ALLIED

Notice of Annual and Special Meeting of Unitholders and Management Information Circular

April 5, 2019

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Notice of Annual and Special Meeting of Unitholders

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "*Meeting*") of the holders (the "*Unitholders*") of units (the "*Units*") of Allied Properties Real Estate Investment Trust ("*Allied*") will be held at the QRC West Atrium, 134 Peter Street, Toronto, Ontario on Thursday, May 9, 2019 at 4:30 p.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of Allied for the financial year ended December 31, 2018, together with the report of the auditor thereon;

2. to elect the trustees of Allied;

3. to appoint Deloitte LLP, Chartered Professional Accountants, as auditor of Allied for the ensuing year and to authorize the trustees of Allied to fix its remuneration;

4. to consider and, if thought advisable, to pass, with or without variation, resolutions approving certain amendments to the unit option plan of Allied implemented on May 12, 2014, as amended, as more fully described in the accompanying management information circular;

5. to consider and, if thought advisable, to pass, with or without variation, a resolution amending and reconfirming the rights plan of Allied, as more fully described in the accompanying management information circular; and

6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The record date for the determination of those Unitholders entitled to the Notice of Annual and Special Meeting and to vote at the Meeting is the close of business on April 8, 2019.

Accompanying this Notice of Annual and Special Meeting is a management information circular dated April 5, 2019 and a form of proxy.

A Unitholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the transfer agent and registrar of Allied, AST Trust Company (Canada), (a) by mail at P.O. Box 721, Agincourt, Ontario, M1S 0A1, (b) by facsimile at 416-368-2502 or toll free in Canada and the United States to 1-866-781-3111, or (c) scan and send by e-mail to proxyvote@astfinancial.com, by no later than 4:30 p.m. (Toronto time) on Tuesday, May 7, 2019 or if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used.

Unitholders who are unable to be present personally at the Meeting are urged to sign, date and return the enclosed form of proxy in the envelope provided for that purpose. If you plan to be present personally at the Meeting, you are requested to bring the enclosed form of proxy for identification.

Dated the 5th day of April, 2019.

By Order of the Board of Trustees

MICHAEL R. EMORY
Trustee, President and Chief Executive Officer

ALLIED PROPERTIES REAL ESTATE INVESTMENT TRUST
134 PETER STREET, SUITE 1700 TORONTO, ONTARIO M5V 2H2 *alliedreit.com*

Management Information Circular

SOLICITATION OF PROXIES

This management information circular (the "*Circular*") is furnished in connection with the solicitation of proxies by management of Allied Properties Real Estate Investment Trust ("*Allied*") for use at the annual and special meeting (the "*Meeting*") of holders (the "*Unitholders*") of units of Allied (the "*Units*") to be held on Thursday, May 9, 2019, at the time and place and for the purposes set forth in the accompanying Notice of Annual and Special Meeting (the "*Notice*"). It is expected that proxy solicitation will be primarily by mail. The cost of proxy solicitation by management of Allied will be borne by Allied. Except as otherwise indicated, information herein is given as at March 31, 2019.

The Units are listed on the Toronto Stock Exchange (the "*TSX*") and trade under the symbol "AP.UN".

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are officers and/or trustees of Allied (the "*Trustees*").
A registered Unitholder desiring to appoint some other person to represent him or her at the Meeting may do so either by inserting such person's name in the blank space provided in the applicable form of proxy or by completing another proper form of proxy. In either case, a registered Unitholder can vote by proxy by delivering the completed proxy (a) by mail to AST Trust Company (Canada) at P.O. Box 721, Agincourt, Ontario, M1S 0A1 in the prepaid addressed envelope provided for that purpose, (b) by facsimile at 416-368-2502 or toll free in Canada and United States to 1-866-781-3111 or (c) scan and send by e-mail to proxyvote@astfinancial.com, so as to arrive by no later than 4:30 p.m. (Toronto time) on Tuesday, May 7, 2019, or if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used.

In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Unitholder or by his or her attorney authorized in writing or, if the Unitholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited with AST Trust Company (Canada) as described above, so it is received by no later than 4:30 p.m. (Toronto time) on Tuesday, May 7, 2019, or if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used, and upon such deposits the proxy is revoked.

EXERCISE OF DISCRETION BY PROXIES

The persons named in the accompanying form of proxy will vote, or withhold from voting, the Units in respect of which they are appointed in accordance with the direction of the Unitholder appointing them. **In the absence of such direction, such Units will be voted in favour of each of the matters set out in the Notice.**

The form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters which may properly come before the Meeting or any adjournment thereof. At the time of printing this Circular, the Trustees know of no such amendments, variations or other matters to come before the Meeting. **However, if any such amendment, variation or other matter should properly come before the Meeting, it is the intention of the persons named in the accompanying form of proxy to vote on such other business in accordance with their judgment.**

ADVICE TO BENEFICIAL UNITHOLDERS

Only registered Unitholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Units beneficially owned by a person (a "*Non-Registered Holder*") are registered in the name of a nominee such as an intermediary (an "*Intermediary*") that the Non-Registered Holder deals with in respect of the Units (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans) or a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, Allied has distributed copies of the Notice, this Circular, the form of proxy or voting instruction form (if applicable) (collectively, the "*Meeting Materials*") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders. Allied is not relying on the notice-and-access provisions of securities laws for delivery of the Meeting Materials to registered Unitholders or Non-Registered Holders.

Intermediaries are required to forward Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Allied has elected to pay for the delivery of the Meeting Materials to objecting Non-Registered Holders by the Intermediaries. Typically, Intermediaries will use a service company such as Broadridge Financial Solutions, Inc. ("*Broadridge*") to forward the Meeting Materials to Non-Registered Holders. Allied is a "Participating Issuer" under Broadridge's Electronic Delivery Procedures. Non-Registered Holders who have enrolled in Broadridge's Electronic Delivery Procedures (at *www.investordeliverycanada.com*) will have received from Broadridge an e-mail notification that the Meeting Materials are available electronically at Allied's website, which notification includes a hyperlink to the page within Allied's website where the Meeting Materials can be viewed.

Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will:

(a) have received as part of the Meeting Materials a voting instruction form which must be completed, signed and delivered by the Non-Registered Holder in accordance with the directions on the voting instruction form; voting instruction forms sent by Broadridge permit the completion of the voting instruction form by telephone or through the Internet at *www.proxyvote.com*; or

(b) less typically, be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Units beneficially owned by the Non-Registered Holder but which is otherwise incomplete. This form of proxy should not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete this form of proxy and deposit it with AST Trust Company (Canada) as described on page 1 of this Circular.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Units they beneficially own. Should a Non-Registered Holder who receives either a proxy or a voting instruction form wish to attend and vote at the meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies.**

ADVANCE NOTICE POLICY

Allied's Declaration of Trust contains an advance notice policy (the "*Advance Notice Policy*") which requires a nominating Unitholder to provide notice to the Trustees of proposed Trustee nominations not less than 30 days prior to the date of the applicable annual meeting (being not later than April 9, 2019 for purposes of the Meeting). This advance notice period is intended to give Allied and its Unitholders sufficient time to consider any proposed nominees. A copy of the Declaration of Trust is available at *www.sedar.com*.

UNITHOLDER PROPOSALS

The Declaration of Trust provides for the ability of an eligible Unitholder (meeting certain specified criteria) to submit a proposal for consideration at an annual meeting of Allied (other than proposals with respect to the nomination of Trustees which must follow the provisions of the Advance Notice Policy referred to above). In accordance with the Declaration of Trust, a proposal must be submitted by an eligible Unitholder at least 90 days before the anniversary date of the notice of the prior annual meeting. No Unitholder proposals were submitted for purposes of the Meeting. The final date for submission of proposals by Unitholders for inclusion in the circular in connection with next year's annual meeting of Unitholders is January 6, 2020.

VOTING UNITS AND PRINCIPAL UNITHOLDERS

Allied is authorized to issue an unlimited number of Units. As at March 31, 2019, Allied had outstanding an aggregate of 109,096,263 Units, each carrying the right to one vote per Unit which may be given in person or by proxy. The record date for the determination of Unitholders entitled to receive notice of the Meeting has been fixed as the close of business on April 8, 2019 (the "*Record Date*"). Allied will prepare a list of Unitholders as of such Record Date. Each Unitholder named in the list will be entitled to one vote per Unit shown opposite his or her name on the said list, even though he or she has since that date disposed of his or her Units, and no Unitholder becoming such after that date shall be entitled to receive notice of and vote at the Meeting or any adjournment thereof.

To the knowledge of the Trustees and officers of Allied, as at March 31, 2019, no person beneficially owns, or controls or directs, directly or indirectly, voting securities of Allied carrying 10% or more of the voting rights attached to the Units.

Particulars of Matters to be Acted Upon

ELECTION OF TRUSTEES

Allied's Declaration of Trust calls for not less than seven and not more than nine Trustees to be elected annually. Currently, the number of Trustees is eight. Ralph T. Neville has advised Allied that he intends to retire in accordance with Allied's retirement policy for Trustees, and will not seek re-election at the Meeting. The Trustees have resolved that the number of Trustees to be elected at the Meeting be fixed at seven. All of the nominees are currently Trustees and have been Trustees since the dates indicated in the following tables.

The Board of Trustees (the "*Board*") has adopted a policy that entitles each Unitholder to vote for each nominee on an individual basis. The Board has also adopted a policy stipulating that if the votes in favour of the election of a nominee at a meeting of Unitholders represent less than a majority of the Units voted and withheld, the nominee will be expected to submit to the Board his or her resignation, to take effect upon acceptance by the Board. The Board will then have 90 days to accept the resignation, during which time an alternate Board member may be appointed.

Unless a Unitholder specifies in the enclosed form of proxy that the Units represented by the proxy are to be withheld from voting in the election of Trustees, the person named in the form of proxy shall vote the Units represented by the proxy in favour of the election of the persons whose names are set forth below. The Trustees do not contemplate that any of these persons will be unable to serve as a trustee but, if that should occur for any reason prior to the Meeting, then the person named in the form of proxy may vote for the election of another person or persons in their discretion. Each Trustee will hold office until the next annual meeting or until a successor is duly elected, unless his or her office is earlier vacated in accordance with the Declaration of Trust.

The following tables and notes thereto set out certain information as at March 31, 2019 (unless otherwise indicated) with respect to the persons being nominated at the Meeting for election as Trustees.

GERALD R. CONNOR

AGE: 73
ONTARIO, CANADA
TRUSTEE
SINCE: OCTOBER 25, 2002
INDEPENDENT

PRINCIPAL OCCUPATION DURING PAST 5 YEARS

Mr. Connor is the Chairman and Founder of Cumberland Private Wealth Management Inc., which currently manages assets in excess of $3.0 billion for primarily high net worth investors. Prior to founding Cumberland Private Wealth Management Inc. in 1997, Mr. Connor was President of Connor, Clark & Company Ltd. (1977 to 1997) and Chairman of the board of directors of Connor, Clark & Lunn Investment Management. Mr. Connor has over 50 years of investment experience.

CURRENT ALLIED BOARD/ COMMITTEE MEMBERSHIP	ATTENDANCE	ATTENDANCE (TOTAL)		OTHER PUBLIC BOARD MEMBERSHIPS
Member of the Board	5 of 5	10 of 10	100%	SQI Diagnostics Inc.
Member of the Audit Committee[1]	5 of 5			

TRUST UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

Year	# and Market Value of Unrestricted Units[2]	# and Market Value of Vested Restricted Units[2]	# and Market Value of Unvested Restricted Units[2]	Total Market Value of Units[3]	Minimum Unitholding Requirements[4]	Meets Requirements
Current as at March 31, 2019	383,272 $18,895,310	3,640 $179,452	2,572 $126,800	$19,201,562	$270,000	Yes
As at December 31, 2018	380,934 $16,882,995	2,645 $117,226	2,418 $107,166	$17,107,387		

VOTING RESULTS OF 2018 ANNUAL MEETING

Votes For		Votes Withheld	
# Units	%	# Units	%
65,300,274	90.99	6,464,648	9.01

(1) The disclosure relating to the *Audit Committee* as required by National Instrument 52-110 *Audit Committees* is contained in the Annual Information Form of Allied for the year ended December 31, 2018 (the "*AIF*") under the heading "Audit Committee". A copy of the *AIF* is available at *www.sedar.com*.

(2) Total number of Units as at December 31, 2018 includes 89,846 Units held in managed accounts at Cumberland Private Wealth Management Inc. over which Mr. Connor exercises control or direction. Total number of Units as at March 31, 2019 includes 89,846 Units held in managed accounts at Cumberland Private Wealth Management Inc. over which Mr. Connor exercises control or direction. Information regarding Units owned, controlled or directed by the Trustees of Allied is presented to the best knowledge of management of Allied and has been furnished to management of Allied by such Trustees.

(3) Market value is determined by multiplying the number of Units by the closing price of Units (the closing price of Units was $44.32 at December 31, 2018 and $49.30 at March 31, 2019).

(4) The interim targets for equity ownership are outlined under the heading "Trustee Unit Ownership Guidelines".

LOIS CORMACK

AGE: 58
ONTARIO, CANADA
TRUSTEE
SINCE: MAY 12, 2018
INDEPENDENT

PRINCIPAL OCCUPATION DURING PAST 5 YEARS

Ms. Cormack has been the President and Chief Executive Officer and Director of Sienna Senior Living Inc. since 2013, and has led the company through significant growth and transformation to become a leading high quality seniors' living provider and the recipient of Canada's Most Admired Corporate Culture Award in 2017. Previously Ms. Cormack held executive roles including President of a mid-sized seniors living company, owned an independent consulting practice, and held other senior leadership roles in the health care and seniors' living sectors. She is actively involved with the Board and Committees of sector associations, including the Canadian Alliance for Long Term Care, and previously served on the Board of Governors of Seneca College. Ms. Cormack holds a Masters of Health Administration from the University of Toronto and is a graduate of the Ivey Executive Program at the University of Western Ontario and the ICD-Rotman Directors Education Program.

CURRENT ALLIED BOARD/ COMMITTEE MEMBERSHIP	ATTENDANCE	ATTENDANCE (TOTAL)		OTHER PUBLIC BOARD MEMBERSHIPS
Member of the Board[1]	3 of 3	4 of 4	100%	Sienna Senior Living Inc.
Member of the Governance, Compensation and Nomination Committee	1 of 1			

TRUST UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

Year	# and Market Value of Unrestricted Units[2]	# and Market Value of Vested Restricted Units[2]	# and Market Value of Unvested Restricted Units[2]	Total Market Value of Units[3]	Minimum Unitholding Requirements[4]	Meets Requirements
Current as at March 31, 2019	909 $44,814	Nil	2,840 $140,012	$184,826	$27,000	N/A
As at December 31, 2018	909 $40,287	Nil	Nil	$40,287		

VOTING RESULTS OF 2018 ANNUAL MEETING

Votes For		Votes Withheld	
# Units	%	# Units	%
71,668,470	99.87	96,452	0.13

(1) Ms. Cormack was elected on May 12, 2018.
(2) Information regarding the Units owned, controlled or directed by the Trustees of Allied is presented to the best knowledge of management of Allied and has been furnished to management of Allied by such Trustees.
(3) Market value is determined by multiplying the number of Units by the closing price of Units (the closing price of Units was $44.32 at December 31, 2018 and $49.30 at March 31, 2019).
(4) The interim targets for equity ownership are outlined under the heading "Trustee Unit Ownership Guidelines".

GORDON R. CUNNINGHAM

AGE: 74
ONTARIO, CANADA
TRUSTEE
SINCE: OCTOBER 25, 2002
INDEPENDENT

PRINCIPAL OCCUPATION DURING PAST 5 YEARS

Mr. Cunningham is a Corporate Director and the Chair of Allied. He is also Chair of The Boiler Inspection & Insurance Company of Canada, an indirect subsidiary of Munich Re. Positions Mr. Cunningham has previously held include President and Chief Executive Officer of London Insurance Group and London Life Insurance Company and Vice Chairman of Cumberland Private Wealth Management Inc. Mr. Cunningham was formerly a partner at the law firm of Torys.

CURRENT ALLIED BOARD/ COMMITTEE MEMBERSHIP	ATTENDANCE	ATTENDANCE (TOTAL)		OTHER PUBLIC BOARD MEMBERSHIPS
Member of the Board, Chair	5 of 5	7 of 7	100%	None
Member of the Governance, Compensation and Nomination Committee	2 of 2			

TRUST UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

Year	# and Market Value of Unrestricted Units(1)	# and Market Value of Vested Restricted Units(1)	# and Market Value of Unvested Restricted Units(1)	Total Market Value of Units(2)	Minimum Unitholding Requirements(3)	Meets Requirements
Current as at March 31, 2019	30,985 $1,527,561	5,528 $272,530	3,302 $162,789	$1,962,880	$270,000	Yes
As at December 31, 2018	30,985 1,373,255	4,187 $185,568	3,503 $155,253	$1,714,076		

VOTING RESULTS OF 2018 ANNUAL MEETING

Votes For		Votes Withheld	
# Units	%	# Units	%
65,590,581	91.40	6,174,341	8.60

(1) Information regarding Units owned, controlled or directed by the Trustees of Allied is presented to the best knowledge of management of Allied and has been furnished to management of Allied by such Trustees.
(2) Market value is determined by multiplying the number of Units by the closing price of Units (the closing price of Units was $44.32 at December 31, 2018 and $49.30 at March 31, 2019).
(3) The interim targets for equity ownership are outlined under the heading "Trustee Unit Ownership Guidelines".

MICHAEL R. EMORY

AGE: 63
ONTARIO, CANADA
TRUSTEE
SINCE: OCTOBER 25, 2002
NON-INDEPENDENT[1]

PRINCIPAL OCCUPATION DURING PAST 5 YEARS

Mr. Emory is the President and Chief Executive Officer and a trustee of Allied. He has been continuously active in the commercial real estate business since 1988. Prior thereto, Mr. Emory was a partner with the law firm of Aird & Berlis LLP, specializing in corporate and real estate finance. Mr. Emory is a Director of Equitable Group Inc. and Equitable Bank.

CURRENT ALLIED BOARD/ COMMITTEE MEMBERSHIP	ATTENDANCE	ATTENDANCE (TOTAL)		OTHER PUBLIC BOARD MEMBERSHIPS
Member of the Board Attends all committee meetings	5 of 5	5 of 5	100%	Equitable Group Inc.

TRUST UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

Year	# and Market Value of Unrestricted Units[2]	# and Market Value of Vested Restricted Units[2]	# and Market Value of Unvested Restricted Units[2]	Total Market Value of Units[3]	Minimum Unitholding Requirements[4]	Meets Requirements
Current as at March 31, 2019	1,043,391 $51,439,176	70,069 $3,454,402	42,448 $2,092,686	$56,986,264	$4,800,000 Based on 6x base salary over a five-year period	Yes
As at December 31, 2018	1,035,508 $45,893,715	56,278 $2,494,241	43,083 $1,909,439	$50,297,395		

VOTING RESULTS OF 2018 ANNUAL MEETING

Votes For		Votes Withheld	
# Units	%	# Units	%
71,475,120	99.60	289,802	0.40

(1) Mr. Emory is a member of Allied's management in his capacity as President and Chief Executive Officer and therefore is not considered an Independent Trustee.

(2) Total number of Units includes 99,361 Units granted under the Restricted Unit Plan as at December 31, 2018. Mr. Emory received a grant of 21,039 Restricted Units in February 2019. A further 7,883 Restricted Units were released to Mr. Emory in March 2019, in accordance with the terms of the Restricted Unit Plan. As such, 112,517 Units granted under the Restricted Unit Plan are included in the total number of Units as at March 31, 2019. Information regarding Units owned, controlled or directed by the Trustees of Allied is presented to the best knowledge of management of Allied and has been furnished to management of Allied by such Trustees.

(3) Market value is determined by multiplying the number of Units by the closing price of Units (the closing price of Units was $44.32 at December 31, 2018 and $49.30 at March 31, 2019). Total market value of Units includes Units granted under the Restricted Unit Plan valued at $4,403,680 as at December 31, 2018 and $5,547,088 as at March 31, 2019. As at December 31, 2018, there were also 626,805 options granted to Mr. Emory with a total market value of $4,749,239 outstanding under the Unit Option Plan. As at March 31, 2019, there were 615,703 options granted to Mr. Emory with a total market value of $6,641,786 outstanding under the Unit Option Plan.

(4) The targets for equity ownership are outlined under the heading "Trustee Unit Ownership Guidelines".

JAMES GRIFFITHS

AGE: 72
ONTARIO, CANADA
TRUSTEE
SINCE: MAY 4, 2006
INDEPENDENT

PRINCIPAL OCCUPATION DURING PAST 5 YEARS

Mr. Griffiths is the President of KLC Capital Investment Corporation. Mr. Griffiths is a chartered professional accountant and has over 39 years of experience in the real estate development/financing industries. He was the Vice President Finance of Genstar Property Corporation and the President of First City Development Corp. He was also President of RealFund, Canada's first Real Estate Investment Trust. Mr. Griffiths is a past director of the Canadian Institute of Public Real Estate Companies and was the Founding Chairman of the Association of Foreign Investors in U.S. Real Estate.

CURRENT ALLIED BOARD/ COMMITTEE MEMBERSHIP	ATTENDANCE	ATTENDANCE (TOTAL)		OTHER PUBLIC BOARD MEMBERSHIPS
Member of the Board	5 of 5	10 of 10	100%	None
Member of the Audit Committee[1]	5 of 5			

TRUST UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

Year	# and Market Value of Unrestricted Units[2]	# and Market Value of Vested Restricted Units[2]	# and Market Value of Unvested Restricted Units[2]	Total Market Value of Units[3]	Minimum Unitholding Requirements[4]	Meets Requirements
Current as at March 31, 2019	14,100 $695,130	3,640 $179,452	2,309 $113,834	$988,416	$270,000	Yes
As at December 31, 2018	13,762 $609,932	2,645 $117,226	2,418 $107,166	$834,324		

VOTING RESULTS OF 2018 ANNUAL MEETING

Votes For		Votes Withheld	
# Units	%	# Units	%
69,893,645	97.39	1,871,277	2.61

(1) The disclosure relating to the *Audit Committee* as required by National Instrument 52-110 *Audit Committees* is contained in the *AIF* under the heading "Audit Committee". A copy of the *AIF* is available at *www.sedar.com*.
(2) Information regarding Units owned, controlled or directed by the Trustees of Allied is presented to the best knowledge of management of Allied and has been furnished to management of Allied by such Trustees.
(3) Market value is determined by multiplying the number of Units by the closing price of Units (the closing price of Units was $44.32 at December 31, 2018 and $49.30 at March 31, 2019).
(4) The interim targets for equity ownership are outlined under the heading "Trustee Unit Ownership Guidelines".

MARGARET T. NELLIGAN

AGE: 60
ONTARIO, CANADA
TRUSTEE
SINCE: MAY 14, 2015
NON-INDEPENDENT[1]

PRINCIPAL OCCUPATION DURING PAST 5 YEARS

Ms. Nelligan is a partner with the law firm of Aird & Berlis LLP. She practices in the areas of corporate and securities law, including corporate governance, public financings, mergers and acquisitions, acquisition financings and corporate reorganizations. Ms. Nelligan earned an LL.B. (Hons.) from the University of Windsor in 1984. She has been granted the ICD.D designation by the Institute of Corporate Directors. Ms. Nelligan is a past director of Horizon Utilities Corporation.

CURRENT ALLIED BOARD/ COMMITTEE MEMBERSHIP	ATTENDANCE	ATTENDANCE (TOTAL)		OTHER PUBLIC BOARD MEMBERSHIPS
Member of the Board	5 of 5	5 of 5	100%	None

TRUST UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

Year	# and Market Value of Unrestricted Units[2]	# and Market Value of Vested Restricted Units[2]	# and Market Value of Unvested Restricted Units[2]	Total Market Value of Units[3]	Minimum Unitholding Requirements[4]	Meets Requirements
Current as at March 31, 2019	550 $27,115	1,975 $97,368	2,309 $113,834	$238,317	$162,000	Yes
As at December 31, 2018	550 $24,376	914 $40,508	2,265 $100,385	$165,269		

VOTING RESULTS OF 2018 ANNUAL MEETING

Votes For		Votes Withheld	
# Units	%	# Units	%
71,268,506	99.31	496,416	0.69

(1) Ms. Nelligan is a partner of a law firm that provides legal service to Allied and, accordingly, the Trustees of Allied have determined that she should not be considered independent to Allied.
(2) Information regarding Units owned, controlled or directed by the Trustees of Allied is presented to the best knowledge of management of Allied and has been furnished to management of Allied by such Trustees.
(3) Market value is determined by multiplying the number of Units by the closing price of Units (the closing price of Units was $44.32 at December 31, 2018 and $49.30 at March 31, 2019).
(4) The interim targets for equity ownership are outlined under the heading "Trustee Unit Ownership Guidelines".

PETER SHARPE

AGE: 72
ONTARIO, CANADA
TRUSTEE
SINCE: MAY 15, 2012
INDEPENDENT

PRINCIPAL OCCUPATION DURING PAST 5 YEARS

Mr. Sharpe is a Corporate Director and has been a trustee of Allied since May 2012. He was the former President & Chief Executive Officer of Cadillac Fairview (2000-2010), one of Canada's largest investors, owners and managers of commercial real estate. Peter held senior executive positions with Cadillac Fairview since 1984. He served as Global Chairman of the International Council of Shopping Centres in 2010. In 2010, Mr. Sharpe was the recipient of the Building Owners and Managers Association Canada Chairman's Award. Peter serves on the boards of Postmedia Network Canada Corp., First Industrial Realty Trust, Inc. and Morguard Corporation.

CURRENT ALLIED BOARD/ COMMITTEE MEMBERSHIP	ATTENDANCE	ATTENDANCE (TOTAL)		OTHER PUBLIC BOARD MEMBERSHIPS
Member of the Board	5 of 5	7 of 7	100%	Postmedia Network Canada Corp., First Industrial Realty Trust, Inc., and Morguard Corporation
Member of the Governance, Compensation and Nomination Committee	2 of 2			

TRUST UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

Year	# and Market Value of Unrestricted Units(1)	# and Market Value of Vested Restricted Units(1)	# and Market Value of Unvested Restricted Units(1)	Total Market Value of Units(2)	Minimum Unitholding Requirements(3)	Meets Requirements
Current as at March 31, 2019	11,890 $586,177	3,640 $179,452	2,309 $113,834	$879,463	$270,000	Yes
As at December 31, 2018	9,552 $423,345	2,645 $117,226	2,418 $107,166	$647,737		

VOTING RESULTS OF 2018 ANNUAL MEETING

Votes For		Votes Withheld	
# Units	%	# Units	%
67,227,724	93.68	4,537,198	6.32

(1) Information regarding Units owned, controlled or directed by the Trustees of Allied is presented to the best knowledge of management of Allied and has been furnished to management of Allied by such Trustees.
(2) Market value is determined by multiplying the number of Units by the closing price of Units (the closing price of Units was $44.32 at December 31, 2018 and $49.30 at March 31, 2019).
(3) The interim targets for equity ownership are outlined under the heading "Trustee Unit Ownership Guidelines".

CORPORATE CEASE TRADE ORDERS

To the knowledge of Allied, except as described below, no proposed trustee is as at the date of this Circular, or has been within the 10 years before the date of this Circular, a director, trustee, chief executive officer or chief financial officer of any company (including Allied) that:

a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an "*Order*"), which Order was issued while the proposed Trustee was acting in the capacity as director, trustee, chief executive officer or chief financial officer of such company; or

b) was subject to an Order that was issued after the proposed Trustee ceased to be a director, trustee, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, trustee, chief executive officer or chief financial officer of such company.

Mr. Griffiths was a director and interim chief executive officer of Enssolutions Group Inc. ("*Enssolutions*"), which was subject to cease trade orders issued by the British Columbia Securities Commission on May 11, 2015, the Ontario Securities Commission on May 20, 2015 and the Alberta Securities Commission on August 28, 2015 as a result of Enssolutions' failure to file its financial statements and related periodic disclosure documents as required under applicable securities law. The required financial statements and related periodic disclosure documents were filed on November 4, 2015 and December 10, 2015, and the cease trade orders were revoked effective June 19, 2017. Mr. Griffiths was a director of Enssolutions, which is the subject of a cease trade order issued by the Ontario Securities Commission on September 5, 2018 as a result of Enssolutions' failure to file its financial statements and related periodic disclosure documents as required under applicable securities law. As of the date of this Circular, the cease trade order is still in effect. Enssolutions has ceased to carry on active business and all directors of Enssolutions, including Mr. Griffiths, have resigned as directors.

BANKRUPTCIES, OR PENALTIES OR SANCTIONS

To the knowledge of Allied, no proposed Trustee:

a) is, as at the date of this Circular, or has been within the 10 years before the date of this Circular, a director, trustee or executive officer of any company (including Allied) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

b) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets;

c) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

d) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in deciding whether to vote for a proposed Trustee.

APPOINTMENT OF AUDITOR

Management proposes to nominate Deloitte LLP, Chartered Professional Accountants, Toronto, Ontario ("*Deloitte*"), as auditor of Allied to hold office until the next annual meeting of Unitholders and to fix the remuneration of the auditor. An affirmative vote of a majority of the votes cast at the Meeting is sufficient for the appointment of auditor. Deloitte was appointed as auditor of Allied effective February 22, 2017.

Proxies in favour of management's nominees will be voted FOR the appointment of Deloitte LLP, Chartered Professional Accountants, as auditor of Allied until the next annual meeting of Unitholders and authorizing the Trustees to fix the remuneration of the auditor.

APPROVAL OF AMENDMENT TO UNIT OPTION PLAN

On May 12, 2014, Unitholders approved a Unit option plan (the "*Unit Option Plan*") by a special resolution at Allied's annual and special meeting on May 12, 2014. The Unit Option Plan is summarized under "Executive Compensation - Incentive Plan Awards - Unit Option Plan".

There is currently a maximum of 2,800,545 common shares reserved for issuance under the Unit Option Plan, representing 2.6% of the issued and outstanding Units as at the date of this Circular, of which 1,226,676 Units are issuable upon exercise of outstanding options under the plan (representing approximately 1.1% of the issued and outstanding Units), 1,339,427 Units have been issued under the plan (representing approximately 1.2% of the issued and outstanding Units) and 234,442 Units remain available for issuance under the plan (representing approximately 0.2% of the issued and outstanding Units). On March 28, 2019, the Board approved an increase to the plan maximum whereby the number of Units of Allied reserved for issuance will be fixed at 5,800,545 Units, representing approximately 5.3% of the issued and outstanding Units as at the date of this Circular. The purpose of the amendment is to ensure there remains a sufficient number of options to acquire Units available for issuance to enable Allied to continue its current practice of granting options as an alternative to cash compensation to its employees and executives.

Pursuant to the Unit Option Plan, the foregoing proposed amendment requires the approval by the vote of a majority of the votes cast by Unitholders present in person or represented by proxy at the Meeting. Accordingly, Unitholders will be asked to pass the resolutions, the full text of which is attached as Schedule "A" to this Circular, to authorize and approve the foregoing proposed amendment to the Unit Option Plan.

If the resolutions approving the amendment to the Unit Option Plan are passed by a majority of the votes cast by Unitholders present in person or represented by proxy at the Meeting, 3,234,442 Units, representing approximately 3.0% of the issued and outstanding Units will be available for issuance under the Unit Option Plan.

The Board unanimously recommends that Unitholders approve the amendment to the Unit Option Plan by voting in favour of the resolutions to be submitted to the Meeting.

Proxies in favour of management's nominees will be voted FOR the approval of the amendment to the Unit Option Plan in the absence of direction to the contrary from the Unitholders appointing them.

AMENDMENT AND RECONFIRMATION OF UNITHOLDER RIGHTS PLAN

Allied has established a Unitholder rights protection plan (as amended, supplemented and/or restated from time to time, the "*Rights Plan*") dated March 7, 2007, which was amended and restated on April 30, 2013 and May 12, 2016. The Rights Plan was ratified, confirmed and approved by Unitholders at Allied's annual and special meeting on May 8, 2007 and reconfirmed and approved by Unitholders at Allied's annual and special meetings on May 11, 2010, May 14, 2013 and May 12, 2016. Pursuant to the provisions of the Rights Plan, the Rights Plan must be reconfirmed and approved by the Unitholders at every third annual meeting of Unitholders.

At the Meeting, Unitholders will be asked to amend, reconfirm and approve the Rights Plan. The material terms of the Rights Plan, including the proposed amendments, are summarized below. This summary is qualified in its entirety by reference to the actual provisions of the Rights Plan. All capitalized terms which are used and are not otherwise defined have the meanings which are attributed to them in the Rights Plan.

LEGISLATIVE DEVELOPMENTS

On May 9, 2016, the Canadian Securities Administrators adopted amendments to Canada's take-over bid regime. The key changes to the new take-over bid rules in National Instrument 62-104 *Take-Over Bids and Issuer Bids* ("*NI 62-104*") include the following:

- the previous 35-day minimum bid period for take-over bids was extended to 105 days, which a board of trustees can shorten to as little as 35 days in certain circumstances;
- non-exempt take-over bids are subject to a mandatory minimum tender condition of over 50% of outstanding units, other than units held by a bidder and its joint actors; and
- the deposit period must be extended by 10 days once the minimum tender requirement has been met and all other bid terms and conditions are satisfied or waived.

PURPOSE OF THE RIGHTS PLAN

The primary objectives of the Rights Plan are to ensure, to the extent possible, the equal treatment of all Unitholders in connection with any take-over bid for the Units and, in the event of an unsolicited take-over bid, to provide the Board with sufficient time to evaluate the bid and to explore and develop alternatives.

While the existing legislative framework for take-over bids in Canada has addressed many concerns related to unequal treatment of Unitholders, there will continue to be a role for rights plans in protecting Allied and protecting against unequal treatment of Unitholders. In particular, some remaining areas of concern include:

- protecting against "creeping bids" (the accumulation of more than 20 percent of the Units through purchases exempt from the Canadian take-over bid regime, such as (i) purchases from a small group of Unitholders under private agreements at a premium to the market price, resulting in a change of control transaction without the payment of a premium to all Unitholders, (ii) acquiring control or effective control through the slow accumulation of Units over a stock exchange without the payment of a control premium, or (iii) through other transactions outside of Canada without regard to the take-over bid protections of Canadian securities laws), and requiring the bid to be made to all Unitholders; and
- preventing a potential acquiror from entering into lock-up agreements with existing Unitholders prior to launching a take-over bid, except for permitted lock-up agreements as specified in the Rights Plan.

PROPOSED AMENDMENTS

The Board has determined that it is advisable for Allied to continue to have a unitholder rights plan for the reasons described above. The Board is proposing minor amendments to the Rights Plan to, among other things, reflect the new take-over bid regime. The effect of these amendments is to extend the minimum bid period for a Permitted Bid from 60 days to 105 days (or such shorter minimum period permitted in the applicable circumstances) to align with the minimum bid requirements for take-over bids set out in NI 62-104, and amending the definition of Competing Permitted Bid to align with the minimum period such a bid must remain open pursuant to NI 62-104. The Rights Plan addresses the issues relating to lock-ups and creeping bids described above and encourages a potential acquiror to proceed either by way of a Permitted Bid (as defined in the Rights Plan and described below), which requires the take-over bid to satisfy certain minimum standards designed to promote fairness, or with the concurrence of our Board.

In addition to the foregoing proposed amendments, certain other amendments of a non-substantive, housekeeping or administrative nature have been approved by the Board. A consolidated blackline of the amended and restated Rights Plan showing the foregoing amendments will be available on Allied's website (www.alliedreit.com) until May 9, 2019 or may be obtained by contacting Allied, 134 Peter Street, Suite 1700, Toronto, Ontario, M5V 2H2.

TERM OF RIGHTS PLAN

General

To implement the Rights Plan, the Trustees will authorize the issuance of one right (a "*Plan Right*") in respect of each Unit when issued. Each Plan Right entitles the registered holder to purchase from Allied one Unit for the Exercise Price, subject to adjustment as set out in the Rights Plan. In the event of an occurrence of a Flip-in Event (as defined below), each Plan Right entitles the registered holder to purchase from Allied that number of Units that have an aggregate Market Price (as defined in the Rights Plan) on the date of consummation or occurrence of such Flip-in Event equal to twice the Exercise Price (as defined in the Rights Plan), in accordance with the terms of the Rights Plan, for an amount in cash equal to the Exercise Price, subject to certain adjustments. The Plan Rights are not exercisable prior to the Separation Time (as defined below). The issuance of the Plan Rights will not affect reported earnings per Unit until the Plan Rights separate from the underlying Units and become exercisable. The issuance of Plan Rights will not change the manner in which Unitholders currently trade their Units. The Rights Plan must be reconfirmed by a resolution passed by a majority of the votes cast by all Unitholders at every third annual meeting of Unitholders. If the Rights Plan is not so reconfirmed, the Rights Plan and all outstanding Plan Rights shall terminate and be void and of no further force and effect, provided that such termination shall not occur if a Flip-in Event that has not been waived pursuant to the Rights Plan has occurred prior to such annual meeting.

Flip-in Event

A "Flip-in Event" means a transaction as a result of which a Person becomes an Acquiring Person (as defined below). On the occurrence of a Flip-in Event, any Plan Rights Beneficially Owned on or after a date determined in accordance with the Rights Plan by an Acquiring Person (including any affiliate or associate thereof or any Person acting jointly or in concert with an Acquiring Person or any affiliate or associate of an Acquiring Person) and certain transferees of Plan Rights will become void and any such holder will not have any right to exercise Plan Rights under the Rights Plan and will not have any other rights with respect to the Plan Rights.

Acquiring Person

An "Acquiring Person" is, generally, a Person who is the Beneficial Owner of 20% or more of the then outstanding Units of Allied. Under the Rights Plan there are various exceptions to this rule, including that an Acquiring Person: (i) shall not include: (A) Allied or a subsidiary of Allied, and (B) an underwriter or selling group member during the course of a public distribution, and (ii) may not, in certain circumstances, include a Person who becomes the Beneficial Owner of 20% or more of the outstanding Units as a result of any one of certain events or combinations of events that include: (A) a Unit reduction through an acquisition or redemption of Units by Allied, and (B) an acquisition of Units made pursuant to a Permitted Bid (as defined below) or a Competing Permitted Bid.

Beneficial Ownership

A Person is deemed to be the "Beneficial Owner" of, and to "Beneficially Own", Units in circumstances where that Person or any of its affiliates or associates: (i) is the owner of the Units at law or in equity, or (ii) in certain circumstances, has the right to become the owner at law or in equity where such right is exercisable within 60 days and includes any Units that are Beneficially Owned by any other Person with whom such Person is acting jointly or in concert. Under the Rights Plan there are various exceptions to this rule, including where a Person:

a) has agreed to deposit or tender Units to a take-over bid pursuant to a permitted lock-up agreement in accordance with the terms of the Rights Plan; or

b) is an investment fund manager or a trust company acting as trustee or administrator who holds such Units in the ordinary course of such duties for the account of another Person or other account(s), an administrator or trustee of one or more registered pension funds or plans, a crown agent or agency, a manager or trustee of a certain mutual funds or a Person established by statute to manage investment funds for employee benefit plans, pension plans, insurance plans or various public bodies, provided that such Person is not making and has not announced an intention to make a take-over bid alone or acting jointly or in concert with any other Person, other than an Offer to Acquire Units (as defined in the Rights Plan) pursuant to a distribution by Allied, by means of a Permitted Bid, or by means of ordinary market transactions executed through the facilities of a stock exchange or organized over-the-counter market.

Lock-Up Agreements

A bidder, any of its affiliates or associates or any other Person acting jointly or in concert with the bidder may enter into lock-up agreements (each, a "*Lock-up Agreement*") with Allied's Unitholders (each, a "*Locked-up Person*") whereby such Locked-up Persons agree to tender their Units to the take-over bid or otherwise commit to support a control transaction (the "*Subject Bid*") without a Flip-in Event occurring. Any such agreement must permit the Locked-up Person to withdraw their Units from the lock-up to tender to another take-over bid or support another transaction that (i) will provide greater value to the Locked-up Person than the Subject Bid or (ii) contains an offering price per Unit that exceeds by as much or more than a specified amount (a "*Specified Amount*") the value offered under the Subject Bid, and does not provide for a Specified Amount that is greater than 7% of the value offered under the Subject Bid.

Under a Lock-up Agreement no "break-up" fees, "top-up" fees, penalties, expense reimbursement or other amounts that exceed in aggregate the greater of: (i) 2.5% of the value payable to the Locked-up Person under the Subject Bid; and (ii) 50% of the amount by which the value payable to the Locked-up Person under another take-over bid or transaction exceeds what such Locked-up Person would have received under the Subject Bid; can be payable by such Locked-up Person if the Locked-up Person fails to deposit or tender their Units to the Subject Bid or withdraws such Units previously tendered thereto in order to tender such Units to another take-over bid or participate in another transaction. Any Lock-up Agreement is made available to the public.

Permitted Bid

A Flip-in Event will not occur if a take-over bid is structured as a Permitted Bid. A Permitted Bid is a take-over bid made by means of a take-over circular, which also complies with the following provisions:

a) the take-over bid is made to all registered Unitholders of Allied, wherever resident, other than the Person making the bid;

b) the take-over bid contains, and the take-up and payment for securities tendered or deposited thereunder is subject to, irrevocable and unqualified conditions that:

   i) no Units will be taken-up or paid for pursuant to the take-over bid: (A) before the close of business on a date that is not less than 105 days following the date of the take-over bid or such shorter minimum initial deposit period that a non-exempt take-over bid must remain open for deposits, in the applicable circumstances at such time, pursuant to NI 62-104; and (B) then only if, at the close of business on such date, the Units deposited or tendered pursuant to the take-over bid and not withdrawn constitute more than 50% of the Units outstanding which are held by "independent unitholders" (as defined in the Rights Plan);

   ii) unless the take-over bid is withdrawn, Units may be deposited pursuant to the take-over bid at any time before the close of business on the date of the first take-up of or payment for Units;

iii) any Units deposited pursuant to the take-over bid may be withdrawn until taken-up and paid for; and

iv) if the requirement in clause (b) (i) (B) is satisfied, the Person making the bid will make a public announcement of that fact and the take-over bid will remain open for deposits and tenders of Units for not less than ten days from the date of such public announcement.

Trading of Rights

Until the Separation Time (as defined below), the Plan Rights will be evidenced by the associated issued and outstanding Units of Allied. The Rights Plan provides that, until the Separation Time, the Plan Rights will be transferred with, and only with, the associated Units. Until the Separation Time, or earlier termination or expiration of the Plan Rights, each new Unit certificate issued after the applicable record time, if any, will display a legend incorporating the terms of the Rights Plan by reference. As soon as practicable following the Separation Time, separate certificates evidencing the Plan Rights ("*Plan Rights Certificates*") will be mailed to registered Unitholders, other than an Acquiring Person and in respect of any Plan Rights Beneficially Owned by such Acquiring Person, as of the close of business at the Separation Time, and thereafter the Plan Rights Certificates alone will evidence the Plan Rights.

Separation Time

The Plan Rights will separate and trade apart from the Units after the Separation Time until the Expiration Time. Subject to the right of the Trustees to defer it, the "Separation Time" means the close of business on the eighth business day after the earliest of: (i) the first date of a public announcement that a Person has become an Acquiring Person; (ii) the commencement or first public announcement of the intent of any Person to commence a take-over bid other than a Permitted Bid; and (iii) the date upon which a Permitted Bid or Competing Permitted Bid ceases to be such.

Waiver

Without the consent of Unitholders or, if applicable, holders of Plan Rights, the Trustees may waive the application of the Rights Plan to a Flip-in Event that would occur by reason of a take-over bid made by means of a take-over bid circular to all Unitholders of Allied provided that, if the Trustees waive the application of the Rights Plan to such Flip-in Event, they will be deemed to have waived the application of the Rights Plan to any other Flip-in Events occurring by reason of a take-over bid made by means of a take-over bid circular to all Unitholders of Allied which is made prior to the expiry of any take-over bid in respect of which a waiver has been granted by the Trustees. The Trustees may also, subject to certain conditions, waive the application of the Rights Plan to a Flip-in Event triggered by inadvertence.

Redemption

The Trustees with the approval of a majority vote of the votes cast by Unitholders (or the holders of Plan Rights if the Separation Time has occurred) voting in person and by proxy, at a meeting duly called for that purpose, may redeem the Plan Rights at $0.001 per Plan Right, subject to adjustment in accordance with the Rights Plan. Plan Rights will become void and be of no further effect on the date that any Person who has made a Permitted Bid, Competing Permitted Bid or Exempt Acquisition (as defined in the Rights Plan) takes up and pays for the Units pursuant to such transaction.

Power to Amend

Allied may make amendments to the Rights Plan to correct clerical or typographical errors without the approval of the holders of Plan Rights. Allied may make amendments to the Rights Plan to preserve the validity of the Rights Plan in the event of any change in applicable legislation, rules or regulations thereunder with the approval of the Unitholders of Allied or, in certain circumstances, the holders of Plan Rights, in accordance with the Rights Plan. In other circumstances, amendments to the Rights Plan may require the prior approval of the Unitholders of Allied or, the holders of Plan Rights.

Exemptions for Investment Advisors

Investment advisors (for fully managed accounts), trust companies (acting in their capacities as trustees and administrators), statutory bodies whose business includes the management of funds and administrators of registered pension plans acquiring greater than 20% of the Units are exempted from triggering a Flip-in Event, provided that they are not making, or are not part of a group making, a take-over bid.

APPROVAL OF RIGHTS PLAN RESOLUTION

The Board unanimously recommends that Unitholders approve the amendments to the Rights Plan and reconfirm and approve the Rights Plan by voting in favour of the resolution to be submitted to the meeting.

In order for the Rights Plan to be effective, it must be reconfirmed and approved by a resolution passed by a majority of the votes cast by Unitholders present in person or represented by proxy at the Meeting. Accordingly, Unitholders will be asked to pass the resolutions, the full text of which is attached as Schedule "B" to this Circular, to authorize and approve the amendment, reconfirmation and approval of the Rights Plan.

Proxies in favour of management's nominees will be voted FOR the amendment, reconfirmation and approval of the Rights Plan in the absence of direction to the contrary from the Unitholders appointing them.

Financial Statements

The annual financial statements of Allied for the year ended December 31, 2018 and the auditor's report thereon will be placed before the Unitholders at the Meeting for their consideration.

Interest of Certain Persons in Matters to be Acted Upon

To the knowledge of the Trustees, no person or company who is, or at any time during the financial year ended December 31, 2018 was, a Trustee or executive officer of Allied, a proposed management nominee for election as a Trustee, or an associate or affiliate of any such Trustee, executive officer or proposed nominee, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting except as otherwise disclosed in this Circular.

Corporate Governance Practices

INTRODUCTION

The Board believes that sound governance practices are essential to achieve the best long-term interests of Allied and its Unitholders.

In accordance with National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("*NI 58-101*") and National Policy 58-201 *Corporate Governance Guidelines*, Allied has established corporate governance practices. Allied's "Statement of Corporate Governance Practices" is attached to this Management Information Circular as Schedule "C". It has been approved by the Governance, Compensation and Nomination Committee of the Trustees and by the Board of Trustees as a whole. The practices are reviewed regularly to ensure that they are appropriate and in keeping with current best practices.

The Governance, Compensation and Nomination Committee reviews on an annual basis existing board policies, board and committee mandates and current pronouncements on recommended "best practices" for corporate governance. Below is a discussion of additional corporate governance policies and practices adopted by Allied.

TRUSTEE UNIT OWNERSHIP GUIDELINES

The Board has adopted a policy requiring each non-management Trustee to own at least six times their annual cash retainer in Units over a five-year period. To assist in achieving the five-year target, non-management Trustees have annual interim ownership targets as follows (on a cumulative basis calculated as at March 31 each year).

YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
10%	20%	40%	60%	100%

The Board has also adopted a policy requiring the CEO to own Units equal to at least six times base salary over a five-year period, commencing from the date of election or appointment.

Mr. Emory has agreed that the CEO unit ownership policy will continue to apply to him for a period of one year from the date that his employment terminates as a result of his resignation or retirement.

INDEPENDENCE

Throughout the year, the positions of Chair of the Board, and President and Chief Executive Officer were carried out by two different individuals wholly unrelated to each other. Michael Emory is the President and Chief Executive Officer of Allied and, accordingly, is not an independent Trustee. Mr. Cunningham, an independent Trustee, served as Chair of the Board.

Margaret Nelligan is a partner of a law firm that provides legal services to Allied and, accordingly, the Trustees of Allied have determined that she is not independent to Allied. Other than Mr. Emory and Ms. Nelligan, the Board is composed entirely of Trustees who are unrelated and independent of management. Further details regarding the composition of the Board are set out under the heading "Statement of Corporate Governance Practices", attached to this Circular as Schedule "C".

SUCCESSION PLANNING AND RETIREMENT POLICY

The Trustees' Mandate provides that the Trustees are responsible for engaging in succession planning including appointing, training and monitoring senior management. The Governance, Compensation and Nomination Committee reviews and discusses succession planning issues for the senior executives with the Chief Executive Officer on an annual basis. Discussions include prospects for high performing executives, replacement scenarios for unexpected events and cross training and development opportunities for the executive team. See Schedule "D" for the full text of the Trustees' Mandate.

Allied has established a retirement policy for Trustees. The retirement policy provides for a 75 year age limit for Trustees, subject to Board approval to waive the age limit where the Trustees determine that it is in the best interests of Allied that a particular director not retire.

CHIEF EXECUTIVE OFFICER CLAW-BACK POLICY

In March 2012, the Board adopted a compensation claw-back policy for the chief executive officer of Allied for awards made under Allied's annual incentive bonus and Restricted Unit Plan (as defined below). Under this policy, the Board may require reimbursement of all or a portion of the annual incentive bonus and Restricted Unit Plan compensation received by the chief executive officer. The Board may seek such reimbursement on a full or partial basis from the chief executive officer in situations where:

a) the amount of incentive compensation received by the chief executive officer was calculated based upon, or contingent on, the achievement of certain financial results that were subsequently the subject of or affected by a restatement of all or a portion of Allied's financial statements;

b) the chief executive officer engaged in gross negligence, intentional misconduct or fraud that caused or partially caused the need for the restatement; and

c) the incentive compensation payment received would have been lower had the financial results been properly reported.

BOARD SKILL SET

Allied has adopted a policy with respect to trustee qualifications. The following chart illustrates the relevant skills possessed by each nominee who is proposed for election as Trustee at the Meeting:

PROPOSED TRUSTEE	Real Estate	Audit / Accounting	Capital Markets	Governance / Corporate Responsibility	Compensation / Human Resources	Risk Management	Legal	Business Leadership
Gerald R. Connor	X	X	X			X		X
Lois Cormack	X		X	X		X		X
Gordon R. Cunningham	X		X	X	X	X	X	X
Michael R. Emory	X		X			X	X	X
James Griffiths	X	X	X			X		X
Margaret T. Nelligan			X	X	X	X	X	X
Peter Sharpe	X		X	X	X	X		X

DIVERSITY POLICY

Allied values diversity of views, experience, skill sets, gender and ethnicity and promotes an environment and culture of inclusiveness and diversity. Allied supports the identification and nomination of female Trustees and candidates for executive positions. Gender diversity is an important factor that is taken into account in identifying and selecting Board members and in considering the hiring, promotion and appointment of executive officers. The Board believes that diversity is important to ensure that trustees and executives provide a wide range of perspectives, experience and expertise required to achieve effective stewardship of Allied. Allied has developed and approved a written board diversity policy (the "*Diversity Policy*").

Representation of Women on the Board

The Diversity Policy sets out guidelines for the Governance, Compensation and Nomination Committee to find the best qualified candidates for Board positions given the needs and circumstances of the Board. The Diversity Policy provides that, when identifying suitable candidates for appointment to the Board, the Governance, Compensation and Nomination Committee must consider candidates on merit using objective criteria with due regard to the benefits of diversity and the needs of the Board and Allied. The Governance, Compensation and Nomination Committee will annually (i) assess the effectiveness of the Board appointment/nomination process at achieving the diversity objectives of Allied and (ii) consider and, if determined advisable, recommend to the Trustees for adoption, measurable objectives for achieving diversity on the Board. At any given time the Board may seek to adjust one or more objectives concerning its diversity and measure progress accordingly.

The Governance, Compensation and Nomination Committee and Board aspire toward achieving and maintaining a Board composition in which women comprise at least one-third of the Board by 2020. Providing opportunities for women to join the Board is achieved in part through retirement of existing Trustees. The Committee and the Board may, if necessary, engage external advisors to conduct a search for Board candidates to assist with Board diversity.

For further details, see Schedule "C" to this Management Information Circular.

Representation of Women in Executive Officer Positions

The Diversity Policy does not include a target number or percentage of women in executive management positions. The Governance, Compensation and Nomination Committee does not believe that targets are appropriate since gender diversity is only one of several characteristics considered during the selection process for executive officers. Instead, the Governance, Compensation and Nomination Committee believes that a method for reviewing executive officers on a variety of factors, including diversity, is more appropriate. The Governance, Compensation and Nomination Committee's approach in circumstances where female candidates or candidates representing diverse ethnicities are not selected is to satisfy itself that there are objective reasons to support the selection.

For further details, see Schedule "C" to this Management Information Circular.

UNITHOLDER ENGAGEMENT POLICY

The Board believes that it is important to have regular and constructive engagement directly with Unitholders. This includes allowing, encouraging and facilitating Unitholders to express their views on governance and other matters directly to the Board.

The Board encourages Unitholder participation at the Meeting, where the Chair of the Board and management will be available to respond to Unitholder questions. Unitholders are encouraged to attend the Meeting as it provides a valuable opportunity to discuss Allied, its corporate governance and other important matters. In between annual meetings, Allied supports an open and transparent process for Unitholders to contact the Board, including the chairs of the Board committees, through the office of the Chief Financial Officer or at the e-mail listed below. The Chief Financial Officer will determine whether the communication received is a proper communication to the Board or should be addressed by management.

The Unitholder Engagement Policy is intended to promote and facilitate an interchange of views about governance and other corporate matters that are within the public domain. The Unitholder Engagement Policy is subject to applicable law and is consistent with Allied's Disclosure Policy, which prohibits the selective disclosure of undisclosed material facts or material changes, and Allied's Code of Business Conduct, which reflects its commitment to high standards of business conduct and ethics.

The Governance, Compensation and Nomination Committee oversees the policy and will review it annually to ensure that it is effective in achieving its objectives and continues to be representative of sound corporate governance practices. The Board will endeavor to respond to all appropriate correspondence in a timely manner. On a quarterly basis, the Chief Financial Officer will report to the Committee with respect to all communications sent to the Board.

Unitholders may communicate with the Board by mail (marking the envelope "Unitholder Engagement") or e-mail (marking the subject line as "Unitholder Engagement") as follows: Allied Properties Real Estate Investment Trust, 134 Peter Street, Suite 1700, Toronto, Ontario, M5V 2H2, Attention: Chief Financial Officer, E-mail: cwilliams@alliedreit.com.

Executive Compensation

The disclosure in this section is presented as follows:

1. **Compensation Discussion and Analysis** (starting on page 34) - Provides information on the principles considered by Allied when designing executive compensation programs, including the philosophies and objectives, benchmarking, engagement of compensation consultants and compensation risk. This section also provides an overview of compensation of the Named Executive Officers in 2018.

2. **Executive Compensation Components** (starting on page 47) - Provides a summary of the components of executive compensation, the executive compensation review process and target compensation mix.

3. **2018 Performance and Compensation** (starting on page 52) - Describes the link between performance in 2018 and compensation, including the impact of both corporate and individual objectives on actual compensation.

4. **Additional Disclosure** (starting on page 64) - Provides additional information required by regulators and recommended disclosure best practices, including the unit performance graph, cost of management ratio, CEO compensation look-back table, CEO post-retirement equity retention policy and summary compensation information.

PART 1 - COMPENSATION DISCUSSION AND ANALYSIS

The Governance, Compensation and Nomination Committee is responsible for making recommendations for approval by the Trustees with respect to remuneration of executives of Allied, including the Chief Executive Officer, Chief Financial Officer and the three most highly compensated executive officers of Allied, other than such Chief Executive Officer and Chief Financial Officer, who were serving as executive officers in 2018 (collectively, the "*Named Executive Officers*"), and other senior officers and senior management of Allied. The following table provides background on the Governance, Compensation and Nomination Committee that is relevant to performing their duties on the Committee:

GOVERNANCE, COMPENSATION AND NOMINATION COMMITTEE MEMBER	INDEPENDENCE STATUS	CURRENT PRINCIPAL OCCUPATION	RELEVANT EDUCATION AND EXPERIENCE
Gordon R. Cunningham (Committee Chair)	Independent	Corporate Director	Mr. Cunningham is the Chair of The Boiler Inspection & Insurance Company of Canada, an indirect subsidiary of Munich Re. He has previously held senior corporate executive positions including President and Chief Executive Officer of London Insurance Group and London Life Insurance Company and as well as Vice Chairman of Cumberland Private Wealth Management Inc. Mr. Cunningham has significant board experience dealing with executive compensation matters.
Lois Cormack	Independent	President and Chief Executive Officer	Ms. Cormack has been the President and Chief Executive Officer and Director of Sienna Senior Living Inc. since 2013. Previously Ms. Cormack held executive roles including President of a mid-sized seniors living company, owned an independent consulting practice, and held other senior leadership roles in the health care and seniors' living sectors. She is actively involved with the Board and Committees of sector associations, including the Canadian Alliance for Long Term Care, and previously served on the Board of Governors of Seneca College.
Peter Sharpe	Independent	Corporate Director	Mr. Sharpe has previously held senior corporate executive positions including President and Chief Executive Officer of Cadillac Fairview Corporation. Mr. Sharpe has significant board experience dealing with executive compensation matters.

COMPENSATION PHILOSOPHY AND OBJECTIVES

In considering executive compensation issues, the primary objectives of the Governance, Compensation and Nomination Committee are to:

- ensure that the compensation provided to Allied's executive officers is determined with regard to Allied's business strategies and objectives;
- align the financial interests of the executive officers with the financial interests of the Unitholders;
- ensure that Allied's executive officers are paid fairly and commensurately with their contributions to furthering Allied's strategic directions and objectives while not encouraging excessive or inappropriate risk-taking;
- attract and retain top quality executives by providing total compensation that is appropriate and competitive with that paid by other real estate investment trusts or companies of comparable size;
- review and determine all elements of the executive officers' compensation on an annual basis; and
- engage outside consultants from time to time.

The Governance, Compensation and Nomination Committee has developed the following executive compensation philosophy and policies to meet the foregoing objectives:

- **Link compensation to objectives** - link compensation with Allied's short-term and long-term strategic and financial objectives;
- **Align to Unitholder interests** - align executive officers' financial interest with those of the Unitholders with the goal to improve Unitholders' value;
- **Pay competitively** - ensure Allied's compensation is appropriate and competitive with that paid by other companies of comparable size when superior results are achieved;
- **Align with Allied's business and talent strategy** - attract, motivate and retain high quality, key employees needed to support Allied's strategic growth and success;
- **Pay for performance** - customize executive compensation to provide recognition and reward for executive officers' performance, responsibilities, experience, skill, value and contribution to Allied;
- **Effective risk management** - ensure plan design does not create excessive or inappropriate risk-taking; and
- **Good corporate governance** - continually review and, as appropriate, adopt compensation practices that align with best corporate governance practices.

The executive compensation at Allied comprises three components:

- Base salary
- Annual incentive bonus
- Long-term incentives

MICHAEL R. EMORY

President and Chief Executive Officer

LOCATION: TORONTO, ONTARIO, CANADA

SERVICE: 17 YEARS

AGE: 63

MINIMUM UNITHOLDING REQUIREMENT[2]

$4,800,000

Meets requirement based on 6x base salary over a five-year period

Mr. Emory is the President and Chief Executive Officer and a trustee of Allied.

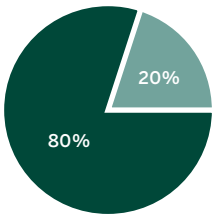
Mr. Emory has been continuously active in the commercial real estate business since 1988. Prior to that time, Mr. Emory was a partner with the law firm of Aird & Berlis LLP, specializing in corporate and real estate finance.

Mr. Emory is also a Director of Equitable Group Inc. and Equitable Bank.

2018 PAY COMPONENTS

FIXED	VARIABLE			
Base Salary	**Annual Incentive Bonus**	**Long-Term Incentive Plan Award**	**All other compensation**	TOTAL
$800,000	$1,200,000	$2,013,238	$40,000	$4,053,238
(as % of Total Compensation Earned)[1]				
19.7%	29.6%	49.7%	1.0%	100%

2018 ANNUAL INCENTIVE BONUS MIX[3]



Corporate Performance Goals

Individual Performance Goals

TRUST UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

	# OF UNITS	MARKET VALUE OF UNITS			
		Unrestricted Units[4]	**Restricted Units[4]**	**Options[5]**	**Total**
As at March 31, 2019	1,155,908	$51,439,176	$5,547,088	$6,641,786	$63,628,050

(1) Compensation includes base salary, annual incentive bonus and long-term incentive plan award.
(2) As at March 31, 2019. The targets for equity ownership are outlined under the heading "Trustee Unit Ownership Guidelines".
(3) See "2018 Performance and Compensation" in this Circular for a description of the applicable corporate performance goals and individual performance goals, respectively.
(4) Market value is determined by multiplying the number of Units by the closing price of the Units on the TSX on March 31, 2019 of $49.30.
(5) Represents the value of unexercised in-the-money options based on a closing price of the Units on the TSX on March 31, 2019 of $49.30.

THOMAS G. BURNS

Executive Vice President and Chief Operating Officer

LOCATION: TORONTO, ONTARIO, CANADA

SERVICE: 8 YEARS

AGE: 63

MINIMUM UNITHOLDING REQUIREMENT

N/A

Mr. Burns is the Executive Vice President and Chief Operating Officer of Allied. From January 2011 until December 2011, he was Executive Vice President, Operations and Leasing of Allied.

He was formerly Senior Vice President, Retail at DTZ Barnicke, as well as a member of DTZ's Global Management Committee.

During Mr. Burns' 33 year career, he has distinguished himself in the Canadian real estate community in both the leasing of retail space and consulting on the repositioning of existing retail properties. He is a Business Administration graduate of Algonquin College specializing in Real Estate.

2018 PAY COMPONENTS

FIXED	VARIABLE			
Base Salary	**Annual Incentive Bonus**	**Long-Term Incentive Plan Award**	**All other compensation**	TOTAL
$575,000	$632,500	$781,400	$28,750	$2,017,650
(as % of Total Compensation Earned)[1]				
28.5%	31.3%	38.7%	1.5%	100%

2018 ANNUAL INCENTIVE BONUS MIX[2]

TRUST UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

	# OF UNITS	MARKET VALUE OF UNITS			
		Unrestricted Units[3]	**Restricted Units[3]**	**Options[4]**	**Total**
As at March 31, 2019	65,942	$1,254,093	$1,996,847	$3,264,757	$6,515,697

(1) Compensation includes base salary, annual incentive bonus and long-term incentive plan award.
(2) See "2018 Performance and Compensation" in this Circular for a description of the applicable corporate performance goals and individual performance goals, respectively.
(3) Market value is determined by multiplying the number of Units by the closing price of the Units on the TSX on March 31, 2019 of $49.30.
(4) Represents the value of unexercised in-the-money options based on a closing price of the Units on the TSX on March 31, 2019 of $49.30.

CECILIA C. WILLIAMS

Executive Vice President and Chief Financial Officer

LOCATION: TORONTO, ONTARIO, CANADA

SERVICE: 4 YEARS

AGE: 42

MINIMUM UNITHOLDING REQUIREMENT

N/A

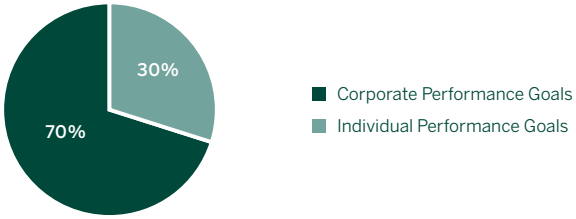
Ms. Williams is Executive Vice President and Chief Financial Officer of Allied.

Ms. Williams began her career at Arthur Andersen, where she obtained her Chartered Professional Accountant designation while working in the assurance and valuation practices. She continued her career development through progressively more senior financial and planning positions at Magna International, Canwest Broadcasting/Shaw Media and Dream Unlimited. Ms. Williams is a graduate of the University of Toronto.

2018 PAY COMPONENTS

FIXED	VARIABLE			
Base Salary	**Annual Incentive Bonus**	**Long-Term Incentive Plan Award**	**All other compensation**	TOTAL
$400,000	$320,000	$402,657	$20,000	$1,142,657
(as % of Total Compensation Earned)[1]				
35.0%	28.0%	35.2%	1.8%	100%

2018 ANNUAL INCENTIVE BONUS MIX[2]



TRUST UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

	# OF UNITS	MARKET VALUE OF UNITS			
		Unrestricted Units[3]	**Restricted Units[3]**	**Options[4]**	**Total**
As at March 31, 2019	16,861	$10,205	$821,042	$541,574	$1,372,821

(1) Compensation includes base salary, annual incentive bonus and long-term incentive plan award.
(2) See "2018 Performance and Compensation" in this Circular for a description of the applicable corporate performance goals and individual performance goals, respectively.
(3) Market value is determined by multiplying the number of Units by the closing price of the Units on the TSX on March 31, 2019 of $49.30.
(4) Represents the value of unexercised in-the-money options based on a closing price of the Units on the TSX on March 31, 2019 of $49.30.

HUGH CLARK

Executive Vice President, Development

LOCATION: TORONTO, ONTARIO, CANADA

SERVICE: 7 YEARS

AGE: 42

MINIMUM UNITHOLDING REQUIREMENT

N/A

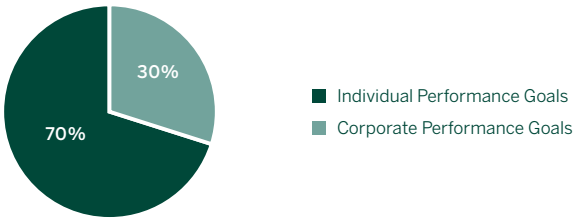
Mr. Clark is the Executive Vice President, Development of Allied and is responsible for overseeing value creation projects.

Mr. Clark was formally an architect for an award-winning architectural firm in Toronto, and has worked as a licensed architect in both Ontario and Massachusetts. He is a graduate of the University of Toronto and Harvard University.

2018 PAY COMPONENTS

FIXED	VARIABLE			
Base Salary	**Annual Incentive Bonus**	**Long-Term Incentive Plan Award**	**All other compensation**	TOTAL
$250,000	$100,000	$62,891	$—	$412,891
(as % of Total Compensation Earned)[1]				
60.5%	24.2%	15.3%	—%	100%

2018 ANNUAL INCENTIVE BONUS MIX[2]



TRUST UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

	# OF UNITS	MARKET VALUE OF UNITS			
		Unrestricted Units[3]	**Restricted Units[3]**	**Options[4]**	**Total**
As at March 31, 2019	12,151	$319,267	$279,778	$9,038	$608,083

(1) Compensation includes base salary, annual incentive bonus and long-term incentive plan award.
(2) See "2018 Performance and Compensation" in this Circular for a description of the applicable corporate performance goals and individual performance goals, respectively.
(3) Market value is determined by multiplying the number of Units by the closing price of the Units on the TSX on March 31, 2019 of $49.30.
(4) Represents the value of unexercised in-the-money options based on a closing price of the Units on the TSX on March 31, 2019 of $49.30.

TIM LOW

Senior Vice President, Leasing

LOCATION: TORONTO, ONTARIO, CANADA

SERVICE: 6 YEARS

AGE: 55

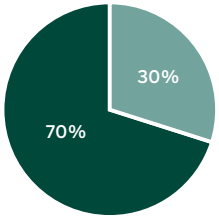
Mr. Low is the Senior Vice President, Leasing, responsible for leasing the office and retail portfolio across Canada.

Prior to joining Allied, Mr. Low was employed by Northam Realty Advisors Ltd. where he spent over eight years leasing Northam's Toronto and Western Canadian Portfolio. Over Mr. Low's 29 year real estate career, he has leased a variety of commercial properties, including heritage properties and Class A bank towers.

2018 PAY COMPONENTS

FIXED	VARIABLE			
Base Salary	Performance-Based Compensation	Long-Term Incentive Plan Award	All other compensation	TOTAL
$275,000	$123,750	$69,195	$—	$467,945
(as % of Total Compensation Earned)[1]				
58.8%	26.4%	14.8%	—%	100%

2018 ANNUAL INCENTIVE BONUS MIX[2]



Individual Performance Goals

Corporate Performance Goals

MINIMUM UNITHOLDING REQUIREMENT

N/A

TRUST UNITS BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY

	# OF UNITS	MARKET VALUE OF UNITS			
		Unrestricted Units[3]	Restricted Units[3]	Options[4]	Total
As at March 31, 2019	5,548	$9,860	$263,656	$233,927	$507,443

(1) Compensation includes base salary, performance-based compensation and long-term incentive plan award.

(2) See "2018 Performance and Compensation" in this Circular for a description of the applicable corporate performance goals and individual performance goals, respectively.

(3) Market value is determined by multiplying the number of Units by the closing price of the Units on the TSX on March 31, 2019 of $49.30.

(4) Represents the value of unexercised in-the-money options based on a closing price of the Units on the TSX on March 31, 2019 of $49.30.

BENCHMARKING

To ensure that executive pay programs are competitive, Allied assesses compensation levels compared to the marketplace on a regular basis. The primary peer group for 2018 is used for pay benchmarking and design purposes, as well as performance benchmarking, and consists of the following Canadian publicly-traded real estate investment trusts and companies ("*REITs*"):

- Artis Real Estate Investment Trust
- Boardwalk Real Estate Investment Trust
- Canadian Apartment Properties Real Estate Investment Trust
- Choice Properties Real Estate Investment Trust
- CT Real Estate Investment Trust
- Chartwell Retirement Residences
- Crombie Real Estate Investment Trust
- First Capital Realty Inc.
- H&R Real Estate Investment Trust
- Killam Apartment Real Estate Investment Trust
- RioCan Real Estate Investment Trust
- SmartCentres Real Estate Investment Trust

The REITs in this peer group are selected based on a number of factors, including:

- their size, operating scope, geographic reach and various other financial considerations;
- they are all internally managed publicly traded REITs of comparable size; and
- they generally have compensation policies and philosophies that are consistent with Allied and they appear to adhere to high standards of compensation policies.

Allied considers the relative long-term total return performance of Allied to its peer group when determining the long-term incentive awards for the Named Executive Officers.

ENGAGEMENT OF COMPENSATION CONSULTANT

Allied retains a compensation consultant on a bi-annual basis to conduct a comprehensive compensation review and to evaluate the competitiveness of Allied's executive compensation programs relative to its peer group and the appropriateness of Allied's executive and trustee compensation levels and design.

COMPENSATION CONSULTANT	SERVICES PROVIDED	FISCAL YEAR	FEES EARNED
Willis Towers Watson	Executive and trustee compensation related services, including to: (a) evaluate the competitiveness of Allied's compensation relative to the market; (b) research and analyze Allied's short-term and long-term incentive design; (c) research and analyze market data and benchmarking; and (d) conduct an independent evaluation of performance measure	2018	$34,301
		2017	—

The comprehensive reports prepared by Willis Towers Watson reviewed and compared base salary as well as short-term incentive-based compensation, total cash and total direct compensation of the peer group.

COMPENSATION RISK

The Governance, Compensation and Nomination Committee considered the implications of the risks associated with Allied's compensation policies and practices. In particular, the Board on recommendation of the Governance, Compensation and Nomination Committee has adopted a balanced approach to compensation which incorporates immediate, short-term and long-term incentives.

The following chart outlines the risks associated with compensation programs together with the characteristics of the compensation program of Allied that mitigate these risks:

TYPE OF RISK	NATURE OF RISK	CHARACTERISTICS OF ALLIED'S EXECUTIVE COMPENSATION PROGRAM THAT MITIGATE COMPENSATION RISKS
Compensation philosophy	Risk that the executive compensation philosophy is inconsistent with the business model and strategy	The compensation philosophy and policies are structured to meet the following objectives: (a) link compensation with Allied's short-term and long-term strategic and financial objectives; (b) align executive officers' financial interest with those of the Unitholders with the goal to improve Unitholders' value; (c) ensure Allied's compensation is appropriate and competitive with that paid by other companies of comparable size when superior results are achieved; (d) attract, motivate and retain high quality, key employees needed to support Allied's strategic growth and success; and (e) customize executive compensation to provide recognition and reward for executive officer's performance, responsibilities, experience, skill, value and contribution to Allied.
Pay mix	Risk that the pay mix is inconsistent with the compensation philosophy	In determining the mix and relative weighting of cash incentives (base salary, bonus and other performance-based cash incentives) versus equity-based incentives, Allied considers the appropriate proportion of compensation that should be at risk based on the executive officer's ability to affect and influence Allied's short and long-term results and advance the interests of the Unitholders as well as the compensation mix for similar positions in other real estate investment trusts or companies of comparable size engaged in similar businesses in Canada. In general, the proportion of total pay delivered through "at risk" performance-based compensation increases directly with the executive officer's level of responsibility in Allied. Similarly, the proportion of equity-based compensation also increases directly with the executive officer's level within Allied. The Governance, Compensation and Nomination Committee believes that this ensures that the senior executive officers are held most accountable for achievement of critical strategic and operating performance goals and for changes in Unitholder value. In addition, the Governance, Compensation and Nomination Committee believes that this mix and weighting aligns the interests of executive officers with those of the Unitholder, provides significant incentives for superior performance and assists in keeping Allied competitive in the market for high-quality executives.

TYPE OF RISK	NATURE OF RISK	CHARACTERISTICS OF ALLIED'S EXECUTIVE COMPENSATION PROGRAM THAT MITIGATE COMPENSATION RISKS
Pay mix	Risk that the pay mix is inconsistent with the compensation philosophy	Long-term incentives include restricted units and unit options with minimum vesting periods, which in the view of the Board achieves an appropriate balance of short-term and long-term compensation to incent management. The Board believes that this balanced compensation approach mitigates the inherent risk of unit based performance awards. On a bi-annual basis, the Governance, Compensation and Nomination Committee engages compensation consultants to advise whether the pay mix is aligned with the compensation philosophy and business model of Allied and with market comparables. The Governance, Compensation and Nomination Committee examines the pay-for-performance alignment between the Named Executive Officers and the Named Executive Officer's of Allied's compensation peer group to determine if any changes are required to Allied's compensation program.
Performance measures	Risk that performance measures are either: Unachievable; or too easy to achieve	Named Executive Officers are entitled, at the discretion of the Governance, Compensation and Nomination Committee, to earn annual cash incentive bonuses depending on individual performance goals and the attainment of short-term corporate performance goals of Allied. The ultimate assessment of the actual cash bonus payable to Named Executive Officers is based on a balanced scorecard approach and not a line item assessment only. Long-term equity incentives awarded to Named Executive Officers are generally 50% option based and 50% restricted unit based, however the Board may award long-term incentives to a Named Executive Officer on a different basis, in its discretion. In determining the long-term incentive awards for Named Executive Officers for 2018, the Governance, Compensation and Nomination Committee, in consultation with Willis Towers Watson, reviewed specific performance measures, for example, the relative long-term total performance of Allied to its peers. The Governance, Compensation and Nomination Committee re-examines performance metrics and the compensation peer group annually to ensure reasonableness.
Stress testing	Risk of lack of awareness of potential outcomes	The annual incentives, both short-term and long-term, are capped at a specified percentage of base salary.

TYPE OF RISK	NATURE OF RISK	CHARACTERISTICS OF ALLIED'S EXECUTIVE COMPENSATION PROGRAM THAT MITIGATE COMPENSATION RISKS
Calculation and verification of performance	Risk of error in the calculation of compensation measures and payout	Allied has adopted a claw-back policy for the CEO.
Communication to executives	Risk that executives are unaware of the compensation goals and expectations	Management sets performance goals and expectations at the beginning of the fiscal year.

PART 2 - EXECUTIVE COMPENSATION COMPONENTS

EXECUTIVE COMPENSATION COMPONENTS

Each Named Executive Officer's compensation comprises three components:

COMPONENT	ELEMENTS OF EVALUATION
1. Base Salary	Generally, set with reference to the median for peer companies
2. Annual incentive bonus	Performance-based annual incentive bonus which is paid in cash and is based on an evaluation of: (a) corporate goals consisting of: (i) performance goals for internal growth; (ii) performance goals for external growth; and (iii) financial management goals; and (b) individual goals
3. Long term incentives	Grants under the Unit Option Plan and the Restricted Unit Plan which may be subject to time-based and/or performance-based vesting requirements and is based on an evaluation of corporate goals.

The evaluation of the achievement of performance goals is conducted on the scale of "meeting", "exceeding" and "excelling" at each goal.

Allied does not provide pension, group RRSP or other retirement benefits to its Named Executive Officers, other than that provided for under government mandated programs (e.g., the Canada Pension Plan), and Allied's flex benefit plan. Allied's flex benefit plan provides a benefit equal to 5% of an eligible executive officer's base salary which the executive officer may allocate among approved programs, including health and registered savings programs. Each of the Named Executive Officers, other than the Executive Vice President, Development and Senior Vice President, Leasing is eligible to participate in Allied's flex benefit plan.

EXECUTIVE COMPENSATION REVIEW PROCESS

The executive compensation review process with respect to any fiscal year involves Allied's management, the Governance, Compensation and Nomination Committee and the Board of Trustees, as follows:

AT THE BEGINNING OF THE FISCAL YEAR

- Management of Allied makes recommendations to the Governance, Compensation and Nomination Committee on the corporate goals and individual performance goals for each Named Executive Officer, other than the CEO, for the current fiscal year. The Governance, Compensation and Nomination Committee makes recommendations to the Board on the corporate goals and individual performance goals for the CEO and each of the other Named Executive Officers.
- The pay mix for each Named Executive Officer, other than the CEO, is presented to the Governance, Compensation and Nomination Committee. The Governance, Compensation and Nomination Committee makes recommendations to the Board with respect to the pay mix for the CEO and each of the other Named Executive Officers.
- The CEO makes a recommendation to the Governance, Compensation and Nomination Committee for the award of long term incentives with reference to the performance of Allied in the prior fiscal year (other than with respect to an award to the CEO) based on a review of the annual financial statements for such year. The Governance, Compensation and Nomination Committee makes a recommendation to the Board for the award of long term incentives for the CEO and each of the other Named Executive Officers with respect to the prior fiscal year based on such review.

AT THE END OF THE FISCAL YEAR

- For the CEO, CFO and COO positions, a summary of competitive market data for comparable positions among Allied's peer group is prepared and reviewed.
- On a bi-annual basis, the Governance, Compensation and Nomination Committee engages a compensation consultant to advise on pay mix, executive and trustee compensation, composition of Allied's peer group and comparability with Allied's peer group.

- Each Named Executive Officer, other than the CEO, meets with the CEO to assess their achievements against their individual performance goals and the corporate goals. The CEO meets with the Chair of the Governance, Compensation and Nomination Committee to assess his achievements against his individual performance goals and the corporate goals. The assessments are presented to the Governance, Compensation and Nomination Committee. The Governance, Compensation and Nomination Committee also considers competitive market data and the advice of compensation consultants, as appropriate, in assessing executive compensation.

- The CEO makes a recommendation to the Governance, Compensation and Nomination Committee for the annual incentive bonus award and the long term incentive award, other than with respect to the award to the CEO. The Governance, Compensation and Nomination Committee will then make compensation recommendations to the Board. There is no assurance that a bonus will be paid; however, if determined that a bonus is warranted, the Board approves the annual incentive bonus awards for each of the Named Executive Officers. The grant of long term incentives is deferred to the beginning of the next fiscal year with reference to the performance of Allied in the prior fiscal year based on a review of the annual financial statements for such year.

- The CEO makes a recommendation to the Governance, Compensation and Nomination Committee for the base salary of each Named Executive Officer, other than the CEO, for the next fiscal year. The Governance, Compensation and Nomination Committee makes a recommendation to the Board regarding the base salary of the CEO and each of the other Named Executive Officers for the next fiscal year. The Board approves compensation for the next fiscal year for each of the Named Executive Officers based on the recommendations of the Governance, Compensation and Nomination Committee.

COMPENSATION MIX

Allied generally determines the competitive positioning of its base salary, incentive bonus and long-term incentive grants with reference to:

- its peer group;

- what the Named Executive Officer could earn elsewhere given their skill set; and

- the impact and influence the Named Executive Officer has on Allied's business performance.

The Governance, Compensation and Nomination Committee exercises discretion in determining how one element of compensation fits into the overall compensation objectives of Allied rather than applying a formulaic approach or relative weighting among the individual elements. The Governance, Compensation and Nomination Committee strives to achieve total compensation at or slightly above the 75th percentile for peer companies.

BASE SALARY

- Base salary is determined annually.
- A survey of other entities similar to Allied and being of similar size in terms of revenues, geographic location and employment levels provide insight to the Committee into what competitive base salaries are from time to time.
- The Governance, Compensation and Nomination Committee also considers base salaries for each of Allied's executive officers on an individual basis, taking into consideration the individual's contributions to Allied's success, tenure in the job, and internal equities among positions.

ANNUAL INCENTIVE BONUS

- Each of the Named Executive Officers is eligible, at the discretion of the Governance, Compensation and Nomination Committee, to receive an annual cash incentive bonus depending upon the achievement of individual performance goals and short-term corporate performance goals of Allied. There is no assurance that a bonus will be paid.
- Allied uses annual cash incentive bonuses to motivate and reward Named Executive Officers for achievements of specified levels of financial and/or individual performance.
- Award opportunities may vary based on the individual's position and contributions to Allied's overall performance.
- Annual cash incentive bonus awards are calculated by the Board as a percentage of the Named Executive Officer's base salary based on **meeting, exceeding or excelling** at predetermined individual and corporate performance goals for the fiscal year.
- The allocation between the individual and corporate performance goals is weighted each year for each Named Executive Officer.
- The ultimate assessment of the actual aggregate cash bonus payable to Named Executive Officers is based on a balanced scorecard approach and not a line item assessment only.
- Corporate and individual performance goals are focused on factors which enhance FFO (as defined below) rather than a specific FFO target.
- The corporate goals are comprised of: (i) performance goals for internal growth; (ii) performance goals for external growth; and (iii) financial management goals. For the purposes of 2018, the corporate goals were weighted 1/3, 1/3 and 1/3.
- For 2018, the Named Executive Officers received the corporate component of their bonuses at the high point of the range on the basis of excelling in relation to their corporate goals.

- For 2018, the Named Executive Officers each received the individual component of their bonuses on the basis of excelling in relation to their individual goals.

- For 2018, the bonus levels for Named Executive Officers and the weighting were as follows:

POSITION	CASH BONUS AS PERCENTAGE OF SALARY (Meet/Exceed/Excel)[1]	ALLOCATION %
Chief Executive Officer	80/115/150%	80% corporate, 20% individual
Executive Vice President and Chief Operating Officer	65/85/110%	70% corporate, 30% individual
Executive Vice President and Chief Financial Officer	45/65/80%	70% corporate, 30% individual
Executive Vice President, Development	24/32/40%	30% corporate, 70% individual
Senior Vice President, Leasing	27/36/45%	30% corporate, 70% individual

(1) The award of a bonus is based on the achievement of corporate and individual goals and, as such, it is possible to get zero.

LONG-TERM INCENTIVES

- Allied's long-term incentives include equity-based compensation plans consisting of the Unit Option Plan and the Restricted Unit Plan.

- Long-term incentive awards are based on an assessment of long-term corporate performance measures, including measures based on comparative peer performance, the balance sheet and financial health of the property portfolio. There is no assurance that long-term incentives will be awarded.

- In setting long-term incentive awards, the Governance, Compensation and Nomination Committee conducts a comprehensive review of Allied's executive compensation levels, in part by reference to an annual executive and trustee compensation survey compiled from the previous year's public disclosure of TSX-listed real estate investment trusts and companies, and the comprehensive reports prepared by independent compensation consultants on a bi-annual basis.

- The Governance, Compensation and Nomination Committee also reviews a comparative report of the total returns of TSX-listed real estate investment trusts and companies at every meeting and at the point of determining its recommendations with respect to compensation of Allied's senior officers.

- In 2018, the Governance, Compensation and Nomination Committee consulted with Willis Towers Watson and reviewed its analysis of Allied's long-term compensation levels and design.

- In connection with the Willis Towers Watson engagement and the comprehensive review of the market survey, the Governance, Compensation and Nomination Committee has determined that there are three measures for performance in respect of Allied's long-term incentive compensation awards for management as set out below. The weighting of each of these measures is at the discretion of the Trustees.

- Long-term equity incentives awarded to Named Executive Officers are generally 50% option based and 50% restricted unit based, however the Board may award long-term incentives to a Named Executive Officer on a different basis, in its discretion. For more information about the long-term incentives, see the disclosure under the headings "Incentive Plan Awards - Unit Option Plan" and "Incentive Plan Awards - Restricted Unit Plan".
- Long-term incentives are calculated by the Board based on a range reflecting achievement of predetermined corporate performance goals for the fiscal year.
- For 2018, the long term incentives were awarded at the **high point** of the range.
- For 2018, the range for grants under the long-term incentive compensation program was established as follows:

POSITION	LTIC ALLOCATION %[1]
Chief Executive Officer	125 to 250%
Executive Vice President and Chief Operating Officer	80 to 135%
Executive Vice President and Chief Financial Officer	60 to 100%
Executive Vice President, Development	15 to 25%
Senior Vice President, Leasing	15 to 25%

(1) The award of a bonus is based on the achievement of corporate and individual goals and, as such, it is possible to get zero.

PART 3 - 2018 PERFORMANCE AND COMPENSATION

1. ANNUAL INCENTIVE BONUS

1.A. ANNUAL INCENTIVE BONUS - CORPORATE COMPONENT

The corporate component of the annual incentive bonus is comprised of three elements:

1. performance goals for internal growth;
2. performance goals for external growth; and
3. financial management goals.

For 2018, the Governance, Nomination and Compensation Committee weighed the internal, external and financial management factors equally (1/3, 1/3, 1/3).

The following is a summary of the short-term corporate goals for 2018 for the Named Executive Officers and the analysis of the achievement of such goals. The Named Executive Officers received the corporate component of their short-term incentive cash bonuses at the **high point of the range on the basis of having excelled overall in relation to their corporate goals** in 2018.

PERFORMANCE GOAL FOR INTERNAL GROWTH	2018 ANALYSIS (met, exceeded, excelled)
Achieve lease-up of the space vacant at the commencement of 2018 within time-frames and at the net effective rental rates contemplated in the 2018 internal forecast	Excelled in all markets by propelling occupancy gains at higher than contemplated net effective rental rates, not only with impact in 2018 but for 2019 and beyond
Achieve an 85% user retention-replacement rate with respect to lease expiries at net effective rental rates contemplated in the 2018 internal forecast	Exceeded in terms of user retention-replacement rate and net effective rental rates not only with impact in 2018 but for 2019 and beyond
Achieve lease-up of space covered by expired leases within time-frames and at the net effective rental rates contemplated in the 2018 internal forecast	Excelled in all markets with the results articulated immediately above
Achieve same-asset NOI[1] per unit growth in the high single-digit range	Excelled with NOI per unit growth coming in well ahead of forecast
Achieve FFO[2] per unit growth in the low single-digit range	Effectively exceeded in light of raising $450 million in equity over the course of the year
Achieve AFFO[3] per unit growth in the high single-digit range	Exceeded, particularly in light of raising $450 million in equity over the course of the year
Achieve NAV[4] per unit growth in the high single-digit range	Excelled, with only partial growth coming from cap rate compression
Substantially achieve the growth targets inherent in the five-year plan	Excelled with total assets in 2018 materially exceeding projected total assets in the five-year plan, primarily as a result of (a) higher NAV per unit growth and (b) higher levels of acquisition than contemplated in the plan

PERFORMANCE GOAL FOR EXTERNAL GROWTH	2018 ANALYSIS (met, exceeded, excelled)
Pursue acquisitions over the course of 2018 that: a) at a minimum, increase FFO per unit run-rate by the end of 2018, b) reduce the percentage of total gross revenue generated by Allied's top-10 users, c) moderate lease maturity schedule, and d) continue the consolidation of target markets	Excelled relative to modest internal and external expectation for the year, (a) with a consequential increase in Allied's FFO per unit run-rate by the end of the year of approximately two-cents per unit (b) with a reduction by the end of the third quarter of approximately 75 basis points (c) with maintenance in the first three quarters of the weighted average term to maturity of Allied's leases, despite the effluxion of time (d) with highly strategic and generally accretive acquisitions in Toronto, Calgary and Vancouver in a hyper-competitive market, all "off-market" due to Allied's competitive positioning
Advance the lease-up of 250 Front West at anticipated net rent levels	Excelled with (i) NOI run-rate increase well in excess of $3 million, (ii) lease to CBC and (iii) establishment of a strong working relationship with Amazon Canada helping to propel growth in ancillary rental revenue from AWS Direct Connect
Advance Allied's PUDs in 2018 substantially as contemplated in the five-year plan	Excelled with the office component of The Well 71% leased, 400 West Georgia 82% leased, 425 Viger 32% leased and TELUS Sky 33% leased, all to outstanding TAMI users who are enlightened users of urban workspace

FINANCIAL MANAGEMENT GOAL	2018 ANALYSIS (met, exceeded, excelled)
Maintain industry-leading balance sheet metrics with respect to: a) debt to fair value of assets, b) debt to adjusted EBITDA[5] ratio, c) interest coverage ratio, and d) maintenance in unencumbered asset pool	Excelled more than any prior year with the utilization of $450 million in equity to repay debt and the receipt of an investment-grade rating from Moody's
Continue the balance-sheet transformation inherent in the five-year plan	Excelled as set out immediately above, with the result that the 2019 five-year plan has vastly more financial flexibility than the 2018 plan did

(1) Net operating income ("*NOI*") is a non-IFRS financial measure and should not be considered as an alternative to net income or net income and comprehensive income, cash flow from operating activities or any other measure prescribed under IFRS. NOI does not have any standardized meaning prescribed by IFRS. As computed by Allied, NOI may differ from similar computations reported by other Canadian real estate investment trusts and, accordingly, may not be comparable to similar computations reported by such organizations. Management considers NOI to be a useful measure of performance for rental properties.

(2) Funds from operations ("*FFO*") is a non-IFRS financial measure used by most Canadian real estate investment trusts and should not be considered as an alternative to net income or comprehensive income, cash flow from operating activities or any other measure prescribed under IFRS. While FFO does not have any standardized meaning prescribed by IFRS, the Real Property Association of Canada ("*REALpac*") established a standardized definition of FFO in its White Paper on Funds From Operations dated November 2004 and subsequently revised April 2014. Essentially, the REALpac definition is net income with adjustments for non-cash and extraordinary items.

(3) Adjusted Funds From Operations ("*AFFO*") is a non-IFRS financial measure used by most Canadian real estate investment trusts and should not be considered as an alternative to net income or comprehensive income, cash flow from operating activities or any other measure prescribed under IFRS. AFFO does not have any standardized meaning prescribed by IFRS. As computed by Allied, AFFO may differ from similar computations reported by other Canadian real estate investment trusts and, accordingly, may not be comparable to similar computations reported by such organizations. Management considers AFFO to be a useful measure of cash available for distributions. The principal advantage of AFFO is that it starts from the standardized definition of FFO and takes account of maintenance capital expenditures and regular leasing expenditures while ignoring the impact of non-cash revenue. Because maintenance capital expenditures and regular leasing expenditures are not incurred evenly throughout a fiscal year, there can be volatility in AFFO on a quarterly basis.

(4) Net Asset Value ("NAV") is a non-IFRS financial measure and should not be considered as an alternative to net income or net income and comprehensive income, cash flow from operating activities or any other measure prescribed under IFRS. NAV does not have any standardized meaning prescribed by IFRS. As computed by Allied, NAV may differ from similar computations reported by other Canadian real estate investment trusts and, accordingly, may not be comparable to similar computations reported by such organizations. Management considers NAV to be a useful measure of the value of the total equity interest in Allied.

(5) EBITDA is a non-IFRS financial measure and should not be considered as an alternative to net income or net income and comprehensive income, cash flow from operating activities or any other measure prescribed under IFRS. EBITDA does not have any standardized meaning prescribed by IFRS. As computed by Allied, EBITDA may differ from similar computations reported by other Canadian real estate investment trusts and, accordingly, may not be comparable to similar computations reported by such organizations. Management considers EBITDA to be a useful measure for the purpose of evaluating debt levels and interest coverage.

1.B. ANNUAL INCENTIVE BONUS - INDIVIDUAL COMPONENT

President and Chief Executive Officer

Mr. Emory's compensation is reviewed and approved annually by the Board. In determining Mr. Emory's compensation, the Governance, Compensation and Nomination Committee considered his performance and his contributions to Allied's success, his tenure in office, experience and competitive industry pay practices.

Mr. Emory's specific performance goals and results for fiscal 2018 are set out below:

PERFORMANCE GOAL	2018 ANALYSIS (met, exceeded, excelled)
Maintain direct control and oversight of Allied's investment and development activity, with full and ultimate accountability for results.	Excelled
Evaluate on an ongoing basis the possible strategic expansion of Allied's investment activity.	Excelled
Continue to identify, attract, motivate and raise the profile of the next generation of Allied's senior leaders with a view to achieving optimal and timely succession.	Excelled
Continue to champion and differentiate the Allied brand with ongoing strategic refinement and public representation.	Excelled
Continue to demonstrate leadership internally by propagating Allied's culture and externally by communicating Allied's vision and strategy to an expanding global investor base.	Excelled

The Governance, Compensation and Nomination Committee granted Mr. Emory the individual component of his bonus on the basis of **excelling** in relation to the individual performance goals.

Executive Vice President and Chief Operating Officer

Mr. Burns' compensation is reviewed and approved annually by the Board. In determining Mr. Burns' compensation, the Governance, Compensation and Nomination Committee considered his performance and his contributions to Allied's success, his tenure in office, experience and competitive industry pay practices.

Mr. Burns' specific performance goals and results for fiscal 2018 are set out below:

PERFORMANCE GOAL	2018 ANALYSIS (met, exceeded, excelled)
Despite the fact that the 2018 internal forecast assumes no NOI growth at 250 Front West, achieve an increase in the NOI run-rate at the property of $3 million by year-end.	Excelled with (i) NOI run-rate increase well in excess of $3 million, (ii) lease to CBC and (iii) establishment of a strong working relationship with Amazon Canada helping to propel growth in ancillary rental revenue from AWS Direct Connect.
Negotiate the acquisition of a portion of 250 Front West from the CBC.	Excelled, despite CBC's ultimate decision to wait on the partial sale, particularly in terms of deepening relationship with CBC and increasing probability of sale of the entire property to Allied in the next few years.
Deepen the Urban Data Centre operating team by recruiting an executive with the ability to become a successor to the SVP, Urban Data Centres.	Excelled with recruitment of J.P. Mackay, who not only has the ability to become the successor to the SVP, Urban Data Centres, but could well become an even more senior leader at Allied in time.
Oversee office pre-leasing for The Well with a view to achieving a pre-leasing commitment or pre-leasing commitments that would enable the Board to approve commencement of construction of the office tower.	Excelled publicly in what was characterized from the outset as Allied's overriding development objective for 2018.
Assist Operations and Asset Management in developing a five-year capex plan for the rental portfolio, including Network-Dense Urban Data Centres.	Excelled, particularly in raising the bar in Operations and assisting the head of Asset Management in beginning to realize his significant potential as a leader at Allied.

The Governance, Compensation and Nomination Committee granted Mr. Burns the individual component of his bonus on the basis of **excelling** in relation to the individual performance goals.

Executive Vice President and Chief Financial Officer

Ms. Williams' compensation is reviewed and approved annually by the Board. In determining Ms. Williams' compensation, the Governance, Compensation and Nomination Committee considered her performance and her contributions to Allied's success, her tenure in office, experience and competitive industry pay practices.

Ms. Williams' specific performance goals and results for fiscal 2018 are set out below:

PERFORMANCE GOAL	2018 ANALYSIS (met, exceeded, excelled)
With extensive and ongoing input from all departments and regions, lead the ERP conversion project to the go-live date of January 1, 2019.	Excelled, with the go-live-decision being made on schedule following a successful process that stayed on budget and held up under independent scrutiny from Deloitte.
Assume a lead role in improving inter-departmental and inter-regional coordination and accountability with emphasis on improving the quality of inter-departmental and inter-regional communication.	Excelled throughout the year, working as an equal partner with the CEO and COO in propelling this initiative, which has had very tangible results explained to the Board over the course of the year.
Ensure the professional development of the accounting and technology team leaders and continuously evaluate the reporting lines to ensure optimal performance.	Excelled to the very real benefit of both leaders and their teams as a whole.
Continue to develop commercial real estate expertise, to be measured by ongoing high-level participation in investor relations activities, asset-management performance and contribution to internal integration of finance and accounting functions with asset management, leasing, operations, acquisitions and development.	Excelled, in particular, she contributed to investor relations with ever-greater impact and credibility. She also improved the integration of finance and accounting functions with other operating divisions, as mentioned above.
Continue to develop high-level leadership skills.	Excelled, as illustrated above. She has very considerable growth potential as a leader at Allied and, like the CEO and COO, is positively "driven" to contribute.

The Governance, Compensation and Nomination Committee granted Ms. Williams the individual component of her bonus on the basis of **excelling** in relation to the individual performance goals.

Executive Vice President, Development

Mr. Clark's compensation is reviewed and approved annually by the Board. In determining Mr. Clark's compensation, the Governance, Compensation and Nomination Committee considered his performance and his contributions to Allied's success, his tenure in office, experience and competitive industry pay practices.

Mr. Clark's specific performance goals and performance results achieved for fiscal 2018 are set out below:

PERFORMANCE GOAL	2018 ANALYSIS (met, exceeded, excelled)
Continue to expand value-creation opportunities in our existing portfolio and through new acquisitions through rezoning.	Excelled, particularly in relation to King & Brant, Adelaide & Spadina and Le Nordelec.
Continue to coordinate and manage construction projects with RioCan and Westbank JVs.	Excelled in the face of rising construction costs and complex mixed-use construction initiatives.
Continue to coordinate internal project-management activities across Canada.	Excelled, propelled the transition to national coordination of all projects very successfully with full buy-in from different departments and regions.
Continue to develop and provide leadership support for operations team.	Excelled, particularly in relation to the ongoing elevation of the leaders within the broader operations team.
Establish standards for ensuring new developments meet the level of service required.	Excelled, particularly in relation to King Portland Centre and Le Nordelec.

The Governance, Compensation and Nomination Committee granted Mr. Clark's the individual component of his bonus on the basis of **excelling** in relation to the individual performance goals.

Senior Vice President, Leasing

Mr. Low's compensation is reviewed and approved annually by the Board. In determining Mr. Low's compensation, the Governance, Compensation and Nomination Committee considered his performance and his contributions to Allied's success, his tenure in office, experience and competitive industry pay practices.

Mr. Low's specific performance goals and performance results achieved for fiscal 2018 are set out below:

PERFORMANCE GOAL	2018 ANALYSIS (met, exceeded, excelled)
Secure an anchor user for each of the following New Developments: a) The Well, Toronto b) 400 West Georgia, Vancouver c) 425 Viger, Montreal	Excelled, high caliber users were secured for each project. The Well is now 71% leased, 400 West Georgia is 82% and 425 Viger has secured its anchor user - now at 36% leased.
Improve portfolio wide leased area to 96%.	Excelled, achieved a leased area of 96.7%.
Maintain high retention rate of maturing leases and increase revenues on space renewed or replaced.	Excelled, achieved 90.6% renewal or replacement rate with a 17.8% increase in rents on affected space.
Exceed rental portfolio revenue targets by 5%.	Excelled, NOI increased by 9.6%.
Bring the Leasing in-house for the Central Canada portfolio.	Excelled, delivered excellent results in leasing our existing portfolio in Central Region with in-house leasing personnel.

The Governance, Compensation and Nomination Committee granted Mr. Low the individual component of his bonus on the basis of **excelling** in relation to the individual performance goals.

After its review of all appropriate factors, the Governance, Compensation and Nomination Committee recommended, and the Board approved, annual incentive bonus awards to the following Named Executive Officers in respect of 2018:

POSITION	CASH BONUS POTENTIAL ($)	BONUS EARNED ($)
Chief Executive Officer	1,200,000	1,200,000
Executive Vice President and Chief Operating Officer	632,500	632,500
Executive Vice President and Chief Financial Officer	320,000	320,000
Executive Vice President, Development	100,000	100,000
Senior Vice President, Leasing	123,750	123,750

2. LONG-TERM INCENTIVE COMPENSATION - CORPORATE COMPONENT

In determining the long-term incentive awards for the Named Executive Officers in respect of 2018, the Trustees reviewed three measures for performance as follows:

LONG-TERM PERFORMANCE MEASURES	DESCRIPTION OF 2018 ANALYSIS
1. Relative long-term total return performance of Allied to its peers	In assessing Allied's total return performance to its peers, the Governance, Compensation and Nomination Committee reviewed the Canadian Public Real Estate Return Analysis as at November 28, 2018 (the "*REIT Return Analysis*"). In particular, the Governance, Compensation and Nomination Committee and Trustees consider: (a) Allied returns relative to Allied's peer group[(1)] since Allied's IPO and for the past 10, 5, 3 and 1 year periods; and (b) the peer group relative total returns. With respect to Allied's total return: (a) total return from Allied's initial public offering to November 28, 2018 and total return in the 10 year period ending November 28, 2018 was first among REITs included on the REIT Return Analysis; (b) total return in the 7 and 5 year periods ending November 28, 2018 was second among REITs included on the REIT Return Analysis; and (c) total return in the 3 and 1 year periods ending November 28, 2018 was third among REITs included on the REIT Return Analysis.[(1)]
2. Strength of Allied's balance sheet having reference to the following factors:	In assessing the strength of Allied's balance sheet, the weighting of the four components comprising this performance measure is at the discretion of the Trustees.

	2018 Internal Forecast	2018 Actual Results
(i) debt to fair value of assets	36%	29%
(ii) debt to adjusted EBITDA[(2)]	7.8x	7.2x
(iii) interest coverage	2.9x	3.2x
(iv) maintenance of asset pool	53%	68%

3. Increase in net asset value per Unit year over year	With respect to absolute NAV per unit growth year-over-year, Allied exceeded the targeted high single-digit growth.

(1) The following REITs and companies were including on the REIT Return Analysis: Artis Real Estate Investment Trust; Allied Properties Real Estate Investment Trust; Boardwalk Real Estate Investment Trust; Canadian Apartment Properties Real Estate Investment Trust; Cominar Real Estate Investment Trust; Crombie Real Estate Investment Trust; First Capital Realty Inc.; H&R Real Estate Investment Trust; Northview Apartment Real Estate Investment Trust; RioCan Real Estate Investment Trust and SmartCentres Real Estate Investment Trust.

(2) Adjusted EBITDA is a non-IFRS financial measure and should not be considered as an alternative to net income or net income and comprehensive income, cash flow from operating activities or any other measure prescribed under IFRS. Adjusted EBITDA does not have any standardized meaning prescribed by IFRS. As computed by Allied, adjusted EBITDA may differ from similar computations reported by other Canadian real estate investment trusts and, accordingly, may not be comparable to similar computations reported by such organizations. Management considers adjusted EBITDA to be a useful measure for the purpose of evaluating debt levels and interest coverage.

The Trustees approved a long-term incentive award at the **high-point of the range** for long-term incentives for each Named Executive Officer.

In February 2019, long-term incentives were granted to Named Executive Officers in respect of 2018 as to 50% of the value of the award in Options and 50% of the value of the award in Restricted Units resulting in the following grants:

TYPE	# ISSUED TO NAMED EXECUTIVE OFFICERS AS LONG-TERM INCENTIVE COMPENSATION
Options	270,221
Restricted Units	34,793

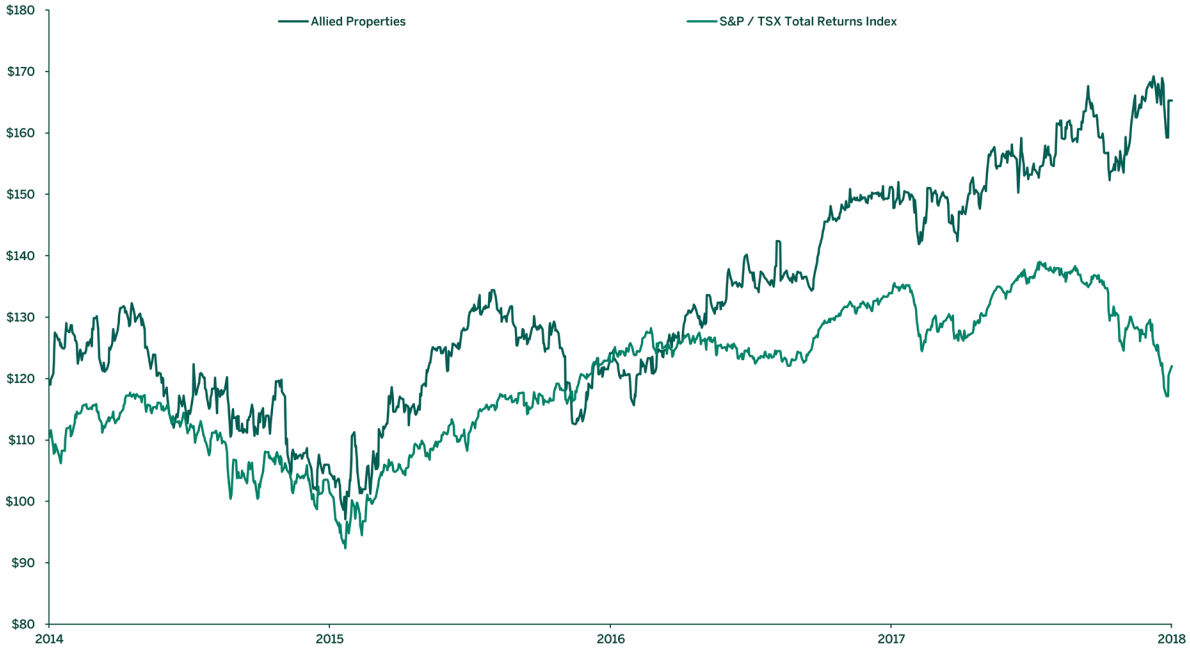
3. OTHER PERFORMANCE-BASED COMPENSATION

An executive officer's compensation may be customized to include other forms of performance-based compensation as determined by the Governance, Compensation and Nomination Committee from time to time. Such performance-based compensation would be used by Allied to motivate and reward Named Executive Officers for achievements of specified financial objectives and/or individual performance. Each of the Named Executive Officers who were employed by Allied at year end received a cash incentive bonus as described in the "Annual Incentive Bonus" section.

PART 4 - ADDITIONAL DISCLOSURE

UNIT PERFORMANCE GRAPH

The following graph compares the total cumulative Unitholder return for $100 invested in Units with the cumulative total return of the S&P/TSX Composite Total Return Index during the period commencing on December 31, 2013 and ending on December 31, 2018, assuming the re-investment of all cash distributions of Allied on the day of distribution. During the period, the total cumulative Unitholder return for $100 invested in Units was $165.25 compared to $121.99 for the S&P/TSX Composite Index.



Over the past five years, the total compensation paid to the five Named Executive Officers has increased by 8.4% per year on average. Over the past five years, the Unitholder return has increased by 10.6% per year on average.

COST OF MANAGEMENT RATIO

The cost of management ratio represents the total compensation paid to the five Named Executive Officers as a percentage of FFO for the respective year.

	2016	2017	2018
FFO[1]	$173,884,000	$187,204,000	$212,197,000
Total Named Executive Officer Compensation	$5,982,338	$7,140,632	$8,094,381
Cost of Management Ratio	3.4%	3.8%	3.8%

(1) For the calculation of FFO, please refer to Allied's Annual Reports for the respective years noted above.

CEO COMPENSATION: LOOK-BACK TABLE

A primary objective of the Governance, Compensation and Nomination Committee in considering executive compensation is to align the financial interests of the executive officers with the financial interest of Unitholders.

The following table compares the grant date value of compensation awarded to the CEO (as reflected in the Summary Compensation Table) during the fiscal year indicated with the actual value realized or realizable from compensation awards as at December 31, 2018. The actual total direct compensation value realized or realizable at December 31, 2018 is comprised of salary, short-term cash incentive bonus received in the respective year, the value of unexercised in-the-money options granted in the respective year that as of December 31, 2018 remain outstanding, and the market value of the Restricted Units granted in the respective year as of December 31, 2018.

Compensation outcomes are also compared to the value to Unitholders, which represents the cumulative value of a $100 investment in Units made on the first day of the fiscal year indicated as at December 31, 2018, assuming the reinvestment of distributions. On average, the value of CEO total direct compensation awarded over the past five years that has been realized or remains realizable as at December 31, 2018 is more than the original award value. Comparatively, the average total Unitholder return over the fiscal periods indicated is approximately 11.3%.

Year	Total Direct Compensation Awarded ($)[1]	Actual Total Direct Compensation Value Realized or Realizable as of December 31, 2018 ($)[2]	Value of $100		
			Period	President and Chief Executive Officer[3]	Unitholder[4]
2014	2,699,073	3,582,429	1/1/14 to 12/31/14	132.70	119.0
2015	2,548,000	3,249,330	1/1/15 to 12/31/15	127.50	87.8
2016	2,696,250	4,870,027	1/1/16 to 12/31/16	180.60	118.8
2017	3,216,444	5,256,720	1/1/17 to 12/31/17	163.40	121.8
2018	4,053,238	3,307,526	1/1/18 to 12/31/18	81.6	109.3
Weighted Average				118.5	111.3

(1) Includes base salary, annual incentive bonus, long-term incentives and all other compensation awarded during the fiscal year indicated (as reflected in the Summary Compensation Table).

(2) Includes base salary, cash incentive bonus, the value of unexercised in-the-money options and the market value of Restricted Units granted to the CEO during the fiscal year indicated as at December 31, 2018, and all other compensation granted in respect of the fiscal year indicated (based on the closing price of the Units on the TSX on December 31, 2018 of $44.32).

(3) Represents the actual value realized (or realizable) as at December 31, 2018 for each $100 awarded to the CEO in total direct compensation during the fiscal year indicated.

(4) Represents the cumulative value as at December 31, 2018 of a $100 investment in Units made on the first day of the fiscal year indicated, assuming the reinvestment of distributions.

CEO POST-RETIREMENT EQUITY RETENTION REQUIREMENT

The CEO is obligated to retain his ownership requirement of six times base salary for one year post-resignation or retirement.

SUMMARY COMPENSATION TABLE

The following table sets forth information concerning the compensation earned by each Named Executive Officer during the fiscal year ended December 31, 2018 and the two preceding fiscal years. For compensation related to previous years, please refer to Allied's management information circulars available at *www.sedar.com*.

NAME AND PRINCIPAL POSITION	Fiscal year	Salary	Unit based awards[1]	Option based awards[2]	Non-equity incentive compensation: Annual incentive plans[3]	Non-equity incentive compensation: Long-term incentive plans	All other compensation[4]	Total compensation
		($)	($)	($)	($)	($)	($)	($)
Michael R. Emory	2018	800,000	1,013,238	1,000,000	1,200,000	-	40,000	4,053,238
President and Chief Executive	2017	750,000	778,944	750,000	900,000	-	37,500	3,216,444
Officer and a Trustee	2016	750,000	609,375	609,375	690,000	-	37,500	2,696,250
Thomas G. Burns	2018	575,000	393,275	388,125	632,500	-	28,750	2,017,650
Executive Vice President and	2017	575,000	403,117	388,125	632,500	-	28,750	2,027,492
Chief Operating Officer	2016	575,000	309,063	309,063	448,500	-	28,750	1,670,376
Cecilia C. Williams	2018	400,000	202,657	200,000	320,000	-	20,000	1,142,657
Executive Vice President and	2017	400,000	207,732	200,000	320,000	-	20,000	1,147,732
Chief Financial Officer	2016	400,000	160,000	160,000	232,000	-	20,000	972,000
Hugh Clark	2018	250,000	31,641	31,250	100,000	-	-	412,891
Executive Vice President,	2017	210,000	52,500	-	63,000	-	-	325,500
Development	2016	210,000	36,750	-	31,500	-	-	278,250
Tim Low	2018	275,000	34,820	34,375	123,750	-	-	467,945
Senior Vice President, Leasing	2017	240,000	62,324	-	72,000	-	-	374,324
	2016	240,000	36,000	-	24,000	-	-	300,000

(1) 34,793 Restricted Units were granted to Named Executive Officers in February 2019 as long term incentive compensation in respect of the fiscal year ended December 31, 2018. The value of the Restricted Units was calculated by multiplying the purchase price of the Units by the number of Restricted Units awarded.

(2) 270,221 options were granted to Named Executive Officers in February 2019 as long term incentive compensation in respect of the fiscal year ended December 31, 2018. The amount is the fair value of each option grant calculated using the Black-Scholes-Merton option pricing model and corresponds to the compensation value intended to be provided to each Named Executive Officer, within Allied's total compensation policy, and the fair value determined for accounting purposes. The following assumptions were used: expected distribution yield is 3.37%; expected volatility is 18.85%; risk free interest rate is 1.87% and expected option life is ten years.

(3) The annual incentive bonus included in the table was earned by the Named Executive Officer in the respective year.

(4) For 2018, the aggregate value of All Other Compensation for each Named Executive Officer was $88,750. All Other Compensation includes employer contributions to registered retirement savings plans under Allied's flex benefit plan.

TERMINATION AND CHANGE OF CONTROL

Under executive employment/change of control contracts, Allied is required to make the following payments upon termination (whether voluntary, involuntary or constructive), resignation, retirement, change in control of Allied or a change in the responsibilities of the Named Executive Officers set out below. For the purposes of these agreements, (a) "Change of Control" means at any time any change, through the issue, transfer, acquisition, conversion, exchange of securities or otherwise, or through amalgamation, arrangement, merger, or otherwise, as a result of which, a person or group of persons acting jointly or in concert, acting at arm's length to Allied, either individually or together with its or their associates and affiliates, beneficially own greater than fifty percent (50%) of the outstanding Units, or notwithstanding the foregoing, the deeming in good faith by the Board of Allied by resolution that a change of control has occurred or is about to occur; (b) "Total Compensation" means annual base salary plus: (i) the amount equal to the flex benefit plan available to the executive at the time of termination of employment; and (ii) the three year average of the cash bonuses and cash value of the long term incentive compensation paid to the executive in respect of the three fiscal years prior to the termination of employment; (c) "Total Cash Compensation" means annual base salary plus the average of the cash bonuses awarded to the executive with respect to the three fiscal years of Allied prior to the year of termination of the executive's employment; and (d) "Just Cause" includes: (i) any circumstance that would be determined to be just cause by an Ontario court; (ii) theft, fraud, dishonesty or wilful misconduct involving the property, business or affairs of Allied or any of its affiliates which results in material harm to Allied, its affiliates or any of their respective properties, or any other offence involving moral turpitude; or (iii) any material breach of an agreement with Allied. In the context of a Change of Control, any demotion or material reduction in base salary or benefits also constitutes a termination without Just Cause.

The Governance, Compensation and Nomination Committee has agreed that all future employment contracts for executives, other than the CEO, will contain a "double trigger" provision in the event of termination of employment following a change of control before paying compensation and permitting units to vest, with a maximum severance multiplier of 2.0.

Chief Executive Officer

The contract with Mr. Emory provides for payments, for the vesting and accelerated release of his Restricted Units and for the vesting of his Options in the event that his employment terminates in certain circumstances.

The following chart outlines the estimated incremental payments payable by Allied and the value of Restricted Units and Options that vest, as if the applicable triggering event occurred on December 31, 2018.

INCREMENTAL TERMINATION AMOUNT[1] [2]

Change of Control[3]	$6,332,262
Without Just Cause[4]	$6,332,262
Retirement[5]	$1,038,000

In each of the circumstances noted above, or in the event of death or Permanent Disability[6], the value of the Restricted Units and Options that vest would have been $1,909,439 and $2,363,415 respectively.[7]

(1) Under the terms of his employment agreement in effect as at December 31, 2018, Mr. Emory could not be employed by, carry on, be engaged in or advise any business substantially similar to the business carried on by Allied or any part thereof within the urban markets and their surrounding areas where Allied operates for a period of one year from the date of any termination of his employment. Further, Mr. Emory could not solicit any employee of Allied to terminate his/her employment with Allied for a period of one year from the date of any termination of his employment.
(2) "Incremental termination amount" means the incremental amount owing as a result of the applicable triggering event other than what is prescribed under applicable employment standards legislation, accrued salary and vacation pay.
(3) The contract with Mr. Emory provides for payment of an amount equal to 24 months of Mr. Emory's then Total Compensation in the event that there is a Change of Control of Allied and Mr. Emory's employment is terminated by Allied without Just Cause or if he resigns. The incremental termination amount assumes a resignation within 12 months of a Change of Control.
(4) The incremental termination amount on a termination without Just Cause is equal to 24 months Total Compensation less the amount prescribed under applicable employment standards legislation, accrued salary and vacation pay.
(5) Mr. Emory must provide at least 12 months' notice of retirement. The incremental termination amount on retirement is calculated by multiplying 1/60 of 24 months Total Cash Compensation by the number of whole months of employment with Allied from June 30, 2017 to the retirement date, subject to a maximum retirement allowance equal to 24 months Total Cash Compensation.
(6) "Permanent Disability" means a physical or mental impairment which renders the executive unable to perform the essential functions of his position for at least six consecutive months during any 12 month period, without reasonable accommodation.
(7) The contract with Mr. Emory provides for the vesting and accelerated release of his Restricted Units and for the vesting of his Options in certain circumstances. The exercise period of the Options may be extended in certain circumstances, provided that no Option shall be exercisable after its expiry date. The value of Restricted Units and in-the-money Options that vest is based on the closing price of the Units on the TSX at December 31, 2018, which was $44.32.

Executive Vice President and Chief Operating Officer

The contract with Mr. Burns provides for payment of an amount equal to 18 months of Mr. Burns' then Total Compensation in the event that there is a Change of Control of Allied and his employment is terminated without Just Cause within 18 months of a Change of Control. If the foregoing triggering event had occurred on December 31, 2018, the estimated incremental payment payable by Allied to Mr. Burns would have been $2,686,586.

Executive Vice President and Chief Financial Officer

The contract with Ms. Williams provides for payment of an amount equal to 18 months of Ms. Williams' then Total Compensation in the event that there is a Change of Control of Allied and her employment is terminated without Just Cause within 18 months of a Change of Control. If the foregoing triggering event had occurred on December 31, 2018, the estimated incremental payment payable by Allied to Ms. Williams would have been $1,606,271.

INCENTIVE PLAN AWARDS

OUTSTANDING UNIT-BASED AWARDS AND OPTION-BASED AWARDS

The following table sets forth all awards outstanding for each Named Executive Officer as of December 31, 2018:

	Option-based awards[1]				Unit-based awards[1]		
NAME	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[2] ($)	Number of Units that have not vested (#)	Market or payout value of Unit based awards that have not vested ($)	Market or payout value of vested Unit based awards not paid out or distributed ($)
Michael R. Emory	174,501	40.60	March 3, 2020	649,144	-	-	-
	154,672	31.56	March 1, 2026	1,973,615	-	-	-
	187,500	35.34	February 22, 2027	1,683,750	-	-	-
	110,132	40.30	February 14, 2028	442,731	-	-	-
	-	-	-	-	43,083	1,909,439	2,494,241
Thomas G. Burns	85,470	40.60	March 3, 2020	317,948	-	-	-
	101,010	31.56	March 1, 2026	1,288,888	-	-	-
	60,720	35.34	February 22, 2027	545,266	-	-	-
	56,993	40.30	February 14, 2028	229,112	-	-	-
	-	-	-	-	15,461	685,232	1,010,008
Cecilia C. Williams	33,202	31.56	March 1, 2026	423,658	-	-	-
	31,434	35.34	February 22, 2027	282,277	-	-	-
	29,369	40.30	February 14, 2028	118,063	-	-	-
	-	-	-	-	7,981	353,718	197,889
Hugh Clark	-	-	-	-	2,347	104,019	146,832
Tim Low	12,626	31.56	March 1, 2026	161,108	-	-	-
	-	-	-	-	2,168	96,086	108,894

(1) Excludes 270,221 options granted to Named Executive Officers in February 2019 in respect of the fiscal year ended December 31, 2018 and 34,793 Restricted Units granted to Named Executive Officers in February 2019 in respect of the fiscal year ended December 31, 2018.

(2) As at December 31, 2018, these options granted to Named Executive Officers were "in the money" options based on a closing price of the Units on the TSX on December 31, 2018 of $44.32.

See "Compensation Discussion and Analysis - Long-term Incentives".

INCENTIVE PLAN AWARDS - VALUE VESTED OR EARNED DURING THE YEAR

The following table sets forth the value of all incentive plan awards vested or earned by each Named Executive Officer during the year ended December 31, 2018:

NAME	Option-based awards - Value vested during the year[1]	Unit-based awards - Value vested during the year[2]	Non-equity incentive plan compensation - Value earned during the year
	($)	($)	($)
Michael R. Emory	790,276	843,323	1,200,000
Thomas G. Burns	581,013	221,240	632,500
Cecilia C. Williams	243,020	102,647	320,000
Hugh Clark	-	40,539	100,000
Tim Low	40,018	27,473	123,750

(1) Represents the net aggregate value that would have been realized if the options had been exercised on the vesting date, which is calculated by determining the difference between the closing market price on the vesting date and the option exercise price.
(2) Represents the number of Units vested times the closing market price on the vesting date.

OPTIONS EXERCISED DURING 2018

The following table sets forth all options exercised during the year ended December 31, 2018 for each Named Executive Officer and the aggregate value realized upon exercise, if any:

NAME	Number of Units acquired on exercise	Aggregate value realized[1]
	(#)	($)
Michael R. Emory	-	-
Thomas G. Burns	-	-
Cecilia C. Williams	46,592	264,182
Hugh Clark	-	-
Tim Low	-	-

(1) Reflects the closing price of the Units on the TSX on the exercise date minus the exercise price, times the number of options exercised.

UNIT OPTION PLAN

On May 12, 2014, Unitholders approved the Unit Option Plan, replacing Allied's existing rolling "evergreen" unit option plan. The Unit Option Plan provides that the maximum number of Units issuable under the plan and all other equity compensation plans of Allied is 2,800,545, representing approximately 2.6% of the issued and outstanding Units as at April 5, 2019. Any increase to such maximum number requires Unitholder approval in accordance with the provisions of the Unit Option Plan. As at April 5, 2019, 1,226,676 Units are issuable upon exercise of outstanding options under the plan (representing approximately 1.1% of the issued and outstanding Units), 1,339,427 Units have been issued under the plan (representing approximately 1.2% of the issued and outstanding Units) and 234,442 Units remain available for issuance under the plan (representing approximately 0.2% of the issued and outstanding Units). On March 28, 2019, the Board approved an increase to the plan maximum whereby the number of Units of Allied reserved for issuance will be fixed at 5,800,545 Units, representing 5.3% of the issued and outstanding Units as at the date of this Circular. At the Meeting, Unitholders will be asked to approve the amendment to the Unit Option Plan to increase the plan maximum as described above. The Board has also approved certain other amendments that do not require the approval of Unitholders including the addition of a cashless exercise feature, which provides for the full deduction of the number of underlying Units from the plan reserve, and certain other amendments of a non-substantive, housekeeping or administrative nature.

During the most recently completed fiscal year of Allied, 198,807 options were granted under the Unit Option Plan, representing approximately 0.2% of the total number of Units outstanding as at December 31, 2018. The annual burn rate associated with the Unit Option Plan was 0.20% for fiscal 2018, 0.32% for fiscal 2017 and 0.67% for fiscal 2016. The burn rate is calculated by dividing the number of options granted under the Unit Option Plan during the applicable fiscal year divided by the weighted average number of Units outstanding for that year.

Participation in the Unit Option Plan is restricted to the officers and employees of Allied or any subsidiary (including any officer or employee who is also a trustee of Allied). Options have not formed part of non-executive trustee compensation since 2014. The Unit Option Plan provides that the aggregate number of Units reserved for issuance to any one person shall not exceed 5% of the issued and outstanding Units at the date any option to purchase Units under the Unit Option Plan (an "*Option*") is granted. In addition, the number of Units issuable to insiders, at any time, under the Unit Option Plan and all security based compensation arrangements, cannot exceed 10% of issued and outstanding Units. The Unit Option Plan provides that the number of Units issued to insiders, within any one year period, under the Unit Option Plan and all security based compensation arrangements, cannot exceed 10% of issued and outstanding Units.

Except as permitted by the TSX, each Option is non-assignable and non-transferable. The Option and any rights thereunder are not transferable otherwise than by will and the laws of succession and are not subject to attachment, execution or other similar process; provided, however, that to the extent permitted by applicable law, with respect to any Option, a beneficiary may be designated.

Unless otherwise approved by the Board and subject to TSX approval, Options terminate: (i) three years from the date of death, permanent disability or retirement of an optionee; (ii) 30 days from the date of resignation; (iii) 60 days from the date of termination of employment with Allied in the case of termination without just cause; and (iv) one year from the date the optionee who is a non-management Trustee ceases to hold office as a trustee of Allied. Each of the preceding time periods are subject to earlier expiry in the normal course based on original exercise period.

The expiry date will be determined by the Board with respect to each Option at the time of grant and such expiry date will not be later than the tenth anniversary of the date of the grant of the Option. Prior to March 2016, all Options granted under the Unit Option Plan or its predecessor have, or have had, an expiry date which is five years from the date of the grant of the Options. In February 2017, 2018 and 2019, Options were granted with an expiry date which is ten years from the date of the grant of the Options. Notwithstanding the foregoing, the Unit Option Plan provides that in the event that the term of an Option expires within or immediately following a "blackout period" (as such term is contemplated in Allied's insider trading policy, as may be amended from time to time) imposed by Allied, the Option shall expire on the date (the "*Blackout Expiration Date*") that is ten Business Days following the end of the blackout period. The Blackout Expiration Date will not be subject to the discretion of the Board.

The purchase price for Units under each Option granted will be fixed by the Board, on the recommendation of the Governance, Compensation and Nomination Committee, at the time of the grant of the Option, and will be not less than the closing price of the Units on the TSX on the trading day that immediately precedes the date the Option was granted.

Prior to February 2017, the Unit Option Plan provided that, except as otherwise provided by the Board or in accordance with certain provisions of the Unit Option Plan, each Option granted pursuant to the Plan shall not vest until the first anniversary date of its grant and shall vest and become exercisable only as to one-third of the total number of Units subject to the Option on the first anniversary date of its grant, and as to a further one third on each of the subsequent two anniversary dates. In February 2017, the Unit Option Plan was amended such that, except as otherwise provided by the Board or in accordance with the provisions of the Unit Option Plan, all Options granted pursuant to the Unit Option Plan from and after February 22, 2017 shall vest as to one-quarter of the total number of Units subject to the Option on each of the first, second, third and fourth anniversary date of its grant. The foregoing amendment applies to the February 22, 2017 grant of Options and will apply to future grants of Options pursuant to the Unit Option Plan. All Options granted under the Unit Option Plan or its predecessor prior to February 2017 have vested, or will vest, as to one-third of the total number of Units subject to the Option on each of the first, second and third anniversary date of its grant. Current options outstanding under the Unit Option Plan are base options, which vest with the passage of time.

Prior to February 2017, the Unit Option Plan provided that all unvested Options shall automatically vest and become exercisable in full immediately prior to the record date or effective date of a Change of Control. In February 2017, the vesting provisions of the Unit Option Plan were amended such that, except with respect to Options granted to Allied's Chief Executive Officer (which vest automatically on a Change of Control pursuant to his employment agreement with Allied), unvested Options shall not automatically vest on a Change of Control. Rather, unvested Options held at the time of a Change of Control (by anyone other than the Chief Executive Officer) shall vest and become exercisable in full on the occurrence of a termination without Just Cause within 12 months of the Change of Control. The foregoing amendment applies to the February 22, 2017 grant of Options and will apply to future grants of Options pursuant to the Unit Option Plan. The amendment does not apply to Options granted under the Unit Option Plan prior to February 2017.

The Unit Option Plan contains amending provisions which provide that the approval of the Board and the requisite approval of the TSX and Unitholders will be required for any of the following amendments to the Plan: (i) any amendment to the number of Units issuable under the Unit Option Plan, including an increase in the fixed maximum number of Units or a change from a fixed maximum number of Units to a fixed maximum percentage; (ii) a reduction in the exercise price or purchase price of an Option (other than for standard antidilution purposes); (iii) an increase in the maximum number of Units that may be issued to insiders within any one year period or that are issuable to Insiders at any time; (iv) any change to the definition of "optionee" under the Unit Option Plan which would have the potential of broadening or increasing insider participation; (v) the cancellation and reissue of Options (or similar entitlements) on different terms; (vi) an extension of the term of an Option beyond the expiry date; (vii) any amendment which would allow the transfer or assignment of Options under the Unit Option Plan (other than for normal estate settlement purposes); (viii) any amendment to the amendment provisions of the Unit Option Plan; (ix) the addition of any form of financial assistance; (x) any amendment to a financial assistance provision which is more favourable to optionees; (xi) the addition of a cashless exercise feature, payable in cash or securities, which does not provide for a full deduction of the number of underlying securities from the plan reserve; (xii) the addition of a deferred or restricted share unit or any other provision which results in optionees receiving securities while no cash consideration is received by Allied; and (xiii) any other amendments that may lead to significant or unreasonable dilution in Allied's outstanding securities or may provide additional benefits to optionees, especially insiders of Allied, at the expense of Allied and its existing Unitholders. The Board may, without Unitholder approval but subject to receipt of requisite approval as required by TSX, in its sole discretion, make other amendments to the Unit Option Plan that are not of the type contemplated above including, without limitation: (i) amendments of a housekeeping nature; (ii) a change to the vesting provisions of an Option or the Unit Option Plan; (iii) a change to the termination provisions of an Option or the Unit Option Plan which does not entail an extension beyond the original expiry date, except as contemplated in the Unit Option Plan; and (iv) the addition of a cashless exercise feature, payable in cash or securities, which provides for a full deduction of the number of underlying securities from the plan reserve.

An electronic copy of the Unit Option Plan may be accessed on SEDAR at www.sedar.com (filing date: April 13, 2017).

RESTRICTED UNIT PLAN

In March 2010, Allied adopted the Restricted Unit Plan. The Restricted Unit Plan, which provides for the grant of units (the "*Restricted Units*") to certain key employees and trustees, is designed to achieve the following objectives:

- foster long-term retention of certain key employees;
- align long-term interest of certain key employees with the interests of the Unitholders; and
- add a component to Allied's total compensation package that would assist in the recruitment of key personnel for Allied.

The Restricted Units granted under the Restricted Unit Plan are purchased in the open market. Employees and trustees who are granted Restricted Units have the right to vote the Restricted Units and to receive distributions from the date of the grant. The Restricted Units vest (in the sense that such Units are not subject to forfeiture) as to one-third on each of the three anniversaries following the date of the grant. Whether vested or not, without the specific authority of the Governance, Compensation and Nomination Committee, the Restricted Units may not be sold, mortgaged or otherwise disposed of for a period of six years following the date of the grant. The Restricted Unit Plan contains provisions providing for the forfeiture within specified time periods of unvested Restricted Units in the event the employee's employment is terminated.

The Governance, Compensation and Nomination Committee determines the number of Restricted Units to be granted to each employee and trustee with subsequent approval by the Board. The Committee in so doing takes into account the defined objectives of the Restricted Unit Plan.

During the most recently completed fiscal year of Allied, 61,733 Restricted Units were granted under the Restricted Unit Plan, representing approximately 0.06% of the total number of Units outstanding as at December 31, 2018. As at December 31, 2018, a total of 267,420 Restricted Units granted under the Restricted Unit Plan were outstanding, representing approximately 0.26% of the issued and outstanding Units. As at March 31, 2019, a total of 287,692 Restricted Units granted under the Restricted Unit Plan were outstanding, representing approximately 0.26% of the issued and outstanding Units.

COMPENSATION OF TRUSTEES

TRUSTEE COMPENSATION TABLE

For the year ending December 31, 2018, the following table sets forth all amounts of compensation paid to each Trustee who was not an officer of Allied. For clarity, the chart below applies to all Trustees with the exception of Michael Emory (President and Chief Executive Officer of Allied), who receives no incremental compensation for his role as a Trustee.

NAME	Fees earned	Unit-based awards	Option-based awards	Non-equity incentive plan compensation	Pension value	All other compensation	Total
	($)	($)	($)	($)	($)	($)	($)
Gerald R. Connor	70,000	45,000	-	-	-	-	115,000
Lois Cormack[1]	30,000	30,000	-	-	-	-	60,000
Gordon R. Cunningham	77,500	67,500	-	-	-	-	145,000
James Griffiths	45,000	45,000	-	-	-	-	90,000
Margaret T. Nelligan	45,000	45,000	-	-	-	-	90,000
Ralph T. Neville	45,000	45,000	-	-	-	-	90,000
Peter Sharpe	45,000	45,000	-	-	-	-	90,000
Daniel Sullivan[2]	22,500	45,000	-	-	-	-	67,500
TOTAL	**380,000**	**367,500**	**-**	**-**	**-**	**-**	**747,500**

(1) Ms. Cormack was elected on May 12, 2018. Her cash retainer and unit-based awards were pro-rated.
(2) Mr. Sullivan retired from the Board on May 12, 2018. His cash retainer has been pro-rated.

NARRATIVE DISCUSSION

A person who is employed by and receives a salary from Allied or any of its affiliates does not receive any remuneration from Allied for serving as a Trustee except as may be approved by a majority of the Independent Trustees and except for reimbursement of any out-of-pocket expenses incurred in acting as a Trustee.

Trustees who are not so employed receive remuneration from Allied in the amount of $45,000 per year, ("*Trustee's Cash Compensation*"), together with $45,000 in equity based compensation ("*Trustees' Equity Compensation*"). The Trustees receive the Trustees Equity Compensation in the form of Restricted Units under the Restricted Unit Plan. Trustees can also elect to receive all or a portion of the Trustee's Cash Compensation in Restricted Units. Options have not formed part of trustee compensation since 2014 and Trustees are not eligible to receive Options under the Unit Option Plan.

In addition, in respect of 2018, the Chair of the Board received an additional $45,000 per year (which he elected to receive 50% in cash, and 50% in Restricted Units under the Restricted Unit Plan), the Chair of the Audit Committee received an additional $25,000 and the Chair of the Governance, Compensation and Nomination Committee received an additional $10,000 for acting in their respective capacities as such.

For the year ended December 31, 2018, the Trustees of Allied received aggregate compensation of $747,500 for their services as Trustees of Allied.

INCENTIVE PLAN AWARDS

OUTSTANDING UNIT-BASED AWARDS AND OPTION-BASED AWARDS FOR TRUSTEES

The following table sets forth all awards outstanding for each non-management Trustee as of December 31, 2018:

	Option-based awards				Unit-based awards	
NAME	Number of securities underlying unexercised options	Option exercise price	Option expiration date	Value of unexercised in-the-money options[1]	Number of Units that have not vested	Market or payout value of Unit based awards that have not vested
	(#)	($)		($)	(#)	($)
Gerald R. Connor	2,119	33.29	March 4, 2019	23,373	-	-
	-	-	-	-	2,418	107,166
Lois Cormack[2]	-	-	-	-	-	-
Gordon R. Cunningham	-	-	-	-	3,503	155,253
James Griffiths	2,119	33.29	March 4, 2019	23,373	-	-
	-	-	-	-	2,418	107,166
Margaret T. Nelligan	-	-	-	-	2,265	100,385
Ralph T. Neville	2,119	33.29	March 4, 2019	23,373	-	-
	-	-	-	-	2,418	107,166
Peter Sharpe	2,119	33.29	March 4, 2019	23,373	-	-
	-	-	-	-	2,418	107,166

(1) The value of unexercised in-the-money options is calculated by multiplying the difference between the closing market price of the Units on the TSX on December 31, 2018 of $44.32 and the option exercise price, multiplied by the total number of unexercised in-the-money options.

(2) Ms. Cormack was elected on May 12, 2018. She received her pro-rated unit-based award in respect of 2018 in February 2019.

INCENTIVE PLAN AWARDS - VALUE VESTED OR EARNED DURING THE YEAR

The following table sets forth the value of all incentive plan awards vested or earned by each Trustee during the year ended December 31, 2018:

NAME	Option-based awards - Value vested during the year[1]	Unit-based awards - Value vested during the year[2]	Non-equity incentive plan compensation - Value earned during the year
	($)	($)	($)
Gerald R. Connor	-	46,373	-
Lois Cormack	-	-	-
Gordon R. Cunningham	-	69,560	-
James Griffiths	-	46,373	-
Margaret T. Nelligan	-	26,569	-
Ralph T. Neville	-	46,373	-
Peter Sharpe	-	46,373	-

(1) Represents the net aggregate value that would have been realized if the options had been exercised on the vesting date, which is calculated by determining the difference between the closing market price on the vesting date and the option exercise price.
(2) Represents the number of Units vested times the closing market price on the vesting date.

OPTIONS EXERCISED DURING 2018

The following table sets forth all options exercised during the year ended December 31, 2018 for each Trustee and the aggregate value realized upon exercise, if any:

NAME	Number of Units Acquired on Exercise	Aggregate Value Realized[1]
	(#)	($)
Gerald R. Connor	2,052	12,599
Lois Cormack	-	-
Gordon R. Cunningham	8,341	61,679
James Griffiths	2,052	15,698
Margaret T. Nelligan	-	-
Ralph T. Neville	2,052	12,599
Peter Sharpe	2,052	15,226

(1) Reflects the closing price of the Units on the TSX on the exercise date minus the exercise price, times the number of options exercised.

RELATED FINANCIAL INSTRUMENTS AND EQUITY MONETIZATION TRANSACTIONS

Allied's black-out policy prohibits Trustees and Named Executive Officers from purchasing financial instruments that are designed to, or that may reasonably be expected to, have the effect of hedging or offsetting a decrease in the market value of any securities of Allied. In addition, Allied has adopted an anti-monetization policy which prohibits Trustees and Named Executive Officers from entering into any type of equity monetization transaction, that is designed to, or that may reasonably be expected to, have the effect of transferring part or all of the economic risk and/or return associated with securities of Allied without actually transferring the ownership of, or control or direction over, such securities.

Trustees' and Officers' Insurance and Indemnification

Allied carries trustees' and officers' liability insurance with an annual aggregate policy limit of $30,000,000. Under this insurance coverage, Allied is reimbursed for payments made under indemnity provisions on behalf of its trustees and officers contained in the Declaration of Trust, subject to a deductible of $50,000 for each securities claim and $75,000 for all other claims. Individual trustees and officers are also reimbursed for losses arising during the performance of their duties for which they are not indemnified by Allied under an excess policy with an annual aggregate policy limit of $10,000,000, subject to no deductible. Excluded from coverage are illegal acts, acts which result in personal profit and certain other acts. The aggregate premium for such insurance for the period from February 19, 2017 and ending on February 19, 2018 is $98,817. All premiums are paid entirely by Allied.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets out the aggregate number of Units that were authorized for issuance under the Unit Option Plan and Long Term Incentive Plan as of December 31, 2018:

PLAN CATEGORY	Number of Units to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of Units remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)[1]
	(#)	($)	(#)
Equity Compensation plans approved by Unitholders	1,169,497[2]	$36.05	557,939[3]
Equity Compensation plans not approved by Unitholders	N/A	N/A	N/A
Total	1,169,497	$36.05	557,939

(1) Includes Units available for issuance under both the Unit Option Plan and the Long Term Incentive Plan. No further Units will be issued under the Long Term Incentive Plan.

(2) This represents approximately 1.1% of the issued and outstanding Units as of December 31, 2018.

(3) Based on a maximum of 2,800,545 Units available for issuance under equity compensation plans of Allied less 1,073,109 Units issued and 1,169,497 Units issuable upon exercise of options under the Unit Option Plan. This represents approximately 0.5% of the issued and outstanding Units as of December 31, 2018.

Additional Information

Financial information regarding Allied is provided in Allied's audited annual financial statements and Management's Discussion and Analysis for its financial year ended December 31, 2018. Copies of the foregoing and Allied's AIF may be obtained on written request addressed to the Chief Financial Officer of Allied, 134 Peter Street, Suite 1700, Toronto, Ontario, M5V 2H2. Additional information concerning Allied is available online at *www.sedar.com*.

Approval of the Board of Trustees

The Trustees of Allied have approved the contents of this Management Information Circular and its sending to the Unitholders of Allied, the auditor of Allied and to appropriate governmental and regulatory agencies.

Dated as of the 5th day of April, 2019.

By Order of the Board of Trustees

MICHAEL R. EMORY
Trustee, President and Chief Executive Officer

Schedule "A"

—*Resolutions Concerning Amendment of Unit Option Plan*

RESOLVED THAT:

1. the unit option plan of Allied Properties Real Estate Investment Trust ("*Allied*"), providing for a maximum of 5,800,545 units of Allied which may be reserved for issuance under such plan and all other equity compensation arrangements of Allied (representing an increase by 3,000,000 units from 2,800,545 to 5,800,545), as disclosed in the management information circular of Allied dated April 5, 2019, is hereby approved;

2. any trustee or officer of Allied is hereby authorized and empowered on behalf of Allied to do and perform all acts and things, including the execution of documents, necessary or desirable to effect the foregoing resolution.

Schedule "B"

—Resolutions Concerning Amendment and Reconfirmation of Unitholder Rights Plan

RESOLVED THAT:

1. the amended and restated unitholder rights plan agreement of Allied Properties Real Estate Investment Trust ("*Allied*"), including the amendments thereto, be confirmed, and the amended and restated unitholder rights plan agreement to be dated as of May 9, 2019 between Allied and AST Trust Company (Canada) as Rights Agent, which amends and restates the amended and restated unitholder rights plan of Allied dated May 12, 2016, and the issuance of all rights thereunder, is hereby reconfirmed and approved; and

2. any trustee or officer of Allied is hereby authorized and empowered on behalf of Allied to do and perform all acts and things, including the execution of documents, necessary or desirable to effect the foregoing resolution.

Schedule "C"

—*Statement of Governance Practices*

Governance Disclosure Requirement Under the Corporate Governance National Instrument 58-101 (References to "directors" have been replaced with "Trustees", as appropriate.)

(*"NI 58-101"*)	Comments
BOARD OF TRUSTEES	
1. (a) Disclose the identity of Trustees who are independent.	The independent Trustees for 2018 were Gerald Connor, Gordon Cunningham, James Griffiths, Ralph Neville, Peter Sharpe and Lois Cormack.
(b) Disclose the identity of Trustees who are not independent, and describe the basis for that determination.	Michael R. Emory is a member of Allied's management in his capacity as President and Chief Executive Officer and therefore is not considered to be independent. Margaret Nelligan is a partner of a law firm that provides legal service to Allied and therefore is not considered to be independent.
(c) Disclose whether or not a majority of Trustees are independent. If a majority of Trustees are not independent, describe what the board of Trustees does to facilitate its exercise of independent judgement in carrying out its responsibilities.	The Board has determined that a majority (six out of eight, or 75%) of the Trustees are independent for the purpose of NI 58-101.
(d) If a Trustee is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the Trustee and the other issuer.	Mr. Connor is a director of SQI Diagnostics Inc. Ms. Cormack is a director of Sienna Senior Living Inc. Mr. Emory is a director of Equitable Group Inc. Mr. Sharpe is a director of Postmedia Network Canada Corp., First Industrial Realty Trust, Inc. and Morguard Corporation.

(*"NI 58-101"*)	Comments

BOARD OF TRUSTEES *continued*

(e) Disclose whether or not the independent Trustees hold regularly scheduled meetings at which non-independent Trustees and members of management are not in attendance. If the independent Trustees hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent Trustees do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent Trustees.

The independent Trustees meet separately, without non-independent Trustees and members of management, in connection with each regularly scheduled meeting of the Board. All Trustees who are not members of management meet with the auditors following each audit committee meeting to discuss matters of interest independent of any management influence. The non-management Trustees met five times in 2018. Ms. Nelligan who is non-independent, participates in such meetings.

(f) Disclose whether or not the chair of the board is an independent Trustee. If the board has a chair or lead Trustee who is an independent Trustee, disclose the identity of the independent chair or lead Trustee, and describe his or her role and responsibilities. If the board has neither a chair that is independent nor a lead Trustee that is independent, describe what the board does to provide leadership for its independent Trustees.

The Chair of the Board is Gordon Cunningham who is independent.

(g) Disclose the attendance record of each Trustee for all board meetings held since the beginning of the issuer's most recently completed financial year.

Since the commencement of the 2018 fiscal year, the Board has held five regularly scheduled Board meetings. The following table summarizes the attendance of each of the Trustees at such Board meetings.

Trustee	Board Meetings Attended
Gerald R. Connor	5 of 5
Gordon R. Cunningham	5 of 5
Lois Cormack[1]	3 of 3
Michael R. Emory	5 of 5
James Griffiths	5 of 5
Margaret T. Nelligan	5 of 5
Ralph T. Neville	5 of 5
Peter Sharpe	5 of 5

(1) Ms. Cormack was elected on May 12, 2018.

(*"NI 58-101"*)	Comments
BOARD MANDATE	
2. Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities.	The Trustees have adopted a formal written mandate which provides that the Trustees have responsibility for the overall stewardship of Allied, establishing the overall policies and standards of Allied in the operation of its businesses and reviewing and approving its strategic plans. A copy of the Trustees' Mandate may be found as Schedule "D" to this Circular.
POSITION DESCRIPTIONS	
3. (a) Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.	The Board has adopted position descriptions for each of the Chair, the CEO, the Chair of the Audit Committee and the Chair of the Governance, Compensation and Nomination Committee. The Governance, Compensation and Nomination Committee reviews the mandates for each of these positions on an annual basis and recommends changes as appropriate.
(b) Disclose whether or not the board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.	The Board has adopted a position description for the CEO. The Governance, Compensation and Nomination Committee reviews the mandate for the CEO on an annual basis and recommends changes as appropriate.

(*"NI 58-101"*)	Comments

ORIENTATION AND CONTINUING EDUCATION

4. (a) Briefly describe what measures the board takes to orient new Trustees regarding (i) the role of the board, its committees and its Trustees, and (ii) the nature and operation of the issuer's business.

The Governance, Compensation and Nomination Committee is responsible for the orientation and education of new recruits to the board of Trustees and it has adopted an education and orientation program which ensures that all new Trustees will receive an orientation binder consisting of all Trustees' Committee Mandates, copies of Allied's Disclosure Policy, an Indemnity Agreement, a copy of the Trustees' and officers' insurance policies maintained by Allied, a copy of Allied's policies and Allied's most recent significant public disclosure documents. Prior to joining the board of Trustees, each new Trustee will meet with the Chair, the Chief Executive Officer and the Chief Financial Officer of Allied. Each such officer shall be responsible for outlining the business and prospects of Allied, both positive and negative, with a view to ensuring that the new Trustee is properly informed to commence his or her duties as a Trustee. Each new Trustee will also be given the opportunity to meet with the auditors and counsel to Allied.

(b) Briefly describe what measures, if any, the board takes to provide continuing education for its Trustees. If the board does not provide continuing education, describe how the board ensures that its Trustees maintain the skill and knowledge necessary to meet their obligations as Trustees.

As part of the annual Board assessment process the Board determines whether any additional education and training is required for Board members. The following activities are performed by Allied to ensure that Trustees maintain the knowledge necessary to meet their obligations as a Board Trustee.

Activity	Trustee Participation
At each quarterly Board meeting, the CEO makes a presentation to the Board to provide a comprehensive explanation of Allied's financial performance, anticipated future financial results and market trends.	Attended by all Trustees
In an effort to educate the Trustees on the operations of Allied, members of Allied's management make presentations to the Board on operational strategy and initiatives, as well as local market trends.	Attended by all Trustees
The Board and each Committee have a standing agenda for each regularly scheduled meeting. The agenda includes topics affecting current and prospective operations of Allied.	Attended by all Trustees

ORIENTATION AND CONTINUING EDUCATION *continued*

Activity	Trustee Participation
On a quarterly basis, Trustees are provided with industry research reports, which provide them with an understanding of how Allied is perceived and ranked by public company analysts.	Attended by all Trustees
A "Governance Materials" binder is provided to all Trustees, is updated annually and is intended to provide a thorough understanding of the nature of Allied's business and the evolving roles of the Board and its Committees. The governance of Allied is reviewed on an annual basis against best practices in the industry and for reporting issuers in general.	Attended by all Trustees
With respect to novel business, accounting and industry issues, management will generally arrange for an industry or related professional to make a presentation to or provide advice to the Board on a topic relevant to those issues.	Attended by all Trustees
In conjunction with the regularly scheduled meetings, the Trustees conduct a site visit in one of Allied's target markets to inspect certain properties. The Trustees also attend site visits of new acquisitions and properties under development on an ad hoc basis.	Attended by all Trustees

(*"NI 58-101"*)	Comments
ETHICAL BUSINESS CONDUCT	
5. (a) Disclose whether or not the board has adopted a written code for the Trustees, officers and employees. If the board has adopted a written code:	The Trustees have adopted a Code of Business Conduct (the "*Code*") applicable to all employees, officers and Trustees of Allied to highlight key issues and identify resources available to them in order to assist them in reaching appropriate decisions. The Code addresses, among other things, safety and health, following the law, conflicts of interest, confidentiality, and privacy and protecting Allied's assets. Allied also has a Whistleblower Policy available to all employees, officers and Trustees to discourage illegal activity and business conduct that damages Allied's good name, business interest, and its relationship with Unitholders, users and the community at large.
(i) disclose how a person or company may obtain a copy of the code;	A copy of the Code may be found on SEDAR at www.sedar.com or obtained on written request addressed to the Chief Financial Officer of Allied.
(ii) describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code; and	The Board monitors compliance with the Code and management provides an annual report to the Board regarding issues, if any, arising under the Code. The Governance, Compensation and Nomination Committee reviews the adequacy of the Code on an annual basis. Trustees and senior officers are required to complete a conflict of interest questionnaire annually. In addition, Allied uses a confidential and anonymous reporting system that allows reporting by anyone having a concern about unethical or illegal activities. All employees of Allied are expected to inform their manager or supervisor of such concerns (the "*Whistleblower Policy*"). If an employee is not comfortable speaking to his or her supervisor or is not satisfied with the supervisor's response, the employee is encouraged to speak with anyone in management of Allied with whom he or she is comfortable approaching. All complaints are to be reported to the person designated as Compliance Officer in the Whistleblower Policy who is responsible for investigating all reported complaints. Management is required to report annually as to whether there have been any reports or incidents.
(iii) provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a Trustee or executive officer that constitutes a departure from the code.	Not applicable.

(*"NI 58-101"*)	Comments
ETHICAL BUSINESS CONDUCT *continued*	
(b) Describe any steps the board takes to ensure Trustees exercise independent judgement in considering transactions and agreements in respect of which a Trustee or executive officer has a material interest.	The Declaration of Trust requires that all related party transactions be approved by the independent Trustees. For this purpose, "independent" means independent of management and the parties to the transaction.
(c) Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.	The Board adopted a Code of Business Conduct and a Whistleblower Policy, over which the Board and the Audit Committee have oversight. Management is required to report annually as to whether there have been any reports or incidents.
NOMINATION OF TRUSTEES	
6. (a) Describe the process by which the board identifies new candidates for board nomination.	The Chair of the Board and the Chair of the Governance, Compensation and Nomination Committee, together with the CEO, develop a list of potential candidates for review by the Governance, Compensation and Nomination Committee. Given that the various members of the Board have, in aggregate, a wide network of contacts, all members of the Board are encouraged to submit names of potential candidates who would make significant contributions to Allied. Through discussion, the list is refined by the Governance, Compensation and Nomination Committee. The Governance, Compensation and Nomination Committee and Board aspire toward achieving and maintaining a Board composition in which women comprise at least one-third of the Board by 2020. The Committee and the Board may, if necessary, engage external advisors to conduct a search for Board candidates to assist with Board diversity.
(b) Disclose whether or not the board has a nominating committee composed entirely of independent Trustees. If the board does not have a nominating committee composed entirely of independent Trustees, describe what steps the board takes to encourage an objective nomination process.	The Governance, Compensation and Nomination Committee is currently composed of three members each of whom is independent.

(*"NI 58-101"*)	Comments
NOMINATION OF TRUSTEES *continued*	
(c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.	The Governance, Compensation and Nomination Committee is responsible for identifying suitable candidates to be recommended for election to the board of Trustees by Unitholders. One of the objectives of the Governance, Compensation and Nomination Committee is to maintain the composition of the Trustees in a way that provides the best mix of skills and experience to guide the long-term strategy and ongoing business operations of Allied.
COMPENSATION	
7. (a) Describe the process by which the board determines the compensation for the issuer's Trustees and officers.	Compensation of Trustees and management is reviewed on an annual basis and, in alternating years, is reviewed by a third party. The process undertaken by the Governance, Compensation and Nomination Committee to review compensation is more fully described in the "Compensation Discussion and Analysis" section of this Management Information Circular. The Governance, Compensation and Nomination Committee conducts an annual review of the performance of Allied and the CEO as measured against objectives established in the prior year by the Governance, Compensation and Nomination Committee and the CEO and approved by the board of Trustees. The results of this annual review are communicated to the full board of Trustees who then make an evaluation of the overall performance of Allied and the CEO. This performance evaluation is communicated to the CEO by the Chair and the Chair of the Governance, Compensation and Nomination Committee. The evaluation is used by the Governance, Compensation and Nomination Committee in its deliberations concerning the CEO's annual compensation. The evaluation of performance against objectives forms part of the determination of the entire compensation of senior employees. The Governance, Compensation and Nomination Committee also reviews the compensation of the outside Trustees on an annual basis, taking into account such matters as time commitment, responsibility and compensation provided by comparable organizations. The process undertaken by the Governance, Compensation and Nomination Committee to review compensation is more fully described in the "Compensation Discussion and Analysis" section of this Management Information Circular.

(*"NI 58-101"*)	Comments
COMPENSATION *continued*	
(b) Disclose whether or not the board has a compensation committee composed entirely of independent Trustees. If the board does not have a compensation committee composed entirely of independent Trustees, describe what steps the board takes to ensure an objective process for determining such compensation.	The Governance, Compensation and Nomination Committee is composed of three members each of whom is independent. Further details on the members of the Governance, Compensation and Nomination Committee can be found in the "Compensation Discussion and Analysis" section of this Management Information Circular.
(c) If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.	The Governance, Compensation and Nomination Committee also reviews and discusses succession planning issues for the senior executives. The Governance, Compensation and Nomination Committee also reviews and monitors the executive development programs of Allied and the long-range plans and personnel policies for recruiting, developing and motivating executives of Allied. The mandate of the Governance, Compensation and Nomination Committee is more fully described in the "Compensation Discussion and Analysis" section of this Management Information Circular.
(d) If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's Trustees and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.	An independent compensation consultant has been retained on a bi-annual basis to evaluate Allied's compensation programs. In 2018, Willis Towers Watson was retained to evaluate the competitiveness of Allied's executive compensation programs and the appropriateness of Allied's executive and trustee compensation levels and pay mix. As part of its mandate, Willis Towers Watson evaluated the competitiveness of Allied's compensation relative to the market and reviewed Allied's short-term and long-term incentive design practices. Willis Towers Watson made recommendations in respect of 2019 compensation.
OTHER BOARD COMMITTEES	
8. If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.	There are no other committees of the Board other than the Governance, Compensation and Nomination Committee and the Audit Committee.

(*"NI 58-101"*)	Comments
ASSESSMENTS	
9. Disclose whether or not the board, its committees and individual Trustees are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that the board, its committees, and its individual Trustees are performing effectively.	The Governance, Compensation and Nomination Committee is responsible for conducting an annual assessment of the overall performance of the Trustees on an individual and group basis. This assessment consists of a questionnaire, individual assessments of the Trustees and a peer review conducted by the Chair of the Board. The Governance, Compensation and Nomination Committee reports its findings to the full board of Trustees. A questionnaire is utilized as part of this process. The assessment examines the effectiveness of the Board as a whole and specifically reviews areas that the Trustees and/or management believe could be improved to ensure the continued effectiveness of the Trustees in the execution of their responsibilities. All Trustees participate in the Audit Committee meetings and, as such, the assessment addresses both Trustee and Audit Committee functions. No separate assessment is made for the Governance, Compensation and Nomination Committee. In March 2012, the Board approved individual assessments of Trustees. Individual assessments will be conducted by one-on-one interviews between the Trustee and the Chair of the Board. The interviews will provide an opportunity for Trustees to discuss the effectiveness at the Board level, committee level and individual Trustee level. Board interactions with management will also be discussed. Both the survey and the one-on-one interviews will allow the Trustees to comment on areas for improvement. The Chair of the Board will present the summarized results of the one-on-one interviews to the Governance, Compensation and Nomination Committee and the Board.

(*"NI 58-101"*)	Comments
TRUSTEE TERM LIMITS AND OTHER MECHANISMS OF BOARD RENEWAL	
10. Disclose whether or not the issuer has adopted term limits for the Trustees on its board or other mechanisms of board renewal and, if so, include a description of those Trustee term limits or other mechanisms of board renewal. If the issuer has not adopted director term limits or other mechanisms of board renewal, disclose why it has not done so.	The Board has not adopted a term limit for directors. The Board believes that the imposition of term limits on a Trustee implicitly discounts the value of experience and continuity amongst Board members and runs the risk of excluding experienced and potentially valuable Board members as a result of an arbitrary determination. The Board relies on rigorous director assessment procedures for evaluating Board members. The notional objective of term limits is to encourage board turnover, introduce new perspectives and retain independence. Allied has achieved a satisfactory mix and turnover in Trustees over its history, and the Board believes that it can strike the right balance between continuity and fresh perspectives without mandated term limits. Allied has established a retirement policy for Trustees. The retirement policy provides for a 75 year age limit for Trustees, subject to Board approval to waive the age limit where the Trustees determine that it is in the best interests of Allied that a particular director not retire.
POLICIES REGARDING THE REPRESENTATION OF WOMEN ON THE BOARD	
11.(a) Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women Trustees. If the issuer has not adopted such a policy, disclose why it has not done so.	Allied values diversity of views, experience, skill sets, gender and ethnicity and supports the identification and nomination of female Trustees and candidates for executive positions. Gender diversity is an important factor that is taken into account in identifying and selecting Board members and in considering the hiring, promotion and appointment of executive officers. The Board believes that diversity is important to ensure that Trustees and executives provide a wide range of perspectives, experience and expertise required to achieve effective stewardship of Allied.

(*"NI 58-101"*)	Comments
POLICIES REGARDING THE REPRESENTATION OF WOMEN ON THE BOARD *continued*	
(b) If an issuer has adopted a policy referred to in (a), disclose the following in respect of the policy: (i) a short summary of its objectives and key provisions, (ii) the measures taken to ensure that the policy has been effectively implemented, (iii) annual and cumulative progress by the issuer in achieving the objectives of the policy, and (iv) whether and, if so, how the board or its nominating committee measures the effectiveness of the policy.	Allied has developed and approved a written board diversity policy (the "Diversity Policy"). The Diversity Policy sets out guidelines for the Governance, Compensation and Nomination Committee to find the best qualified candidates for Board positions given the needs and circumstances of the Board. The Diversity Policy provides that, when identifying suitable candidates for appointment to the Board, the Governance, Compensation and Nomination Committee must consider candidates on merit using objective criteria with due regard to the benefits of diversity and the needs of the Board and Allied. The Governance, Compensation and Nomination Committee will annually (i) assess the effectiveness of the Board appointment/nomination process at achieving the diversity objectives of Allied and (ii) consider and, if determined advisable, recommend to the Trustees for adoption, measurable objectives for achieving diversity on the Board. At any given time the Board may seek to adjust one or more objectives concerning its diversity and measure progress accordingly.
CONSIDERATION OF THE REPRESENTATION OF WOMEN IN THE TRUSTEE IDENTIFICATION AND SELECTION PROCESS	
12. Disclose whether and, if so, how the board or nominating committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer's reasons for not doing so.	The Diversity Policy states that, among other qualities, a nominee's gender, age, ethnicity and geographic background may be considered in his or her assessment. The Diversity Policy requires that the Governance, Compensation and Nomination Committee measure and report to the Board annually with respect to Allied's progress in identifying and considering diverse candidates for appointment to the Board.

(*"NI 58-101"*)	Comments
CONSIDERATION GIVEN TO THE REPRESENTATION OF WOMEN IN EXECUTIVE OFFICER APPOINTMENTS	
13. Disclose whether and, if so, how the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.	The Governance, Compensation and Nomination Committee is responsible for ensuring that Allied has in place programs to attract and develop management of the highest calibre and a process to provide for the orderly succession of management, including receipt on an annual basis of any recommendations of the Chief Executive Officer in this regard. It is an objective of the Diversity Policy that diversity be considered in connection with succession planning and the appointment of members of the executive management of Allied. The Governance, Compensation and Nomination Committee will annually (i) assess the effectiveness of the executive management appointment process at achieving the diversity objectives of Allied and (ii) consider and, if determined advisable, recommend to the Trustees for adoption, measurable objectives for achieving diversity in executive management. At any given time the Board may seek to adjust one or more objectives concerning its diversity and measure progress accordingly.

(*"NI 58-101"*)	Comments
ISSUER'S TARGETS REGARDING THE REPRESENTATION OF WOMEN ON THE BOARD AND IN EXECUTIVE OFFICER POSITIONS	
14. (a) For purposes of this Item, a "target" means a number or percentage, or a range of numbers or percentages, adopted by the issuer of women on the issuer's board or in executive officer positions of the issuer by a specific date. (b) Disclose whether the issuer has adopted a target regarding women on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so. (c) Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so. (d) If the issuer has adopted a target referred to in either (b) or (c), disclose: (i) the target, and (ii) the annual and cumulative progress of the issuer in achieving the target.	The Governance, Compensation and Nomination Committee and Board aspire toward achieving and maintaining a Board composition in which women comprise at least one-third of the Board by 2020. The Committee and the Board may, if necessary, engage external advisors to conduct a search for Board candidates to assist with Board diversity. The Diversity Policy does not include a target number or percentage of women in executive management positions. The Governance, Compensation and Nomination Committee does not believe that targets are appropriate since gender diversity is only one of several characteristics considered during the selection process for executive officers. Instead, the Governance, Compensation and Nomination Committee believes that a method for reviewing executive officers on a variety of factors, including diversity, is more appropriate. The Governance, Compensation and Nomination Committee's approach in circumstances where female candidates or candidates representing diverse ethnicities are not selected is to satisfy itself that there are objective reasons to support the selection. As part of their annual review of the effectiveness of the Diversity Policy, the Governance, Compensation and Nomination Committee will consider and, if determined advisable, recommend to the Trustees for adoption, measurable objectives for achieving diversity on the Board and/or in executive officer positions. At any given time the Board may seek to adjust one or more objectives concerning its diversity and measure progress accordingly.
NUMBER OF WOMEN ON THE BOARD AND IN EXECUTIVE OFFICER POSITIONS	
15. (a) Disclose the number and proportion (in percentage terms) of Trustees on the issuer's board who are women.	Currently, two of eight Trustees on the Board (25%) are women. If each person nominated for election as Trustee is elected at the meeting, two of seven Trustees on the Board (28.6%) will be women.

(*"NI 58-101"*)	Comments
NUMBER OF WOMEN ON THE BOARD AND IN EXECUTIVE OFFICER POSITIONS *continued*	
(b) Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are women.	Currently, one of five Named Executive Officers of Allied (20%) is a woman, and 4 of 14 vice-president level or higher positions at Allied are held by females, representing 29% of Allied's executive positions. There is also a rich and deep pool of female talent holding high potential positions at Allied. Allied is committed to ensuring that it attracts and retains the most highly qualified and experienced trustees and officers and recognizes that gender diversity is an important consideration in creating and maintaining an effective board and senior management team.

Schedule "D"

—Trustees' Mandate

TRUSTEES' RESPONSIBILITIES

The Trustees are explicitly responsible for the stewardship of Allied. To discharge this obligation, the Trustees should assume responsibility in the following areas:

STRATEGIC PLANNING PROCESS

- Provide input to management on emerging trends and issues.
- Review and approve, if appropriate, management's strategic plans on an annual basis.
- Review and approve Allied's financial objectives, plans and actions, including significant capital allocations and expenditures.

MONITORING TACTICAL PROGRESS

- Monitor corporate performance against the strategic and business plans, including assessing operating results to evaluate whether the business is being properly managed.

RISK ASSESSMENT

- Identify the principal risks of Allied's businesses and ensure that appropriate systems are in place to manage these risks.

SENIOR LEVEL STAFFING AND SUCCESSION PLANNING

- Select, monitor and evaluate the Chief Executive Officer and other senior executives, and ensure management succession.

- Approve a position description for the CEO including limits to management's responsibilities and corporate objectives which the CEO is responsible for meeting, all upon recommendation from the Corporate Governance, Compensation and Nomination Committee.
- Engage in succession planning including appointing, training and monitoring senior management.

INTEGRITY

- Ensure the integrity of Allied's internal control and management information systems.
- Ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, and Allied's own governing documents.
- Satisfy itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization.
- Monitor compliance with the Code of Ethics of Allied.

MATERIAL TRANSACTIONS

- Review and approve material transactions not in the ordinary course of business.

MONITORING TRUSTEES' EFFECTIVENESS

- Assess its own effectiveness in fulfilling the above and Trustees' responsibilities, including monitoring the effectiveness of individual Trustees.

EXPECTATIONS AND RESPONSIBILITIES

- Trustees are expected to attend all meetings of the board. Trustees are expected to have reviewed meeting materials in advance of meetings.

OTHER

- Perform such other functions as prescribed by law or assigned to the Trustees in Allied's Declaration of Trust.