line with the trust indenture. Refer to Non-GAAP Measures on page 17.

COVENANT	THRESHOLD	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Pro forma interest coverage ratio	Maintain a 12-month rolling consolidated *pro forma* EBITDA of at least 1.65 times *pro forma* interest expense	**2.9x**	2.8x
Pro forma asset coverage test	Maintain net consolidated indebtedness below 65% of net aggregate assets on a *pro forma* basis	**34.3%**	35.5%
Equity maintenance [1]	Maintain Unitholders' equity above $300,000	**$6,753,024**	$6,581,166
Pro forma unencumbered net aggregate adjusted asset ratio	Maintain *pro forma* unencumbered net aggregate adjusted assets above 1.4 times consolidated unsecured indebtedness	**3.0x**	2.8x

(1) Includes results from continuing operations, discontinued operations and assets and liabilities classified as held for sale.

As at September 30, 2023, Allied was in compliance with the terms and covenants of the agreements governing the Unsecured Facility, the Unsecured Term Loans and the Unsecured Debentures.

A number of other financial ratios are also monitored by Allied, such as net debt as a multiple of annualized adjusted EBITDA and interest coverage ratio - including interest capitalized. These ratios are presented in Section I—Overview.

EQUITY

UNITS (AUTHORIZED - UNLIMITED)

Each Unit represents a single vote at any meeting of holders of Units and Special Voting Units (as defined below) and entitles the holders of Units and Special Voting Units to receive a *pro rata* share of all distributions, in accordance with the conditions provided for in the Declaration of Trust.

The following represents the number of Units issued and outstanding, and the related carrying value of equity, for the nine months ended September 30, 2023, and year ended December 31, 2022.

	NUMBER ISSUED AND OUTSTANDING	AMOUNT
Balance - January 1, 2022	127,737,851	$3,902,655
Restricted Unit Plan (net of forfeitures)	—	(2,661)
Unit Option Plan - options exercised	6,332	200
Unit issuance (net of costs)	211,800	9,184
Balance - December 31, 2022	127,955,983	$3,909,378
Restricted Unit Plan (net of forfeitures)	—	(2,250)
Balance - September 30, 2023	**127,955,983**	**$3,907,128**

In January 2022, Allied issued 211,800 Units under the ATM Program in settlement of trades executed at the end of December 2021 at a weighted average price of $44.02 per Unit for gross proceeds of $9,324, and incurred commissions of $140, for net proceeds of $9,184.

Allied does not hold any of its own Units, nor does Allied reserve any Units for issue under options and contracts.

As at October 25, 2023, 127,955,983 Units and 1,712,971 options to purchase Units were issued and outstanding.

The weighted average number of Units and Exchangeable LP Units for the purpose of calculating basic and diluted income per unit is as follows:

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022
Units	**127,955,983**	127,952,936	**127,955,983**	127,949,347
Exchangeable LP Units (1)	**11,809,145**	11,809,145	**11,809,145**	7,959,277
Total units - basic	**139,765,128**	139,762,081	**139,765,128**	135,908,624
Unit Option Plan	**—**	3,292	**—**	81,738
Total units - fully diluted	**139,765,128**	139,765,373	**139,765,128**	135,990,362

(1) Issued on March 31, 2022.

NORMAL COURSE ISSUER BID

On February 22, 2023, Allied received approval from the Toronto Stock Exchange ("TSX") for the renewal of its normal course issuer bid ("NCIB"), which entitles Allied to purchase up to 12,582,628 of its outstanding Units, representing approximately 10% of its public float as at February 10, 2023. The NCIB commenced February 24, 2023, and will expire on February 23, 2024, or such earlier date as Allied completes its purchases pursuant to the NCIB. All purchases under the NCIB will be made on the open market through the facilities of the TSX or alternate trading systems in Canada at market prices prevailing at the time of purchase. Any Units that are repurchased will either be cancelled or delivered to participants under Allied's Restricted Unit Plan or to employees pursuant to Allied's employee programs.

During the nine months ended September 30, 2023, Allied purchased 76,959 Units for $2,250 at a weighted average price of $29.25 per Unit under its NCIB program, of which 76,450 Units were purchased for delivery to participants under Allied's Restricted Unit Plan and 509 Units were purchased for certain employee rewards outside of Allied's Restricted Unit Plan.

COMPENSATION PLANS

Allied adopted a unit option plan (the "Unit Option Plan") providing for the issuance, from time to time, at the discretion of the trustees, of options to purchase Units for cash. Participation in the Unit Option Plan is restricted to certain employees of Allied. The Unit Option Plan complies with the requirements of the TSX. The exercise price of any option granted will not be less than the closing market price of the Units on the day preceding the date of grant. The term of the options do not exceed ten years. Options granted prior to February 22, 2017 vest evenly over three years; options granted subsequently vest evenly over four years from the date of grant. All options are settled in Units. Effective December 2021, no further options will be granted under the Unit Option Plan.

At September 30, 2023, Allied had granted options to purchase up to 1,717,043 Units outstanding, of which 1,435,990 had vested. At December 31, 2022, Allied had granted options to purchase 1,717,043 Units outstanding, of which 1,151,274 had vested.

For the three and nine months ended September 30, 2023, Allied recorded a unit-based compensation expense of $79 and $308, respectively (September 30, 2022 - $198 and $676, respectively) in general and administrative expense in the unaudited condensed consolidated statements of (loss) income and comprehensive (loss) income related to the Unit Option Plan.

In March 2010, Allied adopted a restricted unit plan (the "Restricted Unit Plan"), whereby restricted Units ("Restricted Units") are granted to certain key employees and trustees, at the discretion of the Board of Trustees. The Restricted Units are purchased in the open market. Employees and trustees who are granted Restricted Units have the right to vote and to receive distributions from the date of the grant. Generally, the Restricted Units granted to employees vest as to one-third on each of the three anniversaries following the date of the grant. Restricted Units granted to non-management trustees are fully vested. Whether vested or not, without the specific authority of the Governance and Compensation Committee, the Restricted Units may not be sold, mortgaged or otherwise disposed of for a period of six years following the date of the grant, except that in the case of a non-management trustee, the release date will be automatically accelerated to the date such person ceases to hold office as a trustee of Allied. The Restricted Unit Plan contains provisions providing for the vesting or forfeiture of unvested Restricted Units within specified time periods in the event the employee's employment is terminated, and authorizes the Chief Executive Officer, in his or her discretion, to accelerate the release date and vesting of Restricted Units in certain circumstances where an employee's employment is terminated. At September 30, 2023, Allied had 294,254 Restricted Units outstanding (December 31, 2022 - 322,411).

For the three and nine months ended September 30, 2023, Allied recorded a unit-based compensation expense of $313 and $2,107, respectively (September 30, 2022 - $410 and $2,415, respectively) in general and administrative expense in the unaudited condensed consolidated statements of (loss) income and comprehensive (loss) income related to the Restricted Unit Plan.

In December 2021, Allied adopted a cash settled performance and restricted trust unit plan (the "PTU/RTU Plan") whereby performance trust units and/or restricted trust units (together, "Plan Units") are granted to certain employees at the discretion of the Board. Plan Units are subject to such vesting, settlement, performance criteria and adjustment factors as are established by the Board at the time of the grant and accumulate distribution equivalents in the form of additional Plan Units. The PTU/RTU Plan contains provisions providing for the vesting or forfeiture of unvested Plan Units within specified time periods in the event the employee's employment is terminated, and authorizes the Chief Executive Officer, in their discretion, to amend the vesting and settlement of Plan Units in certain circumstances where an employee's employment is terminated. The following is a summary of the activity of Allied's PTU/RTU Plan:

	NINE MONTHS ENDED	YEAR ENDED
	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Plan Units, beginning of period	**179,193**	—
Granted	**170,461**	172,500
Settled	**(743)**	—
Forfeited	**—**	(1,035)
Distributions equivalents	**19,496**	7,728
Plan Units, end of period	**368,407**	179,193

For the three and nine months ended September 30, 2023, Allied recorded a unit-based compensation expense (income) of $91 and $701, respectively (September 30, 2022 - $(189) and $566, respectively), including the mark-to-market adjustment, in general and administrative expense in the unaudited condensed consolidated statements of (loss) income and comprehensive (loss) income. During the nine months ended September 30, 2023, 743 Plan Units vested and were settled in cash resulting in a decrease of $18 to the unit-based compensation liabilities.

EXCHANGEABLE LP UNITS

EXCHANGEABLE LP UNITS (AUTHORIZED - UNLIMITED)

The Exchangeable LP Units issued by Allied Properties Exchangeable Limited Partnership (the "Partnership") are economically equivalent to Units, receive distributions equal to the distributions paid on the Units and are exchangeable, on a one-for-one basis, at the holder's option, for Units. All Exchangeable LP Units are held, directly or indirectly, by Choice Properties.

The 11,809,145 Exchangeable LP Units issued on March 31, 2022, in connection with the acquisition of six properties from Choice Properties contain lock-up and standstill restrictions. On each of June 30, 2023, and September 30, 2023, the lock-up expired on 2,952,286 Exchangeable LP Units. The following Exchangeable LP Units are subject to lock-up and the expiration is based on the following schedule:

LOCK-UP EXPIRATION DATE	NUMBER OF EXCHANGEABLE LP UNITS ELIGIBLE FOR RELEASE
December 31, 2023	2,952,286
March 31, 2024	2,952,287
	5,904,573

Each Exchangeable LP Unit is accompanied by one special voting unit of Allied ("Special Voting Unit") which provides the holder thereof with the right to one vote at all meetings of holders of Units and Special Voting Units. The Declaration of Trust was amended on March 4, 2022, to provide for the creation and issuance of the Special Voting Units.

The following represents the number of Exchangeable LP Units issued and outstanding, and the related carrying value, for the nine months ended September 30, 2023, and year ended December 31, 2022.

	NUMBER ISSUED AND OUTSTANDING	AMOUNT
Balance at January 1, 2022	—	$—
Unit issuance (net of costs)	11,809,145	550,660
Distributions	—	(15,496)
Retained Earnings	—	6,508
Balance at December 31, 2022	11,809,145	$541,672
Distributions	—	(8,857)
Retained Earnings	—	4,997
Reclassification of Exchangeable LP Units	—	(270,807)
Fair value gain on Exchangeable LP Units	—	(55,267)
Balance at September 30, 2023	**11,809,145**	**$211,738**

Prior to Allied's conversion to an open-end trust, the Exchangeable LP Units were presented within non-controlling interests in the unaudited condensed consolidated balance sheets. In addition, net income and other comprehensive income was attributable to unitholders and to non-controlling interests, with the latter equivalent to the amount allocated to the Partnership for income tax purposes. On Allied's conversion to an open-end trust on June 12, 2023, the Exchangeable LP Units were reclassified to financial liabilities in the unaudited condensed consolidated balance sheets as they can be exchanged for Units which are now puttable instruments. Allied recognized in equity the difference between the carrying value of the equity instrument and the fair value of the financial liabilities at the date of reclassification. Subsequent to the conversion, at the end of each period, the Exchangeable LP Units are measured at fair value through profit or loss. The fair value of the Exchangeable LP Units is determined by using the quoted trading price of Units, as the Exchangeable LP Units are exchangeable into Units at the option of the holder.

DISTRIBUTIONS

Allied is focused on increasing distributions to its Unitholders on a regular and prudent basis. During the first 12 months of operations, Allied made regular monthly distributions of $1.10 per unit on an annualized basis. The distribution increases since then are set out in the table below:

	MARCH 2004	MARCH 2005	MARCH 2006	MARCH 2007	MARCH 2008	DECEMBER 2012	DECEMBER 2013	DECEMBER 2014
Annualized increase per Unit	$0.04	$0.04	$0.04	$0.04	$0.06	$0.04	$0.05	$0.05
% increase	3.6%	3.5%	3.4%	3.3%	4.8%	3.0%	3.7%	3.5%
Annualized distribution per Unit	$1.14	$1.18	$1.22	$1.26	$1.32	$1.36	$1.41	$1.46

	DECEMBER 2015	DECEMBER 2016	DECEMBER 2017	DECEMBER 2018	JANUARY 2020	JANUARY 2021	JANUARY 2022	JANUARY 2023
Annualized increase per Unit	$0.04	$0.03	$0.03	$0.04	$0.05	$0.05	$0.05	$0.05
% increase	2.7%	2.0%	2.0%	2.6%	3.1%	3.0%	2.9%	2.9%
Annualized distribution per Unit	$1.50	$1.53	$1.56	$1.60	$1.65	$1.70	$1.75	$1.80

On each date that a distribution is declared by Allied on the Units, a distribution in an equal amount per unit is declared by the Partnership on the Exchangeable LP Units. A holder of Exchangeable LP Units may elect to defer receipt of all or a portion of distributions declared by the Partnership until the first business day following the end of the fiscal year. If the holder elects to defer, the Partnership will loan the holder an amount equal to the deferred distribution without interest, and the loan will be due and payable on the first business day following the end of the fiscal year during which the loan was advanced. Since there is a legally enforceable right and an intention by Allied and Choice Properties to settle the note receivable from Choice Properties and the distributions payable to Choice Properties on a net basis on the first business day following the end of the fiscal year, these financial instruments are offset on the balance sheet. On January 3, 2023, $13,774 of the note receivable due from Choice Properties for the cash advances made during the nine months ended December 31, 2022, was settled on a net basis against the distribution payable to Choice Properties.

SOURCES OF DISTRIBUTIONS

For the three and nine months ended September 30, 2023, Allied declared $62,895 and $188,683 in distributions, respectively (September 30, 2022 - $61,131 and $178,229, respectively), which includes distributions to holders of the Exchangeable LP Units of $5,314 and $15,942, respectively (September 30, 2022 - $5,165 and $10,331, respectively).

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022
Distributions declared	**$62,895**	$61,131	**$188,683**	$178,229
Net (loss) income and comprehensive (loss) income	**$(33,958)**	$46,743	**$78,624**	$333,971
Cash flows provided by operating activities	**$57,850**	$95,755	**$187,459**	$226,684
AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation (1)	**$76,174**	$73,508	**$225,614**	$221,026
AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation payout ratio (1)	**82.6%**	83.2%	**83.6%**	80.6%
(Deficit) excess of net (loss) income over distributions declared	**$(96,853)**	$(14,388)	**$(110,059)**	$155,742
(Deficit) excess of cash flows provided by operating activities over distributions declared	**$(5,045)**	$34,624	**$(1,224)**	$48,455
Excess of cash provided by AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation over distributions declared	**$13,279**	$12,377	**$36,931**	$42,797

(1) This is a non-GAAP measure, refer to page 17.

In determining the amount of distributions to be made, Allied's Board of Trustees considers many factors, including provisions in its Declaration of Trust, macroeconomic and industry specific environments, the overall financial condition of Allied, future capital requirements, debt covenants, and taxable income. In accordance with Allied's distribution policy, Management and the Board of Trustees regularly review Allied's rate of distributions to ensure an appropriate level of cash and non-cash distributions. While cash flows from operating activities are generally sufficient to cover distribution requirements, timing of expenses and seasonal fluctuations in non-cash working capital may result in a shortfall. These seasonal or short-term fluctuations will be funded, if necessary, by the Unsecured Facility. As such, the cash distributions are not an economic return of capital, but a distribution of sustainable cash flow from operations. Based on current facts and assumptions, Management does not anticipate cash distributions will be reduced or suspended in the foreseeable future.

The rate of distribution as at September 30, 2023, amounts to $1.80 per Unit per annum (December 31, 2022 - $1.75 per Unit per annum).

COMMITMENTS

At September 30, 2023, Allied had future commitments as set out below, excluding the amount held within equity accounted investments:

	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Capital expenditures and committed acquisitions	**$175,554**	$247,819

As at September 30, 2023, commitments of $587 (December 31, 2022 - $510) were held within equity accounted investments.

The above does not include Allied's lease liability commitments, which are disclosed in note 13 of the unaudited condensed consolidated financial statements for the three and nine months ended September 30, 2023.

Section VII
–Accounting Estimates and Assumptions

MATERIAL ACCOUNTING POLICY INFORMATION

Accounting policies and any respective changes are discussed in Allied's unaudited condensed consolidated financial statements for the three and nine months ended September 30, 2023, and the notes contained therein.

Section VIII
–Disclosure Controls and Internal Controls

Management maintains appropriate information systems, procedures and controls to provide reasonable assurance that information that is publicly disclosed is complete, reliable and timely. The Chief Executive Officer (the "CEO") and Chief Financial Officer (the "CFO") of Allied, along with the assistance of senior Management under their supervision, have designed disclosure controls and procedures to provide reasonable assurance that material information relating to Allied is made known to the CEO and CFO, and have designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

No changes were made in the design of internal controls over financial reporting during the period ended September 30, 2023, that have materially affected, or are reasonably likely to materially affect, Allied's internal controls over financial reporting.

It should be noted that a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance of control issues, including whether instances of fraud, if any, have been detected. These inherent limitations include, among other items: (i) that Management's assumptions and judgments could ultimately prove to be incorrect under varying conditions and circumstances; (ii) the impact of any undetected errors; and (iii) that controls may be circumvented by the unauthorized acts of individuals, by collusion of two or more people, or by Management override.

Section IX
–Risks and Uncertainties

There are certain risk factors inherent in the investment and ownership of real estate. Real estate investments are capital intensive, and success from real estate investments depends upon maintaining occupancy levels and rental income flows to generate acceptable returns. These success factors are dependent on general economic conditions and local real estate markets, demand for leased premises and competition from other available properties.

Allied's portfolio is focused on a particular asset class in seven metropolitan real estate markets in Canada. This focus enables Management to capitalize on certain economies of scale and competitive advantages that would not otherwise be available.

For a detailed discussion of risk factors, refer to the 2022 Annual Report and Allied's AIF, which can be found on Allied's website at www.alliedreit.com or SEDAR+ at www.sedarplus.ca, together with the updates to the risk factors discussed below.

OPERATING RISKS AND RISK MANAGEMENT

LEASE ROLL-OVER RISK

Allied is subject to lease roll-over risk. Lease roll-over risk arises from the possibility that Allied may experience difficulty renewing or replacing users occupying space covered by leases that mature. Allied strives to stagger its lease maturity schedule so that it is not faced with a disproportionately large level of lease maturities in a given year. For Allied's current lease maturity schedule, refer to page 55.

In evaluating lease roll-over risk, it is informative to determine Allied's sensitivity to a decline in occupancy. For every full-year decline of 100 basis points in occupancy at its average rental rate per square foot, Allied's annual AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation would decline by approximately $5,580 (approximately $0.040 per unit). The decline in AFFO excluding condominium related items and the mark-to-market adjustment on unit-based compensation per unit would be more pronounced if the decline in occupancy involved space leased above the average rental rate per square foot and less pronounced if the decline in occupancy involved space leased below the average rental rate per square foot.

FINANCIAL RISKS AND RISK MANAGEMENT

FINANCING AND INTEREST RATE RISK

Allied is subject to risk associated with debt financing. Allied's financing may include indebtedness with interest rates based on variable lending rates that will result in fluctuations in Allied's cost of borrowing. The availability of debt to re-finance existing and maturing loans and the cost of servicing such debt will influence Allied's success. In order to minimize risk associated with debt financing, Allied strives to re-finance maturing loans with long-term fixed-rate debt and to stagger the maturities over time. For Allied's current debt-maturity schedule, refer to page 80.

Interest rates on debt for mortgages payable, promissory note payable, unsecured debentures and unsecured term loans are between 1.73% and 4.87% with a weighted average contractual interest rate of 3.10%. The weighted average term of our debt (excluding construction loans and the Unsecured Facility) is 4.1 years. Refer to note 12(b) and (d) of the unaudited condensed consolidated financial statements for further details.

Allied is additionally subject to risk associated with equity financing. The ability to access the equity capital markets at appropriate points in time and at an acceptable cost will influence Allied's success. In order to minimize the risk associated with equity financing, Allied engages in extensive investor relations activity with retail and institutional investors globally and strives to fix the cost of equity in conjunction with a clear use of proceeds.

MORTGAGE PAYMENTS

Approximately 77.9% of the principal amount of the Mortgages have terms of five years or less. Variations in interest rates and principal repayments required under the Mortgages and Allied's Unsecured Facility, on renewal or otherwise, could result in significant changes in the amount required to be applied to debt service and, as a result, reduce the amount of cash available for distribution to Unitholders. Certain covenants in the Mortgages and credit facilities may also limit payments by Allied to its Unitholders. If Allied becomes unable to pay its debt service charges or otherwise commits an event of default, the rights of its lenders will rank senior to any rights of Unitholders.

CREDIT RISK

Allied is subject to credit risk arising from the possibility that users may not be able to fulfill their lease obligations. Allied strives to mitigate this risk by maintaining a diversified user-mix and limiting exposure to any single user. Allied's exposure to top-10 users is 18.7% of rental revenue and the credit quality of our top-10 users continues to improve.

As Allied has provided loans and advances to facilitate property development, further credit risks arise in the event that borrowers default on the repayment of the amounts owed to Allied. Allied's loans and advances will typically be subordinate to prior ranking mortgage or charges. As at September 30, 2023, Allied had $482,872 in loans receivable, the majority of which is loaned to affiliates of a single private company. In the event of a large commercial real estate market correction, the fair market value of an underlying property may be unable to support the loan value. Allied mitigates this risk by obtaining corporate guarantees and/or registered mortgage charges and assignment of leases, performing credit checks on potential borrowers, monitoring the financial and operating performance of borrowers, monitoring the status of development projects and ensuring interest payments are made on time.

Section X

–Property Table

SEPTEMBER 30, 2023 PROPERTIES	Office GLA	Retail GLA	Total GLA	% Total GLA	Total Vacant & Unleased	Total Leased	Leased %
28 Atlantic	10,065	—	10,065		—	10,065	100.0%
32 Atlantic	50,434	—	50,434		—	50,434	100.0%
47 Jefferson	6,884	—	6,884		—	6,884	100.0%
64 Jefferson	78,820	—	78,820		—	78,820	100.0%
College & Manning - 547-549 College	—	2,708	2,708		—	2,708	100.0%
College & Manning - 559-563 College [1]	24,627	2,634	27,261		3,202	24,059	88.3%
College & Palmerston - 491 College [1]	8,863	3,717	12,580		—	12,580	100.0%
The Castle - 135 Liberty	55,357	—	55,357		33,696	21,661	39.1%
The Castle - 41 Fraser	14,857	—	14,857		—	14,857	100.0%
The Castle - 47 Fraser	7,468	3,480	10,948		—	10,948	100.0%
The Castle - 49 Fraser	17,472	—	17,472		10,363	7,109	40.7%
The Castle - 53 Fraser	78,797	—	78,797		48,740	30,057	38.1%
The Castle - 8 Pardee	—	2,681	2,681		—	2,681	100.0%
The Well - 8 Spadina [1][6]	403,907	364	404,271		—	404,271	100.0%
The Well - 452 Front W [1][6]	64,245	—	64,245		—	64,245	100.0%
The Well - 460 Front W [1][6]	31,003	—	31,003		—	31,003	100.0%
The Well - 486 Front W [1][6]	—	10,909	10,909		—	10,909	100.0%
King West	**852,799**	**26,493**	**879,292**	**6.0%**	**96,001**	**783,291**	**89.1%**
12 Brant	—	11,936	11,936		—	11,936	100.0%
141 Bathurst	10,101	—	10,101		—	10,101	100.0%
183 Bathurst	24,136	5,643	29,779		17,202	12,577	42.2%
241 Spadina	24,827	6,046	30,873		—	30,873	100.0%
379 Adelaide W	38,560	3,045	41,605		26,432	15,173	36.5%
383 Adelaide W	4,515	—	4,515		—	4,515	100.0%
387 Adelaide W	6,500	—	6,500		—	6,500	100.0%
420 Wellington W	31,339	3,163	34,502		—	34,502	100.0%
425 Adelaide W	70,846	3,809	74,655		1,247	73,408	98.3%
425-439 King W	66,486	23,497	89,983		6,599	83,384	92.7%
432 Wellington W	—	8,997	8,997		—	8,997	100.0%
441-443 King W	6,377	2,904	9,281		3,156	6,125	66.0%
445-455 King W	31,523	16,304	47,827		4,729	43,098	90.1%
460 King W	10,144	4,285	14,429		1,499	12,930	89.6%
461 King W	38,717	35,833	74,550		17,071	57,479	77.1%
468 King W	63,121	—	63,121		63,121	—	—%

SEPTEMBER 30, 2023 PROPERTIES	Office GLA	Retail GLA	Total GLA	% Total GLA	Total Vacant & Unleased	Total Leased	Leased %
469 King W	61,618	12,273	73,891		—	73,891	100.0%
478 King W	—	8,701	8,701		—	8,701	100.0%
485 King W	12,339	—	12,339		—	12,339	100.0%
500 King W	44,130	21,598	65,728		15,326	50,402	76.7%
522 King W	28,850	21,863	50,713		28,850	21,863	43.1%
540 King W	—	5,935	5,935		—	5,935	100.0%
544 King W	16,340	—	16,340		—	16,340	100.0%
552-560 King W	6,784	17,395	24,179		—	24,179	100.0%
555 Richmond W	296,109	1,850	297,959		37,408	260,551	87.4%
579 Richmond W	26,818	—	26,818		4,300	22,518	84.0%
64 Spadina	—	5,297	5,297		—	5,297	100.0%
80-82 Spadina	60,048	16,009	76,057		—	76,057	100.0%
96 Spadina	77,223	8,240	85,463		7,842	77,621	90.8%
King Portland Centre - 602-606 King W (1)	19,208	6,364	25,572		—	25,572	100.0%
King Portland Centre - 620 King W (1)	127,658	9,170	136,828		—	136,828	100.0%
King Portland Centre - 642 King W (1)	7,370	5,365	12,735		363	12,372	97.1%
King West Central	**1,211,687**	**265,522**	**1,477,209**	**10.0%**	**235,145**	**1,242,064**	**84.1%**
116 Simcoe	15,461	—	15,461		—	15,461	100.0%
117 & 119 John	—	7,562	7,562		—	7,562	100.0%
121 John	2,591	855	3,446		—	3,446	100.0%
125 John	2,171	798	2,969		—	2,969	100.0%
179 John	70,898	—	70,898		—	70,898	100.0%
180 John	45,631	—	45,631		—	45,631	100.0%
200 Adelaide W	26,614	—	26,614		—	26,614	100.0%
208-210 Adelaide W	11,477	—	11,477		6,027	5,450	47.5%
217 Richmond W	31,200	21,670	52,870		2,898	49,972	94.5%
257 Adelaide W	42,763	—	42,763		16,600	26,163	61.2%
312 Adelaide W	62,420	5,584	68,004		22,833	45,171	66.4%
331-333 Adelaide W	19,048	3,725	22,773		—	22,773	100.0%
358-360 Adelaide W	50,786	—	50,786		12,228	38,558	75.9%
388 King W	20,275	19,040	39,315		18,227	21,088	53.6%
82 Peter	40,069	6,846	46,915		16,024	30,891	65.8%
99 Spadina	51,058	—	51,058		23,068	27,990	54.8%

SEPTEMBER 30, 2023 PROPERTIES	Office GLA	Retail GLA	Total GLA	% Total GLA	Total Vacant & Unleased	Total Leased	Leased %
QRC West - 134 Peter, Phase I	298,782	8,213	306,995		12,027	294,968	96.1%
QRC West - 364 Richmond W, Phase I	38,279	—	38,279		6,864	31,415	82.1%
Union Centre	41,787	—	41,787		4,952	36,835	88.1%
Entertainment District	**871,310**	**74,293**	**945,603**	**6.4%**	**141,748**	**803,855**	**85.0%**
110 Yonge [2]	77,910	2,376	80,286		9,087	71,199	88.7%
175 Bloor E [3]	295,739	9,177	304,916		62,221	242,695	79.6%
193 Yonge	34,349	16,898	51,247		—	51,247	100.0%
525 University	199,115	9,392	208,507		2,429	206,078	98.8%
Downtown	**607,113**	**37,843**	**644,956**	**4.4%**	**73,737**	**571,219**	**88.6%**
106 Front E	24,113	10,554	34,667		3,397	31,270	90.2%
184 Front E	84,116	4,829	88,945		26,734	62,211	69.9%
35-39 Front E	34,818	13,822	48,640		—	48,640	100.0%
36-40 Wellington E	15,494	9,993	25,487		8,073	17,414	68.3%
41-45 Front E	20,353	14,239	34,592		—	34,592	100.0%
45-55 Colborne	30,622	13,288	43,910		5,039	38,871	88.5%
47 Front E	9,069	4,337	13,406		2,867	10,539	78.6%
49 Front E	9,482	10,435	19,917		—	19,917	100.0%
50 Wellington E	22,112	12,454	34,566		—	34,566	100.0%
54 Esplanade	—	9,038	9,038		—	9,038	100.0%
56 Esplanade	59,270	22,137	81,407		30,569	50,838	62.4%
60 Adelaide E	106,193	4,608	110,801		8,383	102,418	92.4%
65 Front E	14,339	5,922	20,261		4,122	16,139	79.7%
70 Esplanade	19,590	6,109	25,699		—	25,699	100.0%
St. Lawrence Market	**449,571**	**141,765**	**591,336**	**4.0%**	**89,184**	**502,152**	**84.9%**
135-137 George	2,399	—	2,399		—	2,399	100.0%
133 George	1,617	—	1,617		—	1,617	100.0%
139-141 George	2,190	—	2,190		2,190	—	—%
204-214 King E	115,087	13,837	128,924		1,505	127,419	98.8%
230 Richmond E	73,542	—	73,542		—	73,542	100.0%
252-264 Adelaide E	44,537	2,582	47,119		10,844	36,275	77.0%
489 Queen E	31,737	—	31,737		—	31,737	100.0%
70 Richmond E	34,469	—	34,469		17,011	17,458	50.6%

SEPTEMBER 30, 2023 PROPERTIES	Office GLA	Retail GLA	Total GLA	% Total GLA	Total Vacant & Unleased	Total Leased	Leased %
Dominion Square - 468 Queen N	30,383	3,523	33,906		—	33,906	100.0%
Dominion Square - 468 Queen S	34,313	9,091	43,404		4,752	38,652	89.1%
Dominion Square - 478-496 Queen	6,552	33,526	40,078		3,040	37,038	92.4%
QRC East - 111 Queen E	190,953	20,733	211,686		6,165	205,521	97.1%
Queen Richmond	**567,779**	**83,292**	**651,071**	**4.4%**	**45,507**	**605,564**	**93.0%**
Toronto	**4,560,259**	**629,208**	**5,189,467**	**35.2%**	**681,322**	**4,508,145**	**86.9%**
195 Joseph	26,462	—	26,462		—	26,462	100.0%
20 Breithaupt (4)	147,029	—	147,029		—	147,029	100.0%
25 Breithaupt (4)	46,845	—	46,845		—	46,845	100.0%
51 Breithaupt (4)	66,355	—	66,355		8,789	57,566	86.8%
72 Victoria	90,010	—	90,010		4,386	85,624	95.1%
The Tannery - 151 Charles W	306,821	25,810	332,631		155,037	177,594	53.4%
Kitchener	**683,522**	**25,810**	**709,332**	**4.8%**	**168,212**	**541,120**	**76.3%**
Toronto & Kitchener	**5,243,781**	**655,018**	**5,898,799**	**40.0%**	**849,534**	**5,049,265**	**85.6%**
The Chambers - 40 Elgin	195,994	5,466	201,460		—	201,460	100.0%
The Chambers - 46 Elgin	28,054	1,756	29,810		2,430	27,380	91.8%
Ottawa	**224,048**	**7,222**	**231,270**	**1.6%**	**2,430**	**228,840**	**98.9%**
1001 Boulevard Robert-Bourassa (6)	681,039	9,742	690,781		—	690,781	100.0%
1010 Sherbrooke W	326,754	1,600	328,354		32,444	295,910	90.1%
3510 Saint-Laurent	85,646	15,022	100,668		8,787	91,881	91.3%
3530-3540 Saint-Laurent	52,321	4,008	56,329		772	55,557	98.6%
425 Viger	307,201	9,146	316,347		13,555	302,792	95.7%
4396-4410 Saint-Laurent	41,374	14,147	55,521		838	54,683	98.5%
4446 Saint-Laurent	72,852	7,251	80,103		16,366	63,737	79.6%
451-481 Saint-Catherine W	21,044	9,983	31,027		8,823	22,204	71.6%
480 Saint-Laurent	53,407	6,298	59,705		1,635	58,070	97.3%
5445 de Gaspé	483,685	896	484,581		53,713	430,868	88.9%
5455 de Gaspé	466,769	22,562	489,331		6,025	483,306	98.8%
5505 Saint-Laurent	243,788	2,221	246,009		2,221	243,788	99.1%

SEPTEMBER 30, 2023 PROPERTIES	Office GLA	Retail GLA	Total GLA	% Total GLA	Total Vacant & Unleased	Total Leased	Leased %
6300 Parc	184,510	3,933	188,443		14,417	174,026	92.3%
645 Wellington	129,017	7,422	136,439		4,810	131,629	96.5%
700 Saint Antoine	107,320	16,893	124,213		5,281	118,932	95.7%
700 Saint-Hubert (6)	100,208	—	100,208		—	100,208	100.0%
740 Saint-Maurice	68,703	—	68,703		—	68,703	100.0%
747 Square-Victoria	532,549	37,752	570,301		48,121	522,180	91.6%
85 Saint-Paul W	79,707	—	79,707		9,491	70,216	88.1%
Cité Multimédia - 111 Boulevard Robert-Bourassa	359,039	12,571	371,610		146,476	225,134	60.6%
Cité Multimédia - 50 Queen	27,072	—	27,072		1,255	25,817	95.4%
Cité Multimédia - 700 Wellington	135,232	—	135,232		20,912	114,320	84.5%
Cité Multimédia - 75 Queen	253,311	2,513	255,824		48,321	207,503	81.1%
Cité Multimédia - 80 Queen	69,247	—	69,247		—	69,247	100.0%
Cité Multimédia - 87 Prince	99,089	1,040	100,129		3,254	96,875	96.8%
El Pro Lofts - 644 Courcelle	144,929	8,935	153,864		60,043	93,821	61.0%
Le Nordelec - 1301-1303 Montmorency	7,550	—	7,550		—	7,550	100.0%
Le Nordelec - 1655 Richardson	32,893	—	32,893		—	32,893	100.0%
Le Nordelec - 1751 Richardson	785,334	41,482	826,816		77,697	749,119	90.6%
RCA Building - 1001 Lenoir (6)	134,073	2,051	136,124		—	136,124	100.0%
Montréal	**6,085,663**	**237,468**	**6,323,131**	**42.8%**	**585,257**	**5,737,874**	**90.7%**
Montréal & Ottawa	**6,309,711**	**244,690**	**6,554,401**	**44.4%**	**587,687**	**5,966,714**	**91.0%**
613 11th SW	—	4,288	4,288		—	4,288	100.0%
617 11th SW	3,230	6,306	9,536		3,088	6,448	67.6%
Alberta Block - 805 1st SW	9,094	22,038	31,132		1,856	29,276	94.0%
Alberta Hotel - 808 1st SW	28,036	20,424	48,460		10,563	37,897	78.2%
Atrium on Eleventh - 625 11th SE	34,519	1,373	35,892		9,205	26,687	74.4%
Biscuit Block - 438 11th SE	51,298	—	51,298		—	51,298	100.0%

SEPTEMBER 30, 2023 PROPERTIES	Office GLA	Retail GLA	Total GLA	% Total GLA	Total Vacant & Unleased	Total Leased	Leased %
Burns Building - 237 8th SE	67,160	7,423	74,583		24,009	50,574	67.8%
Cooper Block - 809 10th SW	35,256	—	35,256		10,565	24,691	70.0%
Customs House - 134 11th SE	77,097	—	77,097		—	77,097	100.0%
Demcor Condo - 221 10th SE	14,253	—	14,253		7,021	7,232	50.7%
Demcor Tower - 239 10th SE	25,280	—	25,280		2,938	22,342	88.4%
Five Roses Building - 731-739 10th SW	—	20,808	20,808		—	20,808	100.0%
Glenbow - 802 11th SW	—	7,319	7,319		—	7,319	100.0%
Glenbow - 822 11th SW	14,037	3,501	17,538		4,743	12,795	73.0%
Glenbow Annex - 816 11th SW	—	9,021	9,021		—	9,021	100.0%
Glenbow Cornerblock - 838 11th SW	10,998	11,212	22,210		11,212	10,998	49.5%
Glenbow Ellison - 812 11th SW	13,344	—	13,344		—	13,344	100.0%
Leeson Lineham Building - 209 8th SW	27,821	5,420	33,241		—	33,241	100.0%
LocalMotive - 1240 20th SE	57,536	—	57,536		—	57,536	100.0%
Odd Fellows - 100 6th SW	33,474	—	33,474		33,474	—	—%
Pilkington Building - 402 11th SE	40,018	—	40,018		—	40,018	100.0%
Roberts Block - 603-605 11th SW	23,641	27,499	51,140		16,075	35,065	68.6%
Sherwin Block - 738 11th SW	18,319	8,176	26,495		10,372	16,123	60.9%
Telephone Building - 119 6th SW	63,064	—	63,064		25,183	37,881	60.1%
TELUS Sky - 685 Centre SW (5)	150,784	4,353	155,137		38,951	116,186	74.9%
Theatre Grand - 608 1st Street SW	—	34,100	34,100		—	34,100	100.0%
The Lougheed Building - 604 1st Street SW	83,783	—	83,783		78,401	5,382	6.4%
Vintage Towers - 322-326 11th SW	188,696	23,717	212,413		5,062	207,351	97.6%
Woodstone Building - 1207-1215 13th SE	32,428	—	32,428		—	32,428	100.0%
Young Block - 129 8th SW	4,841	2,164	7,005		2,414	4,591	65.5%
Calgary	**1,108,007**	**219,142**	**1,327,149**	**9.0%**	**295,132**	**1,032,017**	**77.8%**

SEPTEMBER 30, 2023 PROPERTIES	Office GLA	Retail GLA	Total GLA	% Total GLA	Total Vacant & Unleased	Total Leased	Leased %
1040 Hamilton	36,278	9,162	45,440		1,215	44,225	97.3%
1050 Homer	38,302	4,797	43,099		—	43,099	100.0%
1185 West Georgia	161,119	4,869	165,988		12,653	153,335	92.4%
1220 Homer	21,708	—	21,708		—	21,708	100.0%
1286 Homer	25,613	—	25,613		—	25,613	100.0%
1508 West Broadway	82,961	64,271	147,232		2,514	144,718	98.3%
151-155 West Hastings	38,512	—	38,512		—	38,512	100.0%
2233 Columbia	21,591	6,852	28,443		—	28,443	100.0%
375 Water	150,276	27,015	177,291		49,513	127,778	72.1%
840 Cambie	89,377	—	89,377		—	89,377	100.0%
948-950 Homer	23,245	21,758	45,003		—	45,003	100.0%
Dominion Building - 207 West Hastings	59,825	12,646	72,471		3,709	68,762	94.9%
Sun Tower - 128 West Pender	76,436	1,693	78,129		22,587	55,542	71.1%
Vancouver	**825,243**	**153,063**	**978,306**	**6.6%**	**92,191**	**886,115**	**90.6%**
Total Rental Portfolio	**13,486,742**	**1,271,913**	**14,758,655**	**100.0%**	**1,824,544**	**12,934,111**	**87.6%**

Note that the table above does not include ancillary residential properties, which total 13, and are included in the property count. The table above also excludes properties under development and investment properties held for sale.

(1) RioCan/Allied Joint Arrangement
(2) Sutter Hill/Allied Joint Arrangement
(3) OPTrust/Allied Joint Arrangement
(4) Perimeter/Allied Joint Arrangement
(5) Westbank/Allied/TELUS Joint Venture
(6) A portion of the property is under development. Only the portion of GLA that is in the rental portfolio is included in the property table.

RENTAL RESIDENTIAL UNITS

PROPERTY	OCCUPANCY AT SEPTEMBER 30, 2023	OCCUPANCY AT DECEMBER 31, 2022
TELUS Sky	**85.0%**	81.4%
College & Manning	**95.1%**	96.8%

PROPERTIES UNDER DEVELOPMENT	ESTIMATED GLA ON COMPLETION (SF)
The Well, Toronto [1][2][3]	763,000
400 Atlantic, Montréal	87,473
Boardwalk-Revillon Building, Edmonton [4]	297,851
185 Spadina, Toronto	55,213
342 Water, Vancouver	21,640
Adelaide & Duncan, Toronto [1][5]	230,000
1001 Boulevard Robert-Bourassa, Montréal [3]	298,328
RCA Building, Montréal [3]	209,080
422-424 Wellington W, Toronto	10,000
QRC West Phase II, Toronto [6]	93,134
KING Toronto, Toronto [1][7]	100,000
108 East 5th Avenue, Vancouver [1]	102,000
700 Saint Hubert, Montréal [3]	144,114
3575 Saint-Laurent, Montréal	184,779
365 Railway, Vancouver	60,000
Kipling Square, Calgary	48,502
810 Saint Antoine, Montréal	380,000
Total Development Portfolio	**3,085,114**

(1) These properties are co-owned, reflected in the table above at Allied's ownership interest.
(2) Each of Allied and RioCan own an undivided 50% interest in The Well. The GLA components (in square feet) at Allied's 50% share will be as follows: approximately 584,000 of office, 160,000 of retail, 19,000 of storage and the residential air rights. The residential air rights and associated underground parking and transfer floor slab developments ("The Well Air Rights") were sold by the co-ownership in phases since Q4 2020, and the last phase closed in January 2022.
(3) A portion of the property is under development. The GLA represents the portion under development, except for The Well and 700 Saint Hubert, which are ground-up developments and the GLA includes the portion under development and in the rental portfolio.
(4) The GLA components (in square feet) are as follows: 233,559 of office and 64,292 of retail.
(5) The GLA components (in square feet) at our 50% share are as follows: 144,000 of residential, 77,000 of office and 9,000 of retail.
(6) The GLA components (in square feet) are as follows: 77,434 of office and 15,700 of retail.
(7) Allied entered into a joint arrangement with Westbank to develop KING Toronto. As part of the arrangement, Allied sold a 50% undivided interest to Westbank. KING Toronto is comprised of the following properties: 489 King W, 495 King W, 499 King W, 511-529 King W, 533 King W and 539 King W. The GLA components (in square feet) at our 50% share will be as follows: 60,000 of retail and 40,000 of office.

ANCILLARY PARKING FACILITIES	NUMBER OF SPACES
305 Joseph, Kitchener [(1)]	354
15 Brant, Toronto	208
78 Spadina, Toronto	39
7-9 Morrison, Toronto	25
105 George, Toronto	15
301 Markham, Toronto	47
388 Richmond, Toronto	121
464 King, Toronto	12
478 King, Toronto	131
560 King, Toronto	171
650 King, Toronto	71
Total Parking	**1,194**

(1) Perimeter/Allied Joint Arrangement. Reflected in the table above at Allied's 50% ownership interest.

Unaudited Condensed Consolidated Financial Statements For the Three and Nine Months Ended September 30, 2023 and 2022

ALLIED PROPERTIES REAL ESTATE INVESTMENT TRUST
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS
AS AT SEPTEMBER 30, 2023 AND DECEMBER 31, 2022

(in thousands of Canadian dollars)	NOTES	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Assets			
Non-current assets			
Investment properties	5	**$9,717,184**	$9,669,005
Residential inventory	7	**197,815**	187,272
Investment in joint venture	8	**24,340**	7,089
Loans and notes receivable	9	**199,631**	174,019
Other assets	10	**75,029**	56,221
		$10,213,999	$10,093,606
Current assets			
Cash and cash equivalents	21	**490,642**	20,990
Loan receivable from joint venture	8	**93,291**	113,287
Loans and notes receivable	9	**283,303**	258,093
Accounts receivable, prepaid expenses and deposits	11	**172,952**	65,544
Investment properties held for sale	5, 6	**20,000**	1,354,830
		$1,060,188	$1,812,744
Total assets		**$11,274,187**	$11,906,350
Liabilities			
Non-current liabilities			
Debt	12	**$3,585,898**	$3,864,256
Lease liabilities	13	**51,502**	50,851
Other liabilities	14	**48,301**	43,438
		$3,685,701	$3,958,545
Current liabilities			
Exchangeable LP Units	17	**211,738**	—
Debt	12	**248,675**	346,929
Accounts payable and other liabilities	14	**375,049**	370,823
Lease liability held for sale	6, 13	**—**	107,215
		$835,462	$824,967
Total liabilities		**$4,521,163**	$4,783,512
Equity			
Unitholders' equity	16	**$6,753,024**	$6,581,166
Non-controlling interests	16	**—**	541,672
Total equity		**$6,753,024**	$7,122,838
Total liabilities and equity		**$11,274,187**	$11,906,350

Commitments and Contingencies (note 27)
The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

Michael R. Emory
Trustee

Stephen L. Sender
Trustee

ALLIED PROPERTIES REAL ESTATE INVESTMENT TRUST
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF (LOSS) INCOME AND COMPREHENSIVE (LOSS) INCOME
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

		THREE MONTHS ENDED		NINE MONTHS ENDED	
(in thousands of Canadian dollars)	NOTES	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022
Rental revenue	19, 23	**$138,455**	$131,823	**$413,082**	$383,544
Property operating costs	23	**(58,558)**	(56,401)	**(177,920)**	(165,622)
Operating income		**$79,897**	$75,422	**$235,162**	$217,922
Interest expense	6, 12 (g)	**(27,447)**	(19,589)	**(76,808)**	(52,079)
General and administrative expenses	20, 26 (c)	**(5,964)**	(4,325)	**(16,848)**	(16,799)
Condominium marketing expenses		**(137)**	(101)	**(449)**	(413)
Amortization of other assets	10	**(388)**	(410)	**(1,118)**	(940)
Interest income		**14,887**	8,071	**34,856**	22,651
Fair value loss on investment properties and investment properties held for sale	5, 6	**(126,253)**	(41,588)	**(278,081)**	(30,762)
Fair value gain on Exchangeable LP Units	17, 26 (c)	**44,757**	—	**55,267**	—
Fair value gain on derivative instruments	26 (e)	**11,186**	5,668	**18,519**	35,610
Impairment of residential inventory	7	**(15,376)**	(15,729)	**(15,376)**	(15,729)
Net loss from joint venture	8	**(908)**	(7,318)	**(1,491)**	(4,970)
Net (loss) income and comprehensive (loss) income from continuing operations		**$(25,746)**	$101	**$(46,367)**	$154,491
Net (loss) income and comprehensive (loss) income from discontinued operations	6	**$(8,212)**	$46,642	**$124,991**	$179,480
Net (loss) income and comprehensive (loss) income		**$(33,958)**	$46,743	**$78,624**	$333,971
Net (loss) income and comprehensive (loss) income attributable to:					
Unitholders' equity		**$(33,958)**	$44,573	**$73,627**	$329,632
Non-controlling interests		**—**	2,170	**4,997**	4,339
		$(33,958)	$46,743	**$78,624**	$333,971

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

ALLIED PROPERTIES REAL ESTATE INVESTMENT TRUST
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

		ATTRIBUTABLE TO UNITHOLDERS				ATTRIBUTABLE TO NON-CONTROLLING INTERESTS			
(in thousands of Canadian dollars)	NOTES	UNITS	RETAINED EARNINGS	CONTRIBUTED SURPLUS	UNITHOLDERS' EQUITY	EXCHANGEABLE LP UNITS	RETAINED EARNINGS	EXCHANGEABLE LP UNITS' EQUITY	TOTAL EQUITY
Balance at January 1, 2022	16	$3,902,655	$2,491,956	$31,161	$6,425,772	$—	$—	$—	$6,425,772
Net income and comprehensive income		—	329,632	—	329,632	—	4,339	4,339	333,971
Unit issuance (net of costs)	16	9,184	—	—	9,184	550,660	—	550,660	559,844
Distributions		—	(167,898)	—	(167,898)	—	(10,331)	(10,331)	(178,229)
Unit Option Plan – options exercised	16, 18 (a)	200	—	—	200	—	—	—	200
Contributed surplus – Unit Option Plan	18 (a)	—	—	676	676	—	—	—	676
Restricted Unit Plan (net of forfeitures)	16, 18 (b)	(2,661)	—	2,415	(246)	—	—	—	(246)
Balance at September 30, 2022		$3,909,378	$2,653,690	$34,252	$6,597,320	$550,660	$(5,992)	$544,668	$7,141,988

		ATTRIBUTABLE TO UNITHOLDERS				ATTRIBUTABLE TO NON-CONTROLLING INTERESTS			
	NOTES	UNITS	RETAINED EARNINGS	CONTRIBUTED SURPLUS	UNITHOLDERS' EQUITY	EXCHANGEABLE LP UNITS	RETAINED EARNINGS (DEFICIT)	EXCHANGEABLE LP UNITS' EQUITY	TOTAL EQUITY
Balance at January 1, 2023	**16**	**$3,909,378**	**$2,636,944**	**$34,844**	**$6,581,166**	**$550,660**	**$(8,988)**	**$541,672**	**$7,122,838**
Net income and comprehensive income		**—**	**73,627**	**—**	**73,627**	**—**	**4,997**	**4,997**	**78,624**
Distributions		**—**	**(172,741)**	**—**	**(172,741)**	**—**	**(8,857)**	**(8,857)**	**(181,598)**
Contributed surplus – Unit Option Plan	**18 (a)**	**—**	**—**	**308**	**308**	**—**	**—**	**—**	**308**
Restricted Unit Plan (net of forfeitures)	**16, 18 (b)**	**(2,250)**	**—**	**2,107**	**(143)**	**—**	**—**	**—**	**(143)**
Reclassification of Exchangeable LP Units	**2 (d)**	**—**	**270,807**	**—**	**270,807**	**(550,660)**	**12,848**	**(537,812)**	**(267,005)**
Balance at September 30, 2023		**$3,907,128**	**$2,808,637**	**$37,259**	**$6,753,024**	**$—**	**$—**	**$—**	**$6,753,024**

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

ALLIED PROPERTIES REAL ESTATE INVESTMENT TRUST
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

		THREE MONTHS ENDED		NINE MONTHS ENDED	
(in thousands of Canadian dollars)	NOTES	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022
Operating activities					
Net (loss) income for the period		**$(33,958)**	$46,743	**$78,624**	$333,971
Fair value loss (gain) on investment properties and investment properties held for sale	5	**127,089**	9,463	**169,232**	(105,737)
Fair value gain on Exchangeable LP Units	17, 26 (c)	**(44,757)**	—	**(55,267)**	—
Fair value gain on derivative instruments	26 (e)	**(11,186)**	(5,668)	**(18,519)**	(35,610)
Impairment of residential inventory	7	**15,376**	15,729	**15,376**	15,729
Interest expense (excluding the impact of capitalization)	12 (g)	**28,328**	21,324	**81,241**	56,834
Interest paid (excluding the impact of capitalization)	5, 7, 13, 17, 21	**(32,486)**	(27,571)	**(80,148)**	(63,232)
Interest income		**(14,887)**	(8,071)	**(34,856)**	(22,651)
Interest received		**11,663**	5,592	**26,607**	15,831
Net loss from joint venture	8	**908**	7,318	**1,491**	4,970
Amortization of other assets	10	**388**	410	**1,118**	940
Amortization of improvement allowances	5	**7,732**	8,137	**23,927**	24,187
Amortization of straight-line rent	5	**(2,489)**	(2,758)	**(6,261)**	(4,018)
Amortization of discount on debt	12 (g)	**997**	840	**2,980**	1,522
Amortization of lease liabilities	5, 13	**234**	372	**817**	656
Amortization of net financing costs	12 (g)	**742**	641	**2,122**	1,854
Unit-based compensation expense	18, 26 (c)	**483**	419	**3,098**	3,657
Additions to residential inventory	7	**(6,673)**	(4,018)	**(25,919)**	(21,839)
Change in other non-cash operating items	9, 11, 14, 21	**10,346**	26,853	**1,796**	19,620
Cash provided by operating activities		**$57,850**	$95,755	**$187,459**	$226,684
Financing activities					
Proceeds from new mortgage payable	12 (a)	**15,034**	—	**15,034**	—
Repayment of mortgages payable	12 (a)	**(767)**	(821)	**(14,549)**	(2,476)
Principal payments of lease liabilities	13	**(9)**	(8)	**(26)**	(24)
Distributions paid on Units		**(57,580)**	(55,967)	**(172,203)**	(167,343)
Proceeds of Unit issuance (net of issuance costs)	16	**—**	—	**—**	9,184
Proceeds from exercise of Unit options	16, 18 (a)	**—**	120	**—**	200
Restricted Unit Plan (net of forfeitures)	16, 18 (b)	**—**	2	**(2,250)**	(2,661)

(in thousands of Canadian dollars)	NOTES	THREE MONTHS ENDED **SEPTEMBER 30, 2023**	THREE MONTHS ENDED SEPTEMBER 30, 2022	NINE MONTHS ENDED **SEPTEMBER 30, 2023**	NINE MONTHS ENDED SEPTEMBER 30, 2022
Proceeds from Unsecured Revolving Operating Facility	**12 (d)**	**55,000**	50,000	**310,000**	345,000
Repayments of Unsecured Revolving Operating Facility	**12 (d)**	**(730,000)**	—	**(750,000)**	(470,000)
Proceeds from construction loan	**12 (b)**	**19,563**	19,398	**59,188**	52,088
Proceeds from unsecured term loan (net of financing costs)	**12 (f)**	**—**	—	**—**	399,300
Financing costs		**(515)**	(2)	**(1,387)**	(10)
Cash (used in) provided by financing activities		**$(699,274)**	$12,722	**$(556,193)**	$163,258
Investing activities					
Acquisition of investment properties	**4**	**—**	(4,541)	**—**	(78,093)
Deposits on acquisitions		**—**	—	**—**	(928)
Additions to investment properties (including capitalized interest)	**5, 12 (g)**	**(94,364)**	(110,652)	**(293,132)**	(302,853)
Net proceeds on disposition of investment properties held for sale	**4**	**1,257,374**	25,492	**1,257,374**	74,437
Net proceeds on disposition of properties under development	**4**	**—**	—	**—**	15,254
Net distributions from equity accounted investments	**8**	**422**	621	**1,254**	211
Loans receivable issued to third-parties	**9 (a), 21**	**(16,659)**	(9,784)	**(45,712)**	(44,874)
Proceeds from loans receivable	**9 (a)**	**—**	—	**—**	343
Proceeds from notes receivable	**9 (b)**	**6**	5	**18**	16
Advances on note receivable from holder of Exchangeable LP Units	**12 (g), 17**	**(5,314)**	(5,165)	**(15,893)**	(8,609)
Additions to equipment and other assets	**10**	**(239)**	(280)	**(1,155)**	(856)
Leasing commissions	**5**	**(3,641)**	(5,306)	**(11,102)**	(16,589)
Improvement allowances	**5**	**(23,278)**	(10,007)	**(53,266)**	(37,351)
Cash provided by (used in) investing activities		**$1,114,307**	$(119,617)	**$838,386**	$(399,892)
Increase (decrease) in cash and cash equivalents		**472,883**	(11,140)	**469,652**	(9,950)
Cash and cash equivalents, beginning of period		**17,759**	23,738	**20,990**	22,548
Cash and cash equivalents, end of period		**$490,642**	$12,598	**$490,642**	$12,598

Note 21 contains supplemental cash flow information.
The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

1. NATURE OF OPERATIONS

Allied Properties Real Estate Investment Trust ("Allied") is a Canadian unincorporated open-end real estate investment trust created pursuant to the Declaration of Trust dated October 25, 2002, as most recently amended June 12, 2023. Allied is governed by the laws of the Province of Ontario and began operations on February 19, 2003. The units of Allied ("Units") are traded on the Toronto Stock Exchange ("TSX") and are traded under the symbol "AP.UN".

The subsidiaries of Allied include Allied Properties Management Trust, Allied Properties Management Limited Partnership, Allied Properties Management GP Limited, Allied Properties Exchangeable Limited Partnership (the "Partnership"), and Allied Properties Exchangeable GP Inc. (the "General Partner"). On March 31, 2022, Allied acquired a portfolio of six properties from Choice Properties Real Estate Investment Trust ("Choice Properties"), which was partially settled with the issuance of 11,809,145 class B exchangeable limited partnership units of the Partnership ("Exchangeable LP Units"). Allied owns 100% of the shares of the General Partner and 100% of the class A LP Units of the Partnership (the "Class A Units").

On June 12, 2023, Allied completed its conversion from a "closed-end" trust to an "open-end" trust.

Allied is domiciled in Ontario, Canada. The address of Allied's registered office and its principal place of business is 134 Peter Street, Suite 1700, Toronto, Ontario, M5V 2H2.

2. MATERIAL ACCOUNTING POLICY INFORMATION

The unaudited condensed consolidated financial statements are presented in Canadian dollars.

The unaudited condensed consolidated financial statements for the three and nine months ended September 30, 2023 and 2022 were approved and authorized for issue by the Board of Trustees on October 25, 2023.

(a) Statement of compliance

The unaudited condensed consolidated financial statements of Allied for the three and nine months ended September 30, 2023 and 2022 are prepared in accordance with International Accounting Standards ("IAS") 34, "Interim Financial Reporting" as issued by the International Accounting Standards Board ("IASB").

The material accounting policy information discussed below and disclosed in Allied's December 31, 2022, audited annual consolidated financial statements as significant accounting policies have been applied consistently in the preparation of these unaudited condensed consolidated financial statements, and the changes to the significant accounting policies are described in note 2(b).

(b) Basis of presentation

The unaudited condensed consolidated financial statements have been prepared on a historical cost basis except for the following items that were measured at fair value:

- investment properties as described in note 2 (d) of Allied's December 31, 2022, audited annual consolidated financial statements and note 5;
- investment properties held for sale and lease liability held for sale as described in note 2 (s) of Allied's December 31, 2022, audited annual consolidated financial statements;
- Exchangeable LP Units which are exchangeable for Units at the option of the holder as described in note 17;
- interest rate swaps as described in note 2 (i) of Allied's December 31, 2022, audited annual consolidated financial statements; and
- unit-based compensation liabilities as described in note 18 (c).

The unaudited condensed consolidated financial statements are presented in Canadian dollars, which is Allied's functional currency, and all amounts are rounded to the nearest thousand, unless otherwise indicated.

The preparation of these unaudited condensed consolidated financial statements requires Allied to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses. Actual outcomes could differ from these estimates. These unaudited condensed consolidated financial statements include estimates, which, by their nature, are uncertain. The impact of such estimates is pervasive throughout the unaudited condensed consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods. Significant estimates and assumptions are included in the fair values assigned to investment properties and investment properties held for sale, Exchangeable LP Units, interest rate derivative contracts, unit-based compensation liabilities, and allowances for expected credit losses.

(c) Units

On the conversion of Allied to an open-end trust on June 12, 2023, with certain restrictions, the Units of Allied are redeemable at the option of the holder, and, therefore, are considered puttable instruments in accordance with IAS 32, "Financial Instruments - Presentation" ("IAS 32"). Puttable instruments are required to be accounted for as financial liabilities, except where certain conditions are met in accordance with IAS 32, in which case, the puttable instruments may be presented as equity.

The attributes of the Units meet the exemption conditions set out in IAS 32, and are, therefore, presented as equity in the unaudited condensed consolidated financial statements.

(d) Exchangeable Limited Partnership Units

The Exchangeable LP Units may, at the request of the holder, be exchanged on a one-for-one basis for Units of Allied. The Exchangeable LP Units are entitled to distributions from the Partnership in an amount equal to distributions declared by Allied on the Units. The Exchangeable LP Units provide the holder the indirect economic benefits and exposures to the underlying performance of Allied and accordingly to the variability of the distributions of Allied, whereas Allied's unitholders have direct access to the economic benefits and exposures of Allied through direct ownership interest in Allied. Prior to Allied's conversion to an open-end trust, the Exchangeable LP Units were presented within non-controlling interests in the unaudited condensed consolidated balance sheets. In addition, net income and other comprehensive income was attributable to unitholders and to non-controlling interests, with the latter equivalent to the amount allocated to the Partnership for income tax purposes. On Allied's conversion to an open-end trust on June 12, 2023, the Exchangeable LP Units were reclassified to financial liabilities in the unaudited condensed consolidated balance sheets as they can be exchanged for Units which are now puttable instruments. Allied recognized in equity the difference between the carrying value of the equity instrument and the fair value of the financial liabilities at the date of reclassification. Subsequent to the conversion, at the end of each period, the Exchangeable LP Units are measured at fair value through profit or loss. The fair value of the Exchangeable LP Units is determined by using the quoted trading price of Units, as the Exchangeable LP Units are exchangeable into Units at the option of the holder.

Distributions payable to holders of Exchangeable LP Units are included in 'Accounts payable and other liabilities' when the distributions have been approved and declared prior to the reporting date, but have yet to be paid. Prior to Allied's conversion to an open-end trust, the distributions paid on Exchangeable LP Units were recognized as reductions to equity that is attributable to non-controlling interests. On Allied's conversion to an open-end trust on June 12, 2023, the distributions paid on Exchangeable LP Units are recognized as interest expense on the unaudited condensed consolidated statements of income and comprehensive income.

(e) Investment properties

At the time of the disposition of a property, Allied recognizes any directly attributable expenditures that are non-reimbursable as an expense in the unaudited condensed consolidated statements of (loss) income and comprehensive (loss) income. Directly attributable expenditures include transaction costs such as due diligence costs, appraisal fees, environmental fees, legal fees, and brokerage fees.

(f) Accounting standards effective in the period

In February 2021, the IASB issued narrow-scope amendments to IAS 1, "Presentation of Financial Statements", IFRS Practice Statement 2, "Making Materiality Judgements" and IAS 8, "Accounting Polices, Changes in Accounting Estimates and Errors". Allied has adopted these amendments effective January 1, 2023. The amendments require the disclosure of material accounting policy information rather than disclosing significant accounting policies and clarify how to distinguish changes in accounting policies from changes in accounting estimates. Allied's financial disclosure is currently not materially affected by the application of the amendments.

3. CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of the unaudited condensed consolidated financial statements requires management to make judgments and estimates in applying Allied's accounting policies that affect the reported amounts and disclosures made in the unaudited condensed consolidated financial statements and accompanying notes.

The critical accounting estimates and assumptions disclosed in Allied's December 31, 2022, audited annual consolidated financial statements have been applied consistently in the preparation of these unaudited condensed consolidated financial statements.

4. ACQUISITIONS AND DISPOSITIONS

Acquisitions

During the nine months ended September 30, 2023, Allied did not acquire any properties.

During the year ended December 31, 2022, Allied completed the following property acquisitions:

PROPERTY	ACQUISITION DATE	PROPERTY TYPE	INVESTMENT PROPERTY	INTEREST ACQUIRED
108 East 5th Avenue, Vancouver	February 23, 2022	Development	$39,549	50%
1010 Sherbrooke W, Montréal	March 31, 2022	Office, Retail	116,248	100%
110 Yonge, Toronto	March 31, 2022	Office, Retail	55,757	50%
525 University, Toronto	March 31, 2022	Office, Retail	137,967	100%
175 Bloor E, Toronto	March 31, 2022	Office, Retail	166,547	50%
1508 West Broadway, Vancouver (1)	March 31, 2022	Office, Retail	166,408	100%
1185 West Georgia, Vancouver	March 31, 2022	Office, Retail	131,671	100%
540 King W, Toronto	April 8, 2022	Retail	26,615	100%
121 John, Toronto	July 6, 2022	Office, Retail	4,544	100%
700 Saint-Hubert, Montréal	October 31, 2022	Office	126,198	100%
			$971,504	

(1) Allied acquired a leasehold interest in 1508 West Broadway.

The total purchase price, including acquisition costs, for 108 East 5th Avenue of $39,549 is comprised of net cash consideration of $24,998, a mortgage assumption of $13,625, and a deferred mortgage premium of $926.

Six properties were acquired as a portfolio from Choice Properties for a total cost of $774,598, which includes $31,510 of acquisition costs, which was satisfied by i) a promissory note with a face value of $200,000 net of a deferred discount of $7,572, which matures on December 31, 2023, bearing interest at 1% and 2% per annum in 2022 and 2023, respectively (note 12) and ii) the issuance of 11,809,145 Exchangeable LP Units of $550,660. In addition, Allied assumed other liabilities of $9,571, which were reimbursed by Choice Properties.

The total purchase price, including acquisition costs, for 540 King Street West is comprised of net cash consideration of $26,615.

The total purchase price, including acquisition costs, for 121 John Street is comprised of net cash consideration of $4,541 and assumption of other liabilities of $3.

The total purchase price, including acquisition costs, for 700 Saint-Hubert is comprised of net cash consideration of $112,660 and assumptions of other liabilities of $13,538.

Dispositions

On August 16, 2023, Allied closed on the disposition of the Urban Data Centre ("UDC") portfolio to KDDI Canada Inc., a wholly owned subsidiary of KDDI Corporation ("KDDI") for total gross cash proceeds of $1,350,000, which represented the fair value of these investment properties at the time of disposition net of the lease liability at 250 Front Street W. Therefore, there was no gain or loss recorded on closing. The UDC portfolio includes 151 Front Street W, 905 King Street W and 250 Front Street W and the lease liability at 250 Front Street W. Allied incurred net working capital adjustments of $79,380 and selling costs of $13,246, resulting in the total net cash consideration of $1,257,374.

On September 1, 2023, Allied entered into an agreement to sell one investment property held for sale, 8 Place du Commerce in Montréal, at a selling price of $20,000. The sale is expected to close in the fourth quarter of 2023.

On January 24, 2022, Allied and its partners closed on the fifth and final phase of The Well air rights and associated underground parking and transfer floor slab developments for net cash consideration of $14,841 (at Allied's share), which represented the fair value at the time of disposition, so accordingly there was no gain or loss recorded. In addition, during the year ended December 31, 2022, Allied received cash of $413 (at Allied's share) for the release of a holdback related to the disposition of the first phase of The Well air rights.

On June 30, 2022, Allied closed on the disposition of two investment properties held for sale, which were 662 King Street West and 668 King Street West, both in Toronto, for net proceeds of $38,954 and $9,991, respectively (note 5). The total net cash consideration of $48,945 represented the fair value at the time of disposition, so there was no gain or loss recorded on closing. The disposition costs incurred were fully recoverable from the purchaser.

On August 16, 2022, Allied closed on the disposition of one investment property held for sale, 100 Lombard Street in Toronto, at a selling price of $26,000 (note 5), which represented the fair value at the time of disposition, so there was no gain or loss recorded on closing. In addition, Allied incurred net working capital adjustments of $487 and selling costs of $21, resulting in the total net cash consideration of $25,492.

5. INVESTMENT PROPERTIES AND INVESTMENT PROPERTIES HELD FOR SALE

Changes to the carrying amounts of investment properties and investment properties held for sale are summarized as follows:

	NINE MONTHS ENDED SEPTEMBER 30, 2023			YEAR ENDED DECEMBER 31, 2022		
	RENTAL PROPERTIES	**PROPERTIES UNDER DEVELOPMENT ("PUD")**	**TOTAL**	RENTAL PROPERTIES	PROPERTIES UNDER DEVELOPMENT ("PUD")	TOTAL
Balance, beginning of period	**$9,494,395**	**$1,529,440**	**$11,023,835**	$8,374,535	$1,238,830	$9,613,365
Additions:						
Acquisitions	**—**	**—**	**—**	805,757	165,747	971,504
Improvement allowances	**42,277**	**10,989**	**53,266**	60,494	1,728	62,222
Leasing commissions	**10,771**	**331**	**11,102**	14,714	5,889	20,603
Capital expenditures	**128,352**	**164,780**	**293,132**	134,630	263,544	398,174
Dispositions	**(1,457,000)**	**—**	**(1,457,000)**	(74,945)	(15,254)	(90,199)
Transfers from PUD	**479,140**	**(479,140)**	**—**	376,730	(376,730)	—
Transfers to PUD	**(88,150)**	**88,150**	**—**	(293,542)	293,542	—
Transfers (to) from other assets	**(253)**	**—**	**(253)**	3,900	—	3,900
Lease liabilities	**—**	**—**	**—**	561	—	561
Amortization of straight-line rent and improvement allowances	**(21,115)**	**3,449**	**(17,666)**	(26,866)	1,389	(25,477)
Fair value (loss) gain on investment properties and investment properties held for sale (1)	**(86,693)**	**(82,539)**	**(169,232)**	118,427	(49,245)	69,182
Balance, end of period	**$8,501,724**	**$1,235,460**	**$9,737,184**	$9,494,395	$1,529,440	$11,023,835
Investment properties	**$8,481,724**	**$1,235,460**	**$9,717,184**	$8,139,565	$1,529,440	$9,669,005
Investment properties held for sale	**20,000**	**—**	**20,000**	1,354,830	—	1,354,830
	$8,501,724	**$1,235,460**	**$9,737,184**	$9,494,395	$1,529,440	$11,023,835

(1) *Includes a fair value gain on investment properties held for sale for discontinued operations for the nine months ended September 30, 2023, of $108,849 (for the year ended December 31, 2022 - $142,932) which is presented separately in the net (loss) income from discontinued operations (note 6).*

As at September 30, 2023, Allied had one property located in Montréal classified as an investment property held for sale totaling $20,000. As at December 31, 2022, Allied had five properties classified as investment properties held for sale totaling $1,354,830, four located in Toronto and one located in Montréal. The decrease of $1,334,830 in the nine months ended September 30, 2023, is primarily due to the sale of the UDC portfolio on August 16, 2023 (note 4).

For the three and nine months ended September 30, 2023, Allied capitalized $15,471 and $47,347 (September 30, 2022 - $12,894 and $33,779) of borrowing costs to qualifying investment properties.

Included in the investment properties amounts noted above are right-of-use assets with a fair value of $158,810 (December 31, 2022 - $162,400) representing the fair value of Allied's interest in four investment properties with corresponding lease liabilities. The leases' maturities range from 21.0 years to 78.7 years (December 31, 2022 - 21.8 years to 79.5 years). In addition, Allied has a prepaid land leasehold interest on a property with a fair value of $191,060 (December 31, 2022 - $178,020) and a maturity of 72.8 years (December 31, 2022 - 73.6 years).

Valuation methodology

The appraised fair value of investment properties and investment properties held for sale is most commonly determined using the following methodologies:

(i) Discounted cash flow method - Under this approach, discount rates are applied to the projected annual operating cash flows, generally over a ten-year period, including a terminal value of the properties based on a capitalization rate applied to the estimated net operating income ("NOI"), a non-GAAP measure, in the terminal year. This method is primarily used to value the rental portfolio, and, in some cases, investment properties held for sale.

(ii) Comparable sales method - This approach compares a subject property's characteristics with those of comparable properties which have recently sold. The process uses one of several techniques to adjust the price of the comparable transactions according to the presence, absence, or degree of characteristics which influence value. These characteristics include the cost of construction incurred at a property under development. This method is primarily used to value the development portfolio and ancillary parking facilities and, in some cases, investment properties held for sale.

(iii) Direct capitalization method - Under this approach, capitalization rates are applied to the estimated stabilized NOI of the properties. Estimated stabilized NOI is based on projected rental revenue and property operating costs, and external evidence such as current market rents for similar properties, and is further adjusted for estimated vacancy loss and capital reserves. Currently, this method is used only to value residential use.

Allied determines the fair value of its portfolio every quarter with support from a third party appraiser. Recent market transactions underpin the fair values. There were no material changes to the valuation techniques during the period.

Significant inputs

There are significant unobservable inputs used, such as capitalization rates, in determining the fair value of each investment property and investment property held for sale. Accordingly, all investment properties and investment properties held for sale are measured in accordance with the fair value measurement hierarchy levels and the inputs comprise Level 3 unobservable inputs, reflecting Management's best estimate of what market participants would use in pricing the asset at the measurement date. Fair values are most sensitive to changes in capitalization rates and stabilized or forecasted NOI. Generally, an increase in NOI will result in an increase in the fair value and an increase in capitalization rates will result in a decrease in the fair value. Below are the rates used in the modeling process for valuations of investment properties and investment properties held for sale:

	WEIGHTED AVERAGE	
	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Discount rate	**5.75%**	5.93%
Terminal capitalization rate	**4.96%**	4.99%
Overall capitalization rate	**4.63%**	4.64%
Discount horizon (years)	**10**	10

The weighted average discount rate on September 30, 2023, is lower than the weighted average discount rate on December 31, 2022, primarily due to the sale of Urban Data Centre portfolio and the completion of projects in the development portfolio.

The analysis below shows the maximum impact on fair values of possible changes in capitalization rates, assuming no changes in NOI:

CHANGE IN CAPITALIZATION RATE OF	-0.50%	-0.25%	+0.25%	+0.50%
Increase (decrease) in fair value				
Investment Properties	**$1,176,415**	**$554,634**	**$(497,807)**	**$(947,094)**

6. DISCONTINUED OPERATIONS

Allied completed the sale of the properties in the Urban Data Centre segment on August 16, 2023 (note 4). The Urban Data Centre segment was classified as discontinued operations in the fourth quarter of 2022 and the disposal group comprised of three investment properties and a related lease liability. The three investment properties were 151 Front Street W, 905 King Street W and 250 Front Street W and the lease liability was at 250 Front Street W.

The following table summarizes the results from discontinued operations:

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022
Rental revenue	**$11,405**	$25,343	**$54,539**	$72,859
Property operating costs	**(4,654)**	(9,091)	**(20,718)**	(25,123)
Operating income	**$6,751**	$16,252	**$33,821**	$47,736
Interest expense	**(881)**	(1,735)	**(4,433)**	(4,755)
Fair value (loss) gain on investment properties held for sale	**(836)**	32,125	**108,849**	136,499
Transaction costs	**(13,246)**	—	**(13,246)**	—
Net (loss) income from discontinued operations	**$(8,212)**	$46,642	**$124,991**	$179,480

The following table summarizes the cash flows of the discontinued operations:

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022
Cash provided by (used in):				
Operating activities	**$(6,221)**	$13,117	**$15,598**	$39,747
Financing activities	**—**	—	**—**	—
Investing activities	**1,310,954**	(10,516)	**1,307,854**	(21,258)
	$1,304,733	$2,601	**$1,323,452**	$18,489

7. RESIDENTIAL INVENTORY

Residential inventory is as follows:

	SEPTEMBER 30, 2023	DECEMBER 31, 2022
KING Toronto	**$197,815**	$187,272

The changes in the aggregate carrying value of Allied's residential inventory is as follows:

	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Balance, beginning of period	**$187,272**	$170,980
Development expenditures	**25,919**	32,021
Impairment	**(15,376)**	(15,729)
Balance, end of period	**$197,815**	$187,272

Residential inventory consists of assets that are developed by Allied for sale in the ordinary course of business. Allied may transfer an investment property to residential inventory based on a change in use, as evidenced by the commencement of development activities with the intention to sell. Alternatively, a transfer from residential inventory to investment property would be evidenced by the commencement of leasing activity.

On November 30, 2018, Allied entered into a joint arrangement with Westbank to develop KING Toronto. KING Toronto is a mixed-use property comprised of office, retail and residential uses. As part of the arrangement Allied sold a 50% undivided interest to Westbank. The residential component will be developed and sold as condominium units, totaling 440 units.

Residential inventory carrying value is calculated as the estimated gross proceeds less estimated costs to complete. The impairment during the nine months ended September 30, 2023 and year ended December 31, 2022, reflect higher estimated costs to complete.

During the nine months ended September 30, 2023, Allied recorded an impairment of $15,376 (September 30, 2022 - $15,729) on KING Toronto. Residential inventory carrying value is calculated as the estimated gross proceeds less estimated costs to complete. The impairment reflects higher estimated costs to complete in each period.

For the three and nine months ended September 30, 2023, Allied capitalized $2,456 and $6,962, respectively (September 30, 2022 - $1,706 and $4,355, respectively) of borrowing costs to qualifying residential inventory.

8. INVESTMENT IN JOINT VENTURE AND LOAN RECEIVABLE

Investment in joint venture and the associated loan receivable is comprised of the following:

	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Investment in joint venture	**$24,340**	$7,089
Loan receivable from joint venture	**93,291**	113,287
	$117,631	$120,376
Current	**$93,291**	$113,287
Non-current	**24,340**	7,089
	$117,631	$120,376

On July 2, 2013, Allied entered into a partnership agreement whereby Allied holds a one-third voting and economic interest in 7th Avenue Sky Partnership ("TELUS Sky"). TELUS Sky was created with the specific purpose of acquiring the entire beneficial interest in the properties located at 100-114 7th Avenue SW, Calgary and participating in its construction, development and management.

On October 31, 2019, Allied advanced a construction loan to TELUS Sky, with the loan having a maximum limit of $114,000. The loan bears interest at bank prime plus 45 basis points or bankers' acceptance rate plus 145 basis points. On July 14, 2023, TELUS Sky amended the construction loan agreement to extend the maturity date from July 15, 2023 to July 12, 2024, and repaid $19,996 of the construction loan. As a result, the construction loan's maximum limit was reduced to $94,000 and the loan receivable outstanding after the repayment is $93,291. As at September 30, 2023, the loan receivable outstanding is $93,291 (December 31, 2022 - $113,287). Allied is providing a joint and several guarantee up to the amount of $94,000 to support the TELUS Sky facility.

Allied accounts for its interests in joint ventures using the equity method. The financial information below represents TELUS Sky at 100% and at Allied's one-third interest.

	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Current assets (including cash and cash equivalents)	**$8,049**	$5,658
Non-current assets	**354,594**	366,006
Current liabilities	**(289,623)**	(350,397)
Net assets of TELUS Sky at 100%	**$73,020**	$21,267
Net assets of TELUS Sky at Allied's share	**$24,340**	$7,089

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022
Revenue	**$6,627**	$5,484	**$19,365**	$14,748
Expenses	**(3,687)**	(3,282)	**(9,978)**	(9,294)
Interest income	**21**	12	**54**	18
Fair value loss	**(5,685)**	(24,168)	**(13,914)**	(20,382)
Net loss and comprehensive loss of TELUS Sky at 100%	**$(2,724)**	$(21,954)	**$(4,473)**	$(14,910)
Net loss and comprehensive loss of TELUS Sky at Allied's share	**$(908)**	$(7,318)	**$(1,491)**	$(4,970)

	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Investment in joint venture, beginning of period	**$7,089**	$11,503
Net loss	**(1,491)**	(3,161)
Contributions (1)	**23,572**	3,192
Distributions	**(4,830)**	(4,445)
Investment in joint venture, end of period	**$24,340**	$7,089

(1) *For the nine months ended September 30, 2023, Allied made a non-cash contribution to TELUS Sky for $19,996 (December 31, 2022 - $nil), resulting in a reduction to its loan receivable from joint venture by the same amount.*

9. LOANS AND NOTES RECEIVABLE

Loans and notes receivable are as follows:

	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Loans receivable (a)	**$482,872**	$432,032
Notes and other receivables (b)	**62**	80
	$482,934	$432,112
Current	**$283,303**	$258,093
Non-current	**199,631**	174,019
	$482,934	$432,112

(a) In February 2015, Allied entered into a joint arrangement with Westbank and completed the acquisition of an undivided 50% interest in Adelaide & Duncan. As part of the arrangement, Allied advanced $21,173 to Westbank for its purchase of a 50% undivided interest in the property. The facility is secured by a charge on the property (subordinated to the construction lender) and assignment of rents and leases. Interest accrues and is payable monthly at a rate of 7.75% per annum. The loan is repayable when the joint arrangement obtains external permanent financing. As at September 30, 2023, the loan receivable outstanding is $21,173 (December 31, 2022 - $21,173).

On August 1, 2017, Allied entered into an arrangement with Westbank to provide a credit facility of up to $100,000, plus interest, for the land acquisition and the pre-development costs of 400 West Georgia in Vancouver. The facility is secured by Westbank's covenant and a charge on the property (subordinated to the construction lender). On February 11, 2019, the facility was increased to $160,000, plus interest and on August 18, 2022, the facility was further increased to $175,000, plus interest. On May 18, 2022, Westbank exercised its option to extend the maturity date from August 31, 2022, to August 31, 2023. On January 12, 2023, the maturity date of the facility was further extended from August 31, 2023, to February 29, 2024. Interest accrues to the credit facility monthly at a rate of 6.75% per annum up to August 31, 2022. Thereafter, interest accrues to the credit facility monthly at the greater of 6.75% per annum and the prime rate plus 3.00% per annum. As at September 30, 2023, the loan receivable outstanding is $181,113 (December 31, 2022 - $161,032) including interest.

On November 30, 2018, Allied entered into a joint arrangement with Westbank to develop KING Toronto. As part of the arrangement, Allied advanced $67,030 to Westbank for its purchase of a 50% undivided interest in the property. The facility is secured by a charge on the property (subordinated to the construction lender). Interest accrues to the credit facility at a rate of 7.00% per annum. The loan is repayable at the earlier of November 30, 2023, or the closing of the condominium units. As at September 30, 2023, the loan receivable outstanding is $102,164 (December 31, 2022 - $97,037).

On March 18, 2019, Allied made an amendment to the joint arrangement with Perimeter to develop Breithaupt Phase III and a loan receivable arrangement to provide 50% of the pre-development costs. The facility is secured by a charge on the property (subordinated to the construction lender). Interest accrues at a rate of 7.00% per annum and is payable on loan repayment. The loan is repayable in installments upon completion of development and rent commencement. As at September 30, 2023, the loan receivable outstanding is $9,913 (December 31, 2022 - $9,913).

On July 31, 2019, Allied entered into an arrangement with Westbank to provide a credit facility of up to $185,000, plus interest, for the land acquisition and the pre-development costs of 150 West Georgia in Vancouver. The facility is secured by a first mortgage on the property for a fixed term. On placement of construction financing, the mortgage will be secured by a charge on the property (subordinated to the construction lender). Interest accrues to the credit facility monthly at a rate of 7.00% per annum. The credit facility matures on December 9, 2025. As at September 30, 2023, the loan receivable outstanding is $168,509 (December 31, 2022 - $142,877).

Allied has assessed the expected credit losses on an individual loan basis. Allied assesses the risk of expected credit losses, including considering the status of corporate guarantees and/or registered mortgage charges and assignment of leases, outcome of credit checks on borrowers, results of monitoring the financial and operating performance of borrowers, results of the status of development projects and status of scheduled principal and interest payments. The expected credit losses estimated by Management considering the factors described above is $nil as at September 30, 2023 (December 31, 2022 - $nil).

(b) As at September 30, 2023, and December 31, 2022, the balance of notes and other receivables is made up of individually insignificant notes receivable.

10. OTHER ASSETS

Other assets consist of the following:

	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Equipment and other assets (1)	**$3,662**	$3,323
Property, plant and equipment (2)	**20,448**	20,497
Interest rate swap derivative assets	**50,919**	32,401
	$75,029	$56,221

(1) During the three and nine months ended September 30, 2023, Allied recorded amortization of equipment and other assets of $287 and $816, respectively (September 30, 2022 - $285 and $815, respectively).

(2) Property, plant and equipment relates to owner-occupied property. During the three and nine months ended September 30, 2023, Allied recorded amortization of owner-occupied property of $101 and $302, respectively (September 30, 2022 - $125 and $125, respectively).

11. ACCOUNTS RECEIVABLE, PREPAID EXPENSES AND DEPOSITS

Accounts receivable, prepaid expenses and deposits consist of the following:

	SEPTEMBER 30, 2023	DECEMBER 31, 2022
User trade receivables - net of allowance (a)	$19,660	$19,864
Other user receivables (b)	5,394	5,950
Miscellaneous receivables (c)	28,680	22,979
Prepaid expenses and deposits (d)	119,218	16,751
	$172,952	$65,544

(a) *User trade receivables*

User trade receivables include minimum rent, additional rent recoveries, parking, ancillary revenue and applicable sales taxes.

An allowance is maintained for expected credit losses resulting from the inability of users to meet obligations under lease agreements. Allied actively reviews receivables on a continuous basis and determines the potentially uncollectible accounts on a per-user basis giving consideration to their credit risk, payment history and future expectations of likely default events, and records an impairment based on expected credit losses as required.

The change in the allowance for expected credit loss is reconciled as follows:

	NINE MONTHS ENDED	YEAR ENDED
	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Allowance for expected credit loss, beginning of period	$11,336	$9,177
Additional provision recorded during the period	2,024	3,117
Reversal of previous provisions	(1,243)	(829)
Receivables written off during the period	(222)	(129)
Allowance for expected credit loss, end of period	$11,895	$11,336

(b) *Other user receivables*

Other user receivables pertain to unbilled operating costs such as common area maintenance and property tax recoveries and chargebacks.

(c) *Miscellaneous receivables*

Miscellaneous receivables consist primarily of HST receivables from the government, interest rate swap receivables due from financial institutions, management fees and interest income due from external parties, and chargebacks on construction projects which are managed by Allied for tenants. As at September 30, 2023, there are no credit risk indicators that the debtors will not meet their payment obligations.

(d) *Prepaid expenses and deposits*

Prepaid expenses and deposits primarily relate to prepaid taxes, interest and a deposit on disposition.

12. DEBT

Debt consists of the following items, net of financing costs:

	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Mortgages payable (a)	**$112,640**	$112,822
Construction loans payable (b)	**282,913**	223,725
Promissory note payable (c)	**198,918**	195,673
Unsecured revolving operating facility (d)	**—**	440,000
Senior unsecured debentures (e)	**2,591,057**	2,589,939
Unsecured term loans (f)	**649,045**	649,026
	$3,834,573	$4,211,185
Current	**$248,675**	$346,929
Non-current	**3,585,898**	3,864,256
	$3,834,573	$4,211,185

(a) *Mortgages payable*

Mortgages payable have a weighted average contractual interest rate of 3.38% as at September 30, 2023 (December 31, 2022 - 3.37%). The mortgages are secured by a first registered charge over specific investment properties and first general assignments of leases, insurance and registered chattel mortgages.

	PRINCIPAL REPAYMENTS	BALANCE DUE AT MATURITY	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Remaining 2023	**$798**	**$—**	**$798**	
2024	**2,676**	**46,669**	**49,345**	
2025	**6,578**	**—**	**6,578**	
2026	**1,553**	**20,443**	**21,996**	
2027	**655**	**—**	**655**	
2028	**469**	**14,457**	**14,926**	
2029	**183**	**—**	**183**	
2030	**5,191**	**—**	**5,191**	
2031	**199**	**—**	**199**	
2032	**208**	**—**	**208**	
2033	**107**	**13,289**	**13,396**	
Mortgages, principal	**$18,617**	**$94,858**	**$113,475**	$112,990
Net premium on assumed mortgages			**319**	584
Net financing costs			**(1,154)**	(752)
			$112,640	$112,822

(b) *Construction loans payable*

As at September 30, 2023, and December 31, 2022, Allied's obligations under the construction loans are as follows:

JOINT ARRANGEMENT	OWNERSHIP	DATE OF MATURITY	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Adelaide & Duncan	50%	August 11, 2025	**$96,401**	$85,485
Breithaupt Phase III	50%	March 31, 2025	**54,598**	50,472
KING Toronto	50%	December 17, 2024	**99,900**	71,762
108 East 5th Avenue	50%	December 6, 2025	**32,014**	16,006
			$282,913	$223,725

On January 31, 2019, the Adelaide & Duncan joint arrangement obtained a $270,000 construction lending facility from a syndicate of Canadian banks, in which Allied's 50% share is $135,000. The loan bears interest at bank prime plus 35 basis points or bankers' acceptance rate plus 135 basis points with a standby fee of 25 basis points and a letter of credit fee of 100 basis points. On August 11, 2023, the loan maturity was extended from August 11, 2023, to August 11, 2025, and the facility limit was increased from $270,000 to $295,000, in which Allied's 50% share is $147,500. Allied is providing a joint and several guarantee of the entire facility and is earning a related guarantee fee on up to $147,500 of the facility. On August 23, 2019, the Adelaide & Duncan joint arrangement entered into a swap agreement to fix 75% of the construction loan up to $209,572 at 2.86%. The swap matured on March 31, 2023, so the construction loan is no longer fixed and is subject to the facility's variable rate.

On February 21, 2020, Allied and Perimeter obtained a $138,000 construction loan for the Breithaupt Phase III joint arrangement from a syndicate of Canadian banks, in which Allied's 50% share is $69,000. On December 1, 2022, Allied and Perimeter exercised their option to extend the loan maturity to June 2, 2023, which bears interest at bank prime or bankers' acceptance rate plus 120 basis points with a standby fee of 20 basis points and a letter of credit fee of 100 basis points. Allied is providing a joint and several guarantee of the entire facility and is earning a related guarantee fee on up to $69,000 of the facility. On May 31, 2023, the loan maturity was extended to September 29, 2023. On September 27, 2023, the loan maturity was further extended to March 31, 2025, and the interest rate was updated to bank prime plus 25 basis points or bankers' acceptance rate plus 145 basis points with a standby fee of 20 basis points and a letter of credit fee of 100 basis points.

On December 17, 2020, Allied and Westbank obtained a $465,000 green construction loan for the KING Toronto joint arrangement from a syndicate of Canadian banks, in which Allied's 50% share is $232,500. The loan matures on December 17, 2024, and bears interest at bank prime plus 45 basis points or bankers' acceptance rate plus 145 basis points with a standby fee of 25 basis points and a letter of credit fee of 100 basis points. Allied is providing a joint and several guarantee of the entire facility and is earning a related guarantee fee on up to $232,500 of the facility.

On December 5, 2022, the 108 East 5th Avenue joint arrangement obtained a $150,000 construction lending facility from a syndicate of Canadian banks, in which Allied's 50% share is $75,000. The loan matures on December 6, 2025, and bears interest at prime plus 35 basis points or bankers' acceptance rate plus 135 basis points with a standby fee of 27 basis points and a letter of credit fee rate of 100 basis points. These interest rates and the standby fee (other than the letter of credit fee) are subject to variability based on the achievement of two distinct sustainability performance targets. For each sustainability performance target achieved, the interest rate and standby fee would decrease by 0.025% per annum and 0.005% per annum, respectively. In addition, if certain sustainability minimums are not achieved, the interest rate and standby fee would increase by 0.025% per annum and 0.005% per annum, respectively. Depending on the applicable sustainability performance target or sustainability minimum, the settlement of these interest rate variations and the standby fee occurs either annually or at the earlier of December 6, 2025, and the date the construction lending facility is fully repaid. Allied has provided a joint and several guarantee of the entire facility and is earning a related guarantee fee on up to $75,000 of the facility. On January 13, 2023, the 108 East 5th Avenue joint arrangement entered into a swap agreement to fix 75% of the construction loan up to $110,175 at 4.90%.

(c) *Promissory note payable*

On March 31, 2022, Allied acquired a portfolio of six properties from Choice Properties which was partially settled with the issuance of a $200,000 promissory note (note 4). The promissory note is secured by a first registered charge on five of the six acquired properties.

	CONTRACTUAL INTEREST RATE	DATE OF MATURITY	FREQUENCY OF INTEREST PAYMENT	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Promissory note payable	1.00% for 2022, 2.00% for 2023	December 31, 2023	Quarterly	**$200,000**	$200,000
Net discount on promissory note payable				**(1,082)**	(4,327)
				$198,918	$195,673

(d) *Unsecured revolving operating facility*

As at September 30, 2023, and December 31, 2022, Allied's obligation under the unsecured revolving operating facility (the "Unsecured Facility") is as follows:

	SEPTEMBER 30, 2023						
	MATURITY DATE	CONTRACTUAL INTEREST RATES ON DRAWINGS	STANDBY FEE	FACILITY LIMIT	DRAWINGS	LETTERS OF CREDIT	AMOUNT AVAILABLE
Unsecured Facility limit $800,000 (1)	January 30, 2025	Prime + 0.20% or Bankers' acceptance + 1.20% (2)	**0.24%**	**$800,000**	**$—**	**$(14,855)**	**$785,145**

(1) *This Unsecured Facility contains a $100,000 accordion feature, allowing Allied to increase the amount available under the facility to $900,000.*

(2) *The interest rates on drawings for this facility are subject to certain conditions being met. In the event that these conditions are not met, this Unsecured Facility will bear interest at bank prime plus 45 basis points or bankers' acceptance plus 145 basis points with a standby fee of 29 basis points.*

On March 31, 2023, Allied amended the Unsecured Facility to increase the limit by $100,000 to $700,000 and on June 26, 2023, Allied amended the Unsecured Facility to increase the limit by $100,000 to $800,000.

	DECEMBER 31, 2022						
	MATURITY DATE	CONTRACTUAL INTEREST RATES ON DRAWINGS	STANDBY FEE	FACILITY LIMIT	DRAWINGS	LETTERS OF CREDIT	AMOUNT AVAILABLE
Unsecured Facility limit $600,000 [(1)]	January 30, 2025	Prime + 0.20% or Bankers' acceptance + 1.20% [(2)]	0.24%	$600,000	$(440,000)	$(15,563)	$144,437

(1) This Unsecured Facility contains a $100,000 accordion feature, allowing Allied to increase the amount available under the facility to $700,000.

(2) The interest rates on drawings for this facility are subject to certain conditions being met. In the event that these conditions are not met, this Unsecured Facility will bear interest at bank prime plus 45 basis points or bankers' acceptance plus 145 basis points with a standby fee of 29 basis points.

(e) *Senior unsecured debentures*

As at September 30, 2023, and December 31, 2022, Allied's obligations under the senior unsecured debentures are as follows:

SERIES	CONTRACTUAL INTEREST RATE	DATE OF MATURITY	INTEREST PAYMENT DATE	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Series C	3.636%	April 21, 2025	April 21 and October 21	**$200,000**	$200,000
Series D	3.394%	August 15, 2029	February 15 and August 15	**300,000**	300,000
Series E	3.113%	April 8, 2027	April 8 and October 8	**300,000**	300,000
Series F	3.117%	February 21, 2030	February 21 and August 21	**400,000**	400,000
Series G	3.131%	May 15, 2028	May 15 and November 15	**300,000**	300,000
Series H	1.726%	February 12, 2026	February 12 and August 12	**600,000**	600,000
Series I	3.095%	February 6, 2032	February 6 and August 6	**500,000**	500,000
Unsecured Debentures, principal				**$2,600,000**	$2,600,000
Net financing costs				**(8,943)**	(10,061)
				$2,591,057	$2,589,939

The Series C, D, E, F, G, H and I Senior Unsecured Debentures are collectively referred to as the "Unsecured Debentures".

The respective financing costs recognized are amortized using the effective interest method and recorded to interest expense (note 12 (g)).

(f) *Unsecured term loans*

As at September 30, 2023, and December 31, 2022, Allied's obligations under the unsecured term loans are as follows:

	CONTRACTUAL INTEREST RATE	DATE OF MATURITY	FREQUENCY OF INTEREST PAYMENT	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Unsecured term loan	3.496%	January 14, 2026	Monthly	**$250,000**	$250,000
Unsecured term loan	4.865%	October 22, 2025	Monthly	**400,000**	400,000
Unsecured term loans, principal				**$650,000**	$650,000
Net financing costs				**(955)**	(974)
				$649,045	$649,026

The two unsecured term loans are collectively referred to as "Unsecured Term Loans". The respective financing costs are amortized using the effective interest method and recorded to interest expense (note 12 (g)).

On April 22, 2022, Allied entered into an unsecured term loan with a financial institution for $400,000 at a rate of prime plus 10 basis points or bankers' acceptance plus 110 basis points, due on October 22, 2025. The proceeds from the loan were used to repay the Unsecured Facility. Debt financing costs of $700 were incurred and recorded against the principal owing. On June 24, 2022, Allied entered into a swap agreement to fix the rate at 4.86%. On December 21, 2022, Allied amended the swap agreement for the settlement period, which increased the rate from 4.86% to 4.865%.

On February 3, 2023, Allied extended the maturity date on its $250,000 unsecured term loan from January 14, 2024, to January 14, 2026 by exercising two one-year extension options. Debt financing costs of $300 were incurred for these extensions.

(g) *Interest expense*

Interest expense consists of the following:

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022
Interest on debt:				
Mortgages payable	**$914**	$1,204	**$2,575**	$3,502
Construction loans payable	**4,622**	1,955	**11,733**	4,251
Promissory note payable	**1,008**	504	**2,992**	1,008
Unsecured Facility	**6,095**	2,409	**23,156**	6,065
Unsecured Debentures	**18,672**	18,672	**56,030**	56,030
Unsecured Term Loans	**7,066**	7,154	**20,896**	13,561
Interest on lease liabilities [1]	**(56)**	810	**1,548**	2,420
Amortization, net discount (premium) on debt	**997**	840	**2,980**	1,522
Amortization, net financing costs	**742**	641	**2,122**	1,854
Distributions on Exchangeable LP Units [2]	**5,314**	—	**7,085**	—
	$45,374	$34,189	**$131,117**	$90,213
Interest capitalized to qualifying investment properties and residential inventory	**(17,927)**	(14,600)	**(54,309)**	(38,134)
Interest expense	**$27,447**	$19,589	**$76,808**	$52,079

(1) *For the three and nine months ended September 30, 2023, excludes interest on a lease liability held for sale of $881 and $4,433, respectively (September 30, 2022 - $1,735 and $4,755, respectively) that is presented separately in the net income from discontinued operations (note 6).*

(2) *The distributions declared on Exchangeable LP Units are recognized as interest expense due to Allied's conversion to an open-end trust on June 12, 2023.*

Borrowing costs have been capitalized to qualifying investment properties and residential inventory at a weighted average effective rate of 3.56% per annum (September 30, 2022 - 3.01%).

(h) *Schedule of principal repayments*

The table below summarizes the scheduled principal maturity for Allied's mortgages payable, construction loans payable, promissory note payable, Unsecured Facility, Unsecured Debentures and Unsecured Term Loans as at September 30, 2023:

	REMAINING 2023	2024	2025	2026	2027	THEREAFTER	TOTAL
Mortgages payable, principal repayments	$798	$2,676	$6,578	$1,553	$655	$6,357	$18,617
Mortgages payable, balance due at maturity	—	46,669	—	20,443	—	27,746	94,858
Construction loans payable	—	99,900	183,013	—	—	—	282,913
Promissory note payable	200,000	—	—	—	—	—	200,000
Unsecured Debentures	—	—	200,000	600,000	300,000	1,500,000	2,600,000
Unsecured Term Loans	—	—	400,000	250,000	—	—	650,000
Total	**$200,798**	**$149,245**	**$789,591**	**$871,996**	**$300,655**	**$1,534,103**	**$3,846,388**

A description of Allied's risk management objectives and policies for financial instruments is provided in note 26.

13. LEASE LIABILITIES

Allied's future minimum lease liability payments as a lessee are as follows:

	REMAINING 2023[1]	2024 - 2027[1]	THEREAFTER	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Future minimum lease payments	**$1,662**	**$13,830**	**$143,890**	**$159,382**	$477,983
Interest (paid) accrued on lease obligations	**(863)**	**(1,141)**	**—**	**(2,004)**	(992)
Less: amounts representing interest payments	**(799)**	**(12,689)**	**(92,388)**	**(105,876)**	(318,925)
Present value of lease payments	**$—**	**$—**	**$51,502**	**$51,502**	$158,066
Current (note 6)				**$—**	$107,215
Non-current				**51,502**	50,851
				$51,502	$158,066

(1) The future minimum lease payments prior to 2027 are less than the effective interest on the lease liabilities.

Some of Allied's lease agreements contain contingent rent clauses. Contingent rental payments are recognized in the unaudited condensed consolidated statements of (loss) income and comprehensive (loss) income as required when contingent criteria are met. The lease agreements contain renewal options, purchase options, escalation clauses, additional debt and further leasing clauses. For the three and nine months ended September 30, 2023, minimum lease payments of $1,438 and $5,989, respectively (September 30, 2022 - $2,156 and $6,468, respectively) were paid by Allied.

14. ACCOUNTS PAYABLE AND OTHER LIABILITIES

Accounts payable and other liabilities consists of the following:

	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Trade payables and other liabilities	**$247,475**	$245,675
Prepaid user rents	**88,992**	81,489
Accrued interest payable on Unsecured Debentures	**17,618**	23,281
Distributions payable on Units	**19,193**	18,656
Distributions payable on Exchangeable LP Units (note 17)	**1,771**	1,722
Residential deposits (1)	**46,880**	42,700
Unit-based compensation liabilities (note 18(c))	**1,421**	738
	$423,350	$414,261
Current	**$375,049**	$370,823
Non-current (2)	**48,301**	43,438
	$423,350	$414,261

(1) *Residential deposits related to the residential condominium units at KING Toronto.*

(2) *Non-current liabilities as at September 30, 2023, are composed of residential deposits totaling $46,880 and unit-based compensation liabilities totaling $1,421 (December 31, 2022 - $42,700 and $738, respectively).*

15. FAIR VALUE MEASUREMENTS

The classification, measurement basis and related fair value disclosures of the financial assets and liabilities are summarized in the following table:

		SEPTEMBER 30, 2023		DECEMBER 31, 2022	
	CLASSIFICATION/ MEASUREMENT	CARRYING VALUE	FAIR VALUE	CARRYING VALUE	FAIR VALUE
Financial Assets:					
Loan receivable from joint venture (note 8)	Amortized cost	**$93,291**	**$93,291**	$113,287	$113,287
Loans and notes receivable (note 9)	Amortized cost	**482,934**	**472,191**	432,112	422,999
Interest rate swap derivative assets (note 10)	FVTPL	**50,919**	**50,919**	32,401	32,401
Accounts receivable, prepaid expenses and deposits (note 11)	Amortized cost	**172,952**	**172,952**	65,544	65,544
Cash and cash equivalents (note 21)	Amortized cost	**490,642**	**490,642**	20,990	20,990
Financial Liabilities:					
Debt (note 12)					
Mortgages	Amortized cost	**$112,640**	**$105,625**	$112,822	$107,030
Construction loans payable	Amortized cost	**282,913**	**282,913**	223,725	223,725
Promissory note payable	Amortized cost	**198,918**	**198,152**	195,673	194,145
Unsecured Facility	Amortized cost	**—**	**—**	440,000	440,000
Unsecured Debentures	Amortized cost	**2,591,057**	**2,176,020**	2,589,939	2,255,528
Unsecured Term Loans	Amortized cost	**649,045**	**631,742**	649,026	628,450
Accounts payable and other liabilities (note 14)	Amortized cost	**421,929**	**421,929**	413,523	413,523
Unit-based compensation liabilities (notes 14 and 18(c))	FVTPL	**1,421**	**1,421**	738	738
Exchangeable LP Units (note 17)	FVTPL	**211,738**	**211,738**	—	—

Allied uses various methods in estimating the fair value of assets and liabilities that are measured on a recurring or non-recurring basis in the unaudited condensed consolidated balance sheet after initial recognition. The fair value hierarchy reflects the significance of inputs used in determining the fair values.

- Level 1 - quoted prices in active markets for identical assets and liabilities;
- Level 2 - inputs other than quoted prices in active markets or valuation techniques where significant inputs are based on observable market data; and
- Level 3 - valuation technique for which significant inputs are not based on observable market data.

The following table presents the hierarchy of the significance of inputs in determining the fair value of assets and liabilities for measurement or disclosure based on Allied's accounting policy for such instruments:

	SEPTEMBER 30, 2023			DECEMBER 31, 2022		
	LEVEL 1	LEVEL 2	LEVEL 3	LEVEL 1	LEVEL 2	LEVEL 3
Financial Assets:						
Loan receivable from joint venture (note 8)	**$—**	**$93,291**	**$—**	$—	$113,287	$—
Loans and notes receivable (note 9)	**—**	**472,191**	**—**	—	422,999	—
Interest rate swap derivative assets (note 10)	**—**	**50,919**	**—**	—	32,401	—
Accounts receivable, prepaid expenses and deposits (note 11)	**—**	**172,952**	**—**	—	65,544	—
Cash and cash equivalents (note 21)	**490,642**	**—**	**—**	20,990	—	—
Financial Liabilities:						
Debt (note 12)						
Mortgages	**$—**	**$105,625**	**$—**	$—	$107,030	$—
Construction loans payable	**—**	**282,913**	**—**	—	223,725	—
Promissory note payable	**—**	**198,152**	**—**	—	194,145	—
Unsecured Facility	**—**	**—**	**—**	—	440,000	—
Unsecured Debentures	**—**	**2,176,020**	**—**	—	2,255,528	—
Unsecured Term Loans	**—**	**631,742**	**—**	—	628,450	—
Accounts payable and other liabilities (note 14)	**—**	**421,929**	**—**	—	413,523	—
Unit-based compensation liabilities (notes 14 and 18(c))	**—**	**1,421**	**—**	—	738	—
Exchangeable LP Units (note 17)	**—**	**211,738**	**—**	—	—	—

There were no transfers between levels of the fair value hierarchy in either period.

The following summarizes the significant methods and assumptions used in estimating the fair value of Allied's financial assets and liabilities measured at fair value:

Interest rate swap derivative contracts

The fair value of the derivative contracts is determined using forward interest rates observable in the market (Level 2).

Unit-based compensation liabilities

The fair value of Allied's unit-based compensation liabilities is based on the market value of the underlying Units (Level 2). For the performance trust units, the performance market conditions are also taken into consideration.

Exchangeable LP Units

The fair value of Exchangeable LP Units is based on the closing market trading price of Units as at each period end (Level 2).

Debt and loans and notes receivable

The fair value of debt and loans and notes receivable are determined by discounting the cash flows of these financial instruments using period end market rates for instruments of similar terms and credit risks that are observable in the market (Level 2).

16. EQUITY

Units (authorized - unlimited)

Each Unit represents a single vote at any meeting of holders of Units and Special Voting Units (as defined below) and entitles the holders of Units and Special Voting Units to receive a *pro rata* share of all distributions, in accordance with the conditions provided for in the Declaration of Trust.

The following represents the number of Units issued and outstanding, and the related carrying value of equity, for the nine months ended September 30, 2023 and year ended December 31, 2022.

	NUMBER ISSUED AND OUTSTANDING	AMOUNT
Balance at January 1, 2022	127,737,851	$3,902,655
Restricted Unit Plan (net of forfeitures) (note 18(b))	—	(2,661)
Unit Option Plan - options exercised (note 18(a))	6,332	200
Unit issuance (net of costs)	211,800	9,184
Balance at December 31, 2022	127,955,983	$3,909,378
Restricted Unit Plan (net of forfeitures (note 18(b))	—	(2,250)
Balance at September 30, 2023	**127,955,983**	**$3,907,128**

In January 2022, Allied issued 211,800 Units under the at-the-market program ("ATM Program") in settlement of trades executed at the end of December 2021 at a weighted average price of $44.02 per Unit for gross proceeds of $9,324, and incurred commissions of $140, for net proceeds of $9,184. The ATM Program is described in note 26(a).

Allied does not hold any of its own Units, nor does Allied reserve any Units for issue under options and contracts.

Distributions

On October 16, 2023, Allied declared a distribution for the month of October 2023 of $0.15 per Unit, representing $1.80 per Unit on an annualized basis to Unitholders of record as at October 31, 2023.

Normal course issuer bid

On February 22, 2023, Allied received approval from the Toronto Stock Exchange ("TSX") for the renewal of its normal course issuer bid ("NCIB"), which entitles Allied to purchase up to 12,582,628 of its outstanding Units, representing approximately 10% of its public float as at February 10, 2023. The NCIB commenced February 24, 2023, and will expire on February 23, 2024, or such earlier date as Allied completes its purchases pursuant to the NCIB. All purchases under the NCIB will be made on the open market through the facilities of the TSX or alternate trading systems in Canada at market prices prevailing at the time of purchase. Any Units that are repurchased will either be cancelled or delivered to participants under Allied's Restricted Unit Plan or to employees pursuant to Allied's employee programs.

During the nine months ended September 30, 2023, Allied purchased 76,959 Units for $2,250 at a weighted average price of $29.25 per Unit under its NCIB program, of which 76,450 Units were purchased for delivery to participants under Allied's Restricted Unit Plan and 509 Units were purchased for certain employee rewards outside of Allied's Restricted Unit Plan.

17. EXCHANGEABLE LP UNITS

Exchangeable LP Units (authorized - unlimited)

Exchangeable LP Units issued by the Partnership are economically equivalent to Units, receive distributions equal to the distributions paid on the Units and are exchangeable, at the holder's option, for Units. All Exchangeable LP Units are held, directly or indirectly, by Choice Properties.

The 11,809,145 Exchangeable LP Units issued on March 31, 2022, in connection with the acquisition of certain properties (see note 4) contain lock-up and standstill restrictions. On each of June 30, 2023 and September 30, 2023, the lock-up expired on 2,952,286 Exchangeable LP Units. The following Exchangeable LP Units are subject to lock-up and the expiration is based on the following schedule:

LOCK-UP EXPIRATION DATE	NUMBER OF EXCHANGEABLE LP UNITS ELIGIBLE FOR RELEASE
December 31, 2023	2,952,286
March 31, 2024	2,952,287
	5,904,573

Each Exchangeable LP Unit is accompanied by one special voting unit of Allied ("Special Voting Unit") which provides the holder thereof with the right to one vote at all meetings of holders of Units and Special Voting Units. The Declaration of Trust was amended on March 4, 2022, to provide for the creation and issuance of the Special Voting Units.

The following represents the number of Exchangeable LP Units issued and outstanding, and the related carrying value, for the nine months ended September 30, 2023 and year ended December 31, 2022.

	NUMBER ISSUED AND OUTSTANDING	AMOUNT
Balance at January 1, 2022	—	$—
Unit issuance (net of costs)	11,809,145	550,660
Distributions	—	(15,496)
Retained Earnings	—	6,508
Balance at December 31, 2022	11,809,145	$541,672
Distributions	—	(8,857)
Retained Earnings	—	4,997
Reclassification of Exchangeable LP Units (note 2(d))	—	(270,807)
Fair value gain on Exchangeable LP Units	—	(55,267)
Balance at September 30, 2023	**11,809,145**	**$211,738**

On each date that a distribution is declared by Allied on the Units, a distribution in an equal amount per unit is declared by the Partnership on the Exchangeable LP Units. A holder of Exchangeable LP Units may elect to defer receipt of all or a portion of distributions declared by the Partnership until the first business day following the end of the fiscal year. If the holder elects to defer, the Partnership will loan the holder an amount equal to the deferred distribution without interest, and the loan will be due and payable on the first business day following the end of the fiscal year during which the loan was advanced. Since there is a legally enforceable right and an intention by Allied and Choice Properties to settle the note receivable from Choice Properties and the distributions payable to Choice Properties on a net basis on the first business day following the end of the fiscal year, these financial instruments are offset on the balance sheet. The distributions declared by the Partnership on the Exchangeable LP Units from January 1, 2023, to September 30, 2023, was $15,942, for which Choice Properties elected to receive a loan in lieu of all of the distributions. Of the $15,942 loan in lieu of distributions, a note receivable of $15,893 was issued to Choice Properties for the cash advances made during the nine months ended September 30, 2023.

On October 16, 2023, the Partnership declared a distribution for the month of October 2023 of $0.15 per Exchangeable LP Unit, representing $1.80 per Exchangeable LP Unit on an annualized basis to holders of the Exchangeable Units as at October 31, 2023, for which Choice Properties elected to receive a loan in lieu of the distribution.

18. COMPENSATION PLANS

(a) *Unit Option Plan*

Allied adopted a Unit Option Plan providing for the issuance, from time to time, at the discretion of the trustees, of options to purchase Units for cash. Participation in the Unit Option Plan is restricted to certain employees of Allied. The Unit Option Plan complies with the requirements of the TSX. The exercise price of any option granted will not be less than the closing market price of the Units on the day preceding the date of grant. The term of the options do not exceed ten years. Options granted prior to February 22, 2017, vest evenly over three years and options granted subsequently vest evenly over four years from the date of grant. All options are settled in Units. Effective December 2021, no further options will be granted under the Unit Option Plan.

SUMMARY OF UNIT OPTION GRANTS:

DATE GRANTED	EXPIRY DATE	UNIT OPTIONS GRANTED	EXERCISE PRICE	EXERCISED - LIFE TO DATE	FORFEITED - LIFE TO DATE	NET OUTSTANDING	VESTED
March 1, 2016	March 1, 2026	540,480	$31.56	(350,831)	(19,132)	170,517	170,517
February 22, 2017	February 22, 2027	279,654	$35.34	(23,576)	—	256,078	256,078
February 14, 2018	February 14, 2028	198,807	$40.30	(14,685)	—	184,122	184,122
February 13, 2019	February 13, 2029	323,497	$47.53	(2,717)	(4,330)	316,450	316,450
February 5, 2020	February 5, 2030	352,230	$54.59	—	(1,594)	350,636	271,832
February 3, 2021	February 3, 2031	442,233	$36.55	(1,533)	(1,460)	439,240	236,991
		2,136,901		**(393,342)**	**(26,516)**	**1,717,043**	**1,435,990**

	NINE MONTHS ENDED		YEAR ENDED	
	SEPTEMBER 30, 2023		DECEMBER 31, 2022	
	THE RANGE OF EXERCISE PRICES	WEIGHTED AVERAGE REMAINING CONTRACTUAL LIFE (YEARS)	THE RANGE OF EXERCISE PRICES	WEIGHTED AVERAGE REMAINING CONTRACTUAL LIFE (YEARS)
For the Units outstanding at the end of the year	**$31.56-54.59**	**5.39**	$31.56-54.59	6.13

	NINE MONTHS ENDED SEPTEMBER 30, 2023		YEAR ENDED DECEMBER 31, 2022	
	NUMBER OF UNITS	WEIGHTED AVERAGE EXERCISE PRICE	NUMBER OF UNITS	WEIGHTED AVERAGE EXERCISE PRICE
Balance, beginning of period	**1,717,043**	**$41.98**	1,726,381	$41.95
Forfeited	**—**	**—**	(3,006)	43.28
Exercised	**—**	**—**	(6,332)	31.56
Balance, end of period	**1,717,043**	**$41.98**	1,717,043	$41.98
Units exercisable at the end of the period	**1,435,990**	**$42.06**	1,151,274	$41.32

Allied accounts for its Unit Option Plan using the fair value method, under which compensation expense is measured at the date options are granted and recognized over the vesting period. Allied utilizes the Black-Scholes Model for the valuation of Unit options with no performance criteria.

The underlying expected volatility was determined by reference to historical data of Allied's Units over 10 years.

For the three and nine months ended September 30, 2023, Allied recorded a unit-based compensation expense of $79 and $308, respectively (September 30, 2022 - $198 and $676, respectively) in general and administrative expense in the unaudited condensed consolidated statements of (loss) income and comprehensive (loss) income.

(b) *Restricted Unit Plan*

Certain employees and the Trustees of Allied may be granted Restricted Units pursuant to the terms of the Restricted Unit Plan, which are subject to vesting conditions and disposition restrictions, in order to provide a long-term compensation incentive. The Restricted Units will not vest and remain subject to forfeiture until the participant has held his or her position with Allied for a specific period of time. Generally, one third of the Restricted Units vest on each of the first, second and third anniversaries from the date of grant for employees. Restricted Units granted to non-management trustees are fully vested on the grant date. Units required under the Restricted Unit Plan are acquired in the secondary market through a custodian and then distributed to the individual participant accounts. Restricted Units are released to participants forthwith following the sixth anniversary of the award date or such other date as determined in accordance with the Restricted Unit Plan.

The following is a summary of the activity of Allied's Restricted Unit Plan:

	NINE MONTHS ENDED SEPTEMBER 30, 2023	YEAR ENDED DECEMBER 31, 2022
Restricted Units, beginning of period	**322,411**	296,810
Granted	**76,450**	61,148
Released	**(104,607)**	(35,444)
Forfeited	**—**	(103)
Restricted Units, end of period	**294,254**	322,411

For the three and nine months ended September 30, 2023, Allied recorded a unit-based compensation expense of $313 and $2,107, respectively (September 30, 2022 - $410 and $2,415, respectively) in general and administrative expense in the unaudited condensed consolidated statements of (loss) income and comprehensive (loss) income.

(c) *Performance and Restricted Trust Unit Plan*

In December 2021, Allied adopted a cash settled performance and restricted trust unit plan (the "PTU/RTU Plan") whereby performance trust units and/or restricted trust units (together, "Plan Units") are granted to certain employees at the discretion of the Board. Plan Units are subject to such vesting, settlement, performance criteria and adjustment factors as are established by the Board at the time of the grant and accumulate distribution equivalents in the form of additional Plan Units. The PTU/RTU Plan contains provisions providing for the vesting or forfeiture of unvested Plan Units within specified time periods in the event the employee's employment is terminated, and authorizes the Chief Executive Officer, in their discretion, to amend the vesting and settlement of Plan Units in certain circumstances where an employee's employment is terminated. The following is a summary of the activity of Allied's PTU/RTU Plan:

	NINE MONTHS ENDED SEPTEMBER 30, 2023	YEAR ENDED DECEMBER 31, 2022
Plan Units, beginning of period	**179,193**	—
Granted	**170,461**	172,500
Settled	**(743)**	—
Forfeited	**—**	(1,035)
Distribution equivalents	**19,496**	7,728
Plan Units, end of period	**368,407**	179,193

For the three and nine months ended September 30, 2023, Allied recorded a unit-based compensation expense (income) of $91 and $701, respectively (September 30, 2022 - $(189) and $566, respectively), including the mark-to-market adjustment, in general and administrative expense in the unaudited condensed consolidated statements of (loss) income and comprehensive (loss) income. During the nine months ended September 30, 2023, 743 Plan Units vested and were settled in cash resulting in a decrease of $18 to the unit-based compensation liabilities.

19. RENTAL REVENUE

Rental revenue includes the following:

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022
Rental revenue [1]	**$68,983**	$64,981	**$202,275**	$186,147
Tax and insurance recoveries	**25,443**	22,528	**77,139**	74,747
Miscellaneous revenue [2]	**5,353**	5,354	**16,899**	15,714
Operating cost recoveries	**38,676**	38,960	**116,769**	106,936
Total rental revenue	**$138,455**	$131,823	**$413,082**	$383,544

(1) Includes straight-line rent, amortization of tenant improvements and parking revenue earned at properties.
(2) Includes transient parking, percentage rent, lease terminations and other miscellaneous items.

Future minimum rental income from continuing operations is as follows:

	REMAINING 2023	2024	2025	2026	2027	THEREAFTER	TOTAL
Future minimum rental income	**$74,249**	**$295,256**	**$273,566**	**$245,478**	**$211,860**	**$923,949**	**$2,024,358**

20. GENERAL AND ADMINISTRATIVE EXPENSES

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022
Salaries and benefits	**$4,734**	$4,052	**$14,742**	$14,716
Professional and trustee fees	**1,795**	1,051	**5,629**	4,708
Office and general expenses	**1,768**	1,493	**4,984**	4,101
	$8,297	$6,596	**$25,355**	$23,525
Capitalized to qualifying investment properties	**(2,333)**	(2,271)	**(8,507)**	(6,726)
Total general and administrative expenses	**$5,964**	$4,325	**$16,848**	$16,799

21. SUPPLEMENTAL CASH FLOW INFORMATION

Cash and cash equivalents include the following components:

	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Cash	**$47,489**	$20,990
Short-term deposits	**443,153**	—
Total cash and cash equivalents	**$490,642**	$20,990

The following summarizes supplemental cash flow information in operating activities:

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022
Supplemental				
Interest paid on debt (including capitalized interest and financing prepayment costs (note 12))	**$50,413**	$42,171	**$134,457**	$101,366

The following summarizes supplemental cash flow information in investing activities:

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022
Supplemental				
Mortgages assumed (note 4)	**$—**	$—	**$—**	$13,625

The following summarizes the change in non-cash operating items:

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022
Net change in accounts receivable, prepaid expenses and deposits	**$(64,509)**	$12,584	**$(107,408)**	$(26,446)
Net change in loans and notes receivable	**(18,414)**	(11,424)	**(50,822)**	(49,303)
Net change in accounts payable and other liabilities	**(28,260)**	2,764	**9,089**	45,476
Other working capital changes	**121,529**	22,929	**150,937**	49,893
Change in non-cash operating items	**$10,346**	$26,853	**$1,796**	$19,620

22. JOINT OPERATIONS

Allied has investments in properties under joint arrangements which are accounted for as joint operations. The following tables summarize Allied's ownership interests in joint operations and its share of the rights to the assets, its share of the obligations with respect to liabilities, and its share of revenues and expenses for the joint operations in which it participates.

Allied's joint arrangements are governed by agreements with the respective co-owners. Included within the agreements are standard exit and transfer provisions that include, but are not limited to, buy/sell and/or right of first offers or refusals that provide for unwinding the arrangement. Allied is liable for its proportionate share of the obligations of the arrangement. In the event that there is default on payment by the co-owner, credit risk is typically mitigated with an option to remedy any non-performance by the defaulting co-owner, as well as recourse against the asset, whereby claims would be against both the underlying real estate investments and the co-owner in default.

PROPERTIES	LOCATION	CURRENT STATUS	OWNERSHIP SEPTEMBER 30, 2023	OWNERSHIP DECEMBER 31, 2022
642 King W	Toronto, ON	Rental Property	**50%**	50%
Adelaide & Duncan	Toronto, ON	Property Under Development	**50%**	50%
Breithaupt Block	Kitchener, ON	Rental Property	**50%**	50%
College & Manning	Toronto, ON	Rental Property	**50%**	50%
College & Palmerston	Toronto, ON	Rental Property	**50%**	50%
KING Toronto	Toronto, ON	Property Under Development	**50%**	50%
King Portland Centre	Toronto, ON	Rental Property	**50%**	50%
The Well	Toronto, ON	Rental Property and Property Under Development	**50%**	50%
108 East 5th Avenue	Vancouver, BC	Property Under Development	**50%**	50%
175 Bloor Street E	Toronto, ON	Rental Property	**50%**	50%
110 Yonge Street	Toronto, ON	Rental Property	**50%**	50%

	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Total assets	**$2,183,656**	$2,016,405
Total liabilities	**$667,422**	$570,821

	THREE MONTHS ENDED SEPTEMBER 30, 2023	THREE MONTHS ENDED SEPTEMBER 30, 2022	NINE MONTHS ENDED SEPTEMBER 30, 2023	NINE MONTHS ENDED SEPTEMBER 30, 2022
Revenue	**$15,767**	$10,056	**$45,524**	$22,378
Expenses	**(4,749)**	(4,030)	**(15,851)**	(9,717)
Income before impairment and fair value adjustment on investment properties	**$11,018**	$6,026	**$29,673**	$12,661
Impairment of KING Toronto	**(15,376)**	(15,729)	**(15,376)**	(15,729)
Fair value (loss) gain on investment properties	**(8,241)**	(1,890)	**(9,291)**	16,298
Net (loss) income	**$(12,599)**	$(11,593)	**$5,006**	$13,230

23. SEGMENTED INFORMATION

IFRS 8, *Operating Segments*, requires reportable segments to be determined based on internal reports that are regularly reviewed by the chief operating decision maker ("CODM") for the purpose of allocating resources to the segment and assessing its performance. Allied has determined that its CODM is the President and Chief Executive Officer. Allied's operating segments are managed by use of properties and cities. The urban office properties are managed by geographic location consisting of four groups of cities.

The CODM measures and evaluates the performance of Allied's operating segments based on operating income.

Management reviews assets and liabilities on a total basis and therefore assets and liabilities are not included in the segmented information below. All revenue is generated in Canada and all assets and liabilities are located in Canada.

Allied does not allocate interest expense to segments as debt is viewed by Management to be used for the purpose of acquisitions, development and improvement of all the properties. Similarly, general and administrative expenses, interest income, fair value of investment properties and investment properties held for sale, fair value of derivative instruments and impairment of residential inventory are not allocated to operating segments.

The Urban Data Centre segment is classified as discontinued operations (note 6) and is therefore excluded from the following tables, which present a reconciliation of operating income to net (loss) income from continuing operations for the three and nine months ended September 30, 2023 and 2022.

SEGMENTED UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF (LOSS) INCOME FROM CONTINUING OPERATIONS

THREE MONTHS ENDED SEPTEMBER 30, 2023	MONTRÉAL & OTTAWA	TORONTO & KITCHENER	CALGARY & EDMONTON [1]	VANCOUVER	JOINT VENTURE (TELUS SKY) [2]	TOTAL
Rental revenue	$55,337	$62,108	$10,485	$12,734	$(2,209)	$138,455
Property operating costs	(28,189)	(21,310)	(5,553)	(4,735)	1,229	(58,558)
Operating income	$27,148	$40,798	$4,932	$7,999	$(980)	$79,897
Interest expense						(27,447)
General and administrative expenses						(5,964)
Condominium marketing expenses						(137)
Amortization of other assets						(388)
Interest income						14,887
Fair value loss on investment properties and investment properties held for sale						(126,253)
Fair value gain on Exchangeable LP Units						44,757
Fair value gain on derivative instruments						11,186
Impairment of residential inventory						(15,376)
Net loss from joint venture						(908)
Net loss from continuing operations						$(25,746)

(1) Includes Allied's proportionate share of revenue and expenses of its investment in TELUS Sky.
(2) This is an adjustment to remove the impact of the TELUS Sky joint venture from the Calgary and Edmonton results, to arrive at the equity method of accounting.

NINE MONTHS ENDED SEPTEMBER 30, 2023	MONTRÉAL & OTTAWA	TORONTO & KITCHENER	CALGARY & EDMONTON (1)	VANCOUVER	JOINT VENTURE (TELUS SKY) (2)	TOTAL
Rental revenue	$163,035	$186,080	$31,492	$38,930	$(6,455)	$413,082
Property operating costs	(83,174)	(67,291)	(16,556)	(14,225)	3,326	(177,920)
Operating income	**$79,861**	**$118,789**	**$14,936**	**$24,705**	**$(3,129)**	**$235,162**
Interest expense						(76,808)
General and administrative expenses						(16,848)
Condominium marketing expenses						(449)
Amortization of other assets						(1,118)
Interest income						34,856
Fair value loss on investment properties and investment properties held for sale						(278,081)
Fair value gain on Exchangeable LP Units						55,267
Fair value gain on derivative instruments						18,519
Impairment of residential inventory						(15,376)
Net loss from joint venture						(1,491)
Net loss from continuing operations						**$(46,367)**

(1) Includes Allied's proportionate share of revenue and expenses of its investment in TELUS Sky.
(2) This is an adjustment to remove the impact of the TELUS Sky joint venture from the Calgary and Edmonton results, to arrive at the equity method of accounting.

THREE MONTHS ENDED SEPTEMBER 30, 2022	MONTRÉAL & OTTAWA	TORONTO & KITCHENER	CALGARY & EDMONTON [1]	VANCOUVER	JOINT VENTURE (TELUS SKY) [2]	TOTAL
Rental revenue	$51,576	$59,196	$10,112	$12,767	$(1,828)	$131,823
Property operating costs	(25,764)	(22,447)	(5,103)	(4,181)	1,094	(56,401)
Operating income	**$25,812**	**$36,749**	**$5,009**	**$8,586**	**$(734)**	**$75,422**
Interest expense						(19,589)
General and administrative expenses						(4,325)
Condominium marketing expenses						(101)
Amortization of other assets						(410)
Interest income						8,071
Fair value loss on investment properties and investment properties held for sale						(41,588)
Fair value gain on derivative instruments						5,668
Impairment of residential inventory						(15,729)
Net loss from joint venture						(7,318)
Net income from continuing operations						**$101**

(1) Includes Allied's proportionate share of revenue and expenses of its investment in TELUS Sky.
(2) This is an adjustment to remove the impact of the TELUS Sky joint venture from the Calgary and Edmonton results, to arrive at the equity method of accounting.

NINE MONTHS ENDED SEPTEMBER 30, 2022	MONTRÉAL & OTTAWA	TORONTO & KITCHENER	CALGARY & EDMONTON [(1)]	VANCOUVER	JOINT VENTURE (TELUS SKY) [(2)]	TOTAL
Rental revenue	$155,691	$169,496	$29,567	$33,706	$(4,916)	$383,544
Property operating costs	(78,648)	(63,685)	(15,217)	(11,170)	3,098	(165,622)
Operating income	**$77,043**	**$105,811**	**$14,350**	**$22,536**	**$(1,818)**	**$217,922**
Interest expense						(52,079)
General and administrative expenses						(16,799)
Condominium marketing expenses						(413)
Amortization of other assets						(940)
Interest income						22,651
Fair value loss on investment properties and investment properties held for sale						(30,762)
Fair value gain on derivative instruments						35,610
Impairment of residential inventory						(15,729)
Net loss from joint venture						(4,970)
Net income from continuing operations						**$154,491**

(1) Includes Allied's proportionate share of revenue and expenses of its investment in TELUS Sky.

(2) This is an adjustment to remove the impact of the TELUS Sky joint venture from the Calgary and Edmonton results, to arrive at the equity method of accounting.

24. INCOME TAXES

Allied qualifies as a Real Estate Investment Trust and Mutual Fund Trust for income tax purposes. Pursuant to its Declaration of Trust, it also distributes or designates substantially all of its taxable income to Unitholders and deducts such distributions or designations for income tax purposes. Accordingly, there is no entity level tax and no provision for current and deferred income taxes in the financial statements. Income tax obligations relating to distributions of Allied are the obligations of the Unitholders.

25. RELATED PARTY TRANSACTIONS

Allied's related parties include its subsidiaries, nominee corporations, Allied Properties Management Trust, Allied Properties Management Limited Partnership, Allied Properties Management GP Limited, Allied Properties Exchangeable Limited Partnership, Allied Properties Exchangeable GP Inc., the TELUS Sky joint venture, key management personnel and their close family members.

Allied engages in third-party property management business, including the provision of services for properties in which a former trustee of Allied has an ownership interest. For the three and nine months ended September 30, 2023, real estate service revenue earned from these properties was $95 and $296, respectively (September 30, 2022 - $99 and $314, respectively).

As of May 2, 2023, Allied engaged a private company controlled by a trustee to provide consulting services. For the three and nine months ended September 30, 2023, Allied incurred $268 and $447, respectively (September 30, 2022 - $nil and $nil, respectively).

As at September 30, 2023, the loan to the TELUS Sky joint venture has a balance outstanding of $93,291 (December 31, 2022 - $113,287) (see note 8).

The transactions are in the normal course of operations and were measured at the amount set out in agreement between the respective related parties. Related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

Key management personnel are comprised of the Board of Trustees and certain members of the executive team who have the authority and responsibility for planning, directing, and controlling the activities of Allied, directly or indirectly. The compensation for key management personnel are summarized in the table below:

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 30, 2023	SEPTEMBER 30, 2022	**SEPTEMBER 30, 2023**	SEPTEMBER 30, 2022
Salary, bonus and other short-term employee benefits	**$896**	$1,113	**$2,798**	$3,338
Unit-based compensation	**591**	974	**2,784**	3,759
Total	**$1,487**	$2,087	**$5,582**	$7,097

26. RISK MANAGEMENT

(a) *Capital management*

Allied defines capital as the aggregate of equity, Exchangeable LP Units, mortgages payable, construction loans payable, promissory note payable, Unsecured Facility, Unsecured Debentures, Unsecured Term Loans and lease liabilities. Allied manages its capital to comply with investment and debt restrictions pursuant to the Declaration of Trust, to comply with debt covenants, to ensure sufficient operating funds are available to fund business strategies, to fund leasing and capital expenditures, to fund acquisitions and development activities of properties, and to provide stable and growing cash distributions to Unitholders.

Various debt, equity and earnings distributions ratios are used to monitor capital adequacy requirements. For debt management, debt to gross book value and fair value, debt average term to maturity, and variable debt as a percentage of debt are the primary ratios used in capital management. The Declaration of Trust requires Allied to maintain debt to gross book value, as defined by the Declaration of Trust, of less than 60% (65% including convertible debentures, if any). As at September 30, 2023, the debt to gross book value ratio was 34.2% (December 31, 2022 - 35.6%).

On June 2, 2021, Allied filed a short form base shelf prospectus allowing for the issuance, from time to time, of Units and debt securities, or any combination thereof having an aggregate offering price of up to $3,000,000. This document was valid for a 25-month period ending on July 2, 2023. The short form base shelf prospectus filed on June 2, 2021 was amended on November 11, 2021 (the "Shelf Prospectus"), and was filed in each of the provinces and territories of Canada. On November 12, 2021, Allied filed a prospectus supplement to its Shelf Prospectus, allowing Allied to offer and issue Units under the ATM Program up to $300,000. Distributions of Units under the ATM Program were made pursuant to the terms of an equity distribution agreement (the "Distribution Agreement") dated November 12, 2021, entered into among Allied, Goldman Sachs Canada Inc., National Bank Financial Inc. and Scotia Capital Inc. The volume and timing of any distributions of Units under the ATM Program was determined in Allied's sole discretion. The ATM Program was effective until July 2, 2023.

Allied has certain key financial covenants in its Unsecured Debentures, Unsecured Facility and Unsecured Term Loans. The key financial covenants include debt service ratios and leverage ratios, as defined in the respective agreements. These ratios are evaluated by Allied on an ongoing basis to ensure compliance with the agreements. Allied was in compliance with each of the key financial covenants under these agreements as at September 30, 2023.

(b) *Market risk*

Market risk is the risk that the fair value or future cash flow of financial instruments will fluctuate because of changes in market prices. Allied is exposed to interest rate risk on its borrowings. All of Allied's mortgages payable as at September 30, 2023, are at fixed interest rates and are not exposed to changes in interest rates during the term of the debt. However, there is interest rate risk associated with Allied's fixed interest rate term debt due to the expected requirement to refinance such debts upon maturity. As fixed rate debt matures and as Allied utilizes additional floating rate debt under the Unsecured Facility, Allied will be further exposed to changes in interest rates. As at September 30, 2023, the Unsecured Facility, which is at a floating interest rate and is exposed to changes in interest rates, had a balance outstanding of $nil (December 31, 2022 - $440,000). Also, Allied has construction loans payable, of which $250,899 (December 31, 2022 - $138,240) is subject to floating interest rates and is exposed to changes in interest rates. In addition, there is a risk that interest rates will fluctuate from the date Allied commits to a debt to the date the interest rate is set with the lender. As part of its risk management program, Allied endeavours to maintain an appropriate mix of fixed rate and floating rate debt, to stagger the maturities of its debt and to minimize the time between committing to a debt and the date the interest rate is set with the lender.

The following table illustrates the annualized sensitivity of income and equity to a reasonably possible change in interest rates of +/- 1.0%. These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. This includes mortgages payable due within one year and the promissory note which have a fixed rate as at the reporting date, but are subject to interest rate risk upon refinancing. All other variables are held constant.

		-1.0%	+1.0%
AS AT SEPTEMBER 30, 2023	CARRYING AMOUNT	INCOME IMPACT	INCOME IMPACT
Construction loans payable	$250,899	$2,509	$(2,509)
Mortgages payable due within one year	$49,757	$498	$(498)
Promissory note	$198,918	$1,989	$(1,989)

(c) *Unit price risk*

Unit price risk arises from the unit-based compensation liabilities and Exchangeable LP Units which are recorded at fair value at each quarter-end date. Allied's unit-based compensation liabilities and Exchangeable LP Units negatively impact net income and comprehensive income when the Unit price rises and positively impact net (loss) income and comprehensive (loss) income when the Unit price declines.

The following table illustrates the sensitivity of net (loss) income and comprehensive (loss) income and equity to a reasonably possible change in Unit price of +/- $1.00. These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the Unit price for each period, and the financial instruments held at each reporting date that are sensitive to changes in the Unit price. All other variables are held constant.

		-$1.00	+$1.00
AS AT SEPTEMBER 30, 2023	CARRYING AMOUNT	INCOME IMPACT	INCOME IMPACT
Unit-based compensation liabilities	$1,421	$368	$(368)
Exchangeable LP Units	$211,738	$11,809	$(11,809)

(d) *Credit risk*

As Allied has provided loans and advances to facilitate property development, further credit risks arise in the event that borrowers default on the repayment of their amounts owing to Allied. Allied's loans and advances will be subordinate to prior ranking mortgages or charges. As at September 30, 2023, Allied had $482,872 outstanding in loans receivable (December 31, 2022 - $432,032) and $93,291 outstanding in joint venture loan receivable (December 31, 2022 - $113,287). In the event of a large commercial real estate market correction, the fair market value of an underlying property may be unable to support the loan value. Allied mitigates this risk by obtaining corporate guarantees and/or registered mortgage charges and assignment of leases, performing credit checks on potential borrowers, monitoring the financial and operating performance of borrowers, monitoring the status of development projects and ensuring interest payments are made on time. The expected credit losses estimated by Management, giving consideration to the factors above, as at September 30, 2023, are $nil (December 31, 2022 - $nil) (note 9).

Credit risk from user receivables arises from the possibility that users may experience financial difficulty and be unable to fulfill their lease commitments, resulting in Allied incurring a financial loss. Allied manages credit risk to mitigate exposure to financial loss by staggering lease maturities, diversifying revenue sources over a large user base, ensuring no individual user contributes a significant portion of Allied's revenues and conducting credit reviews of new users. The expected credit losses estimated by Management at September 30, 2023, are $11,895 (December 31, 2022 - $11,336) (note 11 (a)).

Allied considers that all the financial assets that are not impaired or past due for each of the reporting dates under review are of good quality. The carrying amount of accounts receivable best represents Allied's maximum exposure to credit risk. None of Allied's financial assets are secured by collateral or other credit enhancements.

An aging of trade receivables, including trade receivables past due but not impaired can be shown as follows:

	SEPTEMBER 30, 2023	DECEMBER 31, 2022
Less than 30 days	**$1,899**	$1,677
30 to 60 days	**1,809**	3,129
More than 60 days	**15,952**	15,058
Total	**$19,660**	$19,864

(e) *Liquidity risk*

Liquidity risk arises from the possibility of not having sufficient capital available to fund ongoing operations or the ability to refinance or meet obligations as they come due. Mitigation of liquidity risk is also managed through credit risk as discussed above. A portion of Allied's assets have been pledged as security under the related mortgages and other security agreements. Contractual interest rates on the mortgages payable are between 2.77% and 4.29% for September 30, 2023 (December 31, 2022 - 2.77% and 4.30%).

Allied entered into interest rate derivative contracts to limit its exposure to fluctuations in interest rates on $650,000 of its variable rate unsecured term loan and $32,014 of its construction loans (December 31, 2022 - $650,000 and $85,485, respectively). Allied does not have any variable rate mortgages. Gains or losses arising from the change in fair values of the interest rate derivative contracts are recognized in the unaudited condensed consolidated statements of (loss) income and comprehensive (loss) income. For the three and nine months ended September 30, 2023, Allied recognized as part of the change in fair value adjustment on derivative instruments a fair value gain of $11,186 and $18,519, respectively (September 30, 2022 - $5,668 and $35,610, respectively).

Liquidity and capital availability risks are mitigated by maintaining appropriate levels of liquidity, diversifying Allied's sources of funding, maintaining a well-staggered debt maturity profile and actively monitoring market conditions.

(f) *Maturity analysis*

The undiscounted future principal and interest payments on Allied's debt instruments are as follows:

	REMAINING 2023	2024	2025	2026	2027	THEREAFTER	TOTAL
Mortgages payable	$1,748	$52,537	$8,625	$23,982	$1,870	$37,686	$126,448
Construction loans payable	4,694	118,281	189,396	—	—	—	312,371
Promissory note payable	201,008	—	—	—	—	—	201,008
Unsecured Debentures	13,002	74,485	270,849	662,035	352,188	1,625,869	2,998,428
Unsecured Term Loans	7,108	28,200	424,521	250,359	—	—	710,188
Total	**$227,560**	**$273,503**	**$893,391**	**$936,376**	**$354,058**	**$1,663,555**	**$4,348,443**

27. COMMITMENTS AND CONTINGENCIES

Allied has entered into commitments relating to development and upgrade activity. The commitments as at September 30, 2023, were $175,554 (December 31, 2022 - $247,819).

Commitments as at September 30, 2023, of $587 (December 31, 2022 - $510) were held within equity accounted investments.

Allied is subject to legal and other claims in the normal course of business. Management and legal counsel evaluate all claims. In the opinion of Management these claims are generally covered by Allied's insurance policies and any liability from such remaining claims are not probable to occur and would not have a material effect on the unaudited condensed consolidated financial statements.

Allied, through a financial intermediary, has issued letters of credit in the amount of $23,175 as at September 30, 2023 (December 31, 2022 - $23,952).

Corporate Profile

About Us

Allied is a leading owner-operator of distinctive urban workspace in Canada's major cities. Allied's mission is to provide knowledge-based organizations with workspace that is sustainable and conducive to human wellness, creativity, connectivity and diversity. Allied's vision is to make a continuous contribution to cities and culture that elevates and inspires the humanity in all people.

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