



# Summit **II** REIT

Summit Industrial Income REIT

## **UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For the three month periods ended March 31, 2016 and 2015

# **SUMMIT INDUSTRIAL INCOME REIT**

For the three month periods ended March 31, 2016 and 2015

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# SUMMIT INDUSTRIAL INCOME REIT

## Unaudited Condensed Consolidated Interim Balance Sheets

As at March 31, 2016 and December 31, 2015

(In thousands of Canadian dollars)

	Note	March 31, 2016	December 31, 2015
<b>Assets</b>			
<b>Non-current</b>			
Investment properties	4	\$ 419,522	\$ 401,834
<b>Current</b>			
Accounts receivable	6	1,812	2,140
Prepaid expenses, deposits, and deferred financing costs	6	2,018	2,095
Cash		155	342
		<b>3,985</b>	<b>4,577</b>
<b>Total assets</b>		<b>\$ 423,507</b>	<b>\$ 406,411</b>
<b>Liabilities</b>			
<b>Non-current</b>			
Loans and borrowings	7	\$ 223,519	\$ 205,664
Security deposits		2,746	2,499
		<b>226,265</b>	<b>208,163</b>
<b>Current</b>			
Loans and borrowings	7	10,985	12,705
Trade and other accrued liabilities		6,229	6,469
Distributions payable	9	1,219	1,214
		<b>18,433</b>	<b>20,388</b>
<b>Total liabilities</b>		<b>244,698</b>	<b>228,551</b>
<b>Unitholders' equity</b>		<b>178,809</b>	<b>177,860</b>
<b>Total liabilities and equity</b>		<b>\$ 423,507</b>	<b>\$ 406,411</b>

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

Approved by the Board of Trustees on May 10, 2016.

“Lou Maroun”  
Trustee

“Jim Tadeson”  
Trustee

## SUMMIT INDUSTRIAL INCOME REIT

### Unaudited Condensed Consolidated Interim Statements of Income

For the three month periods ended March 31, 2016 and 2015

(In thousands of Canadian dollars, except per Unit amounts)

	Note	2016	2015
Revenue from investment properties		\$ 10,164	\$ 9,049
Property operating expenses		3,306	2,750
<b>Net rental income</b>		<b>6,858</b>	<b>6,299</b>
<b>Other income</b>			
Other income		-	180
Finance income		4	4
		<b>4</b>	<b>184</b>
<b>Other expenses</b>			
General and administrative		487	478
Finance costs		2,090	1,925
		<b>2,577</b>	<b>2,403</b>
<b>Income before fair value adjustments to investment properties</b>		<b>4,285</b>	<b>4,080</b>
Fair value adjustments to investment properties	4	-	(442)
<b>Net income</b>		<b>\$ 4,285</b>	<b>\$ 3,638</b>
<b>Net income per Unit</b>			
Basic	9	\$ 0.148	\$ 0.129
Diluted	9	\$ 0.148	\$ 0.129

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

## SUMMIT INDUSTRIAL INCOME REIT

### Unaudited Condensed Consolidated Interim Statements of Comprehensive Income

For the three month periods ended March 31, 2016 and 2015

(In thousands of Canadian dollars, except per Unit amounts)

	Note	2016	2015
<b>Net income</b>		\$ 4,285	\$ 3,638
<b>Other comprehensive loss</b>			
<i>Items that may be reclassified subsequently to net income:</i>			
Unrealized loss on interest rate swap	8	(259)	-
<b>Other comprehensive loss</b>		(259)	-
<b>Comprehensive income</b>		\$ 4,026	\$ 3,638

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

## SUMMIT INDUSTRIAL INCOME REIT

### Unaudited Condensed Consolidated Interim Statements of Changes in Unitholders' Equity

For the three month periods ended March 31, 2016 and 2015

(In thousands of Units and Canadian dollars)

	Fund Units	Note	Unit equity	Deficit	Accumulated other comprehensive loss	Unitholders' equity
<b>Beginning balance, January 1, 2015</b>	23,397		\$ 151,621	\$ (7,489)	\$ -	\$ 144,132
Net income and comprehensive income	-		-	3,638	-	3,638
Distributions	-	9	-	(3,601)	-	(3,601)
Units issued through DRIP	81	9	465	-	-	465
Issuance of Units, net of costs	5,130	9	28,541	-	-	28,541
<b>Unitholders' equity, March 31, 2015</b>	<b>28,608</b>		<b>\$ 180,627</b>	<b>\$ (7,452)</b>	<b>\$ -</b>	<b>\$ 173,175</b>
<b>Beginning balance, January 1, 2016</b>	<b>28,908</b>		<b>\$ 182,350</b>	<b>\$ (4,490)</b>	<b>\$ -</b>	<b>\$ 177,860</b>
Net income and other comprehensive loss	-	8	-	4,285	(259)	4,026
Distributions	-	9	-	(3,651)	-	(3,651)
Units issued through DRIP	103	9	574	-	-	574
<b>Unitholders' equity, March 31, 2016</b>	<b>29,011</b>		<b>\$ 182,924</b>	<b>\$ (3,856)</b>	<b>\$ (259)</b>	<b>\$ 178,809</b>

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

## SUMMIT INDUSTRIAL INCOME REIT

### Unaudited Condensed Consolidated Interim Statements of Cash Flows

For the three month periods ended March 31, 2016 and 2015

(In thousands of Canadian dollars)

	Note	2016	2015
<b>Operating activities</b>			
Net income		\$ 4,285	\$ 3,638
Add (deduct):			
Finance costs		2,090	1,925
Straight-line rent adjustment		(252)	(235)
Fair value adjustments to investment properties		-	442
Change in non-cash working capital items		(576)	(2,151)
Interest and finance fees paid		(2,289)	(1,926)
		<b>3,258</b>	<b>1,693</b>
<b>Financing activities</b>			
Repayment of loans and borrowings		(31)	(2,711)
Increase in loans and borrowings		7,500	28,000
Distributions paid	9	(3,072)	(2,917)
Net proceeds from Units issued		-	28,541
		<b>4,397</b>	<b>50,913</b>
<b>Investing activities</b>			
Additions to investment properties		(895)	(420)
Acquisition of investment properties		(6,947)	(51,823)
		<b>(7,842)</b>	<b>(52,243)</b>
Increase in cash		(187)	363
Cash, beginning of period		342	-
<b>Cash, end of period</b>		<b>\$ 155</b>	<b>\$ 363</b>

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

## **SUMMIT INDUSTRIAL INCOME REIT**

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

For the three month periods ended March 31, 2016 and 2015

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### **1. Reporting entity**

Summit Industrial Income REIT (“Summit II” or the “Trust”) is a mutual fund trust established under the laws of the Province of Ontario and is domiciled in Canada. The registered office of the Trust is 294 Walker Drive, Brampton, Ontario, L6T 4Z2. The Trust is primarily involved in the commercial leasing of real estate property with 29 property locations in Ontario, 4 properties across Western Canada, 15 properties in Montreal, and 1 property in Atlantic Canada. The Trust’s Units are listed on the TSX and trade under the symbol “SMU.UN”.

### **2. Basis of preparation**

#### **(a) Statement of compliance**

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standards (“IAS”) 34, “Interim Financial Reporting”. The condensed consolidated interim financial statements should be read in conjunction with the annual consolidated financial statements prepared for the year ended December 31, 2015.

The Board of Trustees authorized the issue of these consolidated financial statements on May 10, 2016.

#### **(b) Basis of measurement**

The condensed consolidated interim financial statements have been prepared on a historical cost basis except for investment properties and derivatives which are recorded at fair value in accordance with the Trust’s accounting policies set forth in Note 3.

The condensed consolidated interim financial statements are presented in thousands of Canadian dollars which is the functional currency of the Trust and its subsidiaries.

### **3. Significant accounting policies**

The accounting policies applied are consistent with those of the annual consolidated financial statements prepared as at and for the year ended December 31, 2015 as described in Note 3 of those consolidated financial statements except for the accounting policy related to property under development and hedge accounting applicable to the three months ended March 31, 2016, as described below.

#### **(a) Principles of consolidation**

These condensed consolidated interim financial statements include the accounts of the Trust and its wholly-owned subsidiaries, Summit Industrial Income Holdings Limited Partnership and Summit Industrial Income Operating Limited Partnership and their respective general partners, Summit Industrial Income Holdings GP Ltd. and Summit Industrial Income Corp. Subsidiaries are entities that the Trust controls. Control is achieved when the Trust has power over the investee; is exposed, or has rights, to variable returns from its involvement with the investee; and has the ability to use its power to affect its returns.

The Trust reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Trust obtains control over the subsidiary and ceases when

## SUMMIT INDUSTRIAL INCOME REIT

Notes to the Unaudited Condensed Consolidated Interim Financial Statements  
For the three month periods ended March 31, 2016 and 2015

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### 3. Significant accounting policies (continued)

the Trust loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the condensed consolidated interim statement of income from the date the Trust gains control until the date when the Trust ceases to control the subsidiary.

All intercompany transactions, balances, income and expenses are eliminated in full upon consolidation.

#### (b) Property under development

The cost of property under development includes direct development expenditures, third party management fees, initial leasing fees, consulting and legal fees, property taxes, and borrowing costs directly attributable to properties under development. Borrowing costs 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. Where borrowings are associated with specific developments, the amount capitalized is the gross cost incurred on those borrowings less any investment income arising on their temporary investment. Borrowing costs are capitalized from the commencement of the development until the date of practical completion. The capitalization of borrowing costs is suspended if there are prolonged periods when development activity is interrupted. The Trust considers practical completion to have occurred when the property is capable of operating in the manner intended by management.

Capitalization of costs to property under development continues until all the activities necessary to prepare the property for use as an investment property are complete.

#### (c) Hedge accounting

Derivative financial instruments are initially recognized at fair value on the date the derivative contract is entered into and subsequently remeasured at fair value. The method of recognizing the resulting gain or loss depends on whether the derivative financial instrument is designated as a hedging instrument and, if so, the nature of the item being hedged. The Trust has designated its interest rate swaps under certain term mortgages as cash flow hedges.

At the inception of the transaction, the Trust documents the relationship between the hedging instrument and the hedged item, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Trust also documents, both at hedge inception and on an ongoing basis, its assessment of whether the derivatives used in hedging transactions are highly effective in offsetting changes in cash flows of hedged items attributable to the hedged risk.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in other comprehensive income (loss). The gain or loss relating to the ineffective portion is recognized immediately in net income.

Amounts previously recognized in other comprehensive income (loss) and accumulated in unitholders' equity are reclassified to net income in the periods when the hedged item is recognized in net income.

## SUMMIT INDUSTRIAL INCOME REIT

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

For the three month periods ended March 31, 2016 and 2015

### 3. Significant accounting policies (continued)

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gains or losses existing in unitholders' equity at that time are recognized when the forecast transaction is ultimately recognized in net income. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in unitholders' equity is immediately transferred to net income.

### 4. Investment properties

The following table presents the changes in investment properties for the three months ended March 31, 2016 and December 31, 2015:

(In \$ thousands)	2016			2015		
	Investment properties	Investment property held for sale	Total	Investment properties	Investment property held for sale	Total
Balance, beginning of period	\$ 401,834	\$ -	\$ 401,834	\$ 335,842	\$ -	\$ 335,842
Additions:						
Acquisition of investment properties	12,568	-	12,568	81,814	-	81,814
Acquisition of development properties	3,919	-	3,919	-	-	-
Additions to investment properties	1,201	-	1,201	7,165	-	7,165
Dispositions	-	-	-	(22,960)	-	(22,960)
Fair value (losses) gains	-	-	-	(27)	-	(27)
Balance, end of period	\$ 419,522	\$ -	\$ 419,522	\$ 401,834	\$ -	\$ 401,834

Acquisitions of investment properties and property under development completed during the three-month period ended March 31, 2016 are as follows:

(in \$ thousands)							
Property	Property type	Ownership interest	Date acquired	Cash and other <sup>(1)</sup>	Mortgage financing	Acquisition cost <sup>(2)</sup>	
3700 Ave des Grandes Tourelles, Boisbriand, QC	Industrial	50%	15-Jan-16	\$ 1,251	\$ 3,150	\$ 4,401	
1405 Rue Graham-Bell, Boucherville, QC	Industrial	50%	02-Feb-16	1,479	1,010	2,489	
5685 Rue Cypihot, QC	Industrial	50%	12-Feb-16	2,119	1,800	3,919	
3655 Ave des Grandes Tourelles, Boisbriand, QC	Industrial	50%	03-Mar-16	2,966	2,712	5,678	
				\$ 7,815	\$ 8,672	\$16,487	

(1) Cash and other includes cash, cash drawn from the bank credit facility and assumption of security deposits.

(2) Acquisition costs includes acquisition-related expenses.

## SUMMIT INDUSTRIAL INCOME REIT

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

For the three month periods ended March 31, 2016 and 2015

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### 4. Investment properties (continued)

As indicated above, during the three-month period ended March 31, 2016, the Trust acquired \$16.5 million of investment properties, including one property under development. The acquisitions were financed by new and assumed mortgages and debt of \$8.7 million, and the balance from the revolving operating facility. In addition, approximately \$104,000 in security deposits were assumed on these acquisitions.

The property under development is expected to take approximately 12 to 18 months to upgrade and lease and is currently occupied under a month to month lease. Approximately \$22,000 in interest has been capitalized to date.

Approximately \$416.8 million of investment properties are used for security under loans and borrowings (Note 7).

Additions to investment properties of \$1.2 million, relate to capital outlays, tenant leasing costs, capitalization of free rent receivable and net straight-line rent receivables arising from the recognition of rental revenues on a straight-line basis over the lease term in accordance with IAS 17, "Leases" and Standing Interpretations Committee ("SIC") 15, "Operating Leases - Incentives". The total straight-line rent receivable is \$2.6 million (December 31, 2015 - \$2.4 million).

The Trust values investment properties using Level 3 inputs. Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets. Level 2 inputs are inputs other than quoted prices that are observable for the asset either directly or indirectly. Valuations that require the significant use of unobservable inputs are considered Level 3. There have been no transfers during the period between levels.

Investment properties were valued using a combination of the discounted cash flow method, the direct capitalization method, and the direct comparison method. In applying the discounted cash flow method, the expected future cash flows are discounted, generally over a term of 10 years, including a terminal value based on the application of a capitalization rate to the estimated year 11 net operating income. In applying the direct capitalization method, the stabilized net operating income is capitalized at the requisite overall capitalization rate. In applying the direct comparison method (price per square foot), the properties are compared to recent transactions considered to be similar in terms of location, condition, size, and tenancy.

These methods require certain key assumptions, including rental income, market rents, operating expenses, vacancies, inflation rates, discount rates, and capitalization rates to be made. The discount rate and capitalization rate is determined for each property based on available market information related to the sale of similar buildings within the same geographic locations. There were no fair value gains or losses for the three months ended March, 2016 (December 31, 2015 losses of \$27,000).

## SUMMIT INDUSTRIAL INCOME REIT

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

For the three month periods ended March 31, 2016 and 2015

### 4. Investment properties (continued)

Significant assumptions made to determine the fair value of the investment properties as at March 31, 2016 and December 31, 2015, are set out as follows:

(In \$ thousands)	2016			2015		
	Capitalization rate	Discount rate	Price per square foot	Capitalization rate	Discount rate	Price per square foot
Maximum	7.75%	8.25%	\$ 220.00	7.75%	8.25%	\$ 220.00
Minimum	6.00%	6.50%	\$ 50.00	6.00%	6.50%	\$ 50.00
Weighted average	6.61%	7.34%	\$ 98.53	6.63%	7.39%	\$ 97.11

Fair values are most sensitive to change in capitalization rates. A 0.50% increase in the weighted average capitalization rate for income properties would decrease fair value by \$30.0 million and a 0.50% decrease would increase fair value by \$35.0 million.

### 5. Co-owned property interests

As indicated in Note 4, during the three-month period ended March 31, 2016, the Trust acquired a 50% interest in one property under development and three light industrial properties in Montreal from Montreal's Groupe Montoni (the "Vendor"), aggregating 152,227 square feet of GLA. The acquisition cost was \$16.5 million and was satisfied by the assumption of \$6.9 million in existing mortgages bearing an average remaining term of 7.1 years and an average interest rate of 3.63%, a new non-revolving demand loan of \$1.8 million at an interest rate of prime plus 0.65% with the balance satisfied from the proceeds from the revolving credit facility.

Concurrent with the acquisitions, the Trust entered into a co-ownership agreement with the Vendor which, among other things, requires unanimous consent of the Trust and Vendor with respect to major decisions. The Trust also entered into a value add joint venture property acquisition and development agreement with regard to the 5685 Rue Cypihot property. The Trust has determined these arrangement meets the definition of a joint operation under IFRS 11 – Joint Arrangements, and has accounted for its 50% interest in these properties.

### 6. Accounts receivable, prepaid expenses, deposits and deferred financing costs

(In \$ thousands)	March 31, 2016	December 31, 2015
Tenant receivables (net of allowance of \$64)	\$ 164	\$ 133
Other receivables (including funds in escrow)	1,648	2,007
	<b>\$ 1,812</b>	<b>\$ 2,140</b>
Prepaid expense and deposits	\$ 1,755	\$ 1,839
Deferred financing costs	263	256
	<b>\$ 2,018</b>	<b>\$ 2,095</b>

## SUMMIT INDUSTRIAL INCOME REIT

Notes to the Unaudited Condensed Consolidated Interim Financial Statements  
For the three month periods ended March 31, 2016 and 2015

### 7. Loans and borrowings

(In \$ thousands)	March 31, 2016	December 31, 2015
Term mortgages	\$ 193,387	\$ 185,342
Revolving operating facility and demand loans	41,117	33,027
Total	234,504	218,369
Less: Current debt	10,985	12,705
Non-Current debt	\$ 223,519	\$ 205,664

#### (a) Term mortgages

On January 4, 2016, \$4.9 million in mortgage debt matured and was paid utilizing funds from the revolving credit facility. The property has been added as security on the line.

As indicated under Note 4, in conjunction with the Montreal property acquisitions, the Trust assumed \$6.9 million in mortgage financing, at an average interest rate of 3.63% and an average term to maturity of 7.1 years. One of the mortgages for \$3.2 million, was obtained at a variable interest rate of monthly Canadian Dealer Offered Rate (“CDOR”) plus 1.58% with a term to maturity of ten years. In order to hedge the interest rate risk on the variable interest rate, the Trust entered into a ten-year interest rate swap agreement which effectively fixed the interest rate at 3.63%.

As well, \$7.5 million in new mortgage financing was obtained at a variable interest rate of monthly CDOR plus 1.65% with a term to maturity of five years. The proceeds from the new mortgage financing was used to pay down the revolving credit facility. In order to hedge the interest rate risk on this variable rate, the Trust entered into a five-year interest rate swap agreement effectively fixing the interest rate at 2.78%. Refer to Note 8 below for additional information.

Total term mortgages bear interest at a weighted average effective interest rate of 3.47% (2015 – 3.52%) and a weighted average stated interest rate of 3.58% (2015 – 3.65%). The term mortgages are secured by first registered mortgages over specific properties and first general assignments of leases, insurance and registered chattel mortgages.

Included in mortgages payable is \$708,000 (2015 - \$586,000) of unamortized mark-to-market premiums related to a mortgage assumed on acquisition, and \$1.3 million (2015 - \$1.1 million) of unamortized deferred financing charges.

## SUMMIT INDUSTRIAL INCOME REIT

Notes to the Unaudited Condensed Consolidated Interim Financial Statements  
For the three month periods ended March 31, 2016 and 2015

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### 7. Loans and borrowings (continued)

Principal repayment requirements for term mortgages are as follows:

(In \$ thousands)

2016 (remainder)	\$ 5,921
2017	9,587
2018	56,939
2019	12,400
2020	46,405
2021	31,831
Thereafter	30,871
Principal amount	193,954
Premium on debt	708
Deferred financing charges	(1,275)
Total term mortgages	\$ 193,387

#### (b) Demand loan

On acquisition of the Montreal property at 5685 Rue Cypihot, the Trust assumed a \$1.8 million non-revolving demand loan at an interest rate of prime plus 0.65%. The rate will be reduced to prime plus 0.50% upon leasing 100% of the property GLA and on terms and conditions satisfactory to the lender.

### 8. Other financial instrument

During the three months ended March 31, 2016, approximately \$7.5 million and \$3.2 million of new variable rate term mortgages were hedged by interest rate swap agreements for the same notional amounts and fixed interest rates of 2.78% and 3.63% respectively. The Trust has applied hedge accounting to these relationships in accordance with its accounting policy described in Note 3. Settlement of both fixed and variable portions of the interest rate swaps occurs at the same time on a monthly basis. The effectiveness of the hedging relationship is reviewed on a quarterly basis and the Trust has assessed these as effective in the hedge of its interest rate exposure.

At March 31, 2016, the aggregate fair value of the interest rate swaps amounted to a \$259,000 financial liability.

### 9. Unitholders' equity

#### (a) Authorized

The Trust is authorized to issue an unlimited number of Units. Each Unit, which has no par value, represents a single vote at any meeting of Unitholders and entitles the Unitholder to receive a pro rata share of all distributions. Each Unitholder shall be entitled to require the Trust to redeem at any time from time to time at the demand of the Unitholder all or any part of the Units registered in the name of the Unitholder at the prices determined and payable in accordance with the conditions hereinafter provided.

## SUMMIT INDUSTRIAL INCOME REIT

Notes to the Unaudited Condensed Consolidated Interim Financial Statements  
For the three month periods ended March 31, 2016 and 2015

### 9. Unitholders' equity (continued)

A maximum amount of \$25,000 may be redeemed in cash in any one month unless otherwise waived by the Board of Trustees. Any redemption in excess of \$25,000 will be settled by way of the issuance by the Trust a promissory note in a principal amount equal to the redemption price determined in accordance with the Declaration of Trust.

#### (b) Issued and outstanding

The following is a continuity of the Trust's issued and outstanding Units:

(In thousands)	Number of Units	Carrying amount
Balance January 1, 2015	23,397	\$ 151,621
Issuance of Units on January 7, 2015	5,130	28,541
Units issued under the DRIP	81	465
<b>Balance March 31, 2015</b>	<b>28,608</b>	<b>\$ 180,627</b>

(In thousands)	Number of Units	Carrying amount
<b>Balance January 1, 2016</b>	<b>28,908</b>	<b>\$ 182,350</b>
Units issued under the DRIP	103	574
<b>Balance March 31, 2016</b>	<b>29,011</b>	<b>\$ 182,924</b>

The Trust has a Distribution Reinvestment Plan ("DRIP") whereby registered or beneficial holders of the Trust's Units who are residents in Canada can acquire additional Trust Units by reinvesting all or a portion of their monthly cash distributions without paying brokerage commissions. In addition, Unitholders who elect to participate in the DRIP receive a further distribution of Trust Units equal to 5% of each distribution that was reinvested by them. During the three-month period ended March 31, 2016, there were 103,324 Units issued under this plan for total proceeds of \$574,000 (2015 - \$465,000), representing 15.8% of the related distributions.

#### (c) Distributions

The Trust recorded the following activities relating to distributions during the three month periods ended March 31:

(In \$ thousands, except per Unit amounts)	2016	2015
Paid in cash	\$ 3,072	\$ 2,917
Reinvested by Unitholders under the DRIP	574	465
\$0.0420 per Unit payable at December 31 (paid January)	(1,214)	(983)
\$0.0420 per Unit payable at March 31	1,219	1,202
<b>Distributions recorded in equity</b>	<b>\$ 3,651</b>	<b>\$ 3,601</b>

## SUMMIT INDUSTRIAL INCOME REIT

Notes to the Unaudited Condensed Consolidated Interim Financial Statements  
For the three month periods ended March 31, 2016 and 2015

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### 9. Unitholders' equity (continued)

(d) Per Unit amounts

The weighted average number of Units for the three month periods ended March 31 are as follows:

(In thousands of Units)	2016	2015
Issued Units, beginning of period	28,908	23,397
Issuance of Units January 7, 2015	-	4,788
Issuance of Units under the DRIP	53	41
Total weighted average number of Units outstanding	28,961	28,226

As at March 31, 2016 and 2015, the Trust has no Units or instruments outstanding that would have a dilutive effect on earnings per Unit.

### 10. Related party transactions

#### Management agreement

Pursuant to the terms of the Management Agreement with Sigma Asset Management Limited (“Sigma” or the “Manager”), Sigma provides Summit II with the services necessary to manage its day-to-day operations. The Management Agreement, dated September 25, 2012, has an initial term of ten years, subject to earlier termination in certain circumstances, and will be automatically renewed for successive five-year terms. Sigma is related to Summit II by virtue of having some officers and Trustees in common.

The Management Agreement sets out the fees payable to the Manager for the services provided, such fees being: a base annual management fee equal to 0.25% of the gross value of Summit II's assets; an incentive fee for the fiscal year ending December 31, 2014 and onward, equal to 15% of Summit II's adjusted funds from operations (“AFFO”) per unit, as defined by the Management Agreement, in excess of a \$0.48 (after the “consolidation”) hurdle amount, such hurdle amount to be increased by 1.5% each year; an acquisition fee for the purchase price paid by Summit II on the acquisition of a property equal to 1% of the first \$50 million of the purchase price, 0.75% of the next \$50 million of the purchase price, and 0.50% of any portion of the purchase price in excess of \$100 million, payable so long as the gross book value of the properties owned by Summit II does not exceed \$1 billion; a development fee in an amount to be negotiated between Summit II and the Manager, not to exceed the fair market value for comparable services; a property management fee equal to 3.5% of the gross rental income from each multi-tenant property, and 2.5% of the gross rental income from each single-tenant property, and other property management costs recoverable under tenant operating leases; a leasing fee equal to \$1.00 per rentable square foot only for those properties where the Manager provides leasing services; and a capital expenditures fee equal to 5% of all hard construction costs incurred on any capital project of Summit II, where the Manager is the project manager for the project and the hard construction costs of the project are in excess of \$200,000.

## SUMMIT INDUSTRIAL INCOME REIT

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

For the three month periods ended March 31, 2016 and 2015

### 10. Related party transactions (continued)

The Manager can elect to take all (or any percentage of all) fees payable to it under the Management Agreement (and any property management agreement) in the form of units, rather than in cash. Any such units issued will be issued at a price per unit equal to the greater of (a) 95% of the weighted average closing price of the units for the five previous days on the exchange on which the units are most actively traded during that period, and (b) such price stipulated by such stock exchange, to a maximum of the weighted closing price of the units for the five previous days on the exchange on which the units are most actively traded during that period.

Under the terms of the Management Agreement with the Manager, the Trust has incurred the following fees for the three month periods ended March:

(In \$ thousands)	2016	2015
Acquisition fees (capitalized to investment properties)	\$ 156	\$ 645
Asset management fees	257	231
Incentive fee	-	7
Leasing fees (capitalized to investment properties)	151	-
Property management services	365	344
	<b>\$ 929</b>	<b>\$ 1,227</b>

Included in trade and other accrued liabilities at March 31, 2016 is an amount of \$209,000 (2015 - \$219,000) due to Sigma.

During the three-month period ended March 31, 2016, Sigma paid \$8,000 to the Trust (2015 - \$8,000) for office space located at 294 Walker Drive, Brampton, Ontario, under a five-year lease commencing June 1, 2013.

Trustee related fees of \$35,000 (2015 - \$49,000) are included in general and administrative expenses for the three-month period ended March 31, 2016.

### 11. Income tax

The Trust is taxed as a mutual fund trust for Canadian income tax purposes. The Trust expects to distribute all of its taxable income to its Unitholders, which enables it to deduct such distributions for income tax purposes. As the income tax obligations relating to the distributions are those of the individual Unitholder, no provision for income taxes has been recorded.

The Canadian Income Tax Act contains rules (the "SIFT Rules") applicable to specified investment flow-through ("SIFT") trusts, which generally tax the SIFT trust on its income from business carried on in Canada and on income (other than taxable dividends) or capital gains from non-portfolio properties (as defined in the Canadian Income Tax Act) and the distribution of such income to Unitholders is generally treated as dividends received from a taxable Canadian corporation. If the income is not distributed, the Trust will be taxed on its income. In general, distributions paid as returns of capital will not be subject to this tax.

## **SUMMIT INDUSTRIAL INCOME REIT**

Notes to the Unaudited Condensed Consolidated Interim Financial Statements  
For the three month periods ended March 31, 2016 and 2015

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### **11. Income tax (continued)**

Income taxes have not been recorded during the period. The SIFT Rules are not applicable to real estate investment trusts (“REITs”) that meet certain specified criteria relating to the nature of its revenue and investments. The Trust qualified as a REIT for 2015 and expects to continue to distribute its taxable income and to qualify as a REIT for the foreseeable future. As such, deferred taxes have not been recorded in the condensed consolidated interim financial statements.

### **12. Subsequent events**

#### (a) Distribution

On April 15, 2016, a distribution in the amount of \$0.042 per Unit for Unitholders of record April 30, 2016, was declared and will be paid on May 13, 2016.