

ALLIED

Disclosure Policy

September 5, 2018

Disclosure Policy

Statement of Policy

Allied Properties Real Estate Investment Trust (the “REIT”) is committed to a policy of full, true and plain public disclosure of all material information in a timely manner, in order to keep unitholders and all members of the investing public equally informed about the REIT’s operations.

This policy extends to the conduct of trustees, officers, spokespersons and other employees and agents of the REIT, and all methods that the REIT uses to communicate to the public, such as written statements made in the REIT’s annual and quarterly reports, news releases, letters to unitholders, press conferences, conference calls, webcasts, speeches by senior management, information contained in electronic and/or social media and information on the REIT’s website, if any. It also covers oral statements made in group and individual meetings with financial analysts and investors, telephone calls with financial analysts, investors or others, and interviews with the media. The foregoing is collectively referred to as “Corporate Disclosure”.

This policy statement outlines the REIT’s approach to the determination and dissemination of material information and the circumstances under which the confidentiality of information will be maintained. It also provides guidelines in order to achieve consistent disclosure practices across the REIT.

Disclosure Committee

The REIT has a Disclosure Committee responsible for all regulatory disclosure requirements and for overseeing the REIT’s disclosure practices. The Committee consists of the Chief Executive Officer, the Chief Financial Officer and the Chief Operating Officer. These individuals, combined with inquiries of operating personnel, have sufficient knowledge of the company’s affairs to ensure that there is no material misstatement of fact or material omission of fact in the public document. Each document of Corporate Disclosure is circulated to the group by the member chiefly responsible for originating the draft. The expectation is that the Committee shall bring to bear the relevant professional disciplines and corporate knowledge to ensure consistent and compliant corporate disclosure.

It is essential that the Committee be kept fully apprised by the Chief Executive Officer of all pending material corporate developments, in order to evaluate and discuss those events to determine the appropriateness and timing for public release of information. If it is deemed that material information should remain confidential, the Committee will determine how such information will be controlled.

The Committee will identify appropriate industry and internal benchmarks for a preliminary assessment of materiality. Guided by these benchmarks, the Committee will use its experience and judgment to determine the timing for public release of material information. The Committee is responsible for ensuring appropriate systems, processes and controls for disclosure and will review all Corporate Disclosure, including news releases and compliance filings, prior to their release or filing. The Committee may but is not required to meet as conditions dictate and the secretary, as designated by the Committee, will keep records of these meetings.

The Committee will review and update, if necessary, these Guidelines annually or as needed to ensure compliance with changing regulatory requirements. The Committee is also responsible for enabling the Spokespersons (as set out below) for the REIT to have or receive adequate training.

Review by the Disclosure Committee includes the following:

- ensuring the disclosure controls and procedures relative to the public document were performed;

- reading the document, with attention directed to a material misstatement of fact or an omission of a material fact that would render the public document misleading;
- if circumstances warrant, meeting prior to the public release or filing of the public document to discuss its contents;
- inquiring as to responses received to questionnaires, if any, circulated as part of the certification process, if applicable;
- directing queries, if necessary, to the individual responsible for the preparation of the public document so that each member of the Committee is satisfied that it contains appropriate disclosures;
- in the case of annual and quarterly filings and other reports to be filed or submitted under securities legislation, obtaining appropriate assurances and sub-certifications addressed to the Chief Executive Officer and Chief Financial Officer that the certifications of such filings and documents can be signed.

All material changes to the documents, subsequent to the review of the committee will require approval of each of the committee members, prior to release. However, the committee grants authority to the Chief Executive Officer to make any changes to the documents subsequent to the review of the committee, should such changes become necessary. Any such changes must be communicated to each of the committee members prior to release.

Spokespersons

The primary spokespersons for the REIT are the Chair and the Chief Executive Officer (the “Spokespersons”). The Spokespersons may, from time to time, designate others to speak on behalf of the REIT or to respond to specific inquiries from the investment community or the media. For the purpose of speaking with analysts only, the Spokespersons shall also include the Chief Executive Officer, Chief Financial Officer and the Chief Operating Officer.

All public disclosures of information about the REIT will be made or approved by, and all communications with analysts will be made by, the Spokespersons. Employees other than the Spokespersons are not to respond to inquiries from the investment community or the media unless specifically asked to do so by a Spokesperson. All such queries should be referred to a Spokesperson.

If there is any doubt about the appropriateness of supplying information to an outside party, an employee should contact a Spokesperson for advice.

Material Information

In securities law, the term “material fact” means any fact, where used in relation to securities issued or proposed to be issued, that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of any of the REIT’s securities. Securities law and securities commission and stock exchange policies require immediate disclosure of all material facts through news media.

In certain circumstances, REIT officials may temporarily withhold information from public disclosure for legitimate business purposes where it is determined that immediate public disclosure would be unduly detrimental to the REIT’s interests. The information, if it constitutes a material change, must still be filed with Canadian securities regulators on a confidential basis. The REIT will only withhold information consistent with the circumstances outlined in Canadian securities laws and in such cases will take appropriate precautions to keep the information confidential. It is expected that the REIT’s trustees,

officers, employees and agents will keep the REIT and its Spokespersons fully apprised of all significant REIT developments in order for the Spokespersons to determine their materiality and the appropriateness of and timing for public release of the information, or whether the information should remain confidential. Employees must not divulge material non- public information to anyone outside the REIT, as only the Spokespersons are authorized to speak on behalf of the REIT.

Disclosure Timing and Procedure

All the REIT news releases including releases of material facts and information will be managed by the Chief Executive Officer.

The REIT will ensure that its legal counsel reviews all news releases where the subject matter has been determined by the REIT to be material, in order to ensure that the REIT's disclosure is factual and balanced and complies with applicable securities laws and stock exchange requirements.

Previously undisclosed material information may be shared confidentially with those in a "special relationship", including third parties who are bound by agreement of confidentiality and obligation to not make use of such information in trading in securities where such third party has a need to know such information to perform a service or duty, such as legal advice, financial services, credit rating, private lending or extension of credit.

Corporate Disclosure should be consistent among all audiences, including the investment community, the media, customers and employees. Disclosure on the website of the REIT alone does not constitute adequate disclosure of material information.

Corporate Disclosure must be corrected immediately if the REIT subsequently learns that earlier disclosure contained a material error at the time it was given.

When necessary, the REIT will file a material change report with securities regulators as soon as practicable and, in any event, not later than 10 days following the date on which such material change occurs.

Any employee who is privy to confidential information including undisclosed material information ("inside information") is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business. Efforts will be made to limit access to inside information to only those who need to know the information and those persons will be advised that the information is to be kept confidential.

Outside parties who are privy to inside information concerning the REIT will be told that they must not divulge this information to anyone else, other than in the necessary course of business and that they may not trade in the REIT's securities until after the inside information is publicly disclosed and disseminated or is no longer possibly material (e.g., a previously undisclosed proposed confidential transaction that is abandoned). Unless such parties are bound by well-defined obligations of confidentiality to the REIT imposed by reason of their professional status, such outside parties may be required to confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

To prevent the misuse or inadvertent disclosure of material information, the following procedures should be observed at all times:

- Documents and files containing material inside information should be kept in a safe place, with access restricted to individuals who "need to know" that information in the necessary course of business. Code names should be used if necessary;

- Confidential matters should not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis;
- Confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them;
- Employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office;
- Transmission of documents by electronic means, such as by fax, e-mail or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions;
- Unnecessary copying of confidential documents should be avoided and documents containing material inside information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed; and
- Access to confidential electronic data should be restricted through the use of passwords.

Responding to Market Rumours

It is the REIT's practice not to comment on market rumours or speculation, particularly where it is clear that the REIT is not the source of the market rumour. If a stock exchange or a securities regulator requests the REIT to make a statement in response to a market rumour, the Chief Executive Officer of the REIT will consider the matter and make a determination as to the nature and content of the REIT response, if any. The Chief Executive Officer will also recommend an appropriate course of action where the REIT or an employee of the REIT is the apparent source of the rumour.

Communications with Financial Analysts and Investors

One of the most important functions of the REIT's Spokespersons is to provide financial analysts and investors with information about the REIT.

The REIT, principally through its Spokespersons, may educate analysts about the REIT using previously disclosed historical information or facts which are generally known, including information relating to market forces impacting the REIT's business, so that analysts can regularly update their estimates. The REIT should not provide analysts with material non-public information.

If a REIT employee other than a Spokesperson holds a one-on-one meeting with an outside party such as a financial analyst or investor, a Spokesperson will ascertain whether any new material information was disclosed during the discussion. If so, that information will be publicly disclosed immediately.

The REIT will not provide confidential, proprietary or material non-public information in communications with financial analysts or investors. The REIT will only disclose information that does not impair its own effectiveness. Any information disclosed will be factual and not speculative.

The REIT will not discriminate among recipients of information. Under no circumstances will the REIT bar a financial analyst from access to information, nor will the REIT confirm or attempt to influence a financial analyst's opinions or conclusions. The REIT will provide the same information that has been provided to financial analysts to individual investors when requested.

The REIT will not discuss near-term operational results or future earnings nor will it comment on earnings estimates of analysts or investors, except as required by law. Similarly, the REIT will not review financial analysts' reports or models but it may confirm or correct publicly released historical information contained in analysts' reports.

The REIT may provide selective, forward-looking information to enable the investment community to evaluate the REIT and its prospects for performance, such as new projects, expected volume growth or decline, capital spending, operating expense targets, and projected demand or market potential for its production and products, provided that it is not undisclosed material information, it does not deal with near-term operational results or future earnings, and it has been prepared or reviewed by a Spokesperson.

The REIT will not re-circulate financial analysts' reports outside the REIT or place them on its website. Financial analysts' reports on the REIT may be provided periodically to the board of trustees and to senior management.

Conference calls will be held for quarterly earnings and major corporate developments. The call will be preceded by a news release containing all relevant material information. The call will be accessible simultaneously to all interested parties, some as participants by telephone and others in a listen-only mode by telephone or via a webcast over the Internet. At the beginning of the call, a REIT spokesperson will provide appropriate cautionary language regarding any forward-looking information and direct participants to publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties applicable to the news.

The REIT will provide advance notice for such period of time as circumstances permit of the conference call and webcast by issuing a news release announcing the date, time and topic and providing information on how interested parties may access the call and webcast. For regularly scheduled analyst calls, the desirable pre-notification would be by news release at least two days in advance of the call. In exceptional and more unscheduled circumstances, the goal will be to provide pre-notification of the call at least one day before the call. These details will also be provided on the REIT's website. In addition, the REIT may send invitations to analysts, institutional investors, the media and others. Any non-material supplemental information provided to participants will also be posted to the website for others to view.

The conference call participants will hold a debriefing meeting immediately after the conference call to review whether selective disclosure of previously undisclosed material information has occurred. If there is an issue as to whether selective disclosure has occurred, then a meeting of the Disclosure Committee will immediately be held and notes recorded. If the Disclosure Committee determines that selective disclosure has occurred, the REIT will immediately disclose the relevant material information by news release.

Forward-looking Information

A forward-looking statement made in the REIT's written documents will be identified as such and accompanied with meaningful cautionary language that warns investors that there is a risk that the statement could change materially. In the case of oral forward-looking statements, the statement will be identified as such and, if the cautionary language is not included in a previously released, readily available written document, it will immediately accompany the statement. Where appropriate, the REIT will provide updates on previous forward looking information.

Use of Electronic Media and Website

Documents of interest to investors that are available in paper copy will be made available on the website. These include the annual report, quarterly reports and news releases. The Chief Financial Officer is responsible for ensuring that the information in the investor section of the website is up-to-date. News releases will be posted on the website as soon as possible after they are released to the wire service. Other documents and presentations will be placed on the website as soon as possible after they are available.

The REIT will not host, participate in or link to Internet-based chat rooms or bulletin boards and the trustees, officers and employees of the REIT are prohibited from discussing the REIT in such forums.

Any disclosures of material information on the website will be preceded by the issuance of a news release.

Disclosure Record

The Chief Financial Officer will maintain a five-year record of all public information about the REIT, including continuous disclosure documents, news releases, and transcripts or recordings of quarterly conference calls and webcasts. The Chief Financial Officer will also maintain a five-year record of notes regarding meetings, conference calls or telephone conversations with analysts and investors where an issue as to whether selective disclosure has occurred was discussed by the Disclosure Committee.

Communication, Education and Enforcement

These disclosure guidelines apply to all designated employees of the REIT involved in Corporate Disclosure (“disclosure employees”), its Trustees and its authorized spokespersons. New trustees, officers and employees who participate in corporate disclosure or financial reporting will be provided with a copy of these disclosure guidelines and educated about its importance. Changes will be communicated to all relevant disclosure employees.