

*This prospectus supplement (the “Prospectus Supplement”), together with the short form base shelf prospectus dated April 5, 2017 to which it relates, as amended or supplemented (the “Base Shelf Prospectus”), and each document deemed to be incorporated by reference into the Base Shelf Prospectus or this Prospectus Supplement constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.*

*The securities offered hereby have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws, and, subject to certain exceptions, may not be offered, sold or delivered, directly or indirectly, in the United States.*

**Information has been incorporated by reference in this Prospectus Supplement from documents filed with securities commissions or similar authorities in Canada.** Copies of the documents incorporated herein by reference may be obtained on request without charge from the Secretary of CT Real Estate Investment Trust, at 2180 Yonge Street, Toronto, Ontario, M4P 2V8 (telephone: 416-480-8225), and are also available electronically at [www.sedar.com](http://www.sedar.com).

**PROSPECTUS SUPPLEMENT  
(TO A SHORT FORM BASE SHELF PROSPECTUS DATED APRIL 5, 2017)**

New Issue and Secondary Offering

November 21, 2018



**CT REAL ESTATE INVESTMENT TRUST**

**\$264,993,250**

**21,115,000 Units**

This Prospectus Supplement, together with the Base Shelf Prospectus, qualifies the distribution (the “**Offering**”) of 21,115,000 trust units (the “**Units**”) of CT Real Estate Investment Trust (the “**REIT**”) at a price of \$12.55 per Unit (the “**Offering Price**”) pursuant to an underwriting agreement dated November 21, 2018 (the “**Underwriting Agreement**”) among the REIT, Canadian Tire Real Estate Limited (“**CTREL**”), Canadian Tire Holdings III Limited Partnership (“**Holdings LP**”, and together with CTREL, the “**Selling Unitholders**”), each a direct or indirect wholly owned subsidiary of Canadian Tire Corporation, Limited (together with its subsidiaries, “**CTC**”), and RBC Dominion Securities Inc., Scotia Capital Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., TD Securities Inc., National Bank Financial Inc., Desjardins Securities Inc., Canaccord Genuity Corp., Raymond James Ltd., Citigroup Global Markets Canada Inc., HSBC Securities (Canada) Inc., J.P. Morgan Securities Canada Inc. and MUFG Securities (Canada), Ltd. (collectively, the “**Underwriters**”). See “Selling Unitholders”. The Offering consists of a treasury offering by the REIT of 5,179,000 Units (the “**Treasury Units**”) and a secondary offering by the Selling Unitholders of an aggregate of 15,936,000 Units (the “**Secondary Units**” and, together with the Treasury Units, the “**Initial Units**”).

The Units are listed and posted for trading on the Toronto Stock Exchange (the “**TSX**”) under the symbol “**CRT.UN**”. The TSX has conditionally approved the listing of the Treasury Units to be distributed under this

Prospectus Supplement. Listing is subject to the REIT fulfilling all the requirements of the TSX on or before February 21, 2019. The closing price of the Units on the TSX on November 19, 2018, the trading day on which the announcement of the Offering was made, was \$12.97.

	<u>Price to the Public<sup>(1)</sup></u>	<u>Underwriters' Fee<sup>(2)</sup></u>	<u>Net Proceeds<sup>(3)</sup></u>
Per Treasury Unit	\$12.55	\$0.502	\$12.048
Total Treasury Offering <sup>(4)</sup>	\$64,996,450	\$2,599,858	\$62,396,592
Per Secondary Unit	\$12.55	\$0.502	\$12.048
Total Secondary Offering <sup>(4)</sup>	\$199,996,800	\$7,999,872	\$191,996,928

Notes:

- (1) The Offering Price was determined by negotiation among the REIT, the Selling Unitholders and the Underwriters.
- (2) In consideration of the services rendered by the Underwriters in connection with the Offering, the REIT has agreed to pay the Underwriters an aggregate fee of \$2,599,858, representing 4.0% of the gross proceeds from the sale of the Treasury Units, and the Selling Unitholders have agreed to pay the Underwriters an aggregate fee of \$7,999,872, representing 4.0% of the gross proceeds from the sale of the Secondary Units. See "Plan of Distribution".
- (3) After deducting the Underwriters' fee, but before deducting the REIT's and the Selling Unitholders' expenses of the Offering, estimated to be \$490,000, which together with the Underwriters' fee, will be paid from the gross proceeds of the Offering proportionately by each of the REIT and each of the Selling Unitholders based on the respective number of Initial Units sold by each pursuant to the Offering.
- (4) The REIT has granted to the Underwriters an option (the "**Treasury Over-Allotment Option**") to purchase up to 796,000 additional Units (the "**Treasury Over-Allotment Units**") and CTREL has granted to the Underwriters an option (the "**Secondary Over-Allotment Option**") and, together with the Treasury Over-Allotment Option, the "**Over-Allotment Option**") to purchase up to 1,992,000 additional Units (the "**Secondary Over-Allotment Units**") and, together with the Treasury Over-Allotment Units, the "**Over-Allotment Units**"), in each case exercisable at any time, in whole or in part, for a period of 30 days following the closing of the Offering, on the same terms as set forth above solely to cover over-allocations, if any, and for market stabilization purposes. If the Over-Allotment Option is exercised in full, the total price to the public, the Underwriters' fee, the net proceeds (before deducting expenses of the Offering) to the REIT and the net proceeds (before deducting expenses of the Offering) to CTREL will be \$299,982,650, \$11,999,306, \$71,986,800 and \$215,996,544, respectively. This Prospectus Supplement, together with the Base Shelf Prospectus, qualifies the grant of the Over-Allotment Option and the distribution of Treasury Over-Allotment Units issued and sold and Secondary Over-Allotment Units sold upon exercise of the Over-Allotment Option. A purchaser who acquires Over-Allotment Units acquires such Units under this Prospectus Supplement, together with the Base Shelf Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See "Plan of Distribution". The Initial Units and the Over-Allotment Units are hereinafter collectively referred to as the "**Offered Units**".

<u>Underwriters' Position</u>	<u>Number of Securities Available</u>	<u>Exercise Period</u>	<u>Exercise Price</u>
Over-Allotment Option	2,788,000 Over-Allotment Units	30 days from closing of the Offering	\$12.55 per Over-Allotment Unit

**An investment in the Units is subject to certain risks that should be considered by prospective purchasers. See "Risk Factors".**

The after-tax return from an investment in Units to unitholders of the REIT ("**Unitholders**") subject to Canadian federal income tax will depend, in part, on the composition for income tax purposes of distributions made by the REIT, portions of which may be fully or partially taxable or may constitute tax deferred returns of capital (i.e., returns that initially are non-taxable, but which reduce the adjusted cost base of a holder's Units). The composition of the portion of cash distributions that are tax-deferred may change over time, thus affecting the after-tax return to Unitholders. See "Certain Canadian Federal Income Tax Considerations". At the time of closing of the Offering and, if the Over-Allotment Option is exercised, at the time of closing of the Over-Allotment Option, the Offered Units will qualify for investment based on the assumptions, qualifications and limitations as set out under "Eligibility for Investment".

The REIT's head and registered office is located at 2180 Yonge Street, Toronto, Ontario, M4P 2V8.

The Underwriters, as principals, conditionally offer the Offered Units qualified under this Prospectus Supplement, together with the Base Shelf Prospectus, for sale, subject to prior sale, if, as and when issued and sold by the REIT and sold by the Selling Unitholders and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under “Plan of Distribution” and subject to the approval of certain legal matters on behalf of the REIT and the Selling Unitholders by Stikeman Elliott LLP and on behalf of the Underwriters by Osler, Hoskin & Harcourt LLP. **The Underwriters may offer the Units at a price lower than the Offering Price.** See “Plan of Distribution”.

**RBC Dominion Securities Inc., Scotia Capital Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., TD Securities Inc., National Bank Financial Inc. and Desjardins Securities Inc. are affiliates of banks that have provided to the REIT \$300 million in committed credit lines (the “Credit Facility”). In addition, RBC Dominion Securities Inc., Scotia Capital Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., TD Securities Inc., National Bank Financial Inc., Desjardins Securities Inc., Citigroup Global Markets Canada Inc., HSBC Securities (Canada) Inc., J.P. Morgan Securities Canada Inc. and MUFG Securities (Canada) Ltd. are affiliates of banks that have, directly or indirectly, provided committed credit lines to CTC in the aggregate principal amount of approximately \$4.225 billion. Consequently, the REIT and each Selling Unitholder may be considered a “connected issuer” of each of RBC Dominion Securities Inc., Scotia Capital Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., TD Securities Inc., National Bank Financial Inc., Desjardins Securities Inc., Citigroup Global Markets Canada Inc., HSBC Securities (Canada) Inc., J.P. Morgan Securities Canada Inc. and MUFG Securities (Canada), Ltd. under applicable Canadian securities laws. See “Plan of Distribution”.**

The REIT and the Selling Unitholders have been advised by the Underwriters that, in connection with the Offering and subject to applicable laws, the Underwriters may effect transactions that stabilize or maintain the market price of the Units at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See “Plan of Distribution”.

Subscriptions for the Offered Units will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Subject to customary closing conditions, the closing of the Offering will take place on or about November 28, 2018 or on such other date as the REIT, the Selling Unitholders and the Underwriters may agree, but in any event not later than November 30, 2018. Assuming a closing date of November 28, 2018, the first cash distribution which purchasers of Initial Units under the Offering will be eligible to receive will be for the month of November, 2018, with an expected record date of November 30, 2018 and an expected payment date of December 17, 2018. As previously disclosed by the REIT, the annual rate of distribution of the REIT has been increased from \$0.728 per Unit per year to \$0.7572 per Unit per year or from \$0.06067 per Unit monthly to \$0.0631 per Unit monthly, commencing with the January 15, 2019 distribution to holders of record on December 31, 2018.

Registrations and transfers of Offered Units will be effected electronically through the book-entry only system administered by CDS Clearing and Depository Services Inc. or a successor (“CDS”). Beneficial owners of Offered Units will not, except in certain limited circumstances, be entitled to receive physical certificates evidencing their ownership of Offered Units. See “Plan of Distribution”.

Unless the context otherwise requires, all references to the “REIT” in this Prospectus Supplement refer to CT Real Estate Investment Trust and its subsidiaries, including CT REIT Limited Partnership (the “**Partnership**”), on a consolidated basis.

## TABLE OF CONTENTS

DOCUMENTS INCORPORATED BY REFERENCE .....	S-2
MARKETING MATERIALS .....	S-2
FORWARD-LOOKING STATEMENTS.....	S-3
NON-GAAP MEASURES .....	S-4
ELIGIBILITY FOR INVESTMENT .....	S-4
CURRENCY .....	S-5
THE REIT .....	S-5
RECENT DEVELOPMENTS .....	S-5
MATERIAL CHANGES TO CONSOLIDATED CAPITALIZATION.....	S-5
PLAN OF DISTRIBUTION.....	S-5
USE OF PROCEEDS .....	S-8
PRIOR SALES .....	S-9
PRICE RANGE AND TRADING VOLUME OF THE UNITS .....	S-10
SELLING UNITHOLDERS.....	S-10
CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS.....	S-11
RISK FACTORS .....	S-17
AUDITORS, TRANSFER AGENT AND REGISTRAR .....	S-17
LEGAL MATTERS .....	S-17
PURCHASERS' STATUTORY RIGHTS .....	S-18
CERTIFICATES OF THE REIT AND THE PROMOTER.....	C-1
UNDERWRITERS' CERTIFICATE .....	C-2

## DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus Supplement is deemed to be incorporated by reference into the Base Shelf Prospectus solely for the purpose of the distribution of the Offered Units.

The following documents filed with the securities commission or similar authority in each of the provinces and territories of Canada are specifically incorporated by reference into, and form an integral part of, this Prospectus Supplement and the Base Shelf Prospectus:

- (a) the annual information form of the REIT dated February 12, 2018 for the year ended December 31, 2017 (the “**AIF**”);
- (b) the audited consolidated financial statements of the REIT as at December 31, 2017 and 2016, and for the years ended December 31, 2017 and 2016, together with the notes thereto and auditor’s report thereon (the “**Annual Financial Statements**”);
- (c) management’s discussion and analysis for the Annual Financial Statements (together with the Interim MD&A, the “**MD&A**”);
- (d) the unaudited interim financial statements of the REIT as at September 30, 2018 and for the three and nine months ended September 30, 2018 and 2017 and the notes thereto (the “**Interim Financial Statements**”);
- (e) management’s discussion and analysis for the Interim Financial Statements (the “**Interim MD&A**”);
- (f) the notice of annual meeting and management information circular of the REIT dated March 5, 2018 (the “**Circular**”);
- (g) the template version of the term sheet in respect of the Offered Units dated November 19, 2018 (the “**Marketing Materials**”); and
- (h) the material change report dated November 21, 2018 in respect of the Offering.

Any statement contained in the Base Shelf Prospectus, in this Prospectus Supplement or in a document incorporated or deemed to be incorporated by reference herein or in the Base Shelf Prospectus for the purposes of the distribution of the Offered Units will be deemed to be modified or superseded, for purposes of this Prospectus Supplement, to the extent that a statement contained herein or in the Base Shelf Prospectus or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein or in the Base Shelf Prospectus modifies or supersedes such prior statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or included any other information set out in the document that it modifies or supersedes. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Prospectus Supplement. The making of a modifying or superseding statement will not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

Any documents of the types referred to in the preceding paragraphs (a) through (g), material change reports (other than confidential material change reports, if any), business acquisition reports and other documents disclosing additional or updated information as may be required to be incorporated by reference herein under applicable Canadian securities laws, which are filed by the REIT with the securities regulatory authorities in any of the provinces and territories of Canada after the date of this Prospectus Supplement and prior to the termination of the Offering shall be deemed to be incorporated by reference into this Prospectus Supplement.

## MARKETING MATERIALS

The Marketing Materials are not part of this Prospectus Supplement or the Base Shelf Prospectus to the extent that the contents of the Marketing Materials have been modified or superseded by a statement contained in this Prospectus Supplement or any amendment. Any “template version” of “marketing materials” (each as defined in National Instrument 41-101 – *General Prospectus Requirements*) filed with the securities commission or similar authority in each of the provinces and territories of Canada in connection

with this Offering after the date hereof but prior to the termination of the distribution of the Offered Units under this Prospectus Supplement (including any amendments to, or an amended version of, the Marketing Materials) is deemed to be incorporated by reference herein and in the Base Shelf Prospectus.

## FORWARD-LOOKING STATEMENTS

This Prospectus Supplement, and the documents incorporated by reference herein, contains forward-looking information that reflects management's current expectations relating to matters such as future financial performance and operating results of the REIT. Forward-looking statements are provided for the purposes of providing information about management's current expectations and plans and allowing prospective investors and others to get a better understanding of the anticipated financial position, results of operations and operating environment of the REIT. Readers are cautioned that such information may not be appropriate for other purposes.

All statements in this Prospectus Supplement, and the documents incorporated herein by reference, other than statements of historical fact, may constitute forward-looking information, including, but not limited to, statements concerning: the expected closing date of the Offering, the use of proceeds of the Offering, the REIT's ability to execute its growth strategies; the REIT's distribution policy and the distributions to be paid to holders of Units or holders of units of the Partnership and such other limited partnerships that may be subsidiaries of the REIT, and the timing of any such distributions and the record dates thereof; the REIT's capital strategy and its impact on the financial performance of the REIT; the REIT's access to available sources of debt and/or equity financing; future governance practices by the REIT; future legislative and regulatory developments which may affect the REIT; the expected tax treatment of the REIT and its distributions to Unitholders; the REIT's ability to meet its stated obligations; the REIT's ability to expand its asset base, make accretive acquisitions, develop or intensify any of its properties and participate with CTC in the development or intensification of the Properties (as defined below); the REIT's ability to complete on a profitable basis all announced developments, including obtaining all necessary approvals, lease commitments and funding therefor; the REIT's investment activities and capital expenditures to fund acquisitions and development activities; the REIT's fair value of the Properties and fair value adjustment on investment properties; the REIT's commitments, contingencies and principal risks; the REIT's ability to qualify as a "mutual fund trust", as defined in the Tax Act (as defined below), and as a "real estate investment trust", as defined in the rules applicable to SIFT trusts and SIFT partnerships in the Tax Act; interest rates and the future interest rate environment; and the REIT's relationship with CTC, including in respect of (i) CTC's retained interest in the REIT, (ii) various services provided to the REIT (whether directly or indirectly) by CTC, and (iii) certain other commercial arrangements regarding future acquisition and development opportunities. The REIT has based forward-looking statements on factors and assumptions about future events and financial trends that it believes may affect its financial condition, results of operations, business strategy and financial needs, including that the Canadian economy will remain stable over the next 12 months, that inflation will remain relatively low, that Canadian tax laws and the interpretation and enforcement thereof will remain unchanged, that conditions within the real estate market, including competition for acquisitions, will be consistent with the current climate, that the Canadian capital markets will provide the REIT with access to equity and/or debt at reasonable rates when required and that CTC will continue its involvement with the REIT on the basis described in this Prospectus Supplement and the documents incorporated herein by reference.

Often, but not always, forward-looking information can be identified by the use of forward-looking terminology such as "may", "will", "expect", "intend", "believe", "estimate", "plan", "can", "could", "should", "would", "outlook", "forecast", "anticipate", "aspire", "foresee", "continue", "ongoing" or the negative of these terms or variations of them or similar terminology. Forward-looking information is based on the reasonable assumptions, estimates, analyses, beliefs and opinions of management made in light of its experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable at the date that such statements are made.

By its very nature, forward-looking information requires management to make assumptions and is subject to inherent risks and uncertainties, which give rise to the possibility that management's assumptions, estimates, analyses, beliefs and opinions may not be correct and that the REIT's expectations and plans will not be achieved. Examples of management's beliefs, which may prove to be incorrect, include, but are not limited to, beliefs about general economic conditions, the financial position, business strategy, availability of acquisitions, budgets, capital expenditures, financial results, taxes, and plans and objectives of or involving the REIT. Particularly, statements regarding future acquisitions, developments, intensifications, distributions, results, performance, achievements, prospects or opportunities for the REIT, CTC's continued involvement with the REIT or the real estate industry are forward-looking statements. Although the REIT believes that the forward-looking information in this Prospectus Supplement and the documents incorporated herein by reference is based on information, assumptions and beliefs that are current, reasonable and complete, this information is necessarily subject to a number of factors that could cause actual results to differ materially from management's expectations and plans as set forth in such forward-looking information. Some of the factors – many of which are beyond the REIT's control and the effects of which can be difficult to predict – include: (i) marketplace, including changes in economic conditions, the competitive environment, interest rates

or tax rates; (ii) the future financial performance and operating results of CTC; and (iii) risks and uncertainties relating to outsourced business activities, property management and development, environmental liabilities, and business disruption.

The key risks and uncertainties, and the material factors and assumptions applied in preparing forward-looking information that could cause actual results to differ materially from predictions, forecasts, projections, expectations or conclusions are discussed under “Risk Factors” in this Prospectus Supplement, the Base Shelf Prospectus, the AIF and the MD&A.

The REIT cautions that the foregoing list of important factors and assumptions is not exhaustive and other factors could also adversely affect its results. Prospective investors and other readers are urged to consider the foregoing risks, uncertainties, factors and assumptions carefully in evaluating the forward-looking information and are cautioned not to place undue reliance on such forward-looking information. Statements that include forward-looking information do not take into account the effect that transactions or non-recurring or other special items announced or occurring after the statements are made, have on the REIT’s business. For example, they do not include the effect of any dispositions, acquisitions, asset write-downs or other charges announced or occurring after such statements are made. The forward-looking information in this Prospectus Supplement is based on certain factors and assumptions as of the date hereof or the date of the relevant document incorporated herein by reference, as applicable. The REIT does not undertake to update any forward-looking information, whether written or oral, that may be made from time to time by it or on its behalf, to reflect new information, future events or otherwise, except as is required by applicable securities laws. Additional information about these assumptions, risks and uncertainties is contained in the REIT’s filings with securities regulators, including the AIF and the MD&A.

### NON-GAAP MEASURES

In certain documents incorporated by reference herein, there are references to non-IFRS financial measures, including but not limited to net operating income (“**NOI**”), same store NOI, same property NOI, funds from operations (“**FFO**”), FFO per unit - basic, FFO per unit - diluted (non-GAAP), adjusted funds from operations (“**AFFO**”), AFFO per unit - basic, AFFO per unit - diluted (non-GAAP), AFFO payout ratio, adjusted cashflow from operations and earnings before interest and other financing costs, taxes and fair value adjustments. These are key performance indicators used by management to track and assess the REIT’s performance in meeting its principle objective of creating Unitholder value. These measures are not defined by International Financial Reporting Standards (“**IFRS**”), also referred to as generally accepted accounting principles in Canada (“**GAAP**”), and therefore should not be construed as alternatives to net income or cash flow from operating activities calculated in accordance with IFRS. Further, the key performance indicators used by management may not be comparable to similar measures presented by other real estate investment trusts or enterprises. Net income prepared in accordance with IFRS is also subject to varying degrees of judgment, and some meaningful differences in accounting policies exist between publicly traded entities in Canada. Accordingly, net income as presented by the REIT may not be comparable to net income presented by other real estate investment trusts or enterprises. For further information on the non-GAAP and operational key performance indicators used by management and for reconciliations to the nearest GAAP measures, refer to the REIT’s MD&A.

### ELIGIBILITY FOR INVESTMENT

In the opinion of Stikeman Elliott LLP, counsel to the REIT and the Selling Unitholders, and Osler, Hoskin & Harcourt LLP, counsel to the Underwriters, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (the “**Tax Act**”), provided that on the closing of the Offering (i) the REIT qualifies as a “mutual fund trust” within the meaning of the Tax Act or (ii) the Units are listed on a “designated stock exchange” as defined in the Tax Act (which currently includes the Toronto Stock Exchange), the Initial Units will be, on the closing of the Offering, and the Over-Allotment Units will be, on the closing of the Over-Allotment Option, qualified investments under the Tax Act for trusts governed by registered retirement savings plans (“**RRSPs**”), registered retirement income funds (“**RRIFs**”), registered education savings plans (“**RESPs**”), registered disability savings plans (“**RDSPs**”), tax-free savings accounts (“**TFSAs**”) and deferred profit sharing plans.

Notwithstanding that the Offered Units may be qualified investments for a TFSA, RRSP, RRIF, RDSP or RESP, the holder of a TFSA or RDSP, the annuitant of a RRSP or RRIF, or the subscriber of a RESP, as the case may be, will be subject to a penalty tax as set out in the Tax Act if such Offered Units are a “prohibited investment” (as defined in the Tax Act) for the TFSA, RRSP, RRIF, RDSP or RESP. The Offered Units will not be a “prohibited investment” for a TFSA, RRSP, RRIF, RDSP or RESP provided that (a) the holder of the TFSA or RDSP, the annuitant of the RRSP or RRIF, or the subscriber of the RESP, as applicable, (i) deals at arm’s length with the REIT for purposes of the Tax Act and (ii) does not have a “significant interest” (within the meaning of the Tax Act) in the REIT or (b) the Units are “excluded property” (as defined in subsection 207.01(1) of the Tax Act) for the TFSA, RRSP, RRIF, RDSP or RESP. Investors who intend to hold Units in an RRSP, RRIF, TFSA, RESP or RDSP should consult their own tax advisors as to whether the Offered Units will be prohibited investments in their particular circumstances.

## CURRENCY

All dollar amounts herein are in Canadian dollars unless otherwise stated.

## THE REIT

The REIT is an unincorporated, closed-end real estate investment trust established pursuant to a declaration of trust dated as of July 15, 2013, as amended and restated on October 22, 2013, under, and governed by, the laws of the Province of Ontario. The principal, registered and head office of the REIT is located at 2180 Yonge Street, Toronto, Ontario, M4P 2V8. The REIT was formed to own income producing commercial properties located primarily in Canada. The REIT commenced operations on October 23, 2013.

The REIT indirectly owns, through the Partnership, a portfolio of 341 properties across Canada. The portfolio consists of 325 retail properties, four distribution centres, one mixed-use commercial property, and 11 properties under development (collectively, the “**Properties**”). The retail properties, distribution centres and mixed-use commercial property contain approximately 26.4 million square feet of gross leasable area (“**GLA**”). The retail properties are made up of (i) 270 single-tenant properties, (ii) 51 multi-tenant properties anchored by a Canadian Tire store (three of which are enclosed shopping malls), and (iii) four multi-tenant properties not anchored by a Canadian Tire store. The 309 Canadian Tire stores owned by the REIT (two of which are classified as properties under development but remain operational) range in size from approximately 12,000 square feet of GLA to 198,000 square feet of GLA. As at September 30, 2018, the date of the Interim Financial Statements, approximately 94.5% of GLA of the Properties was leased to CTC.

The principal objective of the REIT is to create Unitholder value over the long-term by generating reliable, durable and growing monthly cash distributions on a tax-efficient basis. To achieve this objective, management is focusing on expanding the REIT’s asset base while also increasing its AFFO. Future growth is expected to be achieved from a number of sources including the following: (1) the current portfolio of Canadian Tire store leases contain contractual annual rent escalations of approximately 1.5% per year, on average, over the initial term of the leases and have a weighted average remaining lease term of approximately 11 years; (2) the REIT has contractual arrangements with CTC whereby the REIT has a right of first offer on all current and future CTC properties which meet the REIT’s investment criteria and preferential rights, subject to certain exceptions, to participate in the development of, and to acquire, certain new retail properties; and (3) the REIT will continue to use its relationship with CTC to obtain insights into potential real estate acquisitions and development opportunities in markets across Canada.

Further information regarding the REIT and its business is set out in the AIF, which is incorporated by reference herein.

## RECENT DEVELOPMENTS

There have been no material developments in the business of the REIT since September 30, 2018, the date of the Interim Financial Statements, which have not been disclosed in this Prospectus or the documents incorporated by reference herein.

Consistent with the REIT’s past practice and in the normal course of business, the REIT is engaged in discussions, and has various agreements, with respect to possible acquisitions of new properties and dispositions of existing properties in its portfolio. However, there can be no assurance that these discussions or agreements will result in acquisitions or dispositions or, if they do, what the final terms or timing of such acquisitions or dispositions would be. The REIT expects to continue current discussions and to actively pursue other acquisition, investment and disposition opportunities.

## MATERIAL CHANGES TO CONSOLIDATED CAPITALIZATION

There have been no material changes in the consolidated capitalization of the REIT since September 30, 2018, the date of the Interim Financial Statements, which have not been disclosed in this Prospectus Supplement or in the documents incorporated by reference herein. In respect of the Secondary Units to be sold by Holdings LP, prior to closing of the Offering, Holdings LP will convert 744,414 Class B LP Units into 744,414 Units in accordance with the terms of such Class B LP Units. Holdings LP will submit an exchange notice to CT REIT Limited Partnership on or about the date hereof to effect such exchange.

## PLAN OF DISTRIBUTION

Pursuant to the Underwriting Agreement, the REIT and the Selling Unitholders have agreed to sell, and the Underwriters have severally agreed to purchase, an aggregate of 21,115,000 Initial Units at a purchase price of \$12.55 per Offered Unit, for aggregate gross



consideration of \$64,996,450 payable in cash to the REIT and \$199,996,800 payable in cash to the Selling Unitholders as a group, in each case against delivery of the Initial Units on the closing of the Offering, subject to compliance with all necessary legal requirements and to the terms and conditions contained in the Underwriting Agreement. The Offering Price of the Initial Units was determined by negotiation among the REIT, the Selling Unitholders and the Underwriters. The closing of the Offering is expected to occur on or about November 28, 2018 or such other date as the REIT, the Selling Unitholders and the Underwriters may agree, but in any event not later than November 30, 2018. Assuming the Offering closes on November 28, 2018, the first cash distribution which purchasers of Initial Units under the Offering will be eligible to receive will be for the month of November 2018, with an expected record date of November 30, 2018 and an expected payment date of December 17, 2018. As previously disclosed by the REIT, the annual rate of distribution of the REIT has been increased to \$0.7572 per Unit on an annual basis or \$0.0631 per Unit on a monthly basis, commencing with the January 15, 2019 distribution to holders of record on December 31, 2018.

In the event that the closing date of the Offering or the Over-Allotment Option occurs after the record date for the REIT's distribution for the month of November 2018 (expected to have a record date of November 30, 2018 and a payment date of December 17, 2018), a cash payment will be made (a) for or to the benefit of the Underwriters to the extent that the Underwriters have incurred the cost of such distribution in respect of the applicable Offered Units or (b) for the benefit of the purchasers of the applicable Offered Units to the extent such purchasers have not received the benefit of such distribution. In each case, such cash payment will be equal to the distribution amount per Unit paid by the REIT to its unitholders for the month of November 2018 as if the foregoing persons had been unitholders of the REIT on the record date for such distribution, such payment to be made on the later of: (i) the closing date of the Offering or the Over-Allotment Option, as applicable, and (ii) the date the payment is made to the unitholders of the REIT.

The obligations of the Underwriters under the Underwriting Agreement are several and not joint and several, are conditional, and may be terminated at the Underwriters' discretion on the basis of their assessment of the state of the financial markets and may also be terminated upon the occurrence of certain stated events described in the Underwriting Agreement. The Underwriters are, however, severally obligated to take up and pay for all of the Offered Units that they have agreed to purchase if any of the Offered Units are purchased under the Underwriting Agreement.

In consideration for their services in connection with the Offering, the REIT has agreed to pay to the Underwriters the REIT's portion of the Underwriters' fee, equal to 4.0% of the aggregate gross proceeds from the sale of Treasury Units pursuant to the Offering, and the Selling Unitholders have agreed to pay to the Underwriters the Selling Unitholders' portion of the Underwriters' fee, equal to 4.0% of the aggregate gross proceeds from the sale of Secondary Units pursuant to the Offering. The REIT and each of the Selling Unitholders will also pay certain expenses incurred by the Underwriters in connection with the Offering as set out in the Underwriting Agreement which will be paid proportionately by the REIT and each of the Selling Unitholders based upon the number of Offered Units sold by each pursuant to the Offering. The net proceeds of the Offering of Treasury Units, after deducting the Underwriters' aggregate fee of approximately \$2,599,858 and the expenses of the Offering attributable to the REIT estimated at \$120,185, are estimated to be approximately \$62,276,407 and the net proceeds of the Offering of Secondary Units, after deducting the Underwriters' aggregate fee of approximately \$7,999,872 and the expenses of the Offering attributable to the Selling Unitholders estimated at \$369,815, are estimated to be approximately \$191,627,113. See "Use of Proceeds".

The REIT and CTREL have granted to the Underwriters an Over-Allotment Option, which is exercisable in whole or in part and at any time up to 30 days after the closing of the Offering, to purchase up to an additional 796,000 Units pursuant to the Treasury Over-Allotment Option and up to an additional 1,992,000 Units pursuant to the Secondary Over-Allotment Option, on the same terms as set forth above solely to cover over-allocations, if any, and for market stabilization purposes. If the Over-Allotment Option is partially exercised, the Over-Allotment Units will be apportioned between the REIT and CTREL as follows: (i) in respect of the REIT, the number of Treasury Units sold under the Treasury Offering as a proportion of the Initial Units and (ii) in respect of CTREL, the aggregate number of Secondary Units sold by the Selling Unitholders as a proportion of the Initial Units. This Prospectus Supplement, together with the Base Shelf Prospectus, also qualifies the grant of the Over-Allotment Option and the Over-Allotment Units sold upon the exercise of the Over-Allotment Option. A purchaser who acquires Over-Allotment Units acquires such Units under this Prospectus Supplement, together with the Base Shelf Prospectus, regardless of whether the over-allocation position is ultimately filled through exercise of the Over-Allotment Option or secondary market purchases. Pursuant to the Underwriting Agreement, the REIT has agreed to pay the Underwriters a fee of 4.0% of the gross proceeds from the Over-Allotment Units sold in connection with the Treasury Over-Allotment Option and the CTREL has agreed to pay the Underwriters a fee of 4.0% of the gross proceeds from the Over-Allotment Units sold in connection with the Secondary Over-Allotment Option, for an additional fee payable to the Underwriters by the REIT and CTREL of \$399,592 and \$999,984, respectively, if the Over-Allotment Option is exercised in full.

The Underwriting Agreement provides that if an Underwriter or Underwriters fail or refuse to purchase Offered Units that they have agreed to purchase, and the aggregate number of Offered Units which such Underwriter or Underwriters agreed but failed or refused

to purchase is not more than 10% of the aggregate number of Offered Units, the other Underwriters shall be obligated severally on a pro rata basis to purchase the Offered Units which such Underwriter or Underwriters agreed but failed or refused to purchase. The Underwriting Agreement also provides that the Underwriters must buy all of the Offered Units if they buy any of them. However, the Underwriters are not required to take or pay for the Offered Units covered by the Underwriters' Over-Allotment Option described above.

The Underwriters propose to offer the Offered Units to the public initially at the Offering Price. After the Underwriters have made a reasonable effort to sell all of the Offered Units at the Offering Price, the Offering Price of the Offered Units may be decreased and may be further changed from time to time to amounts not greater than the Offering Price, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by the purchasers of the Units is less than the amount paid by the Underwriters to the REIT and the Selling Unitholders.

The Offered Units shall be identical in terms of all other currently outstanding Units. The REIT is authorized to issue an unlimited number of Units.

The REIT and the Selling Unitholders have been advised by the Underwriters that, in connection with the Offering, the Underwriters may effect transactions which stabilize or maintain the market price of the Offered Units at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

In addition, in accordance with policy statements of certain Canadian securities regulatory authorities and the Universal Market Integrity Rules for Canadian Marketplaces ("UMIR"), the Underwriters may not, at any time during the period of distribution, bid for or purchase Units. The foregoing restriction is, however, subject to certain exceptions as permitted by such policy statements and UMIR. These exceptions include a bid or purchase permitted under the provisions of such policy statements and the UMIR relating to market stabilization and market balancing activities and a bid or purchase on behalf of a customer where the order was not solicited.

The Underwriters are entitled under the Underwriting Agreement to indemnification by the REIT, on the one hand, and each of the Selling Unitholders, on the other hand, on a several basis, against certain liabilities including liabilities under securities legislation, or to contribution with respect to payments that they may be required to make in respect thereof. The REIT, on the one hand, and each of the Selling Unitholders (on a several basis), on the other hand, have agreed to indemnify one another against liabilities with respect to certain information related solely to the respective party and furnished to the other for use in this Prospectus Supplement.

The TSX has conditionally approved the listing of the Treasury Units to be distributed under this Prospectus Supplement. Listing will be subject to the REIT fulfilling all of the requirements of the TSX on or before February 21, 2019.

Under the Underwriting Agreement, except for the issuance of the Offered Units, the REIT and each Selling Unitholder has agreed that it will not, without the prior written consent of RBC Dominion Securities Inc. and Scotia Capital Inc., as joint bookrunners on behalf of the Underwriters, such consent not to be unreasonably withheld or delayed, create, issue or sell (or agree or announce any such agreement to create, issue or sell), directly or indirectly, any Units or other securities convertible into or exchangeable for Units, or otherwise lend, transfer, assign, pledge or dispose of (including without limitation by making any short sale, engaging in any hedging, monetization or derivative transaction or entering into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Units or other securities or securities convertible into, exchangeable for, or otherwise exercisable into Units or other securities whether or not cash settled) for the period up to and including 90 days after the closing of the Offering, except, in the case of the Selling Unitholders, in respect of: (a) transfers to affiliates of the Selling Unitholders, or any company, trust or other entity owned by or maintained for the benefit of the Selling Unitholders, as applicable; provided, in respect of (a), any such transferee shall first execute a lock up agreement in substantially the same form agreed to with the Underwriters covering the remainder of the applicable lock-up period; (b) transfers made pursuant to a bona fide takeover bid made to all holders of voting securities of the REIT or similar acquisition or merger transaction, provided that in the event that the take-over or acquisition or merger transaction is not completed, any Units shall remain subject to the restrictions contained in the undertaking; and (c) transfers to any nominee or custodian where there is no change in beneficial ownership; and, in the case of the REIT, in respect of (d) grants of restricted units or deferred units pursuant to the REIT's existing restricted unit plan and deferred unit plan, respectively, (e) upon exercise of any outstanding securities convertible into or exchangeable for Units, including deferred units, restricted units and the Class B LP Units, (f) through the REIT's existing dividend reinvestment plan, and (g) as consideration for the acquisition of property or assets, as applicable.

This Offering is being made in each of the provinces and territories of Canada. Subject to applicable law and the terms of the Underwriting Agreement, the Underwriters may offer the Offered Units in the United States. The Offered Units have not been and will not be registered under the U.S. Securities Act or any U.S. state securities laws, and accordingly may not be offered or sold within the United States except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities

laws. This Prospectus Supplement does not constitute an offer to sell, or a solicitation of an offer to buy, any of the Offered Units in the United States. Each Underwriter has agreed that it and any U.S. registered broker-dealer affiliate of an Underwriter which conducts offers and sales in the United States will not offer or sell the Units to any person in the United States, except as permitted by the Underwriting Agreement. The Underwriting Agreement provides that the Underwriters, acting through their U.S. registered broker-dealer affiliates, may re-offer and re-sell the Offered Units, purchased from the REIT or the Selling Unitholders, in the United States to “qualified institutional buyers”, as defined in Rule 144A(a)(1) of the U.S. Securities Act, pursuant to Rule 144A thereunder and in accordance with applicable state securities laws. Moreover, the Underwriting Agreement provides that the Underwriters will offer and sell the Offered Units outside the United States in accordance with Rule 903 of Regulation S under the U.S. Securities Act. The Offered Units which are sold in the United States will be “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act and will be subject to re-sale and transfer restrictions in the United States. In addition, until 40 days after the commencement of the Offering, any offer or sale of the Offered Units within the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an exemption from the registration requirements under the U.S. Securities Act.

Subscriptions for the Offered Units will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Registrations and transfers of Offered Units will be effected electronically through the book-entry only system administered by CDS or its successor. Beneficial owners of Offered Units will not, except in certain limited circumstances, be entitled to receive physical certificates evidencing their ownership of Offered Units. Offered Units registered in the name of CDS or its nominee will be deposited electronically with CDS on a book-entry only basis at the closing of the Offering. A subscriber who purchases Offered Units will generally only receive a customer confirmation from the registered dealer from or through whom Offered Units are purchased and who is a CDS participant.

**RBC Dominion Securities Inc., Scotia Capital Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., TD Securities Inc., National Bank Financial Inc. and Desjardins Securities Inc. are affiliates of banks that have provided to the REIT the Credit Facility. In addition, RBC Dominion Securities Inc., Scotia Capital Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., TD Securities Inc., National Bank Financial Inc., Desjardins Securities Inc., Citigroup Global Markets Canada Inc., HSBC Securities (Canada) Inc., J.P. Morgan Securities Canada Inc. and MUFG Securities (Canada), Ltd. are affiliates of banks that have, directly or indirectly, provided committed credit lines to CTC in the aggregate principal amount of approximately \$4.225 billion. As at September 30, the REIT had approximately \$32.982 million of borrowings and approximately \$2.265 million of letters of credit outstanding under the Credit Facility and, as of September 29, 2018, CTC had approximately \$339.30 million of borrowings outstanding under its aforementioned credit lines. Consequently, the REIT and each of the Selling Unitholders may be considered a “connected issuer” of each of RBC Dominion Securities Inc., Scotia Capital Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., TD Securities Inc., National Bank Financial Inc., Desjardins Securities Inc., Citigroup Global Markets Canada Inc., HSBC Securities (Canada) Inc., J.P. Morgan Securities Canada Inc. and MUFG Securities (Canada), Ltd. under applicable Canadian securities laws. The decision to sell the Offered Units and the determination of the terms of the Offering were made through negotiation among the REIT, the Selling Unitholders and the Underwriters. The financial institutions of which such Underwriters are affiliates did not have any involvement in such decision or determination although such financial institutions may be advised of the Offering and the terms thereof. As a consequence of the Offering, each of such Underwriters will receive its proportionate share of the Underwriters’ fee. The REIT is and has been in compliance with all material terms and conditions of Credit Facility, that no waiver of any default has occurred thereunder and that there has not been a material change in the value of the security for the Credit Facility since its incurrence. CTC has informed the REIT that CTC is and has been in compliance with all material terms and conditions of the foregoing committed credit lines, that no waiver of any default has occurred thereunder and that there has not been a material change in the value of the security for such committed credit lines since their incurrence. The REIT intends to use a portion of the net proceeds of the Offering of Treasury Units (and any Treasury Over-Allotment Units) to pay down amounts owing under the Credit Facility. See “Use of Proceeds”.**

#### **USE OF PROCEEDS**

The estimated net proceeds to the REIT from the Offering of Treasury Units, after deducting the REIT’s share of fees payable to the Underwriters and the REIT’s share of the estimated expenses of the Offering, will be approximately \$62,276,407. The REIT intends to use the net proceeds from the Offering of Treasury Units to fund previously announced acquisitions as to approximately \$20,000,000, the ongoing development of certain of its existing properties as to approximately \$37,500,000 and to pay down approximately \$4,800,000 owing on its credit facility. The REIT intends to use the net proceeds from the distribution of Treasury Over-Allotment Units to pay down amounts owing on its credit facility.

The estimated net proceeds to the Selling Unitholders from the Offering of Secondary Units, after deducting the Selling Unitholders' share of fees payable to the Underwriters and the Selling Unitholders' share of the estimated expenses of the Offering, will be approximately \$191,627,113. The REIT will not receive any of the proceeds related to the Secondary Units sold by the Selling Unitholders in the Offering. See "Selling Unitholders".

### PRIOR SALES

The following table sets forth the date, number and prices at which the REIT has issued Units in the 12-month period prior to the date hereof. The Selling Unitholders have not sold any Units in the 12-month period prior to the date hereof.

<b>Date</b>	<b>Issuance Type</b>	<b>Total Units Issued<sup>(1)</sup></b>	<b>Price per Security</b>
December 15, 2017	Units issued pursuant to the REIT's distribution reinvestment plan ("DRIP Units")	13,954	\$ 14.71
December 15, 2017	Units issued pursuant to the REIT's deferred unit plan ("DUs") <sup>(2)</sup>	358	\$ 14.71
December 15, 2017	Units issued pursuant to the REIT's restricted unit plan ("RUs") <sup>(3)</sup>	251	\$ 14.71
December 31, 2017	DUs	4,925	\$ 14.26
January 15, 2018	DRIP Units	14,708	\$ 14.49
January 15, 2018	DUs	380	\$ 14.49
January 15, 2018	RUs	266	\$ 14.49
February 15, 2018	DRIP Units	20,444	\$ 12.97
February 15, 2018	DUs	449	\$ 12.97
February 15, 2018	RUs	299	\$ 12.97
March 15, 2018	DRIP Units	20,121	\$ 13.20
March 15, 2018	DUs	444	\$ 13.20
March 15, 2018	RUs	295	\$ 13.20
March 29, 2018	RUs	9,965	\$ 13.35
March 31, 2018	DUs	5,872	\$ 12.99
April 16, 2018	DRIP Units	21,565	\$ 13.26
April 16, 2018	DUs	443	\$ 13.26
April 16, 2018	RUs	341	\$ 13.26
May 15, 2018	DRIP Units	21,960	\$ 13.18
May 15, 2018	DUs	475	\$ 13.18
May 15, 2018	RUs	344	\$ 13.18
June 15, 2018	DRIP Units	22,830	\$ 12.99
June 15, 2018	DUs	484	\$ 12.99
June 15, 2018	RUs	351	\$ 12.99
June 30, 2018	DUs	5,934	\$ 12.96
July 16, 2018	DRIP Units	23,280	\$ 12.57
July 16, 2018	DUs	503	\$ 12.57
July 16, 2018	RUs	364	\$ 12.57
August 15, 2018	DRIP Units	23,712	\$ 13.48
August 15, 2018	DUs	498	\$ 13.48
August 15, 2018	RUs	341	\$ 13.48
September 17, 2018	DRIP Units	22,719	\$ 13.34
September 17, 2018	DUs	505	\$ 13.34
September 17, 2018	RUs	347	\$ 13.34
September 30, 2018	DUs	6,741	\$ 12.98

<u>Date</u>	<u>Issuance Type</u>	<u>Total Units Issued<sup>(1)</sup></u>	<u>Price per Security</u>
October 15, 2018	DRIP Units	25,363	\$ 12.26
October 15, 2018	DUs	552	\$ 12.26
October 15, 2018	RUs	379	\$ 12.26
November 15, 2018	DRIP Units	24,742	\$ 12.58
November 15, 2018	DUs	574	\$ 12.58
November 15, 2018	RUs	371	\$ 12.58

Notes:

- (1) Numbers are rounded down to the nearest whole unit.
- (2) All DUs are vested at the time of the grant but are settled in Units or, at the election of the holder, the cash equivalent, only after termination of service with the REIT.
- (3) Following the end of the applicable vesting period, or the earlier of the holder's resignation or termination of employment without cause, RUs are settled in Units or, at the election of the holder, the cash equivalent.

### **PRICE RANGE AND TRADING VOLUME OF THE UNITS**

The Units are listed on the TSX under the symbol "CRT.UN". The following table sets forth the market price ranges and trading volumes of the Units on the TSX for the 12-month period before the date of this Prospectus Supplement, as reported by the TSX.

	<u>High</u> <u>(\$)</u>	<u>Low</u> <u>(\$)</u>	<u>Volume</u>
<b>2017</b>			
November	14.96	13.68	710,293
December	14.88	14.07	369,825
<b>2018</b>			
January	14.68	13.85	1,295,887
February	13.81	12.50	909,325
March	13.66	12.75	689,051
April	13.50	12.80	349,059
May	13.51	12.91	1,110,604
June	13.53	12.80	1,104,583
July	13.72	12.37	1,154,921
August	13.69	13.30	649,610
September	13.57	12.77	637,266
October	13.00	12.03	791,654
November 1-20	13.03	12.15	1,570,279

### **SELLING UNITHOLDERS**

As of the date hereof, CTC holds, indirectly, through the Selling Unitholders and other subsidiaries, an 85.5% effective interest in the REIT through ownership of 59,711,094 Units and 124,145,047 Class B limited partnership units of the Partnership ("Class B LP Units"), being all of the issued and outstanding Class B LP Units, which are economically equivalent to and exchangeable for Units. CTC also indirectly owns all of the Class C limited partnership units of the Partnership. Additional information regarding CTC's interest in the REIT can be found in the AIF and Circular, which are incorporated by reference herein.

The Selling Unitholders intend to sell an aggregate of 15,936,000 Units beneficially owned by them, representing approximately 7.4% of the total issued and outstanding Units of the REIT assuming full conversion of the Class B LP Units into Units and no exercise of the Over-Allotment Option before giving effect to the Treasury Offering (17,928,000 Units and 8.3% if the Over-Allotment Option is exercised in full). Prior to closing of the Offering, Holdings LP will convert 744,414 Class B LP Units into 744,414 Units in accordance with the terms of such Class B LP Units, which will be sold by Holdings LP pursuant to the Offering. Holdings LP will submit an exchange notice to the Partnership on or about the date hereof to effect such exchange.

Following completion of the Offering, including the issuance of the Treasury Units, CTC will hold, indirectly, (i) an 76.3% effective interest in the REIT through ownership of 44,519,508 Units and 123,400,633 Class B LP Units, being all of the issued and outstanding Class B LP Units, which are economically equivalent to and exchangeable for Units, or (ii) if the Over-Allotment Option is exercised in full, an 75.1% effective interest in the REIT through ownership of 42,527,508 Units and 123,400,633 Class B LP Units, being all of the issued and outstanding Class B LP Units. Following completion of the Offering, CTC will continue to indirectly own all of the Class C limited partnership units of the Partnership.

## **CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS**

In the opinion of Stikeman Elliott LLP, counsel to the REIT and the Selling Unitholders, and Osler, Hoskin & Harcourt LLP, counsel to the Underwriters, the following is a summary of the principal Canadian federal income tax considerations under the Tax Act generally applicable as of the date hereof to a purchaser who acquires as a beneficial owner Offered Units pursuant to this Prospectus Supplement and who, for purposes of the Tax Act and at all relevant times, is or is deemed to be resident in Canada, deals at arm's length with the REIT and the Underwriters and is not affiliated with the REIT or the Underwriters, acquires and holds their Offered Units as capital property, and is not exempt from tax under Part I of the Tax Act (in this section of the prospectus, referred to as a "**Holder**"). Generally, the Offered Units will be considered to be capital property to a Holder provided that the Holder does not hold such Offered Units in the course of carrying on a business and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Certain Holders who might not otherwise be considered to hold their Offered Units as capital property may, in certain circumstances, be entitled to make an irrevocable election in accordance with subsection 39(4) of the Tax Act to have such Offered Units and any other "Canadian security" as defined in the Tax Act owned by such Holder in the taxation year in which the election is made and in subsequent taxation years, deemed to be capital property. Holders who do not hold their Offered Units as capital property should consult their own tax advisors regarding their particular circumstances.

This summary is not applicable to a Holder: (i) that is a "financial institution" for purposes of the "mark-to-market rules"; (ii) that is a "specified financial institution"; (iii) that has elected to determine its Canadian tax results in a foreign currency pursuant to the "functional currency" reporting rules in the Tax Act; (iv) an interest in which is a "tax shelter investment"; or (v) that has entered into a "derivative forward agreement" in respect of Offered Units, as each term is defined in the Tax Act. Such Holders should consult their own tax advisors to determine the tax consequences to them of the acquisition, holding and disposition of Offered Units. In addition, this summary does not address the deductibility of interest by an investor who has borrowed money to acquire Offered Units under the Offering.

This summary is based on certain representations as to factual matters made in a certificate signed by an officer of the REIT (the "**Officer's Certificate**"), which certificate is provided to counsel. In particular, this summary assumes that the representations made in the Officer's Certificate are true and correct, including the representations that the REIT has and will at all times comply with the Declaration of Trust, and that the REIT does and will continue to qualify as a "mutual fund trust" within the meaning of the Tax Act while the Units remain outstanding.

This summary is based on the current provisions of the Tax Act in force as of the date hereof, all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Tax Proposals**"), and counsel's understanding of the current administrative policies and assessing practices of the Canada Revenue Agency ("**CRA**") published in writing by the CRA prior to the date hereof. Except for the Tax Proposals, this summary does not take into account or anticipate any changes in law, whether by legislative, governmental or judicial action, or changes in the CRA's administrative policies and assessing practices, nor does it take into account or consider any other federal tax considerations or any provincial, territorial or foreign tax considerations, which may differ materially from those discussed herein. This summary assumes that the Tax Proposals will be enacted as currently proposed, but no assurances can be given that this will be the case. There can be no assurances that the CRA will not change its administrative policies or assessing practices.

This summary is of a general nature only and is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in the Offered Units. The income and other tax consequences of acquiring, holding or disposing of Offered Units will vary depending on a Holder's particular status and circumstances, including the province or territory in which the Holder resides or carries on business. This summary is not intended to be, and should not be construed to be, legal or tax advice to any particular Holder. Prospective Unitholders should consult their own tax advisors for advice with respect to the tax consequences of an investment in Units in their particular circumstances.

For the purposes of this summary and the opinion given under the heading "Eligibility for Investment", a reference to the REIT is a reference to CT Real Estate Investment Trust only and is not a reference to any of its related entities.

## Status of the REIT

### *Qualification as a “Mutual Fund Trust”*

Based on the representations as to factual matters set out in the Officer’s Certificate, the REIT has and will continue to qualify as a mutual fund trust within the meaning of the Tax Act at all relevant times. This summary assumes the REIT has and will continue to qualify at all times as a “mutual fund trust” within the meaning of the Tax Act. **If the REIT were not to qualify as a mutual fund trust at all times, certain of the income tax considerations described herein would, in some respects, be materially and adversely different.**

Currently, a trust will not be considered to be a mutual fund trust if it is established or maintained primarily for the benefit of non-resident persons. This summary assumes that the REIT was not established and is not maintained primarily for the benefit of non-resident persons and counsel is of the view that this assumption is reasonable in light of the restrictions on ownership of Units by non-residents of Canada which are contained in the Declaration of Trust.

### **Qualification as a “Real Estate Investment Trust”**

#### *SIFT Rules*

The Tax Act contains rules (the “**SIFT Rules**”) which tax certain publicly traded or listed trusts and partnerships in a manner similar to corporations and which tax certain distributions from such trusts and partnerships as taxable dividends from a taxable Canadian corporation. The SIFT Rules apply to any trust or partnership that is a “SIFT trust” or “SIFT partnership” (each defined in the Tax Act) and its investors.

A SIFT trust includes a Canadian resident trust where investments in the trust are listed or traded on a stock exchange or other public market, and the trust holds one or more “non-portfolio properties” (as defined in the Tax Act). “Non-portfolio properties” include certain investments in real properties situated in Canada and certain investments in corporations and trusts resident in Canada and in partnerships with specified connections in Canada.

Pursuant to the SIFT Rules, a SIFT trust cannot deduct any part of the amounts payable to unitholders in respect of (i) aggregate net income from businesses it carries on in Canada; (ii) aggregate net income (other than taxable dividends received by the SIFT trust) from its non-portfolio properties; and (iii) aggregate net taxable capital gains from its disposition of non-portfolio properties. Distributions which a SIFT trust is unable to deduct will be taxed in the SIFT trust at rates of tax designed to emulate the combined federal and provincial corporate tax rates. Generally, distributions that are paid as returns of capital will not attract this tax.

As discussed below, the SIFT Rules do not apply in respect of a taxation year to a trust that qualifies as a “real estate investment trust” for the year (the “**REIT Exception**”). If the REIT does not satisfy the REIT Exception throughout the year, the SIFT Rules will apply to the REIT for that year. No assurances can be given that adverse consequences to the REIT and/or Unitholders will not arise as a consequence of the application of the SIFT Rules to the REIT.

Distributions of a SIFT’s income that are not deductible to the SIFT will be treated as dividends payable to unitholders from a taxable Canadian corporation. Such dividends deemed to be received by an individual (other than certain trusts) will be included in computing the individual’s income for tax purposes and will be subject to the enhanced gross-up and dividend tax credit rules normally applicable to eligible dividends received from taxable Canadian corporations. Such dividends deemed to be received by a holder that is a corporation generally will be deductible in computing the corporation’s taxable income, and generally will qualify as “eligible dividends” for purposes of computing a Canadian resident corporation’s “general rate income pool” or “low rate income pool” (each as defined in the Tax Act). Certain corporations, including “private corporations” or “subject corporations” (as such terms are defined in the Tax Act), may be liable to pay a refundable tax under Part IV of the Tax Act on dividends received or deemed to be received to the extent that such dividends are deductible in computing taxable income.

### **REIT Exception**

Trusts that satisfy the REIT Exception are not subject to the SIFT Rules. The following conditions must be met (in addition to the trust being resident in Canada throughout the taxation year) in order for a trust to qualify for the REIT Exception:

- (a) at each time in the taxation year, the total fair market value at that time of all non-portfolio properties that are “qualified REIT properties” (as described below) held by the trust must be at least 90% of the total fair market value at that time of all non-portfolio properties held by the trust;
- (b) not less than 90% of the trust’s “gross REIT revenue” (as described below) for the taxation year must be derived from one or more of the following: “rent from real or immovable properties” (as described below), interest, dispositions of “real or immovable properties” that are capital properties (as described below), dividends, royalties and dispositions of “eligible resale properties” (as described below);
- (c) not less than 75% of the trust’s gross REIT revenue for the taxation year must be from one or more of the following: rent from real or immovable properties, interest from mortgages or hypothecs on real or immovable properties, and dispositions of real or immovable properties that are capital properties;
- (d) at no time in the taxation year can the total fair market value of, stated generally, properties made up of real or immovable properties that are capital properties, eligible resale properties, cash, deposits in a bank or credit union, indebtedness of Canadian corporations represented by bankers’ acceptances and debt issued or guaranteed by governments in Canada be less than 75% of the “equity value” of the trust at that time; and
- (e) investments in the trust must be, at any time in the taxation year, listed or traded on a stock exchange or other public market.

Generally, the SIFT Rules contain look-through rules under which a trust could qualify for the REIT Exception where it holds its real properties indirectly through intermediate entities.

Under the SIFT Rules:

- (a) “eligible resale property” means real or immovable property (other than capital property) of an entity, (i) that is contiguous to a particular real or immovable property that is capital property or eligible resale property held by the entity or another entity affiliated with the entity, and (ii) the holding of which is ancillary to the holding of the particular property;
- (b) “gross REIT revenue”, of an entity for a taxation year, means the amount, if any, by which the total of all amounts received or receivable in the taxation year (depending on the method regularly followed by the entity in computing the entity’s income) by the entity exceeds the total of all amounts each of which is the cost to the entity of a property disposed of in the taxation year;
- (c) “qualified REIT property” of a trust at any time means, generally, a property held by the trust that is at that time:
  - (i) a real or immovable property that is capital property, an eligible resale property, money and certain indebtedness held by the trust;
  - (ii) a security of a “subject entity” (as described below) all or substantially all of the gross REIT revenue of which (for the subject entity’s taxation year that ends in the trust’s taxation year that includes that time) is from maintaining, improving, leasing or managing real or immovable properties that are capital properties of the trust or of an entity of which the trust holds a share or interest;
  - (iii) a security of a subject entity if the entity holds no property other than (A) legal title to real or immovable properties of the trust or of another subject entity all of the securities of which are held by the trust and (B) property described in (iv) below; and
  - (iv) ancillary to the earning by the trust of rents from, and capital gains from the dispositions of, real or immovable property, other than an equity of an entity, a mortgage, hypothecary claim, mezzanine loan or similar obligation;
- (d) “real or immovable property” includes generally a security of a trust that satisfies (or of any other entity that would, if it were a trust, satisfy) the criteria in (a), (b), (c) and (d) required to qualify for the REIT Exception discussed above and an interest in certain real property or a real right in immovables, but excludes any depreciable property other than a depreciable



property included (otherwise than by an election) in capital cost allowance (“CCA”) Class 1, 3 or 31, a property ancillary to the ownership or utilization of such depreciable property and a lease or leasehold interest in respect of land or such depreciable property;

- (e) “rent from real or immovable properties” includes rent or similar payments for the use of or right to use real or immovable properties, payment for services ancillary to the rental of real or immovable properties and customarily supplied or rendered in connection therewith, but does not include any other payments for services supplied or rendered, fees for managing or operating such properties, payment for the occupation, use or right to use a room in a hotel or other similar lodging facility, or rent based on profits; and
- (f) “subject entity” means (i) a corporation resident in Canada, (ii) a trust resident in Canada, (iii) a Canadian resident partnership or (iv) a non-resident person, or a partnership that is not a Canadian resident partnership, the principal source of income of which is one or more sources in Canada.

The REIT Exception contains a number of technical tests and the determination as to whether the REIT qualifies for the REIT Exception in any particular taxation year can only be made at the end of the taxation year. Management has advised counsel that it believes, as currently structured, that the REIT currently qualifies, and will continue at all relevant times to qualify, for the REIT Exception. There is no assurance that the REIT will qualify for the REIT Exception in any particular year. The REIT has not obtained, nor sought, an advance tax ruling from the CRA in respect of the non-application to the REIT of the SIFT Rules, including the availability of the REIT Exception. There can be no assurance that subsequent investments or activities undertaken by the REIT will not result in the REIT failing to comply with the REIT Exception. The Declaration of Trust provides that the REIT shall use its reasonable best efforts not to be a SIFT trust, in the circumstances and on the basis set forth in the Declaration of Trust. Counsel will not review the REIT’s compliance with the conditions for the REIT Exception.

The balance of this summary assumes that the REIT has and will continue to qualify for the REIT Exception at all times and therefore will not be subject to the SIFT Rules. Should the REIT cease to qualify under the REIT Exception for a taxation year, the income tax considerations could be materially different from those described in this summary — in particular, non-deductible distribution amounts, as previously described, could be taxable to the REIT (with the result that the amount of cash available for distribution by the REIT would be reduced) and could also be included in the income of Unitholders for purposes of the Tax Act as taxable dividends. The REIT Exception is applied on a taxation year basis. Accordingly, even if the REIT does not qualify for the REIT Exception in a particular taxation year, it may be able to do so in a subsequent taxation year.

## **Taxation of the REIT**

The REIT will be subject to tax under Part I of the Tax Act on its income for the year, including net realized taxable capital gains and its allocated share of income of the Partnership for its fiscal period ending on or before the year-end of the REIT, less the portion thereof that it deducts in respect of amounts paid or payable to Unitholders. An amount will be considered to be payable to a Unitholder in a taxation year if it is paid to the Unitholder in the year by the REIT or if the Unitholder is entitled in that year to enforce payment of the amount. The taxation year of the REIT is the calendar year.

The REIT will generally not be subject to tax on any amounts received as distributions from the Partnership. Generally, distributions to the REIT in excess of its allocated share of the income of the Partnership for a fiscal year will result in a reduction of the adjusted cost base of the REIT’s class A limited partnership units (“Class A LP Units”) in the Partnership by the amount of such excess. If, as a result, the REIT’s adjusted cost base at the end of a taxation year of its Class A LP Units in the Partnership would otherwise be a negative amount, the REIT would be deemed to realize a capital gain equal to the negative adjusted cost base and the REIT’s adjusted cost base at the beginning of the next taxation year of its Class A LP Units in the Partnership would then be reset to zero.

In computing its income for purposes of the Tax Act, the REIT may generally deduct reasonable administrative costs, interest and other expenses of a current nature incurred by it for the purpose of earning income. Generally, the REIT may also deduct on a five-year straight line basis (subject to pro-ration for short taxation years) reasonable expenses incurred by it in the course of issuing Units.

Generally, under the Declaration of Trust, unless the Trustees otherwise determine, an amount equal to all of the net income (including taxable capital gains) of the REIT (determined without reference to paragraph 82(1)(b) and subsection 104(6) of the Tax Act), together with the non-taxable portion of any net capital gains realized by the REIT, but excluding capital gains the tax on which may be offset by capital losses carried forward from prior years, will be payable in the year to Unitholders by way of cash distributions, subject

to the following exception. Where income of the REIT in a taxation year exceeds the total cash distributions for that year, such excess income may be distributed to Unitholders in the form of additional Units. Income of the REIT payable to Unitholders, whether in cash, additional Units or otherwise, will generally be deductible by the REIT in computing its income.

Counsel has been advised that the REIT intends to make sufficient distributions in each year of its net income for tax purposes and net realized capital gains so that the REIT will not be liable in that year for any non-refundable tax under Part I of the Tax Act (after taking into account losses or capital losses that may be carried forward from prior years). Losses incurred by the REIT (including losses allocated to the REIT by the Partnership and capable of being deducted by the REIT) cannot be allocated to Unitholders, but may be deducted by the REIT in computing its taxable income in future years in accordance with the detailed rules and limitations in the Tax Act.

### **Taxation of the Partnership**

Management has advised counsel that it believes the Partnership currently qualifies, and will continue at all relevant times to qualify, as an “excluded subsidiary entity” at all relevant times and, as a result, will not be subject to tax under the Tax Act (including under the SIFT Rules). If the Partnership does not qualify as an “excluded subsidiary entity”, the income tax consequences described herein could be materially different from those described in this summary.

Generally, each partner of the Partnership, including the REIT, is required to include in computing the partner’s income, the partner’s share of the income (or loss) of the Partnership for the Partnership’s fiscal year ending in, or coincidentally with, the partner’s taxation year end, whether or not any such income is distributed to the partner in the taxation year. For this purpose, the income or loss of the Partnership will be computed for each fiscal year as if the Partnership was a separate person resident in Canada. In computing the income or loss of the Partnership, deductions may generally be claimed in respect of its available CCA and its administrative and other expenses (including interest in respect of the debt of the Partnership, if any) incurred for the purpose of earning income from business or property to the extent the outlays are not capital in nature and do not exceed a reasonable amount. Where properties are acquired by the Partnership on a tax deferred basis, the tax cost of these properties will be less than their fair market value. As a result, the CCA that the Partnership may claim in respect of such properties is less than it would have been if such properties had been acquired with a tax cost basis equal to their fair values. Moreover, if one or more of such properties are disposed of, the gain realized by the Partnership for tax purposes will be in excess of that which it would have realized if it had acquired the properties at a tax cost equal to their fair market values.

The income or loss of the Partnership for a fiscal year will be allocated to the partners of the Partnership, including the REIT, on the basis of their respective share of such income or loss as provided in the Limited Partnership Agreement, subject to the detailed rules in the Tax Act. Generally, distributions to partners in excess of the income of the Partnership for a fiscal year will result in a reduction of the adjusted cost base of the partner’s units in the Partnership by the amount of such excess, as described above.

### **Taxation of Holders**

A Holder will generally be required to include in computing income for a particular taxation year the portion of the net income for tax purposes of the REIT for a taxation year, including net realized taxable capital gains, that is paid or payable to the Holder in the particular taxation year (and that the REIT deducts in computing its income), whether such portion is received in cash, additional Units or otherwise. Any loss of the REIT for purposes of the Tax Act cannot be allocated to, or be treated as a loss of, the Holder.

The after-tax return to a Holder from an investment in Units will depend, in part, on the composition for tax purposes of distributions paid by the REIT, portions of which may be fully or partially taxable or may constitute non-taxable returns of capital. The composition for tax purposes of distributions by the REIT may change over time, thus affecting the after-tax return to such Holder.

Provided that appropriate designations are made by the REIT, such portion of the net taxable capital gains and taxable dividends received or deemed to be received on shares of taxable Canadian corporations as are paid or payable, or deemed to be paid or payable, to a Holder, will effectively retain their character and be treated as such in the hands of the Holder for purposes of the Tax Act. To the extent that amounts are designated as having been paid to Holders out of the net taxable capital gains of the REIT, such designated amounts will be deemed for tax purposes to be received by Holders in the year as a taxable capital gain and will be subject to the general rules relating to the taxation of capital gains. See the discussion in “Taxation of Capital Gains and Capital Losses” below. To the extent that amounts are designated as having been paid to Holders out of taxable dividends received or deemed to be received on shares of taxable Canadian corporations, the normal (or in the case of eligible dividends, the enhanced) gross-up and dividend tax credit rules will

apply to individuals, the deduction in computing taxable income will be available to corporations, and the refundable tax under Part IV of the Tax Act will be payable by Holders that are “private corporations” or “subject corporations” (as such terms are defined in the Tax Act). Holders should consult their own tax advisors for advice with respect to the potential application of these provisions.

The non-taxable portion of any net realized capital gains of the REIT that is paid or payable, or deemed to be paid or payable, to a Holder in a taxation year will not be included in computing the Holder’s income for the year. Any other amount in excess of the net income and net taxable capital gains of the REIT that is paid or payable, or deemed to be paid or payable, by the REIT to a Holder in that year (including the 3% bonus on Units acquired pursuant to the REIT’s distribution reinvestment plan “**DRIP**”) will generally not be included in the Holder’s income for the taxation year. However, where such an amount is paid or payable to a Holder (other than as proceeds of disposition or deemed disposition of Units or any part thereof), the Holder will generally be required to reduce the adjusted cost base of the Holder’s Units by that amount (except to the extent it represents the Holder’s share of the non-taxable portion of the net realized capital gains of the REIT for the year, the taxable portion of which was designated by the REIT in respect of the Holder). To the extent that the adjusted cost base of a Unit would otherwise be a negative amount, the negative amount will be deemed to be a capital gain realized by the Holder and the adjusted cost base of the Unit to the Holder will immediately thereafter be nil. Refer to the discussion of “Taxation of Capital Gains and Capital Losses” below.

### ***Purchases of Units by Unitholders***

Since the REIT will make monthly distributions, a purchaser of a Unit may incur tax on a portion of the net income or capital gains of the REIT accrued or realized by the REIT in a month before the time the Unit was purchased but which was not paid or made payable to Unitholders until the end of the month and after the time the Unit was purchased. A similar result may apply on an annual basis in respect of a portion of income or capital gains accrued or realized by the REIT in a year before the time the Unit was purchased but which is paid or made payable to Unitholders at year end and after the time the Unit was purchased.

In circumstances where the closing date of the Offering or the Over-Allotment Option occurs after the record date for the REIT’s distribution for the month of November 2018, purchasers should consult their own tax advisors with respect to the tax consequences of the cash payment to be made by the REIT in such circumstances as described under the heading “Plan of Distribution”.

### ***Disposition of Units***

In general, a disposition or deemed disposition of a Unit will give rise to a capital gain (or a capital loss) equal to the amount by which the Holder’s proceeds of disposition of the Unit exceed (or are exceeded by) the aggregate of the adjusted cost base of the Unit to the Holder and any reasonable costs of disposition. Proceeds of disposition will not include an amount payable by the REIT that is otherwise required to be included in the Holder’s income. Refer to the discussion of “Taxation of Capital Gains and Capital Losses” below.

The adjusted cost base of a Unit to a Holder will include all amounts paid by the Holder for the Unit subject to certain adjustments. The cost to the Holder of additional Units received as a distribution of income (including net capital gains) will generally be equal to the amount of the distribution. The cost of Units acquired by reinvestment of distributions pursuant to the DRIP will be the amount of such reinvestment. For the purpose of determining the adjusted cost base to a Holder, when a Unit is acquired (whether pursuant to the DRIP or otherwise), the cost of the newly acquired Unit will be averaged with the adjusted cost base of all of the Units owned by the Holder as capital property immediately before the acquisition. There will be no net increase or decrease in the adjusted cost base of all of the Holder’s Units as a result of the receipt of the 3% bonus Units under the DRIP. However, the receipt of such bonus Units will result in a per Unit reduction of the adjusted cost base of Units to the Holder.

The consolidation of Units of the REIT will not result in a disposition of Units by Unitholders. The aggregate adjusted cost base to a Unitholder of all of the Unitholder’s Units will not change as a result of a consolidation of Units; however, the adjusted cost base per Unit will increase.

### ***Taxation of Capital Gains and Capital Losses***

One-half of the amount of any capital gain (a “taxable capital gain”) realized by a Holder on a disposition or deemed disposition of a Unit and the amount of any net taxable capital gains designated by the REIT in respect of a Holder will generally be included in the Holder’s income for the year. One-half of the amount of any capital loss (an “allowable capital loss”) sustained by the Holder on the disposition or deemed disposition of a Unit must generally be deducted by such Holder against taxable capital gains for the year. Any

excess allowable capital losses over taxable capital gains of the Holder for that year may be carried back up to three taxation years or forward indefinitely and deducted against net taxable capital gains in those other years, subject to the detailed provisions of the Tax Act.

The amount of any capital loss otherwise realized by a Holder that is a corporation or a trust (other than a mutual fund trust) on the disposition of a Unit may be reduced by the amount of dividends received by the REIT and previously designated by the REIT to the Holder except to the extent that a loss on a previous disposition of a Unit has been reduced by such amounts. Similar rules may apply where a corporation or trust (other than a mutual fund trust) is a member of a partnership that disposes of Units. Holders to whom these rules may be relevant should consult their own tax advisors.

### ***Special Tax on Certain Corporations***

A Holder that is a “Canadian controlled private corporation” (as defined in the Tax Act) may be liable to pay an additional refundable tax on its “aggregate investment income” (as defined in the Tax Act), including taxable capital gains.

### ***Alternative Minimum Tax***

In general terms, net income of the REIT paid or payable to a Holder who is an individual (other than certain trusts) that is designated as taxable dividends or as net taxable capital gains and capital gains realized on the disposition of Units by such Holder may increase the Holder’s liability for alternative minimum tax.

## **RISK FACTORS**

There are risks associated with an investment in the Offered Units. Reference is made to the section entitled “Risk Factors” in the AIF and the risks described in the MD&A, all of which are incorporated herein by reference. If any of such or other risks materialize, the REIT’s business, prospects, financial condition, results of operations and cash flows could be materially adversely impacted. There is no assurance that risk management steps taken by the REIT will avoid future loss due to the occurrence of the below described or other unforeseen risks.

In addition, while the REIT intends to use the proceeds from the Offering of Treasury Units (and any Treasury Over-Allotment Units) as specified herein, the REIT will have discretion concerning the use of proceeds as well as the timing of any deployment of such proceeds. As a result, an investor will be relying on the judgement of management of the REIT for the deployment of any proceeds from the Offering of Treasury Units (and any Treasury Over-Allotment Units). The REIT may use the net proceeds from the Offering of Treasury Units (and any Treasury Over-Allotment Units) in ways that an investor may not consider desirable. The results and the effectiveness of the deployment of any proceeds from the Offering of Treasury Units are uncertain. If the net proceeds from the Offering of Treasury Units (and any Treasury Over-Allotment Units) are not applied effectively, the REIT’s results of operations, Unit price or reputation may suffer.

## **AUDITORS, TRANSFER AGENT AND REGISTRAR**

Deloitte LLP, located at 8 Adelaide Street West, Suite 200, Toronto, Ontario M5H 0A9, are the auditors of the REIT and are independent of the REIT within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

The transfer agent and registrar for the Units is Computershare Trust Company of Canada at its principal office in Toronto, Ontario.

## **LEGAL MATTERS**

Legal matters in connection with the issuance of the Units offered by this Prospectus Supplement will be passed upon at the date of closing of the Offering on behalf of the REIT and the Selling Unitholders by Stikeman Elliott LLP and on behalf of the Underwriters by Osler, Hoskin & Harcourt LLP.

As of the date hereof, the partners and associates of Stikeman Elliott LLP, as a group, and Osler, Hoskin & Harcourt LLP, as a group, each beneficially own, directly or indirectly, less than 1% of the outstanding securities of the REIT.

## **PURCHASERS' STATUTORY RIGHTS**

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revision of the price or damages if the prospectus and any amendment thereto contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal adviser.

**CERTIFICATES OF THE REIT AND THE PROMOTER**

Dated: November 21, 2018

The short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each of the provinces and territories of Canada.

**CT REAL ESTATE INVESTMENT TRUST**

(Signed) Kenneth Silver  
Chief Executive Officer

(Signed) Lesley Gibson  
Chief Financial Officer

On behalf of the Board of Trustees

(Signed) David Laidley  
Trustee

(Signed) Anna Martini  
Trustee

**CANADIAN TIRE CORPORATION, LIMITED**  
(as Promoter)

(Signed) Stephen Wetmore  
President and Chief Executive Officer

(Signed) Dean McCann  
Executive Vice President and  
Chief Financial Officer

**UNDERWRITERS' CERTIFICATE**

Dated: November 21, 2018

To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each of the provinces and territories of Canada.

**RBC DOMINION SECURITIES INC.**

(Signed) Steve Michell  
Managing Director

**SCOTIA CAPITAL INC.**

(Signed) Justin Bosa  
Managing Director and Head, Real Estate

**BMO NESBITT BURNS INC.**

(Signed) Onorio Lucchese  
Managing Director

**CIBC WORLD MARKETS INC.**

(Signed) Jeff Appleby  
Managing Director

**TD SECURITIES INC.**

(Signed) Aliyah Mohamed  
Director

**NATIONAL BANK FINANCIAL  
INC.**

(Signed) Andrew Wallace  
MD & Group Head, Real Estate

**DESJARDINS SECURITIES INC.**

(Signed) Mark Edwards  
Managing Director

**CANACCORD GENUITY CORP.**

(Signed) Dan Sheremeto  
Managing Director

**RAYMOND JAMES LTD.**

(Signed) Lucas Atkins  
Managing Director

**CITIGROUP GLOBAL  
MARKETS CANADA INC.**

(Signed) Grant Kernaghan  
Managing Director

**HSBC SECURITIES  
(CANADA) INC.**

(Signed) Jay K Lewis  
Head of Equity Capital  
Markets

**J.P. MORGAN  
SECURITIES CANADA  
INC.**

(Signed) Adeel Kheraj  
Executive Director

**MUFG SECURITIES  
(CANADA), LTD.**

(Signed) Richard Testa  
Managing Director