RIOCAN REAL ESTATE INVESTMENT TRUST

ANNUAL INFORMATION FORM

March 26, 2019

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FORWARD-LOOKING STATEMENTS

Certain information included in this Annual Information Form (AIF) contains forward-looking information within the meaning of applicable Canadian securities laws. This information includes, but is not limited to, statements made in the *Business of the Trust, Outlook & Strategy, Borrowing* and *Risks and Uncertainties* sections, and other statements concerning RioCan's objectives, its strategies to achieve those objectives, as well as statements with respect to management's beliefs, plans, estimates, and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking information generally can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "would", "expect", "intend", "estimate", "anticipate", "believe", "should", "plan", "continue", or similar expressions suggesting future outcomes or events. Such forward-looking information reflects management's current beliefs and is based on information currently available to management. All forward-looking information in this AIF is qualified by the following cautionary statements.

Forward-looking information is not a guarantee of future events or performance and, by its nature, is based on RioCan's current estimates and assumptions, which are subject to numerous risks and uncertainties, including those described under the *Risks and Uncertainties* section in this AIF which could cause actual events or results to differ materially from the forward-looking information contained in this AIF. Those risks and uncertainties include, but are not limited to, those related to: financial and liquidity risks; tenant concentrations and related risk of bankruptcy or restructuring (and the terms of any bankruptcy or restructuring proceeding); occupancy levels and defaults, including the failure to fulfill contractual obligations by the tenant or a related party thereof; lease renewals and rental increases; the ability to re-lease and find new tenants for vacant space; retailer competition; access to debt and equity capital; interest rate and financing risk; joint ventures and partnerships; the relative illiquidity of real property, the timing and ability of RioCan to sell certain properties; the valuations to be realized on property sales relative to current IFRS values; the Trust's ability to utilize the capital gain refund mechanism; unexpected costs or liabilities related to acquisitions and dispositions; development risk associated with construction commitments, project costs and related zoning and other permits approvals; changes to rent control legislation; risks related to the residential rental business; environmental matters, including climate change; litigation; reliance on key personnel; unitholder liability; income, sales and land transfer taxes; cyber security; and credit ratings.

Our U.S. subsidiary qualified as a REIT for U.S. income tax purposes up to May 25, 2016, subsequent to the closing date of the sale of our U.S. property portfolio. For U.S. income tax purposes, the subsidiary distributed all of its U.S. taxable income and is entitled to deduct such distributions against its taxable income. The subsidiary's qualification as a REIT depended on the REIT's satisfaction of certain asset, income, organizational, distribution, unitholder ownership and other requirements up until May 25, 2016. Our U.S. subsidiary was subject to a 30% or 35% withholding tax on distributions of its U.S. taxable income to Canada. We did not distribute any withholding taxes paid or payable to our unitholders related to the disposition. Should RioCan's U.S. subsidiary no longer qualify as a U.S. REIT for U.S. tax purposes prior to May 25, 2016, certain statements contained in this AIF may need to be modified.

General economic conditions, including interest rate fluctuations, may also have an effect on RioCan's results of operations. Material factors or assumptions that were applied in drawing a conclusion or making an estimate set out in the forward-looking information may include, but are not limited to: a stable retail environment; relatively historically low interest costs; a continuing trend toward land use intensification, including residential development in urban markets; access to equity and debt capital markets to fund, at acceptable costs, future capital requirements and to enable our refinancing of debts as they mature; the availability of investment opportunities for growth in Canada; and the timing and ability for RioCan to sell certain properties, the valuations to be realized on property sales relative to current IFRS values, and the Trust's ability to utilize the capital gain refund mechanism. For a description of additional risks that could cause actual results to materially differ from management’s current expectations, refer to the *Risks and Uncertainties* section in this AIF. Although the forward-looking information contained in this AIF is based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with this forward-looking information. Certain statements included in this AIF may be considered “financial outlook” for purposes of applicable Canadian securities laws, and as such the financial outlook may not be appropriate for purposes other than this AIF. The forward-looking information contained in this AIF is made as of the date of this AIF, and should not be relied upon as representing RioCan’s views as of any date subsequent to the date of this AIF. Management undertakes no obligation, except as required by applicable law, to publicly update or revise any forward-looking information, whether as a result of new information, future events or otherwise.

Non-GAAP Measures

In addition to reported IFRS measures, industry practice is to evaluate real estate entities giving consideration, in part, to certain non-IFRS performance measures described below, such as funds from operations, net operating income and same property net operating income growth. Management believes that these measures are helpful to investors because they are widely recognized measures of a REIT's performance and provide a relevant basis for comparison among real estate entities. In addition to the IFRS results, we also use these measures internally to measure the operating performance of our investment property portfolio. These measures are not in accordance with IFRS generally accepted accounting principles (GAAP) and have no standardized definition prescribed by IFRS and, as such, our computation of these non-GAAP performance measures might not be comparable to similar measures reported by other issuers. Non-GAAP measures should not be considered as alternatives to net income or comparable metrics determined in accordance with IFRS as indicators of RioCan’s performance, liquidity, cash flows and profitability. We supplement our IFRS measures with these non-GAAP measures to aid in assessing our core performance and we report these additional measures so that investors may do the same. Management believes that the supplementary non-GAAP measures described below provide readers with a more comprehensive understanding of management's perspective on its operating performance.

The following discussion describes the non-GAAP measures RioCan management currently uses in evaluating its operating results. For greater clarity, each measure defined below includes the results from both continuing and discontinued operations on a combined basis.

Funds From Operations (FFO)

FFO is a non-GAAP financial measure of operating performance widely used by the Canadian real estate industry based on the definition set forth by the Real Property Association of Canada (REALPAC). It is RioCan's view that IFRS net income does not necessarily provide a complete measure of RioCan's recurring operating performance. This is primarily because IFRS net income includes items such as fair value changes of investment property that are subject to market conditions and capitalization rate fluctuations and gains and losses on the disposal of investment properties, including associated transaction costs and taxes, which are not representative of recurring operating performance.

FFO is computed as IFRS consolidated net income attributable to RioCan unitholders adjusted for items such as, but not limited to, unrealized changes in the fair value of investment properties and transaction gains and losses on the acquisition or disposal of investment properties (including related transactions costs and income taxes) calculated on a basis consistent with IFRS. In February 2019, REALPAC updated the definition of FFO to also include adjustments relating to certain subleases or leases that are classified as finance leases under IFRS 16 effective January 1, 2019, which RioCan will adopt on the effective date.

RioCan regards FFO as a key measure of operating performance and as a key measure for determining the level of employee incentive based compensation. RioCan also uses FFO in assessing its distribution paying capacity.

FFO should not be construed as an alternative to net income or cash flows provided by or used in operating activities determined in accordance with IFRS.

As noted in the *Significant Accounting Policies and Estimates* section of RioCan's most recent MD&A, the Trust adopted the new accounting standard IFRS 9 - Financial Instruments (IFRS 9) on the required effective date of January 1, 2018. One impact of adopting IFRS 9 is that the unrealized gains or losses on marketable securities are included in IFRS net income, whereas they were recorded in other comprehensive income in 2017 and prior years Consolidated Financial Statements. Based on the FFO definition currently set forth by REALPAC, the unrealized gains or losses on marketable securities would be included in FFO, as a result of adopting IFRS 9. However, the Trust believes that including such unrealized gains or losses on marketable securities in FFO does not represent the recurring operating performance of the Trust. As a result, effective January 1, 2018 upon adoption of IFRS 9, RioCan's method of calculating FFO is in compliance with REALPAC's definition of FFO except that RioCan excludes these unrealized gains or losses on marketable securities in its calculation of FFO. For further clarity, RioCan continues to include realized gains or losses on marketable securities in its calculation of FFO.

RioCan's method of calculating FFO may differ from other issuers' methods and, accordingly, may not be comparable to FFO reported by other issuers. A reconciliation of FFO to IFRS net income can be found under the *Results of Operations* section of RioCan's most recent MD&A.

Adjusted Cashflow From Operations (ACFO)

ACFO is a non-GAAP financial measure of sustainable economic cash flow available for distributions based on the definition set forth by REALPAC. RioCan adopted the REALPAC definition of ACFO effective January 1, 2017 and uses it as an input, together with FFO, in assessing RioCan's distribution payout ratios. In February 2019, REALPAC updated the definition of ACFO effective January 1, 2019, which RioCan will adopt on the effective date.

ACFO is computed as cash provided by (used in) operating activities per the IFRS consolidated statement of cash flows plus, but not limited to, the following adjustments:

- includes adjustments for certain working capital items that are not considered indicative of sustainable economic cash flow available for distribution. Examples include, but are not limited to, working capital changes relating to the following: residential inventory and developments, prepaid realty taxes and insurance, interest payable and receivable, sales and other indirect taxes payable to or receivable from applicable governments, income taxes payable and receivable and transaction cost accruals relating to acquisitions and dispositions;
- includes cash distributions from equity accounted for investments;
- adds back transaction-related income statement expenses associated with dispositions and acquisitions;
- includes realized gains or losses on marketable securities;
- adds back taxes relating to non-operating activities;
- deducts normalized capital expenditures, which include both third-party leasing commissions and capital spending related to maintaining the physical condition and the existing earnings capacity

of the Trust's income property portfolio (see below for a further description of normalized capital expenditures);

- adds back internal leasing costs relating to development projects; and
- includes adjustments relating to certain subleases or leases that are classified as finance leases under IFRS 16 effective January 1, 2019.

The REALPAC ACFO definition effectively includes working capital fluctuations relating to recurring operating activities in ACFO, such as working capital changes relating to trade accounts receivable and trade accounts payable and accrued liabilities. This, in management's view, introduces greater fluctuations in quarterly and twelve-month trailing ACFO. As a result, RioCan uses ACFO, together with FFO, in assessing its distribution payout ratios.

ACFO should not be construed as an alternative to cash flows provided by or used in operating activities determined in accordance with IFRS. RioCan's method of calculating ACFO is in accordance with REALPAC's recommendations, but may differ from other issuers' methods and, accordingly, may not be comparable to ACFO reported by other issuers. A reconciliation of ACFO to IFRS cash flow from operating activities is found in the *Results of Operations* section in RioCan's most recent MD&A.

The adoption of the IFRS 9 effective January 1, 2018 did not have an impact on ACFO with respect to unrealized gains or losses on marketable securities. As a result, The Trust's calculation of ACFO continues to be in accordance with REALPAC's ACFO recommendations with the adoption of IFRS 9 on January 1, 2018. RioCan does not report on the earnings metric, adjusted funds from operations (New AFFO), as introduced by REALPAC in February 2017. RioCan's management does not use the New AFFO as a measure of its recurring operating performance and believes that the disclosures in the subsections "FFO", "ACFO" and "Net Operating Income (NOI)" included in the *Results of Operations* section in RioCan's most recent MD&A provide sufficient information for readers to compute the New AFFO. Management has, therefore, opted not to report the New AFFO in order to reduce the number of non-GAAP measures reported in our MD&A.

Normalized Capital Expenditures

Normalized capital expenditures are an estimate made by management of the amount of ongoing capital investment required to maintain the condition of the physical property and current rental revenues. Management considers a number of items in estimating normalized capital expenditures relative to the growth in the age and size of the Trust's property portfolio. Such factors include, but are not limited to, review and analysis of historical capital spending, comparison of each quarter's annualized actual spending activity to the annual budgeted capital expenditures as approved by our Board of Trustees at the beginning of each year and management's expectations and/or plans for the properties.

RioCan does not obtain support from independent sources for its normalized capital expenditures but relies on internal diligence and expertise in arriving at this management estimate. RioCan's long tenured management team has extensive experience in commercial real estate and in-depth knowledge of the property portfolio. As a result, RioCan believes that management is best suited to make the assessment of normalized capital expenditures without independent third party sources.

Since actual capital expenditures can vary widely from quarter to quarter depending on a number of factors, management believes that normalized capital expenditures are a more relevant input than actual capital expenditures in assessing a REIT's distribution payout ratio and for determining an appropriate level of sustainable distributions over the long run. The number of factors affecting the quarterly variations in actual capital expenditures include, but are not limited to, lease expiry profile, tenant vacancies, age and location of the properties, general economic and market conditions, which impact the level of tenant bankruptcies and acquisitions and dispositions.

Prior to 2018, the Trust formulated its normalized capital expenditure estimate based on analyzing historic average spending and reviewing its actual capital spending levels based on property performance and type of spend (e.g. HVAC, elevator, roof, parking lot, electrical, etc.) to determine the amount of ongoing capital investment required to maintain the condition of the physical property and current rental revenues. This review was done with representation and input from RioCan's cross-functional teams. Short-term fluctuations in actual capital expenditures were analyzed to remove any expenditures that are determined to not represent the level of ongoing maintenance capital expenditures, such as increased capital expenditures incurred during adverse market conditions. Property capital expenditures that are generally expected to add to the overall earnings capacity of the property are considered revenue enhancing capital expenditures by management and are also excluded in determining the normalized capital expenditure estimate.

Given the Trust's announcement on October 2, 2017 to sell approximately $2.0 billion of income properties over two to three years with the acceleration of its major market focus strategy, the Trust expects its normalized capital expenditures to decrease over the next two to three years as the Trust sells most of its secondary market properties. The Trust's remaining properties located in Canada's six major markets tend to have higher tenant retention and lower average age, resulting in lower average maintenance capital expenditures on a per square foot basis relative to the Trust's secondary markets properties. The Trust also expects its income producing NLA to decrease as it sells secondary markets properties, as evidenced by the approximately 5.3 million square feet net decrease in income producing NLA from December 31, 2017 to December 31, 2018.

As a result, the Trust determined that it is no longer reasonable to use its historical average approach in estimating its 2018 normalized capital expenditures. Instead, the Trust adopted a more forward looking approach and used its 2018 maintenance capital expenditure budget as its normalized capital expenditures for 2018, which amounts to $45.0 million, representing an average of approximately $1.16 per square foot on a projected average income-producing NLA of approximately 38.8 million square feet for the year. The Trust's actual maintenance capital expenditures amounted to $45.6 million for the year, closely in line with its normalized maintenance capital expenditure estimate for the year.

Using a similar approach, the Trust determined that $40.0 million is a reasonable estimate for its normalized capital expenditures for 2019 as the Trust expects its income producing NLA to further decrease as it sells more of its secondary market assets. As the 2019 annual normalized capital expenditures of $40.0 million is based on a projected average income producing NLA for the year, there will be greater quarterly variations between average quarterly normalized capital expenditures of $10.0 million and actual maintenance capital expenditure during a quarter.

IFRS capital expenditures are further discussed and analyzed in the *Capital Expenditures on Income Properties* section of RioCan’s most recent MD&A.

FFO and ACFO Payout Ratios

FFO and ACFO payout ratios are supplementary non-GAAP measures of a REIT's distribution paying capacity. FFO and ACFO payout ratios are computed on a rolling twelve month basis by dividing total common unitholder distributions paid (including distributions paid under RioCan's distribution reinvestment program) by FFO and ACFO, respectively, over the same period. RioCan’s method of calculating FFO and ACFO payout ratios may differ from other issuers’ methods and, accordingly, may not be comparable to payout ratios reported by other issuers.

As previously discussed, the REALPAC ACFO definition includes net working capital increases and decreases relating to operating activities, which tend to fluctuate period over period in the normal course of business. In management's view, this tends to introduce greater fluctuations in ACFO calculations. As a result, RioCan management uses the FFO payout ratio in addition to the ACFO payout ratio in assessing its distribution paying capacity, as FFO is not subject to such working capital fluctuations.

Net Operating Income (NOI)

NOI is a non-GAAP measure and is defined by RioCan as rental revenue from income properties less property operating costs. For the calculation of NOI, rental revenue includes all amounts earned from tenants related to lease agreements, including property tax and operating cost recoveries, to the extent recoverable under tenant leases. Amounts payable by tenants to terminate their lease prior to the contractual expiry date (lease cancellation fees) are included in rental revenue for the calculation of NOI. The amount of property taxes and operating costs that can be recovered from tenants is impacted by property vacancy and fixed cost recovery tenancies. Management will consider adjustments to NOI for certain subleases or leases that are classified as finance leases under IFRS 16 effective January 1, 2019, based on rationales similar to the adjustments in the REALPAC definitions of FFO and ACFO that were recently released in February 2019.

Management believes that NOI is a meaningful supplementary measure of operating performance of the Trust's income producing properties in addition to the most comparable IFRS measure, which we believe is operating income. The IFRS measure of operating income also includes residential inventory gains and losses as well as property and asset management fees earned from co-owners. While management considers its residential inventory and portfolio management activities part of its business operations, and thus operating income, such revenues are not part of how we evaluate the operating performance of our income producing properties. As such, we report NOI as a useful supplementary non-GAAP measure to report the operating performance of our income producing properties.

NOI is an important measure of the income generated from the income producing properties and is used by the Trust in evaluating the performance of the portfolio, as well as a key input in determining the value of the income producing portfolio. RioCan’s method of calculating NOI may differ from other issuers’ methods and, accordingly, may not be comparable to NOI reported by other issuers.

Same Property NOI

Same property NOI is a non-GAAP financial measure used by RioCan to assess the period over period performance of those properties owned and operated by RioCan in both periods. In calculating same property NOI growth, NOI for the period is adjusted to remove the impact of lease cancellation fees and straight-line rent revenue in order to highlight the 'cash impact' of contractual rent increases embedded in the underlying lease agreements. Same property performance is a meaningful measure of operating performance because it allows management to assess rent growth and leasing activity of its portfolio on a same property basis and the impact of capital investments. Management will consider adjustments to same property NOI for certain subleases or leases that are classified as finance leases under IFRS 16 effective January 1, 2019, based on the rationales similar to the adjustments in the REALPAC definitions of FFO and ACFO that were recently released in February 2019.

Enterprise Value

Enterprise value is a non-GAAP measure calculated at the reporting period date as the sum of RioCan's total debt measured on a proportionate basis, common unit market capitalization and preferred unit market capitalization. This non-GAAP measure is used by RioCan management and the industry as a measure of total value of the REIT based on fair value of debt and market price of equity instead of IFRS total assets.

RioCan's Proportionate Share

Debt metrics, such as those described below, are shown on both an IFRS and a RioCan proportionate basis (as defined below). Unless otherwise indicated, comparative financial information has been updated to reflect the current year's presentation.

All references to "RioCan's proportionate share" refer to a non-GAAP financial measure representing RioCan's proportionate interest in the financial position and results of operations of its entire portfolio, taking into account the difference in accounting for joint ventures using proportionate consolidation versus equity accounting. Management considers certain results presented on a proportionate basis to be a meaningful measure because it is consistent with how RioCan and its partners manage the net assets and assess the operating performance of each of its co-owned properties. The Trust currently accounts for its investments in joint ventures and associates using the equity method of accounting.

The remaining definitions outlined below pertain to measures and/or inputs to our financial leverage, coverage ratios and other key metrics that we use to manage capital and to assess our liquidity, borrowing capacity and cost of capital. All of these measures include the results of both continuing and discontinued operations. In our opinion, the following ratios calculated on the basis of the combined continuing and discontinued operations provide a more meaningful measure of financial performance with respect to the periods reported.

Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization (Adjusted EBITDA)

Adjusted EBITDA is a non-GAAP measure that is used by management as an input in several of our debt metrics, providing information with respect to certain financial ratios that we use in measuring our debt profile and assessing our ability to satisfy obligations, including servicing our debt. Adjusted EBITDA is used as an alternative to IFRS net income because it excludes major non-cash items (including, but not limited to, depreciation and amortization expense, unit-based compensation costs, fair value gains and losses on investment properties, and unrealized gains or losses on marketable securities (upon adoption of IFRS 9 which was effective January 1, 2018), interest costs, current and deferred tax expenses (recoveries), transaction gains and losses on the disposition of investment properties and equity accounted investments, transaction costs and other items that management considers either non-operating in nature or related to the capital cost of our investment properties. For greater clarity, realized gains and losses on the disposition of marketable securities have been and will continue to be included in Adjusted EBITDA for purposes of management assessing the Trust's ongoing ability to satisfy its obligations and service its debt upon adoption of IFRS 9, which was effective January 1, 2018. Management will consider adjustments to Adjusted EBITDA for certain subleases or leases that are classified as finance leases under IFRS 16 effective January 1, 2019, similar to the adjustments in the REALPAC definitions of FFO and ACFO that were recently released in February 2019.

A reconciliation of Adjusted EBITDA to IFRS net income and the debt metrics that utilize Adjusted EBITDA are presented in the *Capital Resources and Liquidity - Debt Metrics* section of RioCan's most recent MD&A.

Debt to Adjusted EBITDA

Debt to Adjusted EBITDA is a non-GAAP measure of our financial leverage calculated on a trailing twelve month basis and is defined as our quarterly average total debt (net of cash and cash equivalents) divided by Adjusted EBITDA. Debt to Adjusted EBITDA is calculated and presented in the *Debt Metrics* section of RioCan's most recent MD&A on both a RioCan proportionate share basis and using IFRS reported amounts.

Debt Service Coverage

Debt service coverage is a non-GAAP measure calculated on a trailing twelve month basis and is defined as Adjusted EBITDA divided by the sum of total interest costs (including interest that has been capitalized) and scheduled mortgage principal amortization. It measures our ability to meet our debt service obligations on a trailing twelve month basis. Debt service coverage is calculated and presented in the *Debt Metrics* section of RioCan's most recent MD&A on both a RioCan's proportionate share basis and using IFRS reported amounts.

Interest Coverage

Interest coverage is a non-GAAP measure calculated on a trailing twelve month basis and is defined as Adjusted EBITDA divided by total interest costs (including interest that has been capitalized). It measures our ability to meet our interest cost obligations on a trailing twelve month basis. Interest coverage is calculated and presented in the *Debt Metrics* section of RioCan's most recent MD&A on both a RioCan's proportionate share basis and using IFRS reported amounts.

Fixed Charge Coverage

Fixed charge coverage is a non-GAAP measure calculated on a trailing twelve month basis and is defined as Adjusted EBITDA divided by total interest costs (including interest that has been capitalized) and distributions declared and/or paid to common and preferred unitholders. It measures our ability to meet our interest and unitholder distribution obligations on a trailing twelve month basis. Fixed charge coverage is calculated and presented in the *Debt Metrics* section of RioCan's most recent MD&A on both a RioCan's proportionate share basis and using IFRS reported amounts.

Percentage of NOI Generated from Unencumbered Assets

Percentage of NOI generated from unencumbered assets is a non-GAAP measure defined as the annualized in-place NOI from unencumbered assets as of the end of a reporting period divided by total annualized NOI as of the end of the same reporting period. Unencumbered assets are investment properties that have not been pledged as security for debt.

Unencumbered Assets to Unsecured Debt

The unencumbered asset to unsecured indebtedness ratio is a non-GAAP measure calculated as the carrying value of all investment properties that have not been pledged as security for debt divided by total unsecured indebtedness.

GLOSSARY

Unless the context indicates otherwise, all references to the "Trust" or "RioCan" refer to RioCan Real Estate Investment Trust, and all references to "we", "our" and "us" refers to RioCan Real Estate Investment Trust and its consolidated subsidiaries.

Unless otherwise defined in this annual information form, the following capitalized terms have the meanings set out below.

"2007 Meeting"	The 2007 annual and special meeting of Unitholders held on May 15, 2007.
"2009 Meeting"	The 2009 annual and special meeting of Unitholders held on May 27, 2009.
"2010 Meeting"	The 2010 annual and special meeting of Unitholders held on June 4, 2010.
"2011 Meeting"	The 2011 annual and special meeting of Unitholders held on June 8, 2011.
"2014 Meeting"	The 2014 annual and special meeting of Unitholders held on May 28, 2014.
"2015 Meeting"	The 2015 annual and special meeting of Unitholders held on June 17, 2015.
"2019 Meeting"	The 2019 annual meeting of Unitholders to be held on May 28, 2019.
"Adjusted Unitholders' Equity"	The aggregate amount of Unitholders' equity of the Trust and the amount of accumulated amortization of income properties recorded in the books and records of the Trust, calculated in accordance with generally accepted accounting principles. Under IFRS, RioCan accounts for investment property at fair value and, therefore, this is no longer a required adjustment to unitholders' equity.
"Aggregate Assets"	The total assets of the Trust plus accumulated amortization of income properties (including accumulated amortization of buildings, tangible leasing costs and intangible assets) as recorded in the books and records of the Trust in respect of its properties, calculated in accordance with generally accepted accounting principles. Under IFRS, RioCan accounts for investment property at fair value and, therefore, this is no longer a required adjustment to total assets.
"Board of Trustees" or *"Board"*	The board of trustees of the Trust constituted pursuant to the Declaration of Trust and described under "Trustees and Officers - Board of Trustees".
"Declaration of Trust"	The declaration of trust of the Trust most recently amended and restated as of June 17, 2015.
"Equity Interests"	Units and Preferred Units.
"IFRS"	International Financial Reporting Standards.
"MD&A"	The management's discussion and analysis relating to the Trust's audited consolidated comparative financial statements and the notes thereto for the fiscal year ended December 31, 2018, which is incorporated by reference herein and a copy of which is available on the Trust's website as well as on SEDAR at www.sedar.com.
"MIC"	The management information circular to be furnished to Unitholders in connection with the solicitation of proxies by management of the Trust for use at the 2019 Meeting.
"Mortgages"	Mortgages, charges, hypothecs, bonds, debentures, notes or other evidence of indebtedness directly or indirectly secured by real property.
"persons"	Individuals, corporations, limited partnerships, general partnerships, joint stock companies, joint ventures, associations, companies, trusts, banks, trust companies, land trusts, business trusts or other organizations, whether

	or not legal entities and governments and agencies and political subdivisions thereof.
"*Preferred Units*"	Preferred units of any series of the Trust, with such designation, rights, privileges, restrictions and conditions attached thereto as determined by the Trustees, and which are issued from time to time in accordance with the Declaration of Trust.
"*real property*"	Property which in law is real property and includes, whether or not the same would in law be real property, leaseholds, mortgages, undivided joint interests in real property (whether by way of tenancy-in-common, joint tenancy, co-ownership, partnership, joint venture or otherwise) and securities of persons whose assets consist primarily of real property and/or investments, direct or indirect, in real property.
"*SIFT*"	A specified investment flow through trust.
"*Tax Act*"	Collectively, the *Income Tax Act* (Canada) and the Regulations thereunder, each as amended.
"*Trust*"	RioCan Real Estate Investment Trust.
"*Trustees*"	Collectively, the members of the Board of Trustees.
"*TSX*"	Toronto Stock Exchange.
"*Units*"	A unit of interest in the Trust in accordance with the Declaration of Trust that is not a Preferred Unit and includes a fraction of a Unit.
"*Unitholder*"	A person whose name appears on the Trust's securities register as a holder of Units; and
"*U.S.*"	United States of America.

RIOCAN REAL ESTATE INVESTMENT TRUST

ANNUAL INFORMATION FORM

THE TRUST

Constating Documents and General Development of the Trust

RioCan Real Estate Investment Trust is an unincorporated "closed-end" trust constituted in accordance with the laws of the Province of Ontario and constated pursuant to the Declaration of Trust dated November 30, 1993 as most recently amended and restated on June 17, 2015.

The Declaration of Trust has been amended from time to time over the years, always with all required Unitholder approvals. The general development and history of the Trust below as well as the descriptions of material amendments to the Trust's constating documents covers the past three years as required. For further history on such matters, please refer to RioCan's past Annual Information Forms. Certain of these more recent amendments are described.

At the 2015 Meeting, Unitholders authorized and approved amendments made to the Declaration of Trust as of June 17, 2015. The amendments were made to (i) further align the Declaration of Trust with evolving governance best practices which include introducing rights and remedies in favour of Unitholders consistent with those available to shareholders of a corporation pursuant to the *Canada Business Corporations Act* ("**CBCA**") as contemplated by model provisions prepared by The Canadian Coalition for Good Governance ("**CCGG**"); (ii) enhance Unitholders rights respecting the process for and procedures at Unitholder meetings; and (iii) modify the existing provisions of RioCan's Advance Notice Policy to be consistent with evolving governance best practices with respect to time periods contemplated therein and adjournments or postponements of meetings.

At the 2015 Meeting, Unitholders also approved an amendment to the Trust's 2013 Amended and Restated Unit Option Plan to increase the maximum number of Units available for grant under options by 10,583,325 Units. This was done to ensure that the Unit Option Plan continued to serve its purpose of aligning the interests of Unitholders with those of the officers, full-time employees. In addition, amendments were made to remove all references to the Board of Trustees as potential participants in the Unit Option Plan. Trustees have not received Unit Options since 2004.

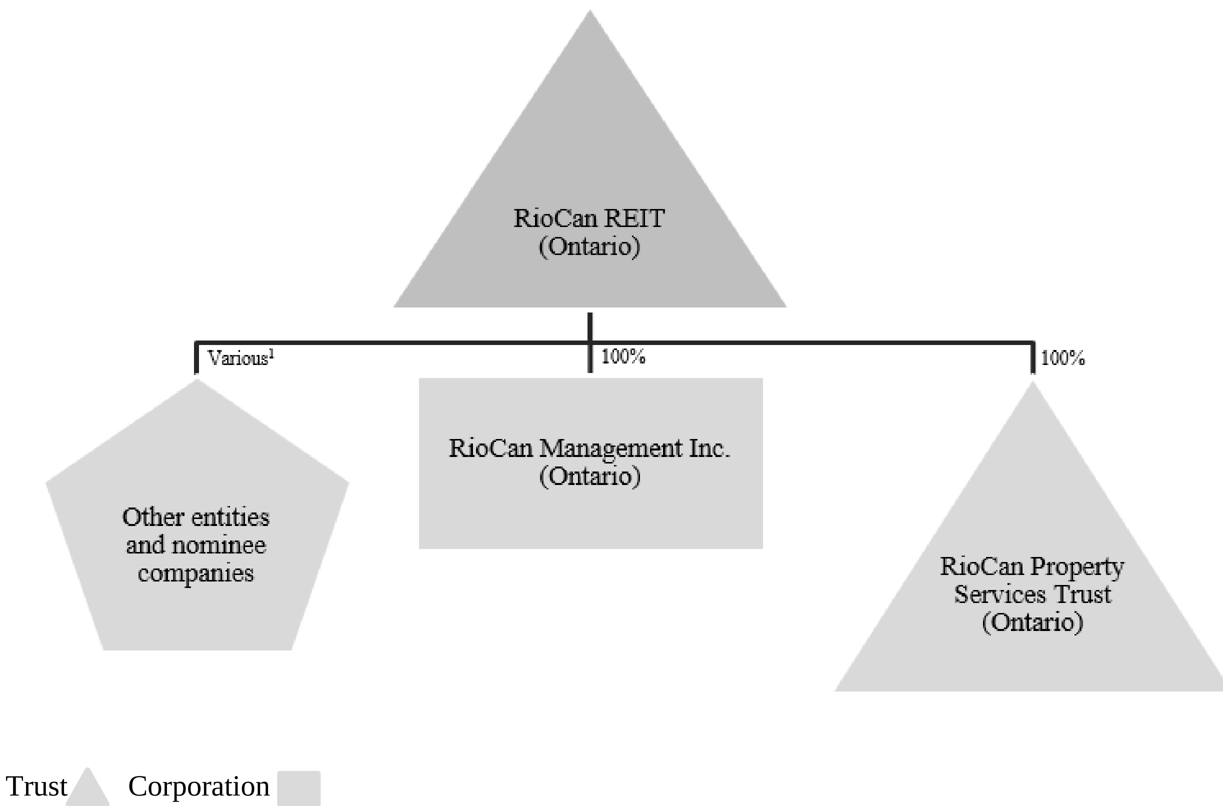
RioCan's operations, including the management of the Trust's investments, are subject to the control and direction of the Trustees. The Trustees have powers and responsibilities analogous to those applicable to boards of directors of corporations.

The principal office is at RioCan Yonge Eglinton Centre, 2300 Yonge Street, Suite 500, PO Box 2386, Toronto, Ontario, M4P 1E4. As at December 31, 2018, RioCan had 597 non-seasonal employees.

RioCan is not a mutual fund and is not subject to the requirements of Canadian mutual fund policies and regulations under Canadian securities legislation.

RioCan is not a trust company and, accordingly, is not registered under the *Trust and Loan Companies Act* (Canada) or the trust company legislation of any province as RioCan does not carry on, nor intend to carry on, the business of a trust company.

Intercorporate Relationships



1. The Trust's ownership interests in other entities and nominee companies vary depending on the activities of the entity, which may be fully owned or in certain cases held through a co-ownership arrangement.

Co-ownership Arrangements

Co-ownership activities represent real estate investments in which RioCan has joint control and either owns an undivided interest in the assets and liabilities with its co-owners (joint operations) or ownership rights to the residual equity of the co-ownership (joint ventures).

The Trust's co-ownership arrangements are governed by co-ownership agreements with its various co-owners. RioCan's standard co-ownership agreement provides exit and transfer provisions, including, but not limited to, buy/sell and/or right of first offers or refusals that allow for the unwinding of these co-ownership arrangements should the circumstances necessitate.

Generally, the Trust is only liable for its proportionate share of the obligations of the co-ownerships in which it participates, except in limited circumstances. Credit risk arises in the event that co-owners default on the payment of their proportionate share of such obligations. Co-ownership agreements will typically provide RioCan with an option to remedy any non-performance by a defaulting co-owner. These credit risks are mitigated as the Trust has recourse against the asset under its co-ownership agreements in the event of default by its co-owners, in which case the Trust's claim would be against both the underlying real estate investments and the co-owners that are in default. In addition to the matter noted above, RioCan has provided guarantees on debt totalling $251.2 million as at December 31, 2018 on behalf of co-owners.

Selected Financial Information of Joint Operations (Proportionate Share)

As at December 31, 2018 *(thousands of dollars)*	RioCan's ownership interest	Number of investment properties (i)	Assets (ii)	Liabilities (ii)	Three months ended December 31, 2018 NOI (iii)	Year ended December 31, 2018 NOI (iii)
Allied	50%	4	$ 197,503	$ 21,158	$ 1,721	$ 3,936
Allied/Diamond (The Well) (iv)	50%	1	293,528	31,777	—	386
Bayfield	30% - 40%	5	100,363	49,348	1,923	6,815
CMHC Pension Fund	50%	1	52,580	28,940	689	2,701
CPPIB	40% - 50%	2	230,355	19,478	2,618	8,820
First Gulf	50%	1	83,298	45,994	1,022	4,059
KingSett	50%	3	496,449	271,947	3,438	13,019
Metropia/CD	50%	1	82,030	4,105	145	583
Metropia/Bazis	50%	1	276,273	179,529	78	59
Sun Life	40% - 50%	2	97,605	14,582	1,261	5,247
Tanger	50%	4	164,392	11,126	2,443	8,953
Trinity	67% - 75%	2	107,619	37,022	1,138	7,980
Other	50% - 83%	17	377,437	112,996	3,022	13,136
		44	$ 2,559,432	$ 828,002	$ 19,498	$ 75,694

(i) Includes properties under development and is based on the number of proportionately owned properties as at December 31, 2018.

(ii) Assets and liabilities are stated at RioCan's proportionate share.

(iii) Represents the proportionate share of NOI related to all properties for which we owned a proportionate interest during the reporting period.

(iv) The Trust has a 50% interest in the commercial component and a 40% interest in the residential component of The Well project, excluding The Well Residential Building 6 which the Trust owns 50/50 with another partner, Woodbourne.

Allied Properties REIT ("Allied")

- Allied is a leading owner, manager and developer of predominantly urban office properties.
- The joint venture with RioCan is focused on acquisition and redevelopment of sites in urban areas of major Canadian cities that are well suited for mixed use intensification.
- Four Toronto development projects - College & Manning, 491 College Street, King Portland Centre, and 642 King Street West.
- The largest development, King Portland Centre, is a mixed-use development in the trendy King West neighbourhood of Toronto. The 421,000 square feet of commercial space was substantially completed in 2018 and is fully leased. The 100% pre-sold, 132 unit condominium component is expected to be turned over for possession in 2019.

The Well Joint Venture (Allied/Diamond)

- The Well joint venture with partners, Allied and Diamond, acquired 7.74 acres of land since December 2012 in downtown Toronto.
- This flagship property is a mixed-use development comprising approximately three million square feet of net leasable area of retail, office and residential space. Approximately 71% of the office space of the project has lease commitments from high calibre office tenants. The office tower is under construction and is now above grade. Retail leasing is scheduled to commence in 2019.
- RioCan and Allied had an undivided 40% interest prior to the October 5, 2017 transaction noted below and Diamond has an undivided 20% interest.
- On July 26, 2016 RioCan and its partners announced that they entered into a binding agreement to sell the residential component of The Well to Tridel Builders Inc. and Woodbourne Canada Partners III (CA) LP for approximately $189 million, subject to certain closing conditions. The sale is scheduled to close upon requisite land severances being granted and upon completion of the underground parking structure and building podiums. This is estimated to occur in early 2020/2021.
- On October 5, 2017, RioCan and its partner Allied acquired Diamond's Whitecastle New Urban Fund 2's undivided 20% interest in the commercial component of The Well. As a result of this

transaction, both Allied and RioCan each own an undivided 50% interest in the commercial component of the project.

Bayfield Realty Advisors ("Bayfield")

- Bayfield was established in 2005 as a private equity investment firm focusing primarily on commercial real estate assets across Canada.
- As at December 31, 2018, RioCan and Bayfield are partners in five assets.

Canada Mortgage and Housing Corporation ("CMHC") Pension Fund

- As Canada's authority on housing, CMHC contributes to the stability of the Canadian housing market and financial system, provides support for Canadians in housing need, and offers objective housing research and advice to Canadian governments, consumers and the housing industry.
- As at December 31, 2017 RioCan and CMHC Pension Fund are partners in one asset.

Canada Pension Plan Investment Board ("CPPIB")

- CPPIB is a professional investment management firm that invests the assets of the Canada Pension Plan.
- As at December 31, 2018, RioCan and CPPIB are partners in two assets.

First Gulf Corporation ("First Gulf")

- First Gulf is an experienced developer with more than 25 years of experience.
- First Gulf is the commercial arm of the builder, Great Gulf.
- As at December 31, 2018, RioCan and First Gulf are partners in one asset.

KingSett

- KingSett is a private equity real estate business with investments focused on office, retail and industrial properties in the central and suburban business districts of Canada's major markets.
- The co-ownerships with RioCan are focused on prominent urban centres with intensification and/or redevelopment potential.
- As at December 31, 2018, RioCan and KingSett are partners in three properties, two in the Greater Toronto Area and one in Calgary, Alberta.
- In February 2019, the Trust acquired Kingsett's 50% interest in the property located in Calgary, Alberta.

Metropia and Bazis Incorporated

- Metropia is a leading Canadian real estate development company that focuses on urban renewal and design innovation.
- Bazis Incorporated ("**Bazis**") is a leading commercial and residential real estate developer focused on high rise urban developments in Toronto, Ontario.
- As at December 31, 2018, RioCan, Metropia and Bazis are partners in one mixed-use development project at the northeast corner of Yonge and Eglinton (ePlace) in Toronto, Ontario, which consists of a 623 unit condominium tower (eCondo) and a 466 unit rental residential tower (eCentral).
- Residential leasing at eCentral commenced in late 2018 and is progressing well. First occupancy occurred in January 2019. At eCondo, possession of a number of the condominium units occurred late in 2018 with possession of the remaining units scheduled to be taken in an orderly fashion during the first half of 2019. ePlace's flagship anchor retail tenant took possession of its space in 2018.

- On July 5, 2017, RioCan entered into an agreement with its partner to purchase the remaining 50% interest in the rental residential tower of the landmark, mixed-use, transit oriented project. The purchase price is based on costs plus $10.0 million upon closing (which is estimated to occur in 2019), subject to final costs amount.
- RioCan also has an agreement to acquire the remaining 50% interest in the retail component of the project at a purchase price based on a 7% capitalization rate and the stabilized net operating income upon completion in 2019.

Metropia and Capital Developments

- Capital Developments ("**CD**") is an industry leading Canadian real estate development company.
- CD acquired a 25% interest in the Yorkville project on October 12, 2017, resulting in a 50/25/25 joint venture among RioCan, Metropia and CD. The project is located in the prestigious Toronto Yorkville neighborhood with the potential for approximately half a million square feet of luxury condominiums, retail uses and up to 82 residential rental replacement units.
- The partners have completed acquisitions of adjacent properties substantially required for the intensification project. The property is currently undergoing rezoning. A rezoning application was submitted in 2018.
- RioCan has agreed to purchase the partners' interest in the retail portion upon project completion at a 6% capitalization rate and has the right of first opportunity to acquire the residential rental replacement units.

Sun Life Financial ("Sun Life")

- Sun Life is an international financial services organization providing a diverse range of protection and wealth accumulation products and services to individuals and corporate customers. Chartered in 1865, Sun Life and its partners today have operations in key markets worldwide. As at December 31, 2018, RioCan and SunLife are partners in two assets.

Tanger

- Tanger is a public REIT since 1993 and a leading developer and manager of outlet shopping centres in the U.S., each one known as a Tanger Outlet Center.
- The joint venture with RioCan is focused on outlet shopping centres similar in concept and design to those within the existing Tanger U.S. portfolio, located in close proximity to larger urban markets and tourist areas across Canada.
- Tanger and RioCan own four income properties together in Ontario and Quebec - Cookstown Outlet Mall, Les Factoreries Tanger - Bromont, Tanger Outlets Ottawa and Les Factoreries Tanger - Saint-Sauveur.

Trinity

- Trinity, a private company, has played a prominent role in the development of new format regional retail centres across Canada.
- Trinity and RioCan own two income producing properties together, located in Ontario.

Woodbourne Capital Management ("Woodbourne")

- Woodbourne is a leading developer, operator, and investor in high-quality apartments, purpose-built student housing, senior housing communities and other multi-residential real estate assets located predominantly in prime urban areas across Canada.
- Woodbourne and RioCan are developing two rental residential buildings in Toronto: Dupont Street (Litho) and The Well Residential Building 6.

- Construction commenced in 2018 at Dupont Street (Litho), a mixed-use project including residential rental and retail space.

Concert Properties ("Concert")

- Founded in 1989, Concert specializes in developing rental apartments, condominium homes and retirement communities, acquiring and developing commercial, industrial and infrastructure properties and in property management.
- RioCan and Concert are re-developing Sunnybrook Plaza in Toronto, Ontario as a mixed-use rental residential development. The property is currently undergoing rezoning.

BUSINESS OF THE TRUST

RioCan is an unincorporated "closed-end" real estate investment trust (REIT) listed on the Toronto Stock Exchange (TSX) under the symbol REI.UN. We are one of Canada's largest REITs based on market capitalization with a total enterprise value of approximately $13.2 billion at December 31, 2018. RioCan is a fully integrated REIT that owns, manages and develops high quality retail, increasingly mixed-use, transit-oriented properties in Canada's major markets, with ownership interests in 233 retail and mixed-use properties, including 16 properties under development, containing an aggregate net leasable area (NLA) of 38,681,000 square feet.

RioCan's property portfolio includes grocery anchored, urban retail, mixed-use and non-grocery anchored centres, of which 189 properties are 100% owned (186 income properties and 3 properties under development) and 44 are co-owned and governed by co-ownership agreements (including 13 properties under development). RioCan's primary co-ownership arrangements are with Allied Properties REIT (Allied); Canada Pension Plan Investment Board (CPPIB); KingSett Capital (KingSett); Tanger Factory Outlet Centres, Inc. (Tanger); Concert Properties (Concert); and Woodbourne Canada Partners (Woodbourne). In addition, the Trust also owns partial interests in 13 properties through joint ventures with Hudson's Bay Company (HBC) and Marketvest Corporation/Dale-Vest Corporation which are included in our equity accounted investments in the 2018 Annual Consolidated Financial Statements.

General Development of the Business

Sale of U.S. Assets

On May 24, 2016, RioCan completed the sale of its U.S. portfolio of 49 wholly owned investment properties to Blackstone Real Estate Partners VIII for gross sale proceeds of US$1.9 billion. RioCan received cash proceeds of approximately US$1.0 billion, which was net of outstanding U.S. mortgages repaid on completion of the sale transaction.

Acquisitions

During the year ended December 31, 2016, RioCan purchased interests in 17 income properties aggregating $594.5 million at a weighted average capitalization rate of 5.7%, comprised of approximately 1.8 million square feet. In connection with these acquisitions, RioCan assumed mortgage financing of $48.4 million at a weighted average interest rate of 3.8%. During 2016, RioCan also completed acquisitions in four development properties for $10.0 million, these assets were acquired free and clear of financing.

During the year ended December 31, 2017, RioCan acquired the remaining 20% interest in a co-owned property for $16.5 million and assumed debt of $8.6 million. During 2017, RioCan also completed six development property acquisitions aggregating $63.9 million at RioCan's interest.

During the year ended December 31, 2018, RioCan completed acquisitions of interests in six income producing properties aggregating $105.2 million, including transaction costs, comprised of approximately 273,000 square feet at RioCan's interests. In connection with these acquisitions, RioCan assumed mortgages with a fair value of $38.6 million, which included a mark to market adjustment of $2.5 million. During 2018, RioCan also completed $41.2 million development related acquisitions including transaction costs, which were allocated as $14.8 million for properties under development and $26.4 million for residential inventory.

Subsequent to the year ended December 31, 2018, the Trust acquired one property located in Hamilton, Ontario, for a purchase price of $35.2 million at a weighted average capitalization rate of 6.21% and assumed a mortgage payable with a fair value of $14.2 million, which included a mark-to-market adjustment of $0.4 million. In addition, the Trust acquired the remaining 50% interest in one property located in Calgary, Alberta for a purchase price of $70.4 million at a weighted average capitalization rate of 5.83% and assumed a mortgage payable for $45.0 million.

Dispositions

During the year ended December 31, 2016, RioCan disposed of interests in a total of nine income-producing properties totaling $125.9 million and representing a weighted average capitalization rate of 6.1%. RioCan's mortgage obligations related to these properties was $29.4 million. During 2016, RioCan also disposed of two parcels of excess land in Canada valued at $5.4 million. Also during 2016, RioCan and its partners announced that they entered into a binding agreement to sell the residential component of The Well to Tridel Builders Inc. and Woodbourne Canada Partners III (CA) LP for approximately $189 million, subject to certain closing conditions. The sale is scheduled to close upon requisite land severances being granted and upon completion of the underground parking structure and building podiums. This is estimated to occur in early 2020/2021.

On October 2, 2017, the Trust announced its plan to accelerate its portfolio focus in Canada's six major markets through the sale of approximately 100 properties located primarily in secondary markets across Canada over two to three years. Refer to the *Acceleration of Canadian Major Market Focus* and *Strategy* sections of this AIF for further details. During the year ended December 31, 2017, RioCan disposed of interests in 14 properties for sale proceeds aggregating $294.8 million. Six of these properties were disposed of for aggregate sales proceeds of $145.2 million pursuant to the Trust's aforementioned plan to accelerate its portfolio focus in Canada's six major markets. RioCan disposed of interests in the other remaining 8 properties for sales proceeds aggregating $149.6 million. During 2017, RioCan also completed nine development property dispositions aggregating $88.1 million at RioCan's interest.

During the year ended December 31, 2018, $974.9 million of income producing properties in secondary markets were disposed of pursuant to the Trust's aforementioned plan to accelerate its portfolio focus in Canada's six major markets. Subsequent to the year ended December 31, 2018, an additional three properties were disposed of for aggregate sales proceeds of $145.2 million. As of March 26, 2019, the Trust has completed the sale of $1.3 billion of properties in secondary markets at a weighted average capitalization rate of 6.50% based on in-place net operating income (NOI), representing approximately 63% of the announced disposition target. The capitalization rate of a strategic disposition referred to in this AIF is calculated based on in-place twelve-month-trailing NOI of a property or a portfolio of properties when the related sale agreement becomes firm.

During 2018, RioCan also completed $19.4 million development related dispositions, consisting of the sale of one parcel of development land located in Calgary, Alberta, for sale proceeds of $11.6 million and the sale of one parcel of excess land in Oshawa, Ontario, for sale proceeds of $7.8 million. Subsequent to the year ended December 31, 2018, the Trust sold one development property located in Ottawa, Ontario, for sales proceeds of $23.0 million.

RioCan Living™

On March 5, 2018, RioCan announced its residential brand, RioCan Living™, marking RioCan's official, and permanent, entry into the residential market. RioCan Living™ includes purpose built residential rental buildings developed by RioCan along Canada's most prominent transit corridors. The locations, designs, amenities, community-focused event programming, and professional services, as well as the population growth in Canada's major markets, unique to RioCan Living™ are expected to further support demand for our residential rental projects, particularly as housing affordability becomes more and more of an issue for individuals in the major markets.

CEO's Commitment and Succession

Edward Sonshine fulfilled his commitment to remain Chief Executive Officer ("**CEO**") of the Trust until December 31, 2018 and continues to serve in this role. Subsequent to the year ended December 31, 2018, as announced on March 25, 2019, Mr. Sonshine has agreed to remain as CEO of the Trust until his retirement on March 31, 2021, subject to a potential one year extension, if prior to March 31, 2021, Mr. Sonshine and his successor to CEO together agree that it is in the best interest of RioCan to delay the retirement date until March 31, 2022. Upon his retirement in March 2021 (or March 2022, if extended), Mr. Sonshine has agreed to become the Non-Executive Chairman of the Board for two years to ensure an orderly transition with his successor.

Seasonality

Our revenue and operating results are not materially impacted by seasonal factors. However, macroeconomic and market trends, as described under the *Outlook* section of this AIF, do have an influence on the demand for space, occupancy levels and, consequently, our revenue and operating performance. Overall, quarterly fluctuations in our revenue and operating results are mainly attributable to occupancy and same property growth, acquisitions and dispositions, the sale of marketable securities and development completions. For further details on quarterly trends during the past two fiscal years, refer to the *Quarterly Results and Trend Analysis* section of RioCan's most recent MD&A.

For further details related to the business of the trust, including RioCan's progress on the acceleration of its Canadian major market focus, additional capital recycling, RioCan's development progress and strategic alliances and details related to RioCan's capital management, including a description of its NCIB, base shelf short form prospectus, senior unsecured debentures and non-revolving unsecured credit facilities, please refer to the *Business Overview* section of RioCan's most recent MD&A.

OUTLOOK & STRATEGY

Outlook

Canada's economy performed well in 2018, although it experienced a slowdown towards the end of the year due to a sharp drop in oil prices and equity markets given the uncertainties heightened by trade tensions between the U.S. and China, partial shutdown of the U.S. government and Brexit. The Bank of Canada increased its overnight rate three times during 2018 but kept it unchanged at 1.75% at its March

2019 policy announcement and expressed a more dovish tone in its economic outlook given that the slowdown in the fourth quarter of 2018 was sharper and more broadly based than expected. Consumer spending and the housing market were soft, despite strong growth in employment and labour income. Both exports and business investment also fell short of expectations. As a result, the market has significantly lowered its expectation for interest rate hikes and the Government of Canada benchmark yield curve has become inverted lately.

RioCan is well-positioned to sustain even a potential rising interest rate environment through its low leverage, measured variable interest rate debt exposure, and staggered portfolio of debt maturities. RioCan's supply of zoned development pipeline also positions it well within the changing regulatory landscape with respect to zoning approvals particularly in Ontario. Overall, our large size and dominant position in Canada's six major markets from which 85.4% of our portfolio rental revenues are derived, leaves us well-positioned in the current economic and retail environment. The ongoing acceleration of our major market strategy, which is further discussed in the *Strategy* section below, will increase our focus in these markets and is expected to further improve the quality and growth profile of our portfolio in the ever changing retail environment. In addition to the competitive advantage provided by RioCan's significant scale and six major markets presence, our strengths also include the depth of our management team, our well diversified portfolio, the portfolio's value creation potential through its development program, solid and diversified tenant base, flexible capital structure (evidenced by our ability to raise debt from a variety of sources and a large pool of unencumbered assets) and conservative borrowing practices.

We expect continued organic growth over the short and long term given our continuous improvement in the overall quality and diversification of our portfolio as we execute on our major market acceleration strategy and continue with project deliveries from our development program. For 2019, we expect to achieve same property NOI growth in the 2.0% to 3.0% target range assuming current market conditions prevail, although quarter to quarter results may vary.

Macro Economic and Market Trends

Interest rates

As noted earlier, the Bank of Canada raised its overnight interest rates three times in 2018 to 1.75% but kept it unchanged in its recent March 2019 policy meeting. The relatively low oil prices, slower than expected economic growth in the recent quarter, the U.S.-China trade tension and its impacts on global growth and commodity demand, the Brexit uncertainty, and the uncertain fate of the USMCA trade agreement are key factors that put the Bank of Canada in a more dovish tone.

The Government of Canada benchmark bond yield has become inverted lately and the interest rate environment remains favorable in Canada in comparison to longer term historical levels. We will monitor the economy and real estate markets with a view to ensure that we continue to have adequate access to capital, either by way of debt, strategic asset dispositions or equity to meet our business requirements and to optimize financing options and costs.

Canadian dollar

The Canadian dollar has traded lower than at the beginning of 2018. Continued weakness in oil prices despite a recent price rally is a key factor impacting the Canadian dollar. The U.S. dollar is expected to remain strong despite uncertainties relating to trade tensions between the U.S. and China and signs of slowing domestic economic activity. At its most recent policy setting meeting, the Federal Reserve held rates steady and anticipates doing so for the remainder of 2019, alleviating pressure on the Bank of Canada to raise interest rates in Canada. If the Canadian dollar continues to trade relatively low vis-a-vis the U.S.

dollar, more tourists and foreign capital may be attracted to Canada, and more specifically to Canada's major markets where we have a significant presence.

Alberta economy

The gradual recovery in light oil prices stalled in June 2018, regained strength in the third quarter, and then sharply declined in Q4 2018 as escalating global trade tensions raised concerns over global growth and oil demand. It has since recovered to some extent with Brent Crude oil trading above USD $60 per barrel. Alberta heavy crude oil prices experienced a sharp decline in 2018 as a result of growing output and transportation bottlenecks but has since recovered to some extent and narrowed the gap in prices to light crude in early 2019. The Alberta provincial government ordered production cut starting in January 2019, which helped the Canadian heavy oil price recovery among other factors such as Organization of the Petroleum Exporting Countries (OPEC) production cuts, and the latest political crisis in Venezuela which handicaps Canada's main competitor in the oil markets in the Americas. The delay and uncertainty surrounding large pipeline developments in Canada, however, will likely continue to put pressure on Alberta’s oil production and growth.

Notwithstanding the volatility in oil prices, Alberta's labour market continues to improve in 2018 and net inter-provincial immigration shows that people are returning to the province. Occupancy rates in our Alberta portfolio remain amongst the highest in our portfolio at approximately 98%, and valuations for RioCan's high quality, well-located assets in Alberta also remain strong. Nonetheless, the regional economy is sensitive to energy prices and further volatility to oil prices will have the potential to impact retail and residential markets.

E-commerce

We believe that the depth and breadth of our retail portfolio, especially in Canada's six major markets, positions us well to withstand the effects of e-commerce on the overall retail market.

We have been evolving our tenant mix to increase the number of tenants in those sectors which tend to be less impacted by e- commerce, such as personal services, food and restaurants, value retailing, as well as lifestyle and fitness offerings. Refer to the *Tenant Profile* section of this AIF for an overview of our tenant mix. Our residential strategy further addresses the e-commerce effects, in part, as it re-purposes the existing retail portfolio and adds density to existing retail sites, and in doing so, builds in natural traffic for the retailers. Our residential strategy also embraces the impact of e-commerce by incorporating e-commerce friendly amenities to our rental buildings such as concierge services and sufficient space for the receipt and storage of packages and in some cases cold storage.

We believe that shopping centres will continue to have a place for consumers as they remain the most cost-effective way for a retailer to distribute goods and services and provide a social gathering place for the communities that they serve. Many retailers effectively execute a combined on-line and brick-and-mortar strategy and employ models that have been adapted to integrate sales in their storefronts as well as catering to on-line sales. Commonly referred to as 'omni channeling', this strategy provides today's consumer with the choice of how they want to shop. In the changing face of retail, national tenants are increasingly providing this flexibility to their customers and are also adapting their store size, layout and product mix to better meet consumer demands in urban, more densely populated settings.

Mitigating any potentially disruptive effects of e-commerce are strong population growth in urban centres, which is generally out-pacing the overall population growth, the relative high cost for the "last-mile" deliveries, higher barriers for e-commerce players to establish distribution centres in urban settings, and Canada's geographic dispersion.

Canadian Retail Environment

We expect fundamentals in Canadian retail real estate to remain steady, particularly necessity-based retail, value retail, and services and experience-oriented retail such as restaurants and entertainment. As the retail landscape continues to evolve, innovative responses to reorienting retail spaces in order to create value are evident in today's marketplace. For locations that are centrally located in high demand areas, the integration or change in use can, in fact, maximize the value of the real estate and enhance the productivity of the space.

The Target departure, Sears Canada insolvency and other announced store closures that have occurred over the past two to three years have contributed to the overall negative market sentiment towards retail real estate and created a more cautious environment for retailers. The general tone towards the Canadian retail market is shifting towards a more neutral or positive outlook. More investors are becoming aware of the key fundamental differences between the Canadian retail market and the U.S. retail market, such as fundamentally lower retail space per capita in Canada, tighter controlled municipal zoning bylaws which limit over-supply of retail space, higher distribution costs in Canada given its geographic diversity, and more conservative lending practices by Canadian financial institutions which limit over-build and over-risk-taking. Overall, we expect that the amount of retail space per capita in Canada will decline over time as the population grows with limited new retail development as well as some rationalization of existing retail space into other uses. In addition, Canada's sound retail tenant base with solid financial strength will benefit the retail real estate market in Canada over the long run as tenants and landlords continue to adapt to the changing retail environment.

Development Environment

With population growth and a limited supply of zoned land available for development, Canada's six major markets, particularly the GTA and Vancouver areas, have experienced a significant boom in housing development and construction over the last number of years. As concerns over the affordability of single detached homes and household debt level grew, governments introduced foreign buyer taxes and other measures applicable to the GTA and Vancouver areas approximately a year ago. The Office of the Superintendent of Financial Institutions also introduced a new minimum qualifying rate, or "stress test," for uninsured mortgages effective January 1, 2018, which limits mortgage borrowings in general. The growth in single detached home sales volumes and price increases has currently curbed to an extent but house prices in these areas are still near historical highs. In the meantime, condominium sales volumes and prices, as well as the demand for residential rental units and rental rates, continue to grow.

The increasing and persistently high development and construction activities over the last few years, as well as the projected sustaining bullish tone on future development by many industry players, have led to rising construction costs, increasing development charges by municipalities, and a shortage of experienced labor, which tend to increase development risks. In Ontario, which has experienced one of the most significant development booms, the previous provincial government introduced further uncertainties and risks to the sector through the expansion of rent controls to new rental units in 2017 and the replacement of the Ontario Municipal Board ("**OMB**") with the Local Planning Appeal Tribunals ("**LPAT**") whose mandate is still unclear at this stage. The new provincial government in Ontario elected in 2018 has since introduced the New Housing Supply Action Plan in November 2018, which is designed to encourage more rental housing development by exempting new rental units from rent control while preserving rent control for existing tenants. Although there has been speculation regarding whether the new Ontario provincial government will address the previous government's replacement of the OMB with the LPAT, there has been no change in this regard.

RioCan is confident in its development program and the cash flow and NAV growth potential such development will bring to its unitholders. However, the Trust will remain vigilant in monitoring the market trends and will continue to prudently manage development risks and adapt its development program to the changing marketing conditions. Refer to the *Properties Under Development* section of RioCan's most recent MD&A for a discussion of how the Trust prudently manages its development risks.

Strategy

Acceleration of Canadian Major Markets Focus

The major market strategy is a key strategy for the Trust. Over the last decade, the Trust has been gradually increasing its major markets focus. On October 2, 2017, RioCan announced its plan to accelerate its portfolio focus in Canada's six major markets through the sale of approximately 100 of its properties located primarily in secondary markets across Canada over two to three years. The sales proceeds are primarily used to repay debt, to fund the repurchase and cancellation of the Trust's units through the Trust's NCIB program while maintaining its strong credit fundamentals, and to fund developments. As of March 26, 2019, RioCan has successfully completed the sale of $1.3 billion of the secondary market assets, representing approximately 63% of the announced disposition target.

On completion, RioCan expects to generate in excess of 90% of its annualized rental revenue from Canada's six major markets (currently at 85.4%). This strategy will further enhance the quality, growth profile and resilience of the Trust's portfolio of retail focused, increasingly mixed-use properties located in prime, high density, transit oriented areas where Canadians want to shop, live and work. This portfolio of major market properties with a diversified, strong national tenant base has significant upside potential for rent growth and is the foundation for significant NAV growth through unlocking of the tremendous intrinsic value of our major market assets.

Driving Organic Growth

RioCan drives strong organic growth by leveraging its existing strengths, such as its strong relationships with high quality tenants and partners, its economies of scale, diversity and experience, carefully curating and evolving the tenant mix of its properties, and improving the operating efficiency and cost structure of its portfolio. In addition, RioCan continually searches for ways to create new sources of cash flow from ancillary revenues, the generation of fee income from its joint venture arrangements and adding NLA through new pads and redevelopments.

Unlocking Intrinsic Value through Development

Over the past 25 years, the Trust has accumulated a robust portfolio of income producing properties with significant redevelopment potential that are strategically situated on or near existing or government approved transit lines where we can create additional NAV for our unitholders. We are focused on optimizing the value of our existing properties through our development program, diversifying our portfolio into residential real estate, combining great retail experiences with residential to create a premium residential tenant experience that will in turn drive traffic to our retail tenants that we believe will ultimately drive future rent growth and deliver FFO and NAV growth to our unitholders. The Trust will continue to pursue a disciplined approach to our development program with a focus on major urban markets and to meet the evolving needs of the communities we serve. Please refer to the *Properties under Development* section of RioCan's most recent MD&A for further details on how the Trust prudently manages development risks.

Strategic Acquisitions

Given the current competitive nature of the real estate market and limited supply of assets that meet RioCan's criteria in the major markets, acquisition of income producing properties is not a significant growth driver for RioCan in the near term. However, RioCan continues to seize opportunities to acquire partners' interests in existing co-owned properties in highly desirable areas that are unavailable on the open market, such as the 2018 purchases outlined in the *Income Property Acquisitions During 2018* section of RioCan's most recent MD&A. In addition, the Trust will evaluate and seize opportunities to acquire selective sites suitable for development, such as its acquisitions of properties in the prestigious Yorkville neighbourhood of Toronto or assembling adjacent properties surrounding existing development properties.

Strong Balance Sheet

RioCan is committed to prudent management of its balance sheet and capital structure. The Trust maintains low leverage, staggers its debt maturities and limits its variable rate debt so as to reduce interest rate and refinancing risk, maintains an optimal mix of unsecured and secured debt that ensures continued financial flexibility and liquidity, balances between line of credit utilization and unsecured debenture issuance, builds and maintains lender relationships and continues to utilize multiple sources of capital. It is this disciplined approach that allows RioCan to maintain the strong liquidity and financial strength to drive growth and thrive in the ever changing marketplace.

SUSTAINABILITY AT RIOCAN

Embedding Sustainability

The Trust targets to be amongst the leaders in embedding sustainability practices in its business model. This means that it enhances its business model and management approaches and incorporates sustainability in developments, operations, investment activities and corporate functions. RioCan's platform for sustainability focuses on three areas: people, community and environmental leadership.

For the past two years, RioCan has been working diligently to formalize the sustainability commitments as set out in its sustainability policy. A multi-year plan has been developed which includes strategies to put these commitments into action and focuses on improving sustainability performance year over year. The Global Real Estate Sustainability Benchmark (GRESB) and standards developed by the Sustainability Accounting Standards Board (SASB) not only provide a framework to benchmark organization-wide performance, they also ensure transparency and continuous improvement.

While RioCan's culture has always revolved around strategic decision making, fostering mutually beneficial relationships, and shaping the future through good community stewardship, it has recently formalized its commitment to integrate sustainability factors into decision making at every stage and level of its business and to benchmark and report its performance according to industry standards.

Key sustainability accomplishments in 2018 include:

- Improved GRESB Survey score by 37% from the previous year.
- Developed a plan to achieve continued sustainability performance improvements in GRESB categories such as Policy and Disclosure, Building Certifications and Stakeholder Engagement in future years.
- Implemented a data and utility management system to better measure and manage energy, water and waste consumption at our properties and improve reporting capabilities. This system facilitated GRESB and EWRB reporting.

- Completed our first tenant engagement survey of our top 20 tenants in major markets. This third party administered survey allowed us to better understand the drivers of tenant engagement and develop tenant action/improvement plans.
- Recognized as one of Greater Toronto's top 100 employers.
- Aligned our Environmental Management System (EMS) to a standard, ISO 14001 and trained relevant internal departments on our new methods to manage environmental risks and opportunities.
- Continued to integrate sustainability features into many of our development and construction projects through our Sustainability Guidelines. These guidelines incorporate sustainability into all phases of the development project lifecycle - from the feasibility study phase to the handover to Operations/ Asset Management. They consider energy codes, standards such as LEED and WELL, energy and water efficiencies, renewables and community engagement.
- Installed a high efficiency geothermal HVAC system for Frontier residential rental development in Ottawa and partnered with Enwave in installing a 12-million-litre thermal energy tank at our flagship development The Well in Toronto.
- Complied with the Ontario Energy and Water Reporting and Benchmarking (EWRB) regulation for RioCan properties with gross floor area over 250,000 square feet, which equated to submitting 26 compliance reports for RioCan.
- Discussed with a number of investors, tenants, suppliers and partners in our sustainability materiality assessment and are in the process of setting long term targets for sustainability.

Sustainability Governance

RioCan's Sustainability Steering Committee is comprised of cross functional executive and leadership team members that oversee the sustainability strategy implementation and drive performance improvements. Sustainability Steering Committee members sponsor and provide guidance on sustainability initiatives within the organization and enable performance measurement. In addition, RioCan has a dedicated environmental and sustainability team to manage day-to-day sustainability strategy implementation.

For RioCan's sustainability policy and additional information about its sustainability strategy and plan, visit RioCan's website under Social Responsibility. We plan to publish our inaugural Sustainability Report in 2019.

BORROWING

The Declaration of Trust currently provides that the aggregate of the total indebtedness of the Trust and the amount of additional indebtedness proposed to be assumed is restricted to 60% of Aggregate Assets. As at December 31, 2018, RioCan's aggregate amount of indebtedness amounted to approximately 41.6% of total assets as compared to 41.0% as at December 31, 2017.

The Trust does not directly or indirectly guarantee any indebtedness or liabilities of any kind, except: (i) indebtedness assumed or incurred under a Mortgage on the security of real property by a corporation wholly-owned by the Trust and operated solely for the purpose of holding a particular real property or properties; or (ii) indebtedness assumed or incurred under a Mortgage on the security of real property by a corporation of which the Trust is a security holder (including without limitation, equity securities) and which is operated solely for the purpose of holding a particular real property or real properties for a joint venture where the limit of the guarantee, as a percentage of such indebtedness, does not exceed the percentage of the Trust's interests in the real property (or real properties, as applicable), in both instances where such Mortgage, if granted by the Trust directly, would not cause the Trust to contravene the borrowing restrictions described in the preceding paragraph. Notwithstanding the foregoing, the Trust may, directly or indirectly, guarantee indebtedness or liabilities in connection with, and where required or desirable to further, any initiatives undertaken by the Trust which are permitted under the Declaration of Trust.

The following table reflects the repayment schedule for total contractual debt as at December 31, 2018:

Future repayments by year of maturity	Schedule principal amortization ($000's)	Principal Maturities ($000's)	Total Debt ($000's)	Percentage of total debt outstanding	Principal maturities: weighted average interest rate (contractual)
2019	$ 39,635	$ 984,063	$ 1,023,698	17.415%	3.76%
2020	26,644	859,087	885,731	15.068%	3.24%
2021	17,294	940,085	957,379	16.287%	3.47%
2022	13,971	694,801	708,772	12.057%	3.25%
2023	11,591	1,327,037	1,338,628	22.772%	3.40%
2024	5,716	515,361	521,077	8.864%	3.35%
2025	1,958	168,326	170,284	2.897%	3.92%
2026	1,471	100,000	101,471	1.726%	5.92%
2027	1,527	-	1,527	0.026%	3.75%
2028	1,317	147,597	148,914	2.533%	3.88%
2029	-	-	-	-	-
2030	-	-	-	-	-
2031	-	-	-	-	-
2032	-	-	-	-	-
2033	-	-	-	-	-
2034	-	20,800	20,800	0.354%	6.77%
Total	$ 121,124	$ 5,757,157	$ 5,878,281	100.000%	3.51%

INVESTMENT RESTRICTIONS

The Declaration of Trust provides for the following limitations and restrictions on the investments which can be made on RioCan's behalf:

(a) The Trust shall not make any investment that would result in Equity Interests of the Trust being disqualified for investment by registered retirement savings plans, registered retirement income funds or deferred profit sharing plans or that would result in the Trust paying a tax under the registered investment provisions of that the Tax Act imposed for exceeding certain investment limits. It is the Trustees' intention that, and the Trust shall exercise best efforts so that, the Trust shall not (i) make any investments that would result in Equity Interests of the Trust not being units of a "mutual fund trust" within the meaning of the Tax Act, or (ii) directly or indirectly, make or hold any investments or engage in any activity which would cause the Trust not to qualify as a unit trust or real estate investment trust for purposes of the Tax Act.

(b) The Trust shall not acquire any single investment in real property (in the case of investment in securities of a person, determined on a property by property basis in such person's portfolio) if the cost to the Trust of such acquisition (net of the amount of encumbrances assumed) will exceed 10% of the Adjusted Unitholders' Equity of the Trust, or such greater percentage as is permitted from time to time under the Tax Act but in any event not greater than 20% of the Adjusted Unitholders' Equity.

(c) The Trust may, directly or indirectly, invest in a joint venture arrangement for the purposes of owning interests or investments in real property, including the acquisition, holding, maintenance, improvement, leasing or management thereof; provided that such joint venture arrangement contains terms and conditions which, in the opinion of management, are commercially reasonable, including without limitation, such terms and conditions relating to restrictions on transfer and the acquisition and sale of the Trust's and any joint venturer's interest in the joint venture arrangement, provisions to provide liquidity to the Trust, to limit the liability of the Trust to third parties, and provide for the participation of the Trust in the management of the joint venture arrangement. For purposes of this provision, a joint venture arrangement is an arrangement between the Trust and one or more other persons ("**joint venturers**") pursuant to which the Trust, directly or indirectly, conducts an undertaking for one or more of the purposes set out in the Section titled *Investment Restrictions* and in respect of which the Trust may hold its interest jointly or in common or in another manner with others either directly or through the ownership of securities of a corporation or other entity (a "**joint venture entity**"), including without limitation a general partnership, limited partnership, trust or limited liability company.

(d) Except for temporary investments held in cash, deposits with a bank or trust company governed by the laws of Canada or of a province of Canada or the United States or any state thereof, government debt securities or money market instruments of, or guaranteed by, any such bank or trust company and other investments permitted pursuant to the section titled *Investment Restrictions*, the Trust may not hold securities of a person other than to the extent that such securities would, for the purpose of the Declaration of Trust, constitute an investment in real property.

(e) Subject to paragraphs (d), (k) and (m), the Trust may only invest, directly or indirectly, in income-producing real property and such other activities incidental thereto including, indirectly, operating businesses:

   (i) where revenue will be derived, directly or indirectly, principally from income-producing real property; or

   (ii) which principally involves the ownership, maintenance, improvement, leasing or management, directly or indirectly, of income-producing real property (in each case as determined by the Trustees).

(f) The Trust shall not invest in rights to or interests in mineral or other natural resources, including oil or gas, except as incidental to an investment in real property.

(g) Any written instrument creating an obligation which is or includes the granting by the Trust of a mortgage, and, to the extent management determines to be practicable, any written instrument which is, in the judgement of management, a material obligation, shall contain a provision or be subject to an acknowledgement to the effect that the obligation being created is not personally binding upon, and that resort shall not be had to, nor shall recourse or satisfaction be sought from, the private property of any of the Trustees, Unitholders, annuitants under a plan of which a Unitholder acts as a trustee or carrier or officers, employees or agents of the Trust, but only the property of the Trust or a specific portion thereof only shall be bound. The Trust, however, is not required to comply with this requirement in respect of obligations assumed by the Trust upon the acquisition of real property.

(h) The Trust shall not lease or sublease to any person any real property, premises or space where that person and its affiliates would, after the contemplated lease or sublease, be leasing or subleasing real property, premises or space having an aggregate gross leasable area in excess of 20% of the aggregate gross leasable area of all real property held by the Trust.

(i) The Trust shall not enter into any transaction involving the purchase of lands or land and improvements thereon and the leasing thereof back to the vendor where the aggregate gross leasable area of the space being leased to the vendor together with all other space being leased by the Trust to the vendor and its affiliates is in excess of 20% of the aggregate gross leasable area of all real property held by the Trust.

(j) The limitation contained in paragraph (h) shall not apply to the renewal of a lease or sublease and the limitations contained in paragraphs (h) and (i) shall not apply where the person to whom the lease or sublease is made is, or where the lease or sublease is guaranteed by:

(i) the Government of Canada, the Government of the United States, any province or territory of Canada, any state of the United States, any municipality or city in Canada or in the United States, or any agency or crown corporation thereof, or

(ii) any corporation:

(A) the bonds, debentures or other evidences of indebtedness of or guaranteed by which are authorized as an investment for insurance companies pursuant to paragraph 86(1)(k) of the *Canadian and British Insurance Companies Act* in effect on December 31, 1991; or

(B) the preferred shares or common shares of which are authorized as an investment for insurance companies pursuant to paragraphs 86 (l), (m) or (n) of such Act in effect on December 31, 1991; or

(C) of which any of the bonds, debentures or other evidences of indebtedness of, or guaranteed by an issuer, or any of the other securities of an issuer which have received, and continue to hold, an investment grade rating from a recognized credit rating agency,

in each case at the time the lease or sublease is entered into, or at the time other satisfactory leasing or pre-leasing arrangements (as determined by the Trustees in their discretion) were entered into or at the time other satisfactory leasing or pre-leasing arrangements (as determined by the Trustees in their discretion) were entered into; or

(iii) a Canadian chartered bank or a trust company or insurance company registered or licensed federally or under the laws of a province of Canada.

(k) The Trust may invest in a Mortgage only where:

(i) the real property which is security therefor is income-producing real property which otherwise meets the general investment criteria of the Trust;

(ii) the Mortgage is registered on title to the real property which is security therefor; and

(iii) the aggregate value of the investments of the Trust in Mortgages, other than Mortgages taken back by the Trust on the sale of its properties, after giving effect to the proposed investment, will not exceed 30% of the Adjusted Unitholders' Equity of the Trust.

(l) The Trust shall not engage in construction or development of real property except to the extent necessary to maintain its real properties in good repair, or to enhance the income-producing ability of properties owned by the Trust.

(m) The Trust may invest an amount (which, in the case of an amount invested to acquire real property, is the purchase price less the amount of any indebtedness assumed or incurred by the Trust and secured by a Mortgage on such property) up to 15% of the Adjusted Unitholders' Equity of the Trust in investments or transactions which do not comply with paragraphs (c), (d), (e), (h), (i), (k) and (l) above.

(n) Title to each real property shall be held by and registered in the name of the Trust, the Trustees, or in the name of a corporation wholly-owned by the Trust, or in the name of a corporation which is not wholly-owned by the Trust provided that the Trust's ownership interest in such corporation, expressed as a percentage of all ownership interests, is at least as great as the Trust's intended indirect ownership interest in the real property of the corporation or in such other manner which, in the opinion of management, is commercially reasonable.

For the purpose of the foregoing restrictions, the assets, liabilities and transactions of a corporation wholly-owned by the Trust will be deemed to be those of the Trust.

DESCRIPTION OF EQUITY INTERESTS AND DECLARATION OF TRUST

General

The Trust is an unincorporated closed-end trust constituted in accordance with the laws of the Province of Ontario, pursuant to the Declaration of Trust. The Trust qualifies as a unit trust and a mutual fund trust for the purposes of the Tax Act.

The Trust is a registered investment for trusts governed by registered retirement savings plans, registered retirement income funds, registered education savings plans, deferred profit sharing plans and registered disability savings plans, each as defined under the Tax Act, and, as such, Equity Interests are qualified investments for such registered plans. Equity Interests are also qualified investments under the

Tax Act for such registered plans because (i) the Trust is a mutual fund trust for the purposes of the Tax Act, and (ii) the Equity Interests are listed on a designated stock exchange.

A closed-end trust that qualifies as a unit trust for the purposes of the Tax Act must generally comply with specific restrictions in respect of the nature and type of investments held by the trust if the trust is to maintain such unit trust status. If a trust ceases to be a unit trust, it will also cease to be a mutual fund trust for the purposes of the Tax Act. The Trust is accorded special status under the Tax Act because the Trust was a unit trust (as that term was defined at that time) throughout a calendar year that ended before 1994, the fair market value of the Trust's property at the end of 1993 was primarily attributable to real property, and the value of the Trust's property currently is primarily attributable to real property. As a result, the Trust is considered a "grandfathered" unit trust and does not have to comply with many restrictions that would otherwise apply to a closed-end unit trust pursuant to the provisions of the Tax Act. These restrictions include, for example, a requirement that at least 80% of a trust's property must consist of certain properties (such as shares, cash, marketable securities and real property situated in Canada or rights or interests to acquire such properties) and a requirement that not more than 10% of a trust's property consist of bonds, securities or shares of any one debtor or corporation. Accordingly, the Trust's "grandfathered" status is beneficial to the Trust as it allows for greater flexibility and opportunities in respect of the investments that can be made and held by the Trust.

Equity Interests

The beneficial interests in the Trust are divided into interests of two classes, described and designated as "Units" and "Preferred Units" which shall be entitled to the rights and subject to the limitations, restrictions and conditions set out in the Declaration of Trust, and the interest of each Unitholder, or holder of Preferred Units, as applicable, shall be determined by the number of Equity Interests registered in the name of the Unitholder, or holder of Preferred Units, as applicable. The number of Units which the Trust may issue is unlimited. The number of Preferred Units which the Trust may issue is limited to 50,000,000.

No Unitholder has or is deemed to have any right of ownership in any of the assets of the Trust. Equity Interests are issued in registered form, are fully paid and non-assessable when issued (although the Trust is permitted to issue Equity Interests on an instalment receipt basis) and are freely transferable. Other than in respect of the issuance of Units on the reinvestment of distributions to persons participating in the Trust's distribution reinvestment plan as described below under the heading *"Distribution Reinvestment Plan"*, no fractional Equity Interests of the Trust are, or will be, issued.

Units

Units represent a holder of Units' proportionate undivided interest in the Trust, subject to the rights of holders of the Preferred Units. No Unit has any preference or priority over another.

Each Unit confers the right to one vote at any meeting of Unitholders, except at a meeting of holders of Preferred Units in specified circumstances, and to participate equally and rateably in distributions by the Trust, subject to the rights of the holders of the Preferred Units, and, on termination of the Trust, in the net assets of the Trust remaining after satisfaction of the rights of the holders of Preferred Units and all liabilities.

On October 10, 2017, RioCan announced the TSX approval of its notice of intention to make a normal course issuer bid (NCIB) for a portion of its common trust units as appropriate opportunities arise from time to time. During the year ended December 31, 2018, the Trust acquired and cancelled 19.0 million units at a weighted average purchase price of $24.35 per unit, for a total cost of $461.8 million. See note

15 in RioCan's annual audited consolidated financial statements and related notes for the year ended December 31, 2018 (the “**2018 Annual Consolidated Financial Statements**”) for further details.

On October 16, 2018, RioCan received TSX approval of its notice of intention to renew its NCIB, to acquire up to a maximum of 30,579,868 of its units, or approximately 10% of its public float calculated as at September 30, 2018, for cancellation over the following 12 months, effective October 22, 2018.

Since the renewal, RioCan has purchased and cancelled 3,380,746 units, as at March 26, 2019 at a weighted average purchase price of $24.92 per unit at a total cost of $84.3 million.

The number of units that can be purchased pursuant to the renewed NCIB is subject to a current daily maximum of 178,116 units (which is equal to 25% of 712,465, being the average daily trading volume from April 1, 2018 to September 30, 2018, excluding RioCan's purchases on the TSX under its former NCIB), subject to RioCan’s ability to make one block purchase of units per calendar week that exceeds such limits. RioCan intends to fund the purchases primarily out of net proceeds from dispositions.

Preferred Units

At the 2010 Meeting, the holders of Units approved amendments to the Declaration of Trust to facilitate the issuance of a new class of preferred equity securities, issuable in series, being designated as the Preferred Units. The Preferred Units may be issued from time to time in one or more series, and the Trustees may fix from time to time before such issue the number of Preferred Units which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Units including, without limiting the generality of the foregoing, any voting rights, the rate or amount of distributions (which may be cumulative or non-cumulative and variable or fixed) or the method of calculating distributions, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion, if any, any rights on the liquidation, dissolution or winding-up of the Trust, and any sinking fund or other provisions.

The Preferred Units of each series shall, with respect to the payment of distributions (other than distributions paid solely through the distribution of additional Units) and the distribution of assets of the Trust or return of capital in the event of the liquidation, dissolution or winding-up of the Trust, whether voluntary or involuntary, or any other return of capital or distribution of assets of the Trust among its Unitholders for the purpose of winding-up its affairs, be entitled to preference over the Units, and over any other Equity Interests of the Trust ranking by their terms junior to the Preferred Units. The Preferred Units of any series may also be given such other preferences, not inconsistent with the Declaration of Trust, over the Units, and any other Equity Interests of the Trust ranking by their terms junior to the Preferred Units, as may be fixed by the Trustees.

If any cumulative distributions or amounts payable on the return of capital in respect of a series of Preferred Units are not paid in full, all series of Preferred Units of equal ranking shall participate rateably in respect of accumulated distributions and return of capital based on the accumulated distributions and return of capital of a series of Preferred Units as a proportion of the accumulated distributions and return of capital of all series of Preferred Units of equal ranking.

The terms of a particular series of Preferred Units as fixed by the Trustees shall be set out in a “Certificate of Preferred Unit Terms” which certificate shall be approved by the Trustees prior to the issue of such Preferred Units and, upon such approval, the certificate shall become a part of the Declaration of Trust.

Except as otherwise provided in the terms of a particular series of Preferred Shares as fixed by the Trustees, neither the Units nor any series of Preferred Units shall have or be deemed to have any term, condition, right or other attribute which would provide any holder of Units or Preferred Units of any series with an interest in the income of the Trust as a percentage in any distribution received by that Unitholder that is greater or lesser than an interest in the income of the Trust as a percentage of any distribution received by the holder of any other Units or Preferred Units of any series.

The Trust currently has no preferred units issued and outstanding.

Meetings of Unitholders

Annual meetings of Unitholders are called for the election of Trustees and the appointment of the external auditors of the Trust. At all meetings of the Unitholders, each Equity Interest entitled to vote is entitled to one vote. Holders of Units are entitled to vote at all meetings of holders of Equity Interests except a class meeting of the holders of Preferred Units.

The Declaration of Trust provides that a meeting of the Unitholders must be called and held to permit such Unitholders (and, if applicable, holders of other Equity Interests) to vote for:

(a) the appointment or removal of external auditors of the Trust; provided that, if at any time, a vacancy occurs in the position of external auditors of the Trust, the Board of Trustees may appoint a firm of chartered accountants qualified to practice in all provinces of Canada to act as the external auditors of the Trust until the next annual meeting of Unitholders;

(b) the election or removal of a member of the Board of Trustees (except in certain circumstances provided for in the Declaration of Trust);

(c) any amendments to the Declaration of Trust (other than the type of amendments which may be made by the Board of Trustees without Unitholder approval as described below under "Amendments to Declaration of Trust" but subject to the ratification process described below and except for any amendment resulting from or in connection with the issuance of any new series of Preferred Units or the conversion or reclassification of one series of Preferred Units into another series), and provided that holders of Preferred Units shall not be entitled to vote on any amendment which directly or indirectly adds, removes or changes any of the rights, privileges, restrictions and conditions in respect of the Units; and further provided that any amendment which directly or indirectly adds, removes or changes in an adverse manner any of the rights, privileges, restrictions and conditions in respect of any series of Preferred Units cannot occur without the affirmative vote of at least two-thirds of the votes cast at a duly called and held meeting of the holders of Preferred Units of that series or those series so affected, except for in connection with the issuance of any new series of Preferred Units or the conversion or reclassification of one series of Preferred Unit into another series);

(d) the sale, lease or exchange of all or substantially all the property or assets of the Trust other than in the ordinary course of business of the Trust, which shall require approval by the affirmative vote of at least two-thirds of the votes cast at a meeting of Unitholders entitled to vote called for that purpose;

(e) the termination of the Trust; or

(f) any other matters which

i. *expressly require the approval of the Unitholders pursuant to this Declaration of Trust; or*

ii. *the Trustees determine to present to the Unitholders for their approval or ratification, notwithstanding that there is no express requirement for such approval or ratification hereunder.*

The Trust has implemented a policy requiring advance notice to be given to the Trust of Unitholder proposals relating to the nomination of Trustees (the "**Advance Notice Policy**"). The Advance Notice Policy 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 or special meeting.

At the 2015 Meeting, Unitholders authorized and approved amendments made to the Trust's Amended and Restated Declaration of Trust as of June 17, 2015. The amendments were made to (i) further align the Declaration of Trust with evolving governance best practices which include introducing rights and remedies in favour of Unitholders consistent with those available to shareholders of a corporation pursuant to the CBCA as contemplated by model provisions prepared by The CCGG; (ii) enhance Unitholders rights respecting the process for and procedures at Unitholder meetings; and (iii) modify the existing provisions of RioCan's Advance Notice Policy to be consistent with evolving governance best practices with respect to time periods contemplated therein and adjournments or postponements of meetings.

Information and Reports

A Unitholder has the right to examine the Declaration of Trust during normal business hours upon submission of a request and affidavit, together with payment of reasonable fees, in the manner as contemplated by the Declaration of Trust. Holders of Equity Interests have the right to obtain a list of the registered Unitholders or holders of other Equity Interests to the same extent which are substantially similar rights and requirements applicable to shareholders of a corporation governed by the CBCA.

Unitholders are provided in each year with information similar to that provided to shareholders of a public corporation governed by the CBCA. Consistent with applicable securities laws, audited annual comparative financial statements are provided to Unitholders for each fiscal year within 90 days after the end of the fiscal year reported on. Unaudited quarterly financial statements are provided to Unitholders within 45 days after the end of the period reported on.

Amendments to Declaration of Trust

The Declaration of Trust may be amended from time to time with the approval of Unitholders (and, if applicable, holders of other Equity Interests) entitled to vote by a majority of votes cast at a duly constituted meeting of such holders called for such purpose. The Board of Trustees may, without the approval of the Unitholders, make amendments to the Declaration of Trust:

(a) for the purpose of ensuring continuing compliance with applicable laws, regulations, requirements or policies of any governmental authority having jurisdiction over the Trustees or over the Trust, its status under the Tax Act or the distribution of Equity Interests;

(b) which, in the opinion of the Trustees, provide additional protection for Unitholders;

(c) which, in the opinion of the Trustees, are necessary or desirable to remove conflicts or inconsistencies in the Declaration of Trust;

(d) of a minor or clerical nature or to correct typographical mistakes, ambiguities or manifest omissions or errors which amendments in the opinion of the Trustees are necessary or desirable and not prejudicial to the Unitholders;

(e) such amendments to the Declaration of Trust as the Trustees, in their discretion, deem necessary or desirable as a result of changes in the taxation laws or accounting standards from time to time which may affect the Trust or its beneficiaries; or

(f) amendments which, in the opinion of the Trustees are not prejudicial to Unitholders and are necessary or desirable.

Subject to paragraph (c) under the heading *"Meetings of Unitholders"*, above, the Declaration of Trust may not be amended so as to change any right with respect to any outstanding Units by reducing the amount payable thereon upon the termination of the Trust, by diminishing or eliminating any voting rights pertaining thereto or which would relate to the duration or termination of the Trust or any sale or transfer of the assets of the Trust as an entirety or substantially as an entirety, except with the affirmative vote of at least two-thirds of the votes cast at a meeting of Unitholders (and, if applicable, holders of other Equity Interests) entitled to vote called for that purpose.

Ratifying Amendments to Declaration of Trust

Pursuant to the terms of the Declaration of Trust, the Trustees shall submit any amendment to the Declaration of Trust that has not been approved by the Unitholders pursuant to section 12.1 of the Declaration of Trust, other than amendments pursuant to section 4.5, 12.1(a), 12.1(d) or 12.1(e), or as contemplated by section 5.2.1 of the Declaration of Trust and amendments the Trustees determine are necessary or advisable pursuant to or in connection with applicable tax laws, securities laws, accounting rules or other applicable laws or regulations or such amendments, the equivalent of which, would not otherwise be required to be ratified by shareholders pursuant to the CBCA, to the Unitholders at the next meeting of Unitholders and the Unitholders entitled to vote on the amendment may, by a vote representing at least a majority of the Equity Interests voted, in person or by proxy, confirm, reject or amend the amendment to the Declaration of Trust.

If an amendment to this Declaration of Trust is rejected by the Unitholders, or if the Trustees do not submit an amendment to the Unitholders as required, the amendment ceases to be effective immediately after the meeting of Unitholders referred to above and no subsequent resolution of the Trustees to amend the Declaration of Trust having substantially the same purpose or effect is effective until it is confirmed or confirmed as amended by the Unitholders.

Purchases of Equity Interests

Provided the holder thereof agrees or the terms of the Equity Interest so provide, the Trust may from time to time purchase Equity Interests in accordance with the rules prescribed under applicable stock exchange or regulatory policies. Any such purchases will constitute an "issuer bid" under Canadian provincial securities legislation and must be conducted in accordance with the applicable requirements thereof. Holders of Equity Interests do not have the right to require the Trust to purchase their Equity Interests.

Limitation on Non-Resident Ownership

At no time may non-residents of Canada as determined for the purposes of the Tax Act be the beneficial owners of a majority of the outstanding Units (on a basic or fully diluted basis) and the Trustees shall inform each transfer agent of the Trust of this restriction. The transfer agent of the Trust may require declarations as to the jurisdictions in which beneficial owners of Units are resident. If the Trust's transfer agent becomes aware, as a result of requiring such declarations as to beneficial ownership or otherwise, that the beneficial owners of 49% of the Units then outstanding (on a basic or fully diluted basis) are, or may be, non-residents or that such a situation is imminent, the transfer agent shall make a public announcement thereof and shall not accept a subscription for Units from or issue or register a transfer of Units to a person unless the person provides a declaration in form and content satisfactory to the Trustees that the person is not a non-resident of Canada. If, notwithstanding the foregoing, the transfer agent determines that a majority of the Units (on a basic or fully diluted basis) are held by non-residents, the transfer agent may send a notice to non-resident holders of Units, chosen in inverse order to the order of acquisition or registration or in such other manner as the transfer agent may consider equitable and practicable, requiring them to sell their Units or a portion thereof within a specified period of not less than 60 days. If the Unitholders receiving such notice have not sold the specified number of Units or provided the transfer agent with satisfactory evidence that they are not non-residents within such period, the transfer agent may on behalf of such Unitholders sell such Units and, in the interim, shall suspend the voting and distribution rights attached to such Units. Upon such sale, the effective holders shall cease to be holders of Units and their rights shall be limited to receiving the net proceeds of sale upon surrender of the certificates representing such Units. At December 31, 2018, pursuant to a demographic summary of the Unitholders of the Trust based on mailing addresses, it is estimated that approximately 32.9% of RioCan's Units are held by non-Canadian residents with the remaining 67.1% held by Canadian residents.

At no time may non-residents of Canada as determined for the purposes of the Tax Act be the beneficial owner of a majority of the outstanding Preferred Units (determined on the basis of the number of Preferred Units held or the aggregate subscription price thereof) and the Trustees shall inform each transfer agent of the Trust of this restriction. The transfer agent of the Trust may require declarations as to the jurisdictions in which beneficial owners of Preferred Units are resident. If the Trust's transfer agent becomes aware, as a result of requiring such declarations as to beneficial ownership, that the beneficial owners of 49% percent of the Preferred Units then outstanding (determined on the basis of the number of Preferred Units held or the aggregate subscription price thereof) are, or may be, non-residents or that such a situation is imminent, the transfer agent shall make a public announcement thereof and shall not accept a subscription for Preferred Units from or issue or register a transfer of Preferred Units to a person unless the person provides a declaration in form and content satisfactory to the Trustees that the person is not a non-resident of Canada. If, notwithstanding the foregoing, the transfer agent determines that a majority of the Preferred Units (determined on the basis of the number of Preferred Units held or the aggregate subscription price thereof) are held by non-residents, the transfer agent may send a notice to non-resident holders of Preferred Units, chosen in inverse order to the order of acquisition or registration or in such other manner as the transfer agent may consider equitable and practicable, requiring them to sell their Preferred Units or a portion thereof within a specified period of not less than 60 days. If the Unitholders receiving such notice have not sold the specified number of Preferred Units or provided the transfer agent with satisfactory evidence that they are not non-residents within such period, the transfer agent may on behalf of such Unitholders sell such Preferred Units and, in the interim, shall suspend the voting and distribution rights attached to such Preferred Units. Upon such sale, the effective holders shall cease to be holders of Preferred Units and their rights shall be limited to receiving the net proceeds of sale upon surrender of the certificates representing such Preferred Units.

Take-over Bids

The Declaration of Trust contains provisions to the effect that if a take-over bid is made for Units within the meaning of the *Securities Act* (Ontario) and not less than 90% of the Units (other than Units held at the date of the take-over bid by or on behalf of the offeror or affiliates of the offeror) are taken up and paid for by the offeror, the offeror will be entitled to acquire the Units held by Unitholders who did not accept the offer on the terms on which the offeror acquired the Units of the offerees who accepted the take-over bid. These provisions apply mutatis mutandis to any series of Preferred Units that is the subject of a take-over bid (whether or not the Preferred Units are voting securities or equity securities for purposes of the *Securities Act* (Ontario)).

Conflict of Interest Restrictions and Provisions

The Declaration of Trust contains "conflict of interest" guidelines that serve to protect Unitholders while, at the same time, not creating undue limitations on the Trust's operations. The Declaration of Trust contains provisions, similar to those contained in the CBCA, that require any officer of the Trust or Trustee to disclose to the Board of Trustees any interest in a material contract or proposed material contract with the Trust (including a contract involving the making or disposition of any investment in real property or a joint venture arrangement) or the fact that such person is a director or officer of or otherwise has a material interest in any person who is a party to a material contract or proposed material contract with the Trust. Such disclosure is required to be made at the first meeting at which a proposed contract is considered. In the event that a material contract or proposed material contract is one that in the ordinary course of the Trust's business would not require approval by the Board of Trustees or a committee thereof, the officer or Trustee is required to disclose in writing to the Board of Trustees or request to have entered into the minutes of a meeting of the Board of Trustees the nature and extent of his or her interest forthwith after the officer or Trustee becomes aware of the contract or proposed contract. In any case, an officer or Trustee who has made disclosure to the foregoing effect is not entitled to vote on any resolution to approve the contract unless the contract is one relating primarily to his or her remuneration as an employee or agent of the Trust or one for indemnity or insurance under the provisions of the Declaration of Trust or the purchase of liability insurance.

Unitholder Remedies

The Declaration of Trust contains provisions entitling a Unitholder that is entitled to vote at a meeting the ability, upon compliance with the requirements set out in the Declaration of Trust, to dissent to certain matters resolved by the Trust. In particular, the dissent rights may apply in circumstances where the Trust resolves to (i) sell, lease or exchange of all or substantially all the property and assets of the Trust, (ii) carry out a going-private transaction, or (iii) make certain specified amendments to the Declaration of Trust. The Declaration of Trust also contains provisions that entitle any registered holder or beneficial owner of Equity Interests to make an application to a court for purposes of determining whether certain actions or omissions of the Trust, the conduct of the business or affairs of the Trust, or the powers of the Trustees having been exercised in a manner, that is oppressive or unfairly prejudicial to or that unfairly disregards the interests of any Unitholder, securityholder, creditor, Trustee or officer. The Declaration of Trust sets forth the procedures and requirements in respect of any such application, as well as set forth the remedies that a court may include in any interim or final order.

DESCRIPTION OF OTHER SECURITIES AND RATINGS

Securities

As at March 26, 2019, RioCan had outstanding the following debentures (collectively, the "**Debentures**"):

Series	Maturity date	Coupon rate	Interest payment frequency	2018 ($000's)
Q	June 28, 2019	3.85%	Semi-annual	**350,000**
U	June 1, 2020	3.62%	Semi-annual	**150,000**
X	August 26, 2020	2.19%	Semi-annual	**250,000**
Z	April 9, 2021	2.19%	Semi-annual	**300,000**
R	December 13, 2021	3.72%	Semi-annual	**250,000**
V	May 30, 2022	3.75%	Semi-annual	**250,000**
Y	October 3, 2022	2.83%	Semi-annual	**300,000**
T	April 18, 2023	3.73%	Semi-annual	**200,000**
AA	September 29, 2023	3.21%	Semi-annual	**300,000**
W	February 12, 2024	3.29%	Semi-annual	**300,000**
I	February 6, 2026	5.95%	Semi-annual	**100,000**
Total contractual obligations				**$ 2,750,000**

Credit Ratings

RioCan intends to maintain strong debt service coverage and fixed charge coverage ratios as part of its commitment to maintaining its investment-grade debt ratings from Standard and Poor's (S&P) and from Dominion Bond Rating Services Limited (DBRS). A credit rating generally provides an indication of the risk that the borrower will not fulfill its obligations in a timely manner with respect to both interest and principal commitments. Rating categories range from highest credit quality (generally AAA) to default payment (generally D). The addition of a rating outlook modifier, such as "Positive", "Negative", "Stable" or "Developing" assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years).

The following table summarized RioCan's credit ratings as at December 31, 2018:

Debt	Rating Agency	Long-term credit rating	Trend/Outlook
Senior Unsecured Debentures	S&P	BBB	Stable
Senior Unsecured Debentures	DBRS	BBB (high)	Stable

An obligor with a credit rating of BBB by S&P exhibits adequate capacity to meet its financial obligations, however, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation. A credit rating of BBB- or higher is an investment grade rating.

A credit rating of BBB by DBRS is generally an indication of adequate credit quality, the capacity for the payment of financial obligations is considered acceptable but the entity may be vulnerable to future events.

The credit ratings accorded to the Debentures by S&P and DBRS are not recommendations to purchase, hold or sell the debentures. There can be no assurance that any rating will remain in effect for any given period of time or that any rating will not be withdrawn or revised by a rating agency at any time.

REAL ESTATE ASSETS

RioCan owns a portfolio of income producing properties primarily comprised of shopping centres across a broad geographic base. The Trust has a broad source of rental revenue thereby avoiding dependence on any single tenant by ensuring no individual tenant contributes a significant percentage of rental revenue and ensuring a considerable portion of rental revenue is earned from national and anchor tenants. As at December 31, 2018 RioCan's ten largest tenants measured by annualized gross rental revenue are as follows:

Top Ten Sources of Revenue by Property Tenant (commercial only)

Tenant	Percentage of Annualized Gross Rental Revenue	Weighted Average Remaining Lease Term (yrs.)
Loblaws/Shoppers Drug Mart (i)	4.5%	7.9
Canadian Tire Corporation (ii)	4.2%	6.0
Cineplex/Galaxy Cinemas	4.2%	8.0
The TJX Companies, Inc. (iii)	4.1%	6.1
Metro/Super C/Loeb/Food Basics	2.8%	7.4
Walmart	2.7%	9.3
Sobeys/Safeway	1.7%	8.0
Recipe Unlimited (iv)	1.6%	7.4
Lowe's	1.6%	9.9
Dollarama	1.5%	5.4
Total	28.9%	7.4

(i) Loblaws/Shoppers Drug Mart includes No Frills, Fortinos, Zehrs Markets, Joe Fresh, Dominion and Maxi.
(ii) Canadian Tire Corporation includes Canadian Tire, PartSource, Mark's, Sport Chek, Sports Experts, National Sports and Atmosphere.
(iii) The TJX Companies, Inc. includes Winners, HomeSense and Marshalls.
(iv) Formerly Cara Operations Limited.

The following information reflects RioCan's Canadian income producing properties as at December 31, 2018, unless otherwise noted.

Total Net Leasable Area (thousands sq ft)[1]	36,481
In-Place Occupancy	96.1%
Committed Occupancy	97.1%

[1]Total net leasable area represents RioCan's interest only in income-producing properties.

The Trust also has 2,200,000 square feet of net leasable area under development, which brings the total property net leasable area to 38,681,000 square feet as of December 31, 2018.

Geographic Distribution

	Income producing properties		Number of properties		
	NLA at RioCan's Interest (thousands of sq.ft)	Percentage of annualized rental revenue	Income producing properties	Properties under development (i)	Total
Greater Toronto Area(ii)	15,295	46.8%	83	12	95
Ottawa	4,820	13.0%	35	1	36
Calgary	3,220	9.5%	14	3	17
Montreal	2,951	5.5%	20	—	20
Vancouver	1,791	5.1%	7	—	7
Edmonton	1,738	5.5%	12	—	12
Total Six Major Markets	29,815	85.4%	171	16	187
Total Secondary Markets	6,666	14.6%	46	—	46
Total Portfolio	36,481	100%	217	16	233

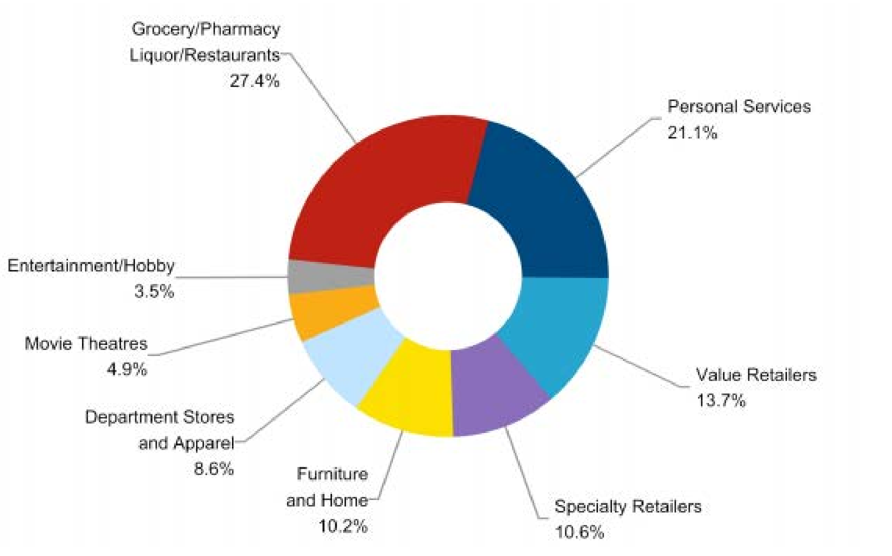
(i) Given the multi-phase nature of certain development projects, a single investment property could have more than one project, as discussed in the *Properties Under Development* section of RioCan's most recent MD&A. Therefore, the number of projects should not be viewed as equivalent to number of properties under development.

(ii) The Greater Toronto Area (GTA) extends north to Barrie, Ontario; west to Hamilton, Ontario; and east to Oshawa, Ontario. The GTA definition has been extended from Burlington to Hamilton effective January 1, 2018.

Tenant Profile

As discussed under the *Outlook* section of this AIF, RioCan is well aware that the Canadian retail environment has been changing, although the fundamentals remain solid. The Trust is adapting to the ever changing retail landscape and incorporates future trends and growth patterns in its strategy and operation. The Trust has been increasing its major market focus while evolving its tenant mix to better suit community needs, make its tenant mix more resilient to the impact of e-commerce, and increase the growth profile of its portfolio. It has been reducing its tenant mix in department stores, apparel, entertainment and hobby retailers, and increasing its tenant mix in the sectors that have demonstrated growth and resilience such as grocery, pharmacies, restaurants, personal services, specialty retailers and value retailers.

As of December 31, 2018, RioCan's tenant profile is as follows based on annualized net rent revenues:



Retailer Category	% of Rent	Key Brands (i)
Grocery/ Pharmacy Liquor/Restaurants	27.4%	Loblaws metro Sobeys SHOPPERS DRUG MART Rexall LCBO
Personal Services	21.1%	TD Canada Trust RBC Royal Bank BMO LA FITNESS GoodLife FITNESS
Value Retailers	13.7%	WAL*MART COSTCO WHOLESALE DOLLARAMA WINNERS Marshalls
Specialty Retailers	10.6%	SPORTCHEK PETSMART Michaels STAPLES
Furniture and Home	10.2%	LOWE'S HOMESENSE BED BATH & BEYOND Pier 1 imports JYSK
Department Stores and Apparel	8.6%	HUDSON'S BAY H&M carter's OshKosh B'gosh GAP OLD NAVY Reitmans
Movie Theatres	4.9%	CINEPLEX FAMOUS PLAYERS LANDMARK THEATRES
Entertainment/ Hobby	3.5%	Indigo Chapters BEST BUY SOURCE EB GAMES

(i) All trademarks and registered trademarks in the chart above are the property of their respective owners.

Property Specific Information

The following information reflects the property specific information for RioCan's income producing portfolio as at December 31, 2018:

Property Name	Ownership Interest	RioCan Interest NLA (Sqft)	Total Site NLA (Sqft)[(1)]	Major Tenants	Percent Leased
Alberta					
17004 & 17008 107TH AVE NW Edmonton, AB	100%	11,963	11,963		100.0%
5008 5020 97TH STREET NW Edmonton, AB	100%	11,943	11,943		72.8%
BRENTWOOD VILLAGE Calgary, AB	100%	292,455	292,455	Bed Bath & Beyond, Buy Buy Baby, London Drugs, Safeway, Ashley Home Furniture	99.7%
EAST HILLS Calgary, AB	40%	156,075	550,187	Walmart, Cineplex, Sport Chek, Bed Bath & Beyond, Michaels, Marshalls, Costco *	99.6%
EDMONTON WALMART CENTRE Edmonton, AB	40%	127,518	370,406	Walmart, Golf Town, Totem Building Supplies*	100.0%
GLENMORE LANDING Calgary, AB	50%	73,030	146,060	Safeway	96.0%
JASPER GATES SC Edmonton, AB	100%	91,063	146,063	London Drugs, Safeway*	100.0%
LETHBRIDGE TOWNE SQUARE Lethbridge, AB	100%	76,651	76,651	Fit For Less	92.8%
LETHBRIDGE WALMART CENTRE Lethbridge, AB	100%	284,731	284,731	Walmart, Shoppers Drug Mart	96.5%
LOWE'S SUNRIDGE CENTRE Calgary, AB	100%	213,100	213,100	Lowe's, Goodlife Fitness, Golf Town	100.0%
MARKET AT CITADEL VILLAGE Edmonton, AB	100%	50,669	50,669	Shoppers Drug Mart	96.9%

Property Name	Ownership Interest	RioCan Interest NLA (Sqft)	Total Site NLA (Sqft)(1)	Major Tenants	Percent Leased
MAYFIELD COMMON Edmonton, AB	50%	207,487	414,973	Winners, Save-on-Foods, JYSK, Value Village	100.0%
MILL WOODS TOWN CENTRE Edmonton, AB	40%	184,361	457,019	Safeway (Co-op), Canadian Tire, Goodlife Fitness, Shoppers Drug Mart	94.5%
NORTH EDMONTON CINEPLEX CENTRE Edmonton, AB	100%	75,836	75,836	Cineplex	100.0%
NORTHGATE VILLAGE SC Calgary, AB	100%	268,914	396,004	Safeway, Gold's Gym, JYSK, Staples, Home Depot*	99.7%
RIOCAN BEACON HILL Calgary, AB	100%	527,815	787,189	Canadian Tire, Winners, The Brick, Best Buy, Goodlife Fitness, Sport Chek, Petsmart, Michaels, Mark's Work Wearhouse, Home Depot*, Costco*	99.1%
RIOCAN CENTRE GRANDE PRAIRIE Grande Prairie, AB	100%	279,984	379,984	Rona, Cineplex Odeon, London Drugs, Staples, Michaels, JYSK, Walmart*	98.9%
RIOCAN MEADOWS Edmonton, AB	100%	323,884	423,884	Home Depot, Staples, Winners, Best Buy, Petsmart, Loblaws*	98.6%
RIOCAN SHAWNESSY Calgary, AB	100%	470,460	841,105	Lowe's, Sport Chek, Winners, Staples, Michaels, Best Buy, Home Depot*, Walmart*, Co-op*, Canadian Tire*	100.0%
RIOCAN SIGNAL HILL CENTRE Calgary, AB	100%	477,125	592,125	Lowe's, Winners, Indigo, Michaels, Staples, Loblaws*	96.0%
RIVERBEND SQUARE SHOPPING CENTRE Edmonton, AB	100%	138,654	138,654	Safeway	96.6%
SAGE HILL Calgary, AB	50%	188,019	376,037	Walmart, Loblaws City Market, London Drugs, Liquor Depot	98.9%
SOUTHBANK CENTRE Calgary, AB	75%	108,910	421,227	Winners, Goodlife Fitness, Michaels, Save-On-Foods*, Home Depot*, Costco*	98.1%

Property Name	Ownership Interest	RioCan Interest NLA (Sqft)	Total Site NLA (Sqft)(1)	Major Tenants	Percent Leased
SOUTH EDMONTON COMMON Edmonton, AB	100%	430,418	981,488	London Drugs, The Brick, Home Outfitters, Michaels, Old Navy, Home Depot*, Walmart*, Loblaws*, Cineplex*, Staples*, Best Buy*	97.4%
SOUTH TRAIL CROSSING Calgary, AB	100%	311,684	311,684	Winners, HomeSense, Marshalls, Staples, Sport Chek	100.0%
SOUTHLAND CROSSING SC Calgary, AB	100%	132,063	132,063	Safeway	96.2%
SUMMERWOOD SHOPPING CENTRE Edmonton, AB	100%	83,990	83,990	Save-On Foods, Shoppers Drug Mart	100.0%
TIMBERLEA LANDING Fort McMurray, AB	100%	104,307	104,307	Regional Municipality of Wood Buffalo	100.0%
British Columbia					
ABBOTSFORD POWER CENTRE Abbotsford, BC	100%	219,892	459,892	Lowe’s Winners, PetSmart, Costco*, Rona*	100.0%
CHAHKO MIKA MALL Nelson, BC	100%	173,107	173,107	Walmart, Save-On-Foods	96.9%
CLEARBROOK TOWN SQUARE Abbottsford, BC	100%	189,552	189,552	Safeway, Goodlife Fitness, Staples	100.0%
GRANDVIEW CORNERS Surrey, BC	100%	529,289	614,289	Walmart, Best Buy, Indigo, The Brick, Home Depot*	100.0%
IMPACT PLAZA Surrey, BC	100%	134,584	134,584	T&T Supermarket	99.6%
PARKWOOD PLACE Prince George, BC	100%	370,250	370,250	Save-On-Foods, Hudson's Bay, London Drugs, Cineplex, Staples	90.2%

Property Name	Ownership Interest	RioCan Interest NLA (Sqft)	Total Site NLA (Sqft)[(1)]	Major Tenants	Percent Leased
RIOCAN LANGLEY CENTRE Langley, BC	100%	380,088	380,088	Leon’s, Winners, HomeSense, Chapters, Michaels, Marshalls, PetSmart, Mark's Work Wearhouse	97.0%
STRAWBERRY HILL SHOPPING CENTRE Surrey, BC	100%	337,846	337,846	Home Depot, Cineplex, Winners, PetSmart, Sport Chek	100.0%
TILLICUM CENTRE Victoria, BC	100%	475,821	475,821	Lowe’s, Cineplex, London Drugs, Winners, Save-on Foods, Home Outfitters	96.0%
Manitoba					
GARDEN CITY Winnipeg, MB	30%	113,923	379,743	Canadian Tire, Winners, Seafood City, Michaels, Goodlife Fitness	85.9%
KILDONAN CROSSING SC Winnipeg, MB	100%	179,027	179,027	Safeway, PetSmart	98.2%
New Brunswick					
CORBETT CENTRE Fredericton, NB	100%	237,287	457,287	Winners, Michaels, Bed Bath Beyond, Princess Auto, Home Depot*, Costco*	98.5%
Newfoundland					
SHOPPERS ON TOPSAIL St. John, NFLD	100%	29,690	29,690	Shoppers Drug Mart	100.0%
TRINITY CONCEPTION SQUARE Carbonear, NFLD	100%	181,635	181,635	Walmart, Dominion, Rossy	98.1%

Property Name	Ownership Interest	RioCan Interest NLA (Sqft)	Total Site NLA (Sqft)[1]	Major Tenants	Percent Leased
Ontario					
85 BLOOR STREET WEST Toronto, ON	100%	13,810	13,810	COS	100.0%
1650-1660 CARLING AVENUE Ottawa, ON	100%	142,188	142,188	Canadian Tire	100.0%
1860 BAYVIEW AVENUE Toronto, ON	100%	70,318	70,318	Whole Foods, Shoppers Drug Mart	94.8%
1910 BANK STREET Ottawa, ON	100%	6,425	6,425		100.0%
1946 ROBERTSON ROAD Nepean, ON	100%	2,938	2,938		100.0%
2422 FAIRVIEW STREET Burlington, ON	100%	6,221	6,221		100.0%
2950 CARLING AVENUE Ottawa, ON	100%	10,442	10,442	Pharma Plus	100.0%
2955 BLOOR STREET WEST Toronto, ON	100%	9,748	9,748		100.0%
2990 EGLINTON AVENUE EAST Toronto, ON	100%	6,200	6,200		100.0%
404 TOWN CENTRE Newmarket, ON	100%	267,954	267,954	Walmart, Metro, National Gym Clothing, Shoppers Drug Mart	100.0%
491 COLLEGE STREET Toronto, ON	50%	12,231	24,461		100.0%
555-563 COLLEGE STREET Toronto, ON	50%	26,960	53,920		100.0%

Property Name	**Ownership Interest**	**RioCan Interest NLA (Sqft)**	**Total Site NLA (Sqft)[(1)]**	**Major Tenants**	**Percent Leased**
642 KING STREET WEST Toronto, ON	50%	12,312	24,624		100.0%
649 QUEEN STREET WEST Toronto, ON	100%	14,200	14,200	CB2	100.0%
6666 LUNDY'S LANE Niagara Falls, ON	100%	8,434	8,434		100.0%
AJAX MARKETPLACE Ajax, ON	100%	70,724	70,724	Metro, Pharma Plus	100.0%
ALBION CENTRE Etobicoke, ON	100%	376,279	376,279	Canadian Tire, No Frills	98.9%
BATHURST COLLEGE CENTRE Toronto, ON	100%	9,092	9,092	Freshco, Winners, UHN, Uber	100.0%
BELLEVILLE STREAM Belleville, ON	100%	89,237	89,237	Stream International	100.0%
BMO-1293 BLOOR ST W Toronto, ON	100%	5,683	5,683		100.0%
BMO-145 WOODBRIDGE AVE Vaughan, ON	100%	4,973	4,973		100.0%
BMO-1556 BANK ST Ottawa, ON	100%	4,835	4,835		100.0%
BMO-519 BRANT ST Burlington, ON	100%	5,190	5,190		100.0%
BMO-945 SMYTH RD Ottawa, ON	100%	8,532	8,532		100.0%
BURLINGTON CENTRE Burlington, ON	50%	300,416	713,984	Canadian Tire, Winners, HomeSense, Indigo, Denninger's, Sport Chek, Goodlife Fitness, The Bay*	86.9%
CAMBRIAN MALL Sault Ste. Marie, ON	100%	134,807	316,638	Winners, Shoppers Drug Mart, Canadian Tire*, Loblaws*	81.4%

Property Name	**Ownership Interest**	**RioCan Interest NLA (Sqft)**	**Total Site NLA (Sqft)(1)**	**Major Tenants**	**Percent Leased**
CHAPMAN MILLS MARKETPLACE Ottawa, ON	100%	451,673	566,673	Walmart, Winners, Staples, Indigo, Galaxy Cinemas (Cineplex), Loblaws*	99.7%
CHERRY HILL CENTRE Fergus, ON	100%	73,886	73,886	Zehr’s Markets	100.0%
CLARKSON CROSSING Mississauga, ON	100%	213,077	213,077	Metro, Canadian Tire, Shoppers Drug Mart	100.0%
CLARKSON VILLAGE SC Mississauga, ON	100%	63,835	63,835	HomeSense	100.0%
COLBORNE PLACE Brantford, ON	100%	70,406	70,406	No Frills	100.0%
COLISEUM OTTAWA Ottawa, ON	100%	109,260	109,260	Cineplex, Shoppers Drug Mart	100.0%
DUFFERIN PLAZA Toronto, ON	100%	70,100	70,100	Staples	90.5%
DUNDAS 427 MARKETPLACE Mississauga, ON	100%	97,885	97,885	Staples, Bad Boy, Starsky Foods	100.0%
EAGLES LANDING Vaughan, ON	100%	175,427	175,427	Yummy Market	98.3%
EASTCOURT MALL Cornwall, ON	50%	81,487	162,974	No Frills	96.2%
ELMVALE ACRES Ottawa, ON	100%	146,699	146,699	Loblaws, Pharma Plus	100.0%
EMPRESS WALK Toronto, ON	100%	179,439	237,439	Cineplex, Best Buy, Loblaws*	99.7%
FAIRLAWN PLAZA Ottawa, ON	100%	8,322	8,322		100.0%

Property Name	Ownership Interest	RioCan Interest NLA (Sqft)	Total Site NLA (Sqft)(1)	Major Tenants	Percent Leased
FALLINGBROOK SC Orleans, ON	100%	97,145	97,145	Metro, Shoppers Drug Mart	94.3%
FIVE POINTS SHOPPING CENTRE Oshawa, ON	100%	190,286	190,286	A&P, LA Fitness, JYSK, Value Village	99.0%
FRONTENAC MALL Kingston, ON	30%	84,064	280,214	Food Basics, Value Village, Boys and Girls Club of Kingston	85.3%
GALAXY CENTRE Owen Sound, ON	100%	91,563	91,563	No Frills, Galaxy Cinemas (Cineplex)	100.0%
GARRARD & TAUNTON Whitby, ON	100%	146,835	146,835	Lowe’s	100.0%
GLENDALE MARKETPLACE Pickering, ON	100%	53,963	53,963	Loblaws, Pharma Plus	100.0%
GODERICH WALMART CENTRE Goderich, ON	100%	94,283	202,859	Walmart, Canadian Tire*, Zehr’s Markets*	100.0%
GRANT CROSSING Ottawa, ON	100%	237,405	365,345	Winners, HomeSense, Michaels, Bed Bath & Beyond, Value Village, JYSK, Lowe’s*	100.0%
GREEN LANE CENTRE Newmarket, ON	100%	160,225	417,668	Bed Bath & Beyond, Michaels, PetSmart, Costco*, Loblaws*	97.4%
HALTON HILLS SHOPPING PLAZA Georgetown, ON	100%	73,030	73,030	Food Basics	100.0%
HAMILTON HIGHBURY PLAZA London, ON	100%	5,269	5,269		100.0%
HAMILTON WALMART CENTRE Hamilton, ON	100%	325,426	425,426	Walmart, Winners, Staples, Canadian Tire*	100.0%

Property Name	Ownership Interest	RioCan Interest NLA (Sqft)	Total Site NLA (Sqft)(1)	Major Tenants	Percent Leased
HEART LAKE TOWN CENTRE Brampton, ON	100%	123,572	123,572	Metro	97.6%
HERONGATE MALL Ottawa, ON	100%	139,939	139,939	Metro, Goodlife Fitness, PetSmart	100.0%
HIGHBURY SHOPPING PLAZA London, ON	100%	70,981	70,981	LA Fitness	96.1%
HUNT CLUB CENTRE Ottawa, ON	100%	67,186	67,186	Metro	91.6%
HUNT CLUB CENTRE II (Lowes) Ottawa, ON	100%	143,815	143,815	Lowe’s	100.0%
HURON & HIGHBURY London, ON	100%	87,969	87,969	Talize, Shoppers Drug Mart	100.0%
INNES ROAD CENTRE Gloucester, ON	100%	47,512	167,512	PetSmart, Costco*	100.0%
KANATA CENTRUM SHOPPING CENTRE Kanata, ON	100%	286,348	386,348	Walmart, Chapters, Loblaws	100.0%
KENDALWOOD PARK PLAZA Whitby, ON	100%	158,688	158,688	FreshCo, Value Village, Shoppers Drug Mart	100.0%
KENNEDY COMMONS Scarborough, ON	50%	195,767	472,534	Metro, The Brick, LA Fitness, Chapters, Michaels, Ashley Furniture	92.9%
KESWICK WALMART Keswick, ON	75%	120,363	160,484	Walmart	100.0%
KING & PORTLAND Toronto, ON	50%	27,364	54,728		79.3%

Property Name	Ownership Interest	RioCan Interest NLA (Sqft)	Total Site NLA (Sqft)[1]	Major Tenants	Percent Leased
LAWRENCE SQUARE Toronto, ON	100%	663,345	663,345	Fortino's, Canadian Tire, Marshalls, HomeSense, PetSmart, Hudson's Bay Company (office)	92.6%
LINCOLN FIELDS SC Ottawa, ON	100%	129,434	129,434	Metro	100.0%
MARKINGTON SQUARE Scarborough, ON	100%	173,029	173,029	Metro, Goodlife Fitness, City of Toronto	99.7%
MEADOW RIDGE PLAZA Ajax, ON	100%	111,762	111,762	Sobeys, Goodlife Fitness	100.0%
MEADOWLANDS POWER CENTRE Ancaster, ON	100%	145,605	589,209	Best Buy, Sport Chek, Michaels, PetSmart, Costco*, Home Depot*, Sobeys*, Staples*	100.0%
MERIVALE MARKET Ottawa, ON	75%	59,136	78,848	Food Basics, Shoppers Drug Mart	100.0%
MILLCROFT SHOPPING CENTRE Burlington, ON	50%	151,994	356,219	A&P, Movati Athletic, Value Village, Canadian Tire*	100.0%
MISSISSAUGA PLAZA Mississauga, ON	100%	175,672	175,672	FreshCo, Talize, LA Fitness	100.0%
NIAGARA FALLS PLAZA Niagara Falls, ON	100%	79,562	79,562	LA Fitness, Lee Valley Tools	100.0%
NIAGARA SQUARE Niagara Falls, ON	30%	68,098	226,993	Cineplex, Winners, Michaels, JYSK, World Gym, The Brick	91.6%
PINE PLAZA Sault Ste. Marie, ON	100%	42,455	42,455	Food Basics	97.7%

Property Name	Ownership Interest	RioCan Interest NLA (Sqft)	Total Site NLA (Sqft)[(1)]	Major Tenants	Percent Leased
QUEENSWAY CINEPLEX Toronto, ON	50%	61,488	122,976	Cineplex	100.0%
RIOCAN CENTRE BARRIE Barrie, ON	100%	244,589	244,589	Loblaws, Lowe's, Mountain Equipment Co-op	100.0%
RIOCAN CENTRE BELCOURT Orleans, ON	100%	260,615	402,989	Food Basics, Movati Athletic, Landmark Cinemas, Toys R Us, Lowe's*	100.0%
RIOCAN CENTRE BURLOAK Oakville, ON	100%	454,623	552,623	Cineplex, Home Outfitters, Longo's, Home Depot*	91.2%
RIOCAN CENTRE KINGSTON Kingston, ON	100%	635,037	756,082	Cineplex, Staples, Winners, HomeSense, Michaels, Best Buy, The Brick, Home Outfitters, Bed Bath & Beyond, Old Navy, Home Depot*	94.7%
RIOCAN CENTRE MERIVALE Nepean, ON	100%	200,177	200,177	Your Independent Grocer, Winners, Value Village,	100.0%
RIOCAN CENTRE MILTON Milton, ON	100%	171,465	291,465	Cineplex, LA Fitness, Home Depot*, Longos*	100.0%
RIOCAN CENTRE NEWMARKET Newmarket, ON	40%	26,688	66,721	Staples, Mark's Work Wearhouse	100.0%
RIOCAN CENTRE SUDBURY Sudbury, ON	100%	403,797	669,193	Cineplex, Staples, Chapters, Michaels, Winners, Costco*, Home Depot*	100.0%
RIOCAN CENTRE VAUGHAN Vaughan, ON	100%	262,336	262,336	Walmart	100.0%

Property Name	Ownership Interest	RioCan Interest NLA (Sqft)	Total Site NLA (Sqft)(1)	Major Tenants	Percent Leased
RIOCAN CENTRE WINDSOR Windsor, ON	100%	239,420	349,420	Cineplex, Giant Tiger, The Brick, PetSmart, Staples, Costco*	78.5%
RIOCAN COLOSSUS CENTRE Vaughan, ON	100%	570,574	700,574	Cineplex, Marshalls, Bed Bath & Beyond, HomeSense, Buy Buy Baby, Staples, Golf Town, Costco*	99.0%
RIOCAN DURHAM CENTRE Ajax, ON	100%	891,888	1,272,888	Walmart, Canadian Tire, Cineplex, Marshalls, Winners, HomeSense, Sport Chek, Chapters, Michaels, Value Village, DSW, Home Depot*, Loblaws*, Costco*	97.6%
RIOCAN ELGIN MILLS CROSSING Richmond Hill, ON	100%	320,325	441,325	Costco, Michaels, Petsmart, Staples, Home Depot*	97.7%
RIOCAN GEORGIAN MALL Barrie, ON	50%	244,038	604,590	Hudson's Bay, Sport Chek, HomeSense, H&M, F21 Red	98.0%
RIOCAN GRAND PARK Mississauga, ON	100%	118,681	118,681	Winners, Shoppers Drug Mart, Staples	100.0%
RIOCAN GRAVENHURST Gravenhurst, ON	100%	149,548	149,548	Canadian Tire, Sobeys	100.0%
RIOCAN HALL Toronto, ON	100%	227,326	227,326	Cineplex, Marshalls, Michaels, Goodlife Fitness	100.0%
RIOCAN LEASIDE CENTRE Toronto, ON	100%	133,035	133,035	Canadian Tire, PetSmart	100.0%

Property Name	Ownership Interest	RioCan Interest NLA (Sqft)	Total Site NLA (Sqft)[1]	Major Tenants	Percent Leased
RIOCAN MARKETPLACE TORONTO Toronto, ON	67%	114,298	447,429	Winners, Loblaws*, Home Depot*	100.0%
RIOCAN NIAGARA FALLS Niagara Falls, ON	100%	71,582	170,157	Loblaws, Home Depot*	100.0%
RIOCAN OAKVILLE PLACE Oakville, ON	50%	231,007	462,014	Hudson's Bay, Goodlife Fitness, Buy Buy Baby, H&M, PetSmart, Sport Chek, Shoppers Drug Mart	93.1%
RIOCAN ORLEANS Cumberland, ON	100%	182,251	297,251	Metro, JYSK, Staples, Home Depot*	100.0%
RIOCAN RENFREW CENTRE Renfrew, ON	100%	57,791	131,791	Giant Tiger, No Frills*	87.5%
RIOCAN SCARBOROUGH CENTRE Scarborough, ON	100%	326,823	326,823	Costco, PetSmart, Staples, LA Fitness, Al’s Premium Food Market	100.0%
RIOCAN ST. LAURENT Ottawa, ON	100%	299,463	299,463	Adonis, Decathlon, Giant Tiger, Winners, Food Basics	100.0%
RIOCAN THICKSON RIDGE Whitby, ON	100%	472,646	602,646	Winners, Ikea, JYSK, Bed Bath & Beyond, HomeSense, PetSmart, Best Buy, Michaels, DSW, Golf Town, Buy Buy Baby, Home Depot*	100.0%
RIOCAN WARDEN Scarborough, ON	100%	230,974	230,974	Lowe’s, Marshalls, Michaels	100.0%

Property Name	Ownership Interest	RioCan Interest NLA (Sqft)	Total Site NLA (Sqft)(1)	Major Tenants	Percent Leased
RIOCAN WEST RIDGE PLACE Orillia, ON	100%	148,761	319,197	Galaxy Cinemas (Cineplex), Sport Chek, Value Village, Home Depot*, Food Basics*	94.6%
RIOCAN YONGE EGLINTON CENTRE Toronto, ON	100%	1,058,646	1,058,646	Cineplex, Indigo, Metro, Toys R Us, Winners	99.3%
RIOCENTRE BRAMPTON Brampton, ON	100%	103,607	103,607	Food Basics	100.0%
RIOCENTRE KANATA Ottawa, ON	100%	108,562	108,562	Sobeys, Pharma Plus	100.0%
RIOCENTRE NEWMARKET Newmarket, ON	100%	92,688	92,688	Metro, Shoppers Drug Mart	100.0%
RIOCENTRE OAKVILLE Oakville, ON	100%	106,884	106,884	Metro, Shoppers Drug Mart	100.0%
RIOCENTRE THORNHILL Thornhill, ON	100%	140,370	140,370	No Frills, Winners, HomeSense	100.0%
SANDALWOOD SQUARE SC Mississauga, ON	100%	91,684	91,684	Value Village	97.2%
SHEPPARD CENTRE Toronto, ON	50%	246,715	493,429	Longo’s, LA Fitness Winners, Shoppers Drug Mart, BMO (office),	94.2%
SHERWOOD FOREST MALL London, ON	100%	218,758	218,758	Metro, Goodwill, Shoppers Drug Mart, Goodlife Fitness	96.2%
SHOPPERS CITY EAST Ottawa, ON	82.80%	34,368	41,507	Shoppers Drug Mart	100.0%
SHOPPERS WORLD BRAMPTON Brampton, ON	100%	692,019	692,019	Canadian Tire, Winners, Staples, Oceans, Medix School, JYSK, Bad Boy, Giant Tiger, Goodlife Fitness, Kitchen Stuff Plus	94.3%
SHOPPERS WORLD DANFORTH Toronto, ON	100%	326,303	326,303	Lowe’s, Metro, LA Fitness, Staples	100.0%

Property Name	Ownership Interest	RioCan Interest NLA (Sqft)	Total Site NLA (Sqft)[1]	Major Tenants	Percent Leased
SHOPPES ON AVENUE Toronto, ON	100%	20,884	20,884	Ambrosia	100.0%
SHOPPES ON QUEEN WEST Toronto, ON	100%	89,419	89,419	Loblaws, Winners	100.0%
SILVER CITY GLOUCESTER Gloucester, ON	100%	145,468	145,468	Cineplex, Chapters, Goodlife Fitness	96.4%
SILVER CITY GLOUCESTER II (Frontier) Gloucester, ON	50%	2,570	5,140		100.0%
SOUTH CAMBRIDGE SC Cambridge, ON	100%	189,739	189,739	Zehr's Markets, Home Hardware	100.0%
SOUTH HAMILTON SQUARE Hamilton, ON	100%	298,527	298,527	Fortino's, Flying Squirrel, JYSK, Goodlife Fitness	98.2%
SOUTHGATE SHOPPING CENTRE Ottawa, ON	100%	72,627	72,627	Metro, Shoppers Drug Mart	100.0%
SPRING FARM MARKETPLACE Vaughan, ON	100%	72,896	72,896	Sobeys, Shoppers Drug Mart	97.3%
STRATFORD CENTRE Stratford, ON	100%	132,224	132,224	Food Basics, Michaels, World Gym, Value Village	91.8%
SUNNYBROOK PLAZA Toronto, ON	50%	21,560	43,120	Pharma Plus	100.0%
TANGER OUTLETS COOKSTOWN Cookstown, ON	50%	155,181	310,362	H&M, Under Armour, Coach, Tommy Hilfiger, Nike, Polo	96.8%
TANGER OUTLETS OTTAWA Ottawa, ON	50%	170,269	340,537	Polo, Old Navy, Nike, Saks Fifth Avenue, Under Armour, Coach, Marshalls	98.5%
THE STOCKYARDS Toronto, ON	50%	254,920	509,839	Nations, Winners, Best Buy, Sport Chek, HomeSense, Michaels, Petsmart	99.1%

Property Name	Ownership Interest	RioCan Interest NLA (Sqft)	Total Site NLA (Sqft)[1]	Major Tenants	Percent Leased
THE SHOPS OF SUMMERHILL Toronto, ON	75%	23,115	30,820		100.0%
TIMISKAMING SQUARE New Liskeard, ON	50%	47,697	95,394	Food Basics	60.8%
TIMMINS SQUARE Timmins, ON	30%	117,140	390,468	No Frills, Winners, Sport Chek, Urban Planet	64.7%
TRAFALGAR RIDGE SHOPPING CENTRE Oakville, ON	100%	131,250	131,250	HomeSense, Goodlife Fitness	100.0%
TRINITY COMMON BRAMPTON Brampton, ON	100%	615,090	830,090	Cineplex, Metro, Winners, Marshalls, HomeSense, Staples, Sport Chek, Michaels, DSW, Canadian Tire*, Home Depot*	100.0%
TRINITY CROSSING Ottawa, ON	100%	191,465	371,465	Winners, Michaels, Value Village, Loblaws*	97.6%
UNIVERSITY PLAZA Dundas, ON	100%	185,792	185,792	Canadian Tire, Shoppers Drug Mart	100.0%
VICTORIA CROSSING Scarborough, ON	100%	76,698	76,698	FreshCo	100.0%
VIEWMOUNT CENTRE Ottawa, ON	100%	127,270	127,270	Metro, Best Buy, HomeSense	100.0%
WALKER PLACE Burlington, ON	100%	69,844	69,844	FreshCo	100.0%
WALKER TOWNE CENTRE Windsor, ON	100%	39,768	39,768		100.0%
WESTGATE SHOPPING CENTRE Ottawa, ON	100%	165,660	165,660	Shoppers Drug Mart	87.4%
WHITE SHIELD PLAZA Toronto, ON	100%	148,766	148,766	Lone Thai Supermarket	97.5%
WOODVIEW PLACE Burlington, ON	100%	145,401	145,401	Food Basics, Bad Boy	100.0%

Property Name	Ownership Interest	RioCan Interest NLA (Sqft)	Total Site NLA (Sqft)[(1)]	Major Tenants	Percent Leased
YONGE & ERSKINE AVENUE Toronto, ON	50%	6,862	13,723		100.0%
YORKVILLE Toronto, ON	50%	8,352	16,703		100.0%
Prince Edward Island					
CHARLOTTETOWN MALL Charlottetown, PEI	100%	355,091	355,091	Cineplex, Loblaws, Sport Chek, Winners, West Royalty Fitness, Urban Planet, H&M	92.2%
Quebec					
2335 LAPINIERE BOULEVARD Brossard, PQ	100%	2,259	2,259		100.0%
541 SAINT-JOSEPH BOULEVARD Gatineau, PQ	100%	2,584	2,584		100.0%
BMO-279 RUE ST CHARLES OUEST Longueuil, PQ	100%	5,015	5,015		100.0%
CENTRE CARNAVAL LASALLE LaSalle, PQ	100%	208,185	208,185	Super C, L'Aubainerie	94.8%
CENTRE CARNAVAL PIERREFONDS Pierrefonds, PQ	100%	129,472	129,472	Super C, Dollarama	100.0%
CENTRE CONCORDE Laval, PQ	50%	31,649	63,298	IGA	100.0%
CENTRE RENE A. ROBERT CENTRE Ste. Therese, PQ	50%	37,513	75,025	IGA	100.0%
CENTRE RIOCAN KIRKLAND Kirkland, PQ	100%	319,445	319,445	Cineplex, Winners	67.9%
CENTRE SICARD Ste. Therese, PQ	100%	106,329	106,329	IGA	100.0%
CENTRE ST. JEAN St. Jean-sur-Richelieu, PQ	100%	104,280	104,280	IGA	89.1%

Property Name	Ownership Interest	RioCan Interest NLA (Sqft)	Total Site NLA (Sqft)(1)	Major Tenants	Percent Leased
CENTRE ST. JULIE Ste. Julie, PQ	50%	30,389	60,778	IGA	100.0%
CENTRE ST. MARTIN Laval, PQ	100%	248,963	248,963	Provigo, Giant Tiger, World Gym	100.0%
GALERIES LAURENTIDES St-Antoine, PQ	100%	131,853	131,853	Hydro Quebec	97.4%
GALERIES MILLE-ILES Rosemere, PQ	100%	252,450	252,450	Maxi, World Gym, Leon's, Staples	100.0%
LES FACTORIES TANGER BROMONT Bromont, PQ	50%	81,187	162,373	Atmosphere, Reebok	77.2%
LES FACTORIES TANGER ST. SAUVEUR Prevost, PQ	50%	56,996	113,992	Tommy Hilfiger, Atmosphere	90.4%
LES GALERIES LACHINE Montreal, PQ	100%	167,383	167,383	Maxi, Rossy, Shoppers Drug Mart	93.8%
MEGA CENTRE NOTRE DAME / DESSERTE OUEST Sainte-Dorothée, PQ	100%	508,630	570,528	Winners, L'Aubainerie, Skyzone, Sports Experts, Staples, JYSK, Gold's Gym Shoppers Drug Mart*, Super C*	88.1%
PLACE CARNAVAL LAVAL Laval, PQ	100%	112,404	112,404	Adonis	98.0%
PLACE NEWMAN LaSalle, PQ	100%	181,178	181,178	Maxi, Winners, Rossy	91.3%
RIOCAN GATINEAU Gatineau, PQ	100%	300,007	300,007	Walmart, Canadian Tire, Super C	100.0%
RIOCAN GREENFIELD Greenfield Park, PQ	100%	352,297	352,297	Maxi, Winners, Staples, Guzzo Cinemas, JYSK, Giant Tiger	99.0%
PLACE LA PRAIRIE La Prairie, PQ	50%	35,467	70,934	IGA	100.0%
RIOCAN LA GAPPE Gatineau, PQ	100%	372,883	372,883	Walmart, Winners, Michaels	96.9%

Property Name	Ownership Interest	RioCan Interest NLA (Sqft)	Total Site NLA (Sqft)[(1)]	Major Tenants	Percent Leased
SILVER CITY HULL Hull, PQ	100%	84,590	499,775	Cineplex, Rona*, Walmart*, Maxi*, Super C*, Winners*	100.0%
VAUDREUIL SHOPPING CENTRE Vaudreuil-Dorian, PQ	100%	117,773	228,273	Staples, Canadian Tire*, Super C*	100.0%
Total incoming producing properties as at December 31, 2018		36,480,411	49,303,216		

Notes:

1. Total site NLA (net leasable area) includes RioCan's and partners' ownership interests and estimates for non-owned anchors.
2. *Non-owned anchor.

Greenfield Development

As at December 31, 2018, RioCan currently has one active greenfield development project with a detailed cost estimate:

		At RioCan's Interest									
		Total NLA Upon Project Completion				Costs Incurred to Date					
(thousands of dollars or thousands of square feet)	RioCan's % Ownership	Completed (IPP)	PUD	Total	Total Estimated Costs	Completed (IPP)	PUD	Total	Estimated PUD Costs to Complete	% Commercial Leased (i)	Anticipated Date of Development Completion
East Hills, Calgary, AB	40%	154	137	291	$ 110,896	$ 47,083	$ 39,248	$ 86,331	$ 24,565	59%	2021
Fair Value to date						**$ 49,313**	**$ 42,922**	**$ 92,235**			

(i) Leasing activity includes leasing that is conditional on receiving municipal approvals and meeting construction deadlines. The percentage of commercial leasing activity is as at February 11, 2019.

As at February 11, 2019, the approximately 171,000 square feet of the above greenfield development NLA has committed leases in-place, which includes tenants that have taken possession of the space, at a weighted average net rent rate of approximately $19.18 per square foot.

Urban Intensification

A focus within our development growth strategy is urban intensification, which is another name for our residential mixed-use and commercial development program. The Trust currently has 10 active urban intensification projects with detailed cost estimates that will generate approximately 2.9 million square feet of NLA at RioCan's interest of space upon completion over the next six years, including air rights that have been or are expected to be sold. Excluding such air rights, these 10 active urban intensification projects are expected to generate approximately 1.9 million square feet of estimated NLA. Our urban intensification program currently is focused on properties located in densely populated areas in the urban cores of Toronto, Ottawa and Calgary.

A summary of our urban intensification projects with detailed cost estimates as at December 31, 2018 is as follows:

		At RioCan's Interest									
		Total PUD NLA Upon Project Completion				Costs Incurred to Date					
(thousands of dollars or thousands of square feet)	RioCan's % Ownership	Completed (IPP)	PUD	Total	Total Estimated Costs	Completed (IPP)	PUD	Total	Estimated PUD Costs to Complete	% of Commercial Leased (i)	Anticipated Date of Development Completion
College & Manning (Strada),Toronto, ON (v)	50 %	27	27	54	$ 36,207	$ 8,985	$ 8,521	$ 17,506	$ 18,701	91%	2020
Bathurst College Centre, Toronto, ON (v)	100 %	127	13	140	111,311	79,665	28,816	108,481	2,830	100%	2019
Brentwood Village (Brio), Calgary, AB (v)	50 %	—	72	72	39,318	—	15,673	15,673	23,645	n/a	2020
Dupont Street (Litho), Toronto, ON (v)	50 %	—	90	90	78,639	—	21,204	21,204	57,435	74%	2020
Fifth and Third East Village, Calgary, AB (v)	100 %	—	759	759	128,189	—	87,180	87,180	41,009	82%	2021
Gloucester (Frontier), Ottawa, ON (v)	50 %	3	90	93	42,872	226	35,866	36,092	6,780	100%	2019
King-Portland Centre, Toronto, ON (v)	50 %	164	—	164	86,393	77,143	—	77,143	9,251	100%	2018/2019
The Well, Toronto, ON (iv) (v) (vii)	50% of commercial 40% of residential air rights	—	1,181	1,181	768,717	—	233,765	233,765	534,952	71%	2021
Yonge Eglinton Northeast Corner (ePlace), Toronto, ON (v),(vi)	50 %	80	78	158	106,285	52,296	39,239	91,535	14,750	88%	2019
The Well -Residential Bldg 6, Toronto, ON (iii)	50 %	—	195	195	136,656	—	7,538	7,538	129,118	n/a	2022+
Total Estimated Costs (ii)		**401**	**2,505**	**2,906**	**$ 1,534,587**	**$ 218,315**	**$477,802**	**$696,117**	**$ 838,470**		
Fair Value to date						**$ 290,911**	**$584,001**	**$874,912**			

(i) Leasing activity includes leasing that is conditional on receiving municipal approvals and meeting construction deadlines. Leasing shown in this table is calculated as a percentage of commercial square footage only as there is no pre-leasing for residential rental square footage. The percentage of commercial leasing activity is as at February 11, 2019.

(ii) Total Estimated Costs exclude fair value gains of $106.2 million.

(iii) This development project has not yet commenced construction, therefore, costs incurred to date have not been substantial.

(iv) The total estimated PUD costs for The Well are net of approximately $61.0 million recoverable costs at RioCan's interest relating to matters such as parking, parkland dedication, and Enwave thermal energy tank based on the air rights sale agreement and other agreements in place. However, the estimated PUD costs have not deducted approximately $75.6 million (at RioCan's interest) of estimated proceeds from the sale of residential air rights at the project. Net of the estimated proceeds from the sale of residential air rights, the total estimated PUD costs for The Well (at RioCan's interest) would be $693.1 million.

(v) These projects are committed, representing projects where all planning issues have been resolved, anchor tenant(s) has or have been secured, and/or construction is about to commence or has commenced.

(vi) RioCan will acquire the remaining 50% interest in the residential rental tower for a purchase price estimated in the range of $95 million to $105 million which is expected to occur in the first half of 2019. In addition, RioCan has an agreement to acquire the remaining 50% interest in the retail component at a purchase price based on a 7% capitalization rate and the stabilized net operating income upon completion in 2019. Upon closing of each respective transaction, RioCan will own 100% of the respective component of the project.

(vii) The 71% leased at The Well is based on committed leases, including extension rights, for office space only. Retail leasing will start in 2019 once office leasing is well progressed as office tenants determine the types of retail tenants best suited for the flagship development.

During Q3 2018, 642 King Street was substantially completed and transferred to IPP and is therefore no longer included in the above table. The commercial component of King Portland Centre was also substantially completed and transferred to IPP during Q3 2018. However, due to remaining costs to complete, this project is still included in the above table.

As of February 11, 2019, approximately 811,000 square feet of the above urban intensification NLA under development has committed or in-place leases, which includes tenants that have taken possession of the space, at a weighted average net rent rate of approximately $32.26 per square foot.

Expansion & Redevelopment

A summary of RioCan's expansion and redevelopment projects as at December 31, 2018 is as follows:

		At RioCan's interest					
				Costs Incurred to Date			
(thousands of dollars or thousands of square feet)	RioCan's % Ownership	Total PUD NLA Upon Project Completion	Total Estimated Costs	Costs Incurred to Date	Historical IPP Costs (iii)	Total	Estimated PUD Cost to Complete
1910 Bank Street, Ottawa, ON	100%	2	$ 1,878	$ 93	$ 126	$ 219	$ 1,659
Burlington Centre, Burlington, ON	50%	4	1,745	1,479	—	1,479	266
Five Points Mall, Oshawa, ON	100%	10	4,580	—	2,680	2,680	1,900
RioCan St. Laurent, Ottawa, ON	100%	96	26,446	810	14,900	15,710	10,736
Sage Hill, Calgary, AB	50%	4	2,173	1,357	328	1,684	489
Tanger Outlets - Kanata, Kanata, ON	50%	19	11,238	4,244	3,761	8,004	3,234
Stockyards Village, Toronto, ON	50%	4	3,305	611	2,670	3,281	24
Yonge Sheppard Centre, Toronto, ON	50%	155	138,681	43,000	16,018	59,018	79,663
1208 1216 Dundas Street East, Whitby ON	100%	7	5,200	258	1,551	1,809	3,391
Properties with former Sears units (ii) - 7 projects		191	46,595	10,028	21,044	31,072	15,523
Total Estimated PUD Costs (i)		**492**	**$ 241,841**	**$ 61,880**	**$ 63,077**	**$ 124,956**	**$ 116,885**
PUD Fair Value to date						**$ 99,721**	

(i) Total estimated PUD costs include carrying amounts transferred from IPP for redevelopment and exclude historical fair value losses of $25.2 million. Expansion and Redevelopment projects include approximately 0.3 million square feet of vacant NLA which was primarily former Sears space prior to its redevelopment, with the remaining 0.2 million square feet as incremental NLA.

(ii) RioCan transferred carrying value associated with the spaces formerly occupied by Sears from IPP to PUD. The estimated PUD costs to complete are based upon various scenarios with the objective of developing these assets, such that RioCan can attract new tenants, achieve higher rents and improve the overall shopping centre.

(iii) Historical costs were costs of IPP prior to the transfer to PUD

Residential Inventory

Residential inventory are properties acquired or developed for which RioCan intends to dispose of all or part of such properties in the ordinary course of business, rather than to hold on a long term basis for capital appreciation or for rental income purposes. It is expected that the Trust will earn a return on these assets through a combination of (i) property operating income earned during the relatively short holding period, which will be included in net income, and (ii) sales proceeds.

Transfers into residential inventory are based on a change in use evidenced by the commencement of development activities with a view to sell, at which point an investment property would be transferred to inventory. Transfers from inventory to investment property are based on a change in use evidenced by management's commitment to use a property for rental purposes and the inception of an operating lease to another party.

As at December 31, 2018, the costs of residential inventory include the costs incurred on the following four condominium or townhouse projects:

- **Yonge Eglinton Northeast Corner condominium component (eCondo) -** This 623-unit, fully pre-sold condominium project is co-owned with Metropia and Bazis Inc. Purchasers started taking possession of condominium units in Q4 2018 and will continue to take possession on a phased basis over the first half of 2019. In Q4 2018 the Trust recognized $1.4 million of income from the condominium sales based on units taken possession of in the quarter.

- **King Portland Centre condominium component** (**Kingly**) - This is a 132-unit condominium project at the northwest corner of King Street West and Portland Street in the trendy King West neighbourhood of Toronto. RioCan and its 50/50 partner Allied have fully pre-sold the condominium units with profitability of the project exceeding initial expectations. The building is expected to be completed and turned over for possession in Q3 2019.
- **Yorkville** - This is a 50/25/25 joint venture project among RioCan, Metropia and Capital Development ("CD") in the prestigious Toronto neighborhood of Yorkville. The project has the potential for the development of approximately half a million square feet of luxury condominiums, retail uses and up to 82 residential rental replacement units. During Q1 2018, the partners substantially completed acquisitions of adjacent properties required for the development.
- **Windfield Farms Townhouses** - This is a 50/50 joint venture project with Tribute Communities to develop a 31-acre residential component of lands at the Windfield Farms site located in Oshawa, Ontario. Also known as UC Towns 2, it includes 538 condominium townhouses to be constructed in four phases and two phases of high rise condominiums, the first of which consists of a 479-unit high rise condominium. 166 of the 170 units released in phase one and 14 of the 94 units in phase two for the townhouse developments have been sold. Building construction of the townhouses commenced in Q2 2018 with first occupancy expected in Q2 2019. Marketing for the first phase of the high rise condominium project began in Q4 2018 with 202 of the 479 units sold during the quarter.

The following table shows changes in the aggregate carrying value of RioCan's residential inventory:

	Year ended December 31	
($000's)	2018	2017
Balance, beginning of year	$132,003	$48,414
Acquisitions	$26,370	$36,870
Dispositions	$(19,828)	-
Development expenditures	$62,564	$30,545
Transfers from investment properties(i)	$5,014	$16,174
Balance, end of year(ii)	$206,123	$132,003

(i) During the year ended December 31, 2018, the current fair market value of certain office units located on the 2nd and 3rd floors of the Yonge-Eglinton Northeast Corner development were transferred from investment property to inventory as they will not be leased to tenants as originally contemplated, but rather, are being marketed and sold as condominium units.

(ii) For the year ended December 31, 2018, comprised of $86.8 million for eCondo, $28.3 million for Kingly, $69.3 million for Yorkville and $21.7 million for Windfield Farms Townhouses.

Lease Maturities

RioCan's portfolio has varied lease expiry dates which, management believes, generally results in a more stable income flow and reduces the risks related to changing leasing market conditions and the financial performance of particular tenants. For each of the next five years ended December 31, leases representing the percentage of RioCan's total leasable square feet set out below will expire:

Year	% of square feet - Canada
2019	8.3
2020	11.2
2021	12.5
2022	9.9
2023	12.1

Management believes that a proactive leasing strategy is critical to RioCan's ongoing operations and financial condition. RioCan maintains regular contact with retailers, leasing agents and other real estate professionals in the local business community in order to ensure an up-to-date profile of the market and an understanding of the economic conditions and typical tenant requirements for specific market areas. RioCan's leasing and marketing strategies are set and reviewed regularly to ensure that each property is competitively placed within the market so that RioCan's properties will be exposed to a broad base of prospective tenants. RioCan makes all possible efforts to maintain a high level of tenant communication and service in order to ensure that the Trust maintains a solid existing tenant base. RioCan's leasing capabilities are "in-house" thereby resulting in greater control over the leasing activities and generally more efficient re-leasing of vacant space.

MARKET FOR SECURITIES OF THE TRUST

The Units are listed and posted for trading on the TSX under the symbol REI.UN.

The monthly volume of trading and price ranges of the Units on the TSX over fiscal 2018 are set forth in the following table:

Date	High ($)	Low ($)	Close ($)	Volume Traded
January 2018	24.72	23.75	24.09	15,866,189
February 2018	24.29	23.06	23.49	18,811,295
March 2018	24.18	23.21	23.64	15,661,179
April 2018	23.87	22.97	23.35	12,343,940
May 2018	24.12	23.26	23.55	17,663,220
June 2018	24.47	23.48	24.15	16,370,220
July 2018	25.26	24.08	24.82	14,540,202
August 2018	25.50	24.56	25.26	14,638,170
September 2018	25.82	24.47	24.68	20,704,606
October 2018	24.73	23.62	24.00	18,214,319
November 2018	25.07	23.77	24.73	17,679,541
December 2018	25.02	23.37	23.80	17,638,211

TRUSTEES AND OFFICERS

Board of Trustees

Pursuant to the Declaration of Trust, the Board of Trustees is to consist of no fewer than five nor more than fifteen Trustees. The number of Trustees may be increased or decreased within such limits from time to time by the Unitholders or by the Trustees, provided that the Trustees may not, between meetings of Unitholders, appoint additional Trustees if, after such appointment, the total number of Trustees would be greater than one and one-third times the number of Trustees required to have been elected at the last annual meeting of Unitholders.

The Declaration of Trust requires that the Trustees appoint an Investment Committee, a Human Resources and Compensation Committee and an Audit Committee. In addition, the Trustees are permitted to create such additional committees as they, in their discretion, determine to be necessary or desirable for the purposes of properly governing RioCan's affairs. The Trustees have exercised their discretion in this regard by creating a nominating and governance committee which is described below. The Trustees may not delegate to any committee or any officer any powers or authority in respect of: (i) submitting to Unitholders any question or matter requiring the approval of Unitholders; (ii) filling a vacancy among the Trustees or appointing additional trustees; (iii) issuing Equity Interests except as authorized by the Trustees; (iv) declaring distributions; (v) approving a proxy circular; (vi) approving a take-over bid circular; and (vii) approving the annual financial statements of the Trust.

The Investment Committee has been charged with the responsibility of evaluating and deciding upon acquisitions and dispositions for the Trust. The Investment Committee has delegated its responsibility for smaller transactions (defined as transactions with a value of less than $40 million and where the transaction does not involve the issuance of securities of the Trust unless such issuance is authorized by the Trustees) to a committee comprised of four members of senior management, consisting of the Trust's Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer, and the Senior Vice President, Leasing. Notwithstanding its delegation to the management committee in respect of smaller transactions as described in the preceding sentence, the Investment Committee is periodically advised of smaller transactions.

The Human Resources and Compensation Committee has a formal written charter which sets out its duties and responsibilities. They include making recommendations to the Board with respect to:

- the Trust's general compensation philosophy, including; the compensation package for the Trust's "**Senior Management**" (defined as CEO, COO, and CFO);
- making recommendations to the Board with respect to management succession;
- the compensation structure for Senior Management and Trustees, and Trustee appointments, incentive awards and incentive plans;
- the administration of the Trust's and Senior Management's incentive and other compensation related plans, which involves the issuance of Units of the Trust or equity of the Trust (or securities exchangeable or exercisable into such Units or equity;
- public disclosure of information relating to the Trust's executive compensation, including the disclosure to be included in the Trust's information (proxy) circular(s); and
- the Report of the Human Resources and Compensation Committee to be included in the Trust's information (proxy) circulars.

The Trust has a nominating and governance committee that has a formal written charter which sets out its responsibilities and duties, including, among other things, the following responsibilities:

- identifying and recommending new nominees to serve on the Board of Trustees;
- evaluating the competencies and skills of each Trustee and of the Board as a whole;
- developing and recommending to the Board the Trust's approach to governance;

- reviewing the Trust's governance practices at least annually and recommending to the Board any changes to the governance practices which it considers appropriate;
- reviewing and recommending to the Board for approval any disclosure relating to the Trust's governance practices;
- examining the size and composition of the Board and, if appropriate, recommending to the Board a program to establish a Board comprised of a number of trustees that will facilitate effective decision-making;
- reviewing the Board's committee structure on an annual basis and recommending to the Board any changes it considers necessary or desirable with respect to committee structure;
- developing and recommending to the Board position descriptions for the chair of each committee of the Board, the chair of the Board, and together with the CEO, a position description for the CEO;
- developing and making recommendations to the Board regarding orientation for new trustees and continuing education for all trustees;
- developing and recommending to the Board a process for reviewing the competencies, skills and effectiveness of the Board as a whole, the committees of the Board and the contributions of individual trustees on a regular basis;
- monitoring the Trust's compliance with its continuous and timely disclosure obligations; and
- monitoring compliance with the Trust's Code of Business Conduct and Ethics and the review system in place to ensure that the Trust's financial statements, reports and other financial information disseminated to governmental organizations and the public satisfy legal requirements.

The names and municipalities of residence of each of the current Trustees (whose present term of office will expire immediately prior to the election of Trustees at the next annual meeting of Unitholders) and the principal occupations of each during the five preceding years are as follows:

Name and Municipality of Residence	**Period of Service as a Trustee**	**Principal Occupation(s) During the Five Preceding Years**
BONNIE BROOKS, C.M.(3)(4) Toronto, Ontario, Canada	Since June 5, 2013	**Current:** Corporate director: Director, Rogers Communications Inc. and Director, Chico's FAS, USA **Previous:** Former Director of Abercrombie and Fitch USA; Empire (Sobey's) Ltd. and Indigo Books in Canada; Chair, Liquor Control Board of Ontario; and CEO and President at Hudson's Bay Company and Vice Chair at Saks Fifth Avenue, Lord and Taylor USA, Kaufhof Germany and Hudson's Bay Canada

Name and Municipality of Residence	Period of Service as a Trustee	Principal Occupation(s) During the Five Preceding Years
RICHARD DANSEREAU[(1)(2)] New York, New York, USA	Since May 29, 2018	**Current:** Director, Inovalis REIT; and Managing Director, Stonehenge Partners **Previous:** Chairman of the Board of Agellan REIT; served on the investment committee of Fiera Real Estate
PAUL GODFREY, C.M., O.Ont. [(1)(2)(3)(4)(5)(6)] Toronto, Ontario, Canada	Since December 14, 1993	**Current:** Executive Chairman of Postmedia Network Canada Corp. **Previous:** President and Chief Executive Officer of Postmedia Network Canada Corp.
DALE H. LASTMAN, C.M. Toronto, Ontario, Canada	Since June 2, 2004	**Current:** Chair and Partner, Goodmans LLP
JANE MARSHALL[(2)(3)(4)] Toronto, Ontario, Canada	Since June 17, 2015	**Current:** President and CEO, GoodLeaf Farms Inc. **Previous:** Chief Operating Officer of Choice Properties REIT; Executive Vice President, Business Strategy of Loblaws
SHARON SALLOWS [(1)(2)(3)(7)] Toronto, Ontario, Canada	Since June 1, 1999	**Current:** Trustee of Chartwell Retirement Residences REIT; Chair of the Governance Committee of AIMCo; Chair of the Human Resources and Compensation Committee of Home Capital Group, Inc. **Previous:** Director of Ontario Teachers' Pension Plan Board and a Principal in Ryegate Capital Corporation
EDWARD SONSHINE, O.Ont., Q.C. Toronto, Ontario, Canada	Since December 14, 1993	**Current:** Chief Executive Officer of the Trust

Name and Municipality of Residence	Period of Service as a Trustee	Principal Occupation(s) During the Five Preceding Years
SIIM VANASELJA(1)(2) Westmount, Quebec, Canada	Since May 5, 2017	**Current:** Chair of the Board, TransCanada; Director, Great-West LifeCo Inc.; Director, Maple Leaf Sports and Entertainment; Director, Power Financial Corporation **Previous:** Executive Vice-President and Chief Financial Officer, BCE Inc. and Bell Canada
CHARLES M. WINOGRAD(3)(4) Toronto, Ontario, Canada	Since February 1, 2009	**Current:** President, Winograd Capital Inc.; Senior Managing Partner at Elm Park Capital Management, LLC; Corporate Director: Chair of the Board TMX Group; Lead Director, Spin Master Corporation **Previous:** President and Chief Executive Officer, RBC Capital Markets

1. Member of the Audit Committee.
2. Member of the Human Resources and Compensation Committee.
3. Member of the Investment Committee.
4. Member of the Nominating and Governance Committee.
5. Pursuant to an Order of the Ontario Superior Court of Justice dated October 6, 2009, Canwest Global Communications Corp. ("**Canwest**") and certain of its affiliates obtained protection from their creditors under the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**"). Similarly, on October 6, 2009, the subordinate voting shares and the non-voting shares of Canwest were suspended from trading on the Toronto Stock Exchange (the "**TSX**") while a review to determine whether the company was meeting the continued listing requirements of the TSX was being conducted. On October 15, 2009, Canwest received a notice from the TSX informing the company that its subordinate voting shares and non-voting shares would be delisted from the exchange effective November 13, 2009 for failure to meet the continued listing requirements. In response to this notice, on November 13, 2009, Canwest announced that its subordinate voting shares and non-voting shares would begin trading on the TSX Venture Exchange effective November 16, 2009. Thereafter, in connection with the implementation of the amended and restated plan of compromise, arrangement and reorganization under the CCAA and the *Canada Business Corporations Act* in respect of Canwest and certain of its affiliates on or about October 27, 2010, the shares of Canwest were delisted from the TSX Venture Exchange. Mr. Godfrey was a senior officer of certain subsidiaries of Canwest throughout the period described above.
6. Prior to his mandate with Postmedia Network Canada Corp. ("**Postmedia**"), Mr. Godfrey was an executive officer of certain of the subsidiaries of Canwest. On January 8, 2010, the Ontario Superior Court of Justice issued an order that, among other things, granted Canwest Limited Partnership, Canwest Publishing Inc. and other entities (the "**LP Entities**") protection from their creditors under the *Companies' Creditors Arrangement Act* (the "**CCAA**"). Postmedia acquired substantially all of the newspaper and online publishing and digital media businesses previously owned by the LP Entities pursuant to a plan of compromise or arrangement that was implemented during the course of the LP Entities' proceedings under the CCAA. The LP Entities remain under CCAA protection as of the date hereof.
7. On February 9, 2017, Home Capital Group Inc. ("Home Capital") received an enforcement notice from the staff of the OSC relating to its disclosure in 2015 regarding the impact of Home Capital's findings that income information that had been submitted on loan applications had been falsified and the subsequent remedial steps taken by Home Capital. In February 2017, a proposed class action against Home Capital, Gerald Soloway, Martin Reid and Robert Morton was commenced by Claire R. McDonald relating to the allegations (the "Class Action"). On April 29, 2017, the OSC issued a Statement of Allegations and Notice of Hearing relating to that disclosure against Home Capital. On June 14, 2017, Home Capital announced that it had reached two settlement agreements which together comprised a global settlement with the OSC and with respect to the Class Action. The OSC settlement was approved on August 9, 2017. The OSC settlement related to enforcement proceedings initiated by the OSC prior to the date that Ms. Sallows joined the board. Ms Sallows joined Home Capital's board of directors on May 8, 2017, after the commencement of the enforcement proceedings and related litigation claims.

RioCan's Trustees and executive officers, as a group (37 persons), owned beneficially or exercised control or direction over approximately 986,239 Units, or approximately 0.32% of the outstanding Units as at March 26, 2019 (representing an aggregate investment value by such persons in Units, determined based on market value as of such date, of approximately $26.1 million).

The names and municipalities of residence of RioCan's executive officers, the offices held by each and the principal occupations of each during the five preceding years are as follows:

Name and Municipality of Residence	Office Held	Principal Occupation(s) During the Five Preceding Years
EDWARD SONSHINE, O.ONT, Q.C. Toronto, Ontario, Canada	Chief Executive Officer	Chief Executive Officer of the Trust
JONATHAN GITLIN Toronto, Ontario, Canada	President and Chief Operating Officer	From March 22, 2019 to the present, Mr. Gitlin has been the President and Chief Operating Officer of the Trust. From August 1, 2018 to March 21, 2019, Mr. Gitlin was Chief Operating Officer of the Trust. From January 2015 to July 31, 2018 Mr. Gitlin was the Senior Vice President, Investments & Residential. From January 2011 to December 2014, Mr. Gitlin was the Senior Vice President, Investments of the Trust.
QI TANG Oakville, Ontario, Canada	Senior Vice President and Chief Financial Officer	From June 2017 to the present Ms. Tang has been the Senior Vice President and Chief Financial Officer of the Trust. From April 2017 to June 2017, Ms. Tang was the Senior Vice President and Acting Chief Financial Officer of the Trust. From September 2016 to April 2017, Ms. Tang served as Senior Vice President, Finance of the Trust. From April 2015 to September 2016 Ms. Tang was Vice President Finance and Accounting at Dream Global REIT and from 2009 to April 2015 Ms. Tang was Chief Financial Officer of Symphony Senior Living Inc.
JOHN BALLANTYNE Toronto, Ontario, Canada	Senior Vice President, Asset Management	From January 2010 to the present, Mr. Ballantyne has been Senior Vice President, Asset Management of the Trust.

Name and Municipality of Residence	Office Held	Principal Occupation(s) During the Five Preceding Years
ANDREW DUNCAN Toronto, Ontario, Canada	Senior Vice President, Developments	From May 2016 to the present, Mr. Duncan has been Senior Vice President, Developments of the Trust. From January 2015 to May 2016, Mr. Duncan was Vice President, Development Engineering of the Trust. From May 2013 to December 2014, Mr. Duncan acted as Assistant Vice President of Development Engineering.
JEFF ROSS Thornhill, Ontario, Canada	Senior Vice President, Leasing and Tenant Coordination	From June 2016 to the present, Mr. Ross has been Senior Vice President, Leasing and Tenant Coordination of the Trust. From January 2008 to June 2016, Mr. Ross was Senior Vice President, Leasing of the Trust.
JENNIFER SUESS Toronto, Ontario, Canada	Senior Vice President, General Counsel and Corporate Secretary	From August 2017 to the present, Ms. Suess has been the Senior Vice President, General Counsel and Corporate Secretary of the Trust. From 2013 to 2016, Ms. Suess was the Head of Legal & Compliance and Chief Privacy Officer of Alcon Canada Inc., a Novartis company.
OLIVER HARRISON Toronto, Ontario, Canada	Vice President, National Operations	From November 19, 2018 to the present, Mr. Harrison has been Vice President, National Operations of the Trust. From January 2010 to November 18, 2018, Mr. Harrison was Vice President, Asset Management of the Trust.
TERRI ANDRIANOPOULOS Woodbridge, Ontario, Canada	Vice President, Marketing and Communications	From October 2017 to the present, Ms. Andrianopoulos has been Vice President, Marketing and Communications of the Trust. From February 2016 to September 2017, Ms. Andrianopoulos was the Vice President, Corporate Marketing for the Trust. Prior to joining RioCan, Ms. Andrianopoulos was Vice President Marketing at Town Shoes, Ltd. from January 2013 to February 2016.

Name and Municipality of Residence	**Office Held**	**Principal Occupation(s) During the Five Preceding Years**
DAVID BAIN Toronto, Ontario, Canada	Vice President, Tenant Construction	From July 1, 2018 to the present, Mr. Bain has been Vice President, Tenant Construction of the Trust. From January 1, 2017 to June 30, 2018, Mr. Bain was Assistant Vice President, Tenant Construction and previously held the positions of Senior Director, Tenant Construction from July 1, 2016 until December 31, 2016 and Director, Tenant Construction from October 2015 to June 30, 2016. Mr. Bain was previously Senior Tenant Construction Manager of the Trust from August 2005 to September 2015.
MOSHE BATALION Thornhill, Ontario, Canada	Vice President, Leasing	From December 2015 to the present, Mr. Batalion has been Vice President, Leasing of the Trust. From January 2008 to December 2015, Mr. Batalion served as Assistant Vice President, Leasing of the Trust.
STUART CRAIG Brooklin, Ontario, Canada	Vice President, Developments	From January, 2013 to the present Mr. Craig has been the Vice President of Planning and Development of the Trust. From January, 2009 to December 2012, Mr. Craig was Assistant Vice President of Planning and Development of the Trust.
ROBERTO DEBARROS Oakville, Ontario, Canada	Vice President, Construction	From January 2013 to the present, Mr. De Barros has been the Vice President, Construction of the Trust.
RYAN DONKERS TORONTO, Ontario, Canada	Vice President, Investments	From July 1, 2018 to the present Mr. Donkers has been Vice President, Investments of the Trust. From January 1, 2012, to June 30, 2018, Mr. Donkers was Assistant Vice President, Investments.

Name and Municipality of Residence	Office Held	Principal Occupation(s) During the Five Preceding Years
ANUSHKA GRANT Toronto, Ontario, Canada	Vice President, Sustainability and Asset Efficiency	From January 2018 to the present, Ms. Grant has been Vice President, Sustainability and Asset Efficiency of the Trust. From January 2017 to December 2017, Ms. Grant was the Assistant Vice President, Sustainability and Strategic Initiatives of the Trust. From January 2016 to December 2016, Ms. Grant was the Assistant Vice President, Organizational Effectives of the Trust. Prior to Ms. Grant's role with RioCan she was the Manager of Human Capital for Deloitte.
SANDRA LEVY Toronto, Ontario, Canada	Vice President, Human Resources	From August 1, 2018 to present, Ms. Levy has been Vice President, Human Resources of the Trust. From June 2015 to July, 2018, Ms. Levy was Vice President, People and Corporate Affairs at First Capital Realty and was previously the Senior Vice President, Human Resources at Ply Gem Canada Inc. from 2013 to 2015.
PRADEEPA NADARAJAH Thornhill, Ontario, Canada	Vice President, Property Accounting	From January 2014 to the present, Ms. Nadarajah has been Vice President, Property Accounting of the Trust. From 2012 to 2013, Ms. Nadarajah held the position of AVP Accounting of the Trust.
PARAN NAMASIVAYAM Toronto, Ontario, Canada	Vice President, Recovery Accounting	From January 2014 to the present Mr. Namasivayam has been Vice President, Recovery Accounting of the Trust. From January 2012 until December 2013 Mr. Namasivayam served as Assistant Vice President, Cost Recoveries and Operations of the Trust.
STEPHEN ROBERTS Toronto, Ontario, Canada	Vice President, Analytics	From December 2015 to the present, Mr. Roberts has been Vice President, Analytics of the Trust. From 2007 to December 2015 Mr. Roberts was Assistant Vice President, Asset Management of the Trust.

Name and Municipality of Residence	Office Held	Principal Occupation(s) During the Five Preceding Years
TIM ROOS Ottawa, Ontario, Canada	Vice President, Operations	From January 2017 to the present, Mr. Roos has been Vice President, Operations of the Trust. From January 2009 to December 2016, Mr. Roos was the Assistant Vice President, Operations, Eastern Ontario of the Trust.
RENEE SIMMS Toronto, Ontario, Canada	Vice President, Insurance	From July 2018 to the present, Ms. Simms has served as Vice President, Insurance of the Trust. From January 2011 until June 30, 2017, Ms. Simms was Assistant Vice President, Insurance of the Trust.
FRANCA SMITH Toronto, Ontario, Canada	Vice President, Finance	From July 2017 to the present Ms. Smith has been Vice President, Finance of the Trust. From March 2015 to September 2015, Ms. Smith was the Vice President Finance and Accounting for Dream Office REIT. From October 2015 to April 2017, Ms. Smith was the Vice President, Finance and Accounting for Dream Hard Asset Alternatives Trust.
JONATHAN SONSHINE Toronto, Ontario, Canada	Vice President, Asset Management	From January 2014 to the present Mr. Sonshine has been Vice President, Asset Management of the Trust.
JEFFERY STEPHENSON Mississauga, Ontario, Canada	Vice President, Operations, GTA and Central Canada	From November 2017 to the present Mr. Stephenson has been Vice President, Operations of the Trust. From March 2013 to November 2017, Mr. Stephenson was Vice President, Leasing of the Trust.
NAFTALI STURM Toronto, Ontario, Canada	Vice President, Real Estate Finance	From November 2011 to the present, Mr. Sturm has been Vice President, Real Estate Finance of the Trust.
KIMBERLY VALLIERE Caledon, Ontario, Canada	Vice President, Development Construction	From July 2017 to the present, Ms. Valliere has been Vice President, Development Construction of the Trust. From July 2015 to June 2017, Ms. Valliere was Assistant Vice President, Construction of the Trust. From July 2007 to September 2015 Ms. Valliere was Director of Construction of the Trust.

Name and Municipality of Residence	Office Held	Principal Occupation(s) During the Five Preceding Years
RENATO VANIN Vaughan, Ontario, Canada	Vice President, Information Technology	From May 2012 to the present, Mr. Vanin has been Vice President, Information Technology of the Trust.
KIM WINGERAK Calgary, Alberta, Canada	Vice President, Operations, Western Canada	From February 27, 2019 to the present, Ms. Wingerak has been Vice President, Operations, Western Canada of the Trust. From April 2017 to October 2018, Ms. Wingerak was Senior Vice President of Property Management for Alberta and Saskatchewan at Triovest. From November 15 to March 2017, Ms. Wingerak held the role of Vice President, Property Management at Triovest. From February 2014 to April 2015, Ms. Wingerak was the Director of Operations at SNC-Lavalin.
JASON WONG Thornhill, Ontario, Canada	Vice President, Corporate Tax	From January 2018 to the present, Mr. Wong has been Vice President, Corporate Tax. From June 2013 to December 2017, Mr. Wong was Assistant Vice President, Corporate Tax of the Trust.

AUDIT COMMITTEE AND AUDITOR'S FEES

The Audit Committee assists the board in fulfilling its oversight responsibilities in respect of the Trust's accounting and reporting practices. Pursuant to its charter, a copy of which is attached hereto as Schedule "A", the Audit Committee is responsible for, among other things:

- reviewing with management and the external auditors the scope of review of internal control over financial reporting, significant findings, recommendations and management's responses for implementation of actions to correct weaknesses in internal controls;

- reviewing disclosures made by management regarding significant deficiencies in the design or operational effectiveness of internal controls and reviewing with the Trust's legal counsel any legal or regulatory matters that could have a significant impact on the Trust's financial statements as well as any enquiries received from regulators.

In respect of the external auditors, the Audit Committee is responsible for:

- recommending to the Board of Trustees the external auditors to be appointed and to approve their compensation; reviewing independence and qualifications of the external auditors;

- reviewing the scope and approach of the annual audit plan with the external auditors;

- discussing with the external auditors the quality and acceptability of the Trust's accounting principles;

- assessing the external auditors' processes for identifying and responding to key audit and internal control risks;

- ensuring the rotation of the lead audit partner every five years and other partners every seven years;

- evaluating the performance of the external auditors; and

- reviewing and approving the Trust's hiring policies regarding employees and former employees of the present and former external auditors of the Trust. The Audit Committee also determines which non-audit services the external auditors are prohibited by law or regulation, or as determined by the Audit Committee, from providing and is responsible to pre-approve all services provided by the external auditors.

The Audit Committee is also charged with various aspects of the Trust's financial reporting, including:

- reviewing and approving with the delegated authority from the Trustees, the Trust's interim financial statements, financial information, MD&A and earnings press releases;

- reviewing with management and the external auditors the Trust's annual financial statements, MD&A and various matters in connection with the external auditors' audit;

- reviewing significant accounting and reporting issues and understanding their impact on the financial statements;

- reviewing analyses prepared by management and/or the external auditors detailing financial reporting issues and judgments made in connection with the preparation of financial information; and

- reviewing and monitoring the administration of and compliance with the Declaration of Trust as it may affect the integrity of the Trust's financial statements and its systems of internal controls.

The Audit Committee is required to meet a minimum of four times per year and at least annually with each of the external auditors and management in separate sessions. Each member of the Audit Committee is required to be financially literate, as such qualification is interpreted by the Board of Trustees in its business judgement, having regard to the statutory requirement that each member has the ability to read and understand a set of financial statements that present a breadth and level of complexity of the issues that can be expected to be raised by the Trust's financial statements. A Trustee who, in the opinion of the Board of Trustees, is not financially literate may be appointed to the Audit Committee provided they undertake to become financially literate within a reasonable period of time following their appointment.

The Audit Committee currently has four members, namely Richard Dansereau, Paul Godfrey, Sharon Sallows and Siim Vanaselja (Chair), none of whom has a direct or indirect material relationship with RioCan and each of whom is financially literate (as defined above). The following is a brief summary of the education or experience of each member of the Audit Committee that is relevant to the performance of his or her responsibilities as a member of the Audit Committee, including any education or experience that has provided the member with an understanding of the accounting principles used by management to prepare RioCan's annual and interim financial statements:

Name of Audit Committee Member	Relevant Education and Experience
Richard Dansereau	Mr. Dansereau is the Managing Director at Stonehenge Partners, a New York-based real estate company which owns and manages a portfolio of residential apartments in Manhattan. Prior to joining Stonehenge, Mr. Dansereau was President and Chief Operating Officer of Cadim, a real estate division of Caisse de depot et placement du Québec, from 2000 to 2009 and, prior to that, he was Vice-President of Acquisitions for Canadian Real Estate Investment Trust from 1997 to 2000. He has been a trustee of the Trust since May 29, 2018 and currently serves as a trustee on the board of Inovalis Real Estate Investment Trust and previously served as Chairman of the Board of Agellan REIT. Mr. Dansereau also served on the investment committee of Fiera Real Estate and the boards of other private and public companies, including MCAN Mortgage Corp., Lemay Associates and Ecosystem. Mr. Dansereau has a certificate in marketing from the Business School of the University of Montreal.
Paul Godfrey, C.M., O.Ont.	Mr. Godfrey is the Executive Chairman of Postmedia Network Canada Corp. He has been a trustee of the Trust since December 1993. He was President and CEO of the National Post from 2009 to 2010 and President and CEO of Postmedia Network from 2010 to 2017. From 2017 to 2018, Mr. Godfrey was the CEO and Executive Chairman of Postmedia Network. From 2000 to 2008, Mr. Godfrey was President and CEO of the Toronto Blue Jays Baseball Club. Mr. Godfrey was appointed Chair of the Ontario Lottery and Gaming (OLG) from 2010 to 2013. From 1991 to 2000, Mr. Godfrey was President and CEO of Sun Media Corporation and its predecessor, The Toronto Sun Publishing Corporation, and from 1984 to 1991 he was the Publisher and CEO of The Toronto Sun. Mr. Godfrey also served as the Chairman of the Municipality of Metropolitan Toronto from 1973 to 1984. Mr. Godfrey serves as a Director of Cargojet Income Fund and as Vice Chair of the Baycrest Centre for Geriatric Care. In 1999, Mr. Godfrey was made a member of the Order of Canada and, in 2010, Mr. Godfrey was appointed to the Order of Ontario.

Name of Audit Committee Member	Relevant Education and Experience
Sharon Sallows	Ms. Sallows has been a trustee of the Trust since June 1, 1999 and is currently a member of the board of directors and Chair of the Human Resources and Compensation Committee of Home Capital Group Inc., a director of Chartwell Retirement Residences REIT and the Chair of the Governance Committee at AIMCo. In the past, Ms. Sallows served as a director on a substantial number of public and private companies including the Ontario Teachers’ Pension Plan Board where she served both as Chair of the Human Resources and Compensation Committee and the Governance Committee at different points in time. Previously, Ms. Sallows was a principal in Ryegate Capital Corporation, a company engaged in the provision of merchant banking and advisory services to institutional and corporate clients. Ms. Sallows is a former Executive Vice President of MICC Properties Inc. and, prior to that, held various positions at the Bank of Montreal, including Senior Vice President, Real Estate, Corporate Banking. Ms. Sallows received a B.A. from Carleton University, a M.Sc. from the London School of Economics, a Ph.D. from The Wharton School, University of Pennsylvania and also holds the ICD.D designation.
Siim Vanaselja (Chair)	Mr. Vanaselja, Corporate Director, served as the Executive Vice-President and Chief Financial Officer of BCE Inc. and Bell Canada, from 2001 to 2015. Prior to joining BCE Inc., he was a Partner with KPMG Canada in Toronto. Mr. Vanaselja has served as a trustee of the Trust since May 5, 2017 and is currently a Director and Chair of TransCanada Corporation and serves as a Director and Chair of the Audit Committee of Great-West Lifeco Inc., and a Director at Power Financial Corporation. Mr. Vanaselja previously served as a Director and Chair of the Audit Committee of Maple Leaf Sports & Entertainment Ltd. He also previously served on the Finance Minister’s Federal Advisory Committee on Financing, on Moody’s Council of Chief Financial Officers, the Corporate Executive Board’s Working Council for Chief Financial Officers and on the Conference Board of Canada’s National Council of Financial Executives. Mr. Vanaselja is a Fellow of the Chartered Professional Accountants of Ontario, a member of the Institute of Corporate Directors and holds an Honours Bachelors of Business degree from the Schulich School of Business.

The table below provides disclosure of the services provided and fees earned by RioCan's external auditors in fiscal 2018 and fiscal 2017, dividing the services into the four categories of work performed.

Type of Work *(in dollars)*	**2018 – Fees ($)**	**2018 – Percentage of Total**	**2017 – Fees ($)[(i)]**	**2017 – Percentage of Total**
Audit Fees				
Audit fees for the Trust	1,535,000	63.4%	1,700,600	55.0%
Audit fees for the Trust's joint ventures and partnerships	207,800	8.6%	210,000	6.8%
Total Audit Fees	**1,742,800**	**72.0%**	**1,929,600**	**61.8%**
Audit Related Fees				
Review of prospectuses	40,000	1.7%	290,000	9.4%
Review of interim financial statements and MD&A	270,000	11.2%	372,000	12.0%
Pension plan audit	64,000	2.6%	19,000	0.6%
Total Audit Related Fees	**374,000**	**15.5%**	**681,000**	**22.0%**
Tax Fees				
Tax compliance for the Trust and partnerships	298,400	12.3%	445,000	14.4%
Other Fees	5,300	0.2%	57,000	1.8%
Total	**2,420,500**	**100.0%**	**3,093,600**	**100.0%**

(i) Certain comparative amounts have been reclassified to conform to the current year's presentation

RISKS AND UNCERTAINTIES

The achievement of RioCan's objectives is, in part, dependent on the successful mitigation of business risks identified. Real estate investments are subject to a degree of risk. They are affected by various factors including changes in general economic and local market conditions, equity and credit markets, fluctuations in interest costs, the attractiveness of the properties to tenants, competition from other available space, the stability and credit-worthiness of tenants, and various other factors.

On June 17, 2015, Unitholders authorized and approved amendments made to the Trust's Declaration of Trust to further align it with evolving governance best practices. The rights granted in the amended Declaration of Trust are granted as contractual rights afforded to Unitholders (rather than as statutory rights). Similar to other existing rights contained in the Declaration of Trust (i.e. the take-over bid provisions and conflict of interest provisions), making these rights and remedies and certain procedures available by contract is structurally different from the manner in which the equivalent rights and remedies or procedures (including the procedure for enforcing such remedies) are made available to shareholders of a corporation, who benefit from those rights and remedies or procedures by the corporate statute that governs the corporation, such as the CBCA. As such, there is no certainty how these rights, remedies or procedures may be treated by the courts in the non-corporate context or that a Unitholder will be able to enforce the rights and remedies in the manner contemplated by the proposed amendments. Furthermore, how the courts will treat these rights, remedies and procedures will be in the discretion of the court, and the courts may choose to not accept jurisdiction to consider any claim contemplated in the proposed provisions.

Ownership of Real Estate

Tenant Concentration

In the event a given tenant, or group of tenants, experience financial difficulty and is unable to fulfill its lease commitments, a given geographical area suffers an economic decline, or the changing consumer/retail trends result in less demand for rental space, we could experience a decline in revenue.

RioCan strives to manage tenant concentration risk through geographical diversification and diversification of revenue sources in order to avoid dependence on any single tenant. RioCan's objective, as exemplified by the requirements of its Declaration noted above, is that no individual tenant contributes a significant percentage of its gross revenue and that a considerable portion of our revenue is earned from national and anchor tenants. RioCan attempts to lease to credit worthy tenants, will conduct credit assessments for new tenants when considered appropriate and generally is provided security by the tenants as part of negotiated deals. RioCan attempts to reduce its risks associated with occupancy levels and lease renewal risk by having staggered lease maturities, negotiating commercial leases with base terms between five and ten years, and by negotiating longer term commercial leases with built-in minimum rent escalations where deemed appropriate.

In order to reduce RioCan's exposure to the risks relating to credit and the financial stability of tenants, the Trust's Declaration restricts the amount of space which can be leased to any person and that person's affiliates, other than in respect of leases with or guaranteed by the Government of Canada, a province of Canada, a municipality in Canada or any agency thereof and certain corporations, the securities of which meet stated investment criteria, to a maximum premises or space having an aggregate gross leasable area of 20% of the aggregate gross leasable area of all real property held by RioCan. As of December 31, 2018, RioCan was in compliance with this restriction.

It is common practice for a major tenant, such as Canadian Tire or Loblaws/Shoppers Drug Mart, to lease space from other landlords similar to RioCan in addition to owning real estate either within a controlled publicly traded REIT or within its own operating entity. Past experience and industry practice has dictated that it is the strength of a location more than the ownership of the property that drives the business decisions of RioCan's tenants. Despite this, there may be instances where a tenant may forgo the competitive advantage of RioCan's property location in order to better utilize its own real estate. RioCan does not consider the collective impact of this risk to be significant.

Tenant Bankruptcies

Several of RioCan's properties are anchored by large national tenants. The value of some of our properties, including any improvements thereto, could be adversely affected if these anchor stores or major tenants fail to comply with their contractual obligations, experience credit or financial instability or cease their operations.

Bankruptcy filings by retailers occur periodically in the course of normal operations for reasons, such as increased competition, internet sales, changing population demographics, poor economic conditions, rising costs and changing shopping trends and/or perceptions. RioCan continually seeks to release vacant spaces resulting from tenant terminations. The bankruptcy of a tenant, particularly an anchor tenant, may make it more difficult to lease the remainder of the affected properties or may give rise to certain rights under existing leases with other tenants.

Lease Renewals and Rental Increases

Growth of rental income is dependent on strong leasing markets to ensure expiring leases are renewed and new tenants are found promptly to fill vacancies at rental rates similar to those paid by existing tenants in order for us to maintain existing occupancy levels of our properties. It is possible that we may face a disproportionate amount of space expiring in any one period. Additionally, rental rates could decline, tenant bankruptcies could increase and tenant renewals may not be achieved, particularly in the event of a protracted disruption in the economy, such as a recession.

At December 31, 2018, RioCan had NLA, at its interest, of 36,481,000 square feet of income producing properties and a portfolio economic in-place occupancy rate of 96.1%. Based on our current annualized portfolio weighted average rental revenue of approximately $30 per square foot including CAM and tax recoveries, for every fluctuation in occupancy by a differential of 1%, our operations would be impacted by approximately $11.1 million annually.

RioCan's aggregate net rental revenue from leases expiring over the next five years is $391 million based on current contractual rental rates, excluding CAM and tax recoveries. If the leases associated with these expiring net rents are renewed upon maturity at an aggregate rental rate differential of 100 basis points, our net income would be impacted by approximately $3.9 million annually.

Some of our retail lease agreements include co-tenancy clauses which allow the tenant to pay a reduced rent amount and, in certain instances, terminate the lease, if RioCan fails to maintain certain occupancy levels or retain certain anchor tenancies. In addition, certain of our tenants have the ability to terminate their leases prior to the lease expiration date if their sales do not meet agreed upon thresholds. If occupancy, tenancy or sales fall below certain thresholds, rents that we are entitled to receive from tenants could be reduced.

Relative Illiquidity of Real Property

Real estate investments are relatively illiquid as a large proportion of RioCan's capital is invested in physical assets which can be difficult to sell, especially if local market conditions are poor. A lack of liquidity could limit our ability to sell components of the portfolio promptly in response to changing economic or investment conditions. If RioCan were required to quickly liquidate its assets, there is a risk that we would realize sale proceeds of less than the current book value of our real estate investments.

As well, certain significant expenditures involved in real property investments, such as property taxes, maintenance costs and mortgage payments, represent obligations that must be met regardless of whether the property is producing sufficient, or any, revenue.

Ontario Rent Control Legislation

On November 15, 2018 the Ontario government amended legislation governing rent control rules for newly purpose-built rental developments. The amended legislation provides that rent control exemptions will apply to all units first occupied as a residential space after November 15, 2018. This is expected to encourage the supply of residential rental units in Ontario. However, there is no assurance that future governments will not reintroduce rent control measures. Any reintroduction of rent control legislation in the future could impact the Trust's certain mixed-use development projects' future NOI growth potential, and thus, there can be no assurance that all of our proposed residential projects as described herein would be undertaken, and if so, with what mix of residential and commercial development and at what costs. There could also be changes to the mix of condominium versus residential rental units or air rights sales for certain projects.

Development Risk

As discussed in the *Outlook* section of this AIF, after many years of development and housing booms in Canada's major markets, there are a number of emerging factors that are affecting development risks that the Trust faces. Such factors include, but are not limited to, rising construction costs and development charges, shortage of experienced labour in certain construction related trades, uncertainties associated with Ontario's, and the transition to the LPAT, structure for municipal zoning approvals due to its unclear mandate at the current stage. The impact of these factors will be further assessed and observed in terms of broader market reactions. These factors could impact certain of the Trust's mixed-use development projects' future NOI growth potential, and profit margin or development yield potential. As a result, there can be no assurance that all of our proposed residential projects as described herein will be undertaken, and if so, with what mix of residential and commercial development, at what costs, and generating what profit margin or development yield. There could also be changes to the mix of condominium versus residential rental units or air rights sales for certain projects.

Residential Rental Business Risk

RioCan expects to be increasingly involved in mixed-use development projects that include residential condominiums and rental apartments. Purchaser demand for residential condominiums is cyclical and is affected by changes in general market and economic conditions, such as consumer confidence, employment levels, availability of financing for home buyers, interest rates, demographic trends, housing supply and housing demand. As a landlord in its properties that include rental apartments, RioCan is subject to the risks inherent in the multi-unit residential rental business, including, but not limited to, fluctuations in occupancy levels, individual credit risk, heightened reputation risk, tenant privacy concerns, potential changes to rent control regulations, increases in operating costs including the costs of utilities and the imposition of new taxes or increased property taxes.

Financial and Liquidity Risk

Access to Capital

A risk to the Trust’s growth program and the refinancing of its debt upon maturity is that of not having sufficient debt and equity capital available to RioCan. Given the relatively small size of the Canadian marketplace, there are a limited number of lenders from which RioCan can borrow. RioCan’s financial condition and results of operations would be adversely affected if it were unable to obtain financing or cost-effective financing.

As at December 31, 2018, RioCan’s total indebtedness had a 3.30 year weighted average term to maturity bearing interest at a weighted average contractual interest rate of 3.51% per annum.

Interest Rate and Financing Risk

The terms of RioCan's credit agreements require the Trust to comply with a number of customary financial and other covenants, such as maintaining debt service coverage and leverage ratios, adequate insurance coverage and certain credit ratings. These covenants may limit our flexibility in conducting our operations and breaches of these covenants could result in defaults under the instruments governing the applicable indebtedness.

RioCan's operations are also impacted by increases in interest rates, as interest expense represents a significant cost in the ownership of real estate investments. We seek to reduce our interest rate risk by staggering the maturities of long term debt and limiting the use of floating rate debt so as to minimize exposure to interest rate fluctuations. As at December 31, 2018, 16.4% of our total debt was at floating interest rates on RioCan's proportionate basis.

From time to time, the Trust may enter into floating-for-fixed interest rate swaps as part of its strategy for managing interest rate risk. As at December 31, 2018, the carrying value of our floating rate debt, not subject to a hedging strategy, is $0.9 billion. A 50 basis point increase in market interest rates would result in a $4.6 million decrease in our net income.

Credit Ratings

Real or anticipated changes in credit ratings on our debentures or preferred units may affect the market value thereof. In addition, real or anticipated change in credit ratings can affect the cost at which we can access the debenture or preferred unit market, as applicable.

Foreign Currency Risk

Foreign exchange risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. As a result of the Trust's disposal of its U.S. property portfolio in 2016 and the associated repayment of U.S. denominated debt, RioCan has significantly reduced its foreign exchange risk.

Joint Ventures and Co-ownerships

RioCan participates in joint ventures, partnerships and similar arrangements that may involve risks and uncertainties not present absent third-party involvement, including, but not limited to, RioCan's dependency on partners, co-tenants or co-venturers that are not under our control and that might compete with RioCan for opportunities, become bankrupt or otherwise fail to fund their share of required capital contributions, or suffer reputational damage that could have an adverse impact on the Trust. Additionally, our partners might at any time have economic or other business interests or goals that are different than or inconsistent with those of the Trust, and we may be required to take actions that are in the interest of the partners collectively, but not in RioCan's sole best interests. Accordingly, we may not be able to favourably resolve issues with respect to such decisions, or we could become engaged in a dispute with any of them that might affect our ability to operate the business or assets in question.

Unexpected Costs or Liabilities Related to Acquisitions

A risk associated with a real property acquisition is that there may be an undisclosed or unknown liability concerning the acquired properties, and RioCan may not be indemnified for some or all of these liabilities. Following an acquisition, RioCan may discover that it has acquired undisclosed liabilities, which may be material. RioCan conducts what it believes to be an appropriate level of investigation in connection with its acquisition of properties and seeks through contract to ensure that risks lie with the appropriate party.

Other Risks

Environmental Matters

Environmental and ecological related policies have become increasingly important in recent years. Under various federal, provincial, state and municipal laws, RioCan, as an owner or operator of real property, could become liable for the costs of removal or remediation of certain hazardous or toxic substances released on or in its properties or disposed of at other locations. The failure to remove or remediate such substances, or address such matters through alternative measures prescribed by the governing authority, may adversely affect RioCan's ability to sell such real estate or to borrow using such real estate as collateral, and could, potentially, also result in claims against the Trust. RioCan is not currently aware of any material non-compliance, liability or other claim in connection with any of its properties, nor is RioCan currently aware of any environmental condition with respect to any properties that it believes would involve material expenditures by the Trust.

It is our policy to obtain a Phase I environmental audit conducted by a qualified environmental consultant prior to acquiring any additional property. In addition, where appropriate, tenant leases generally specify that the tenant will conduct its business in accordance with environmental regulations and be responsible for any liabilities arising out of infractions to such regulations. It is RioCan's practice to regularly inspect tenant premises that may be subject to environmental risk. We maintain insurance to cover a sudden and/or accidental environmental mishap.

Litigation

RioCan's operations are subject to a wide variety of laws and regulations across all of its operating jurisdictions and RioCan faces risks associated with legal and regulatory changes and litigation. In the normal course of operations, RioCan becomes involved in various legal actions, including claims relating to personal injury, property damage, property taxes, land rights, and contractual and other commercial disputes. The final outcome with respect to outstanding, pending or future actions cannot be predicted with certainty, and the resolution of such actions may have an adverse effect on our financial position or results of operations. RioCan retains external legal consultants to assist it in remaining current and compliant with legal and regulatory changes and to respond to litigation.

Uninsured Losses

RioCan carries comprehensive general liability, environmental, fire, flood, extended coverage and rental loss insurance with policy specifications, limits and deductibles customarily carried for similar properties. There are, however, certain types of risks (including, but not limited to, environmental contamination or catastrophic events such as war or acts of terrorism) which are either uninsurable, in whole or in part, or not insurable on an economically viable basis. Should an uninsured or underinsured loss occur, the Trust could lose its investment in, and anticipated profits and cash flows from, one or more of its properties, and the Trust would continue to be obliged to repay any recourse mortgage indebtedness on such properties.

Key Personnel

RioCan's executive and other senior officers have a significant role in our success and oversee the execution of RioCan's strategy. Our ability to retain our management team or attract suitable replacements should any members of the management group leave is dependent on, among other things, the competitive nature of the employment market. RioCan has experienced departures of key professionals in the past and may do so in the future, and we cannot predict the impact that any such departures will have on its ability to achieve its objectives. The loss of services from key members of the management team or a limitation in their availability could adversely impact our financial condition and cash flow.

We rely on the services of key personnel on our executive team, including our Chief Executive Officer, Edward Sonshine, our President and Chief Operating Officer, Jonathan Gitlin and our Senior Vice President and Chief Financial Officer, Qi Tang and the loss of their services could have an adverse effect on RioCan. We mitigate key personnel risk through succession planning, but do not maintain key personnel insurance.

Unitholder Liability

There is a risk that RioCan's unitholders could become subject to liability. The Trust's Declaration provides that no unitholder or annuitant under a plan of which a unitholder acts as trustee or carrier will be held to have any personal liability as such, and that no resort shall be had to the private property of any unitholder or annuitant for satisfaction of any obligation or claim arising out of or in connection with any contract or obligation of RioCan. Only RioCan's assets are intended to be subject to levy or execution. The Declaration further provides that, whenever possible, certain written instruments signed by RioCan must contain a provision to the effect that such obligation will not be binding upon unitholders personally or upon any annuitant under a plan of which a unitholder acts as trustee or carrier. In conducting its affairs, RioCan has acquired and may acquire real property investments subject to existing contractual obligations, including obligations under mortgages and leases that do not include such provisions. RioCan will use its best efforts to ensure that provisions disclaiming personal liability are included in contractual obligations related to properties acquired, and leases entered into, in the future.

Certain provinces have legislation relating to unitholder liability protection, including British Columbia, Alberta, Saskatchewan, Manitoba, Ontario and Quebec. To RioCan's knowledge, certain of these statutes have not yet been judicially considered and it is possible that reliance on such statute by a unitholder could be successfully challenged on jurisdictional or other grounds.

Income Taxes

RioCan currently qualifies as a mutual fund trust and for the REIT Exemption for income tax purposes. RioCan expects to distribute the Trust's taxable income to unitholders such that it will not be subject to tax. From time to time, RioCan may retain some taxable income and net capital gains in order to utilize the capital gains refund available to mutual fund trusts without incurring any income taxes. In order to maintain RioCan's current mutual fund trust status, the Trust is required to comply with specific restrictions regarding its activities and the investments held by the Trust. If the Trust was to cease to qualify as a mutual fund trust, or for the REIT Exemption for income tax purposes, the consequences could be material and adverse.

No assurance can be given that the provisions of the Tax Act regarding mutual fund trusts and the REIT Exemption will not be changed in a manner that adversely affects RioCan and its unitholders. From year to year, there is a risk that the taxable allocation to unitholders can change depending upon the Trust's activities.

Cyber Security Risk

Cyber security has become an increasing area of focus as reliance on digital technologies to conduct business operations has grown significantly. Cyber attacks can include but are not limited to intrusions into operating systems, theft of personal or other sensitive data and/or cause disruptions to normal operations. Such cyber attacks could compromise the Trust's confidential information as well as that of the Trust's employees, tenants and third parties with whom the Trust interacts and may result in negative consequences, including remediation costs, loss of revenue, additional regulatory scrutiny, litigation and reputational damage.

As a result, the Trust has developed a cyber security risk management program focused across a spectrum of preventative protective and detective measures. These measures include, but are not limited to, security awareness programs with employees, regular vulnerability testing performed by both internal and by external parties, establishing and maintaining a robust disaster recovery program, implementation of a formal incident response program and enhancing email security. The Trust continues to evolve its security tactics and defenses in response to emerging threats. The Trust also follows certain protocols when it engages software vendors concerning data security and access control.

Climate Change Risks

RioCan is exposed to climate change risk from natural disasters and severe weather, such as floods, ice storms, and wild fires that may result in damage to our investment properties. Such damage may result in loss of NOI from an investment property becoming non-operational, increase in costs to recover/repair properties from a natural disaster and inclement weather, and increase in insurance costs to insure the property against natural disasters and severe weather events.

DISTRIBUTION POLICY

At the 2007 Meeting, the Unitholders approved the elimination of any reference to distributable income from RioCan's Declaration of Trust and RioCan now relies upon forward looking cash flow information including forecasts and budgets to establish the levels of cash distributions.

At the 2009 Meeting, the Unitholders approved the removal of the mandatory requirement that the Trust distribute its taxable income from RioCan's Declaration of Trust, thus permitting the Trustees to have greater discretion regarding the distribution of income of the Trust. This amendment was implemented in order to assist the Trust in its transition to IFRS.

At the 2010 Meeting, the Unitholders approved amendments to accommodate the issuance of Preferred Units, and to establish the rights of holders of Preferred Units to distributions, on such terms as are determined by the Trustees on the creation of each series of Preferred Units. Additionally, amendments were made to ensure that for so long as any Preferred Units remain issued and outstanding, the Trust shall not pay or declare payable any amount to holders of Units (other than amounts that are paid solely through the issuance of additional Units) unless and until the distribution entitlements of the Preferred Units have been paid in full.

DISTRIBUTIONS

RioCan qualifies as a mutual fund trust and qualifies for the REIT exemption for Canadian income tax purposes. We expect to distribute all of our taxable income to unitholders and are entitled to deduct such distributions for Canadian income tax purposes. From time to time, RioCan may retain some taxable income and net capital gains, when appropriate, in order to utilize the capital gains refund available to mutual fund trusts without incurring any income taxes. Accordingly, no provision for current income taxes payable is required, except for amounts incurred in our incorporated Canadian subsidiaries.

Our U.S. subsidiary qualified as a REIT for U.S. income tax purposes up to May 25, 2016, subsequent to the closing date of the sale of our U.S. property portfolio. For U.S. income tax purposes, the subsidiary distributed all of its U.S. taxable income and is entitled to deduct such distributions against its taxable income. The subsidiary's qualification as a REIT depended on the REIT's satisfaction of certain asset, income, organizational, distribution, unitholder ownership and other requirements up until May 25, 2016. Our U.S. subsidiary was subject to a 30% or 35% withholding tax on distributions of its U.S. taxable income to Canada. We did not distribute any withholding taxes paid or payable to our unitholders related to the disposition.

We consolidate certain wholly owned incorporated entities that are subject to tax. The tax disclosures, expense and deferred tax balances relate only to these entities.

If we were to cease to qualify for the REIT exemption for Canadian income tax purposes, certain distributions would not be deductible in computing income for Canadian income tax purposes and we would be subject to tax on such distributions at a rate substantially equivalent to the general corporate income tax rate. Other distributions would generally continue to be treated as returns of capital to unitholders.

We expect to distribute to our unitholders in each year an amount not less than our taxable income for the year, as calculated in accordance with the Tax Act after all permitted deductions have been taken.

RioCan in preparing its returns considers the overall taxability of the Trust and therefore may make elections that management believes are in the best interests of the organization as a whole. These elections may be made to preserve the financial flexibility of RioCan in order to effectively manage the long term growth of the Trust. As a result, from year to year, the taxability of the Trust's distributions may fluctuate depending upon the timing of recognition of certain gains and losses based on the activities of the Trust.

The following table sets out the total amount of distributions paid by the Trust on the Units during each of the last three financial years.

Year	**Total Amount of Distributions Paid (per Unit)**
2018	$1.44
2017	$1.41
2016	$1.41

As announced on December 1, 2017, the Trust increased its annual distribution to unitholders by $0.03 per unit or 2.1% to $1.44 per unit effective January 1, 2018.

Distributions paid by the Trust on the Preferred Units during each of the last three years were as follows:

Year	**Total Amount of Distributions Paid (per Series A Unit)**[1]	**Total Amount of Distributions Paid (per Series C Unit)**[2]
2018	$0.0000	$0.0000
2017	$0.0000	$0.5875
2016	$0.3281	$1.1750

1. The Preferred Units Series A were redeemed on March 31, 2016
2. The Preferred Units Series C were redeemed on June 30, 2017

TAXATION OF DISTRIBUTIONS

The adjusted cost base of Equity Interests held by a holder of Equity Interests generally will be reduced by the non-taxable portion of distributions made to such holder of Equity Interests (other than the non-taxable portion of certain capital gains). A holder of Equity Interests will generally realize a capital gain to the extent that the adjusted cost base of the holder's Equity Interests would otherwise be a negative amount, notwithstanding that the holder has not sold any Equity Interests.

DISTRIBUTION REINVESTMENT PLAN

A distribution reinvestment plan (the "**Distribution Plan**") is available for those eligible Unitholders electing to participate. The Distribution Plan provides that all or the requested portion of regular distributions payable on Units to participating Unitholders will be reinvested in whole or fractional Units at the average market price of the Units on the Toronto Stock Exchange for the five trading days preceding the distribution date. In March 2016, the effective discount was reduced from 3.1% to 0.0% on units acquired through the DRIP program. On November 1, 2017 RioCan suspended the Distribution Plan until further notice.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

There are no proposed transactions, nor have there been any transactions within the last three fiscal years, which in either case have materially affected or will materially affect the Trust in which any of RioCan's officers or Trustees or their affiliates had or has any material interest, direct or indirect.

UNIT OPTION PLAN

The purpose of the Trust's unit option plan (the "**Option Plan**") is to encourage equity participation in RioCan by RioCan's employees, management, consultants and members of the Board of Trustees and, in addition, to provide for an effective means of compensation to such persons based on the market value of the Units from time to time.

The Option Plan is administered by the Human Resources and Compensation Committee of the Board of Trustees, which has the power to amend, modify, suspend or terminate the Option Plan, subject to any necessary regulatory and Unitholder approvals.

In accordance with the policy governing options and other compensation arrangements promulgated by the TSX, the Option Plan is subject to the following:

(a) options issued under the Option Plan have a maximum term of ten years and are non-assignable;

(b) the exercise price at which options may be exercised may not be lower than the volume weighted average price of the Units on the TSX for the five trading days immediately prior to the date of the grant;

(c) the number of Units reserved for issuance to any one person pursuant to the Option Plan may not exceed 5% of the outstanding Units;

(d) absent the approval of the Unitholders (given by a majority of "disinterested" Unitholders voting):

(i) the number of Units reserved for issuance pursuant to the Option Plan granted to insiders (including officers of the Trust, members of the Board of Trustees and persons related thereto) may not exceed 10% of the outstanding Units;

(ii) the number of Units issued to insiders within a one year period may not exceed 10% of the outstanding Units; and

(iii) the number of Units issued to any one insider and his or her associates within a one year period may not exceed 5% of the outstanding Units;

(e) absent the approval of the Unitholders (given by a majority of Unitholders voting), the total number of Units in respect of which options may be granted under the Option Plan including options outstanding as of June 17, 2015 and those granted thereafter, may not exceed 22,000,000; and

(f) any material amendment to an option held by an insider (including a change in the exercise price or expiry date) will require the approval of the TSX and the approval of "disinterested" Unitholders.

In accordance with the Option Plan, the Board of Trustees may make the following amendments absent the approval of Unitholders:

(a) amendments of a "housekeeping" nature;

(b) a change to the vesting provisions of the Option Plan;

(c) a change to the termination provisions that does not entail an extension beyond the original expiry date;

(d) the addition of a cashless exercise feature, payable in cash or Units, that provides for a full deduction of the number of underlying Units from those reserved for issuance under the Option Plan; and

(e) any other amendment that does not otherwise require Unitholder approval pursuant to the TSX Rules.

On May 27, 2009, the Unitholders of the Trust approved of amendments to the Option Plan that provided for: (a) an amendment to the definition of "market price" to be the five-day volume weighted average price and (b) an amendment to provide that the expiration of the term of an option would be the later of a fixed expiration date (as provided in the Option Plan or agreement) or a date shortly after the fixed expiration date should such date fall within, or immediately after, a blackout. The Option Plan was amended and restated on May 27, 2009 to reflect these amendments.

At the 2010 Meeting, the Unitholders approved a further amendment to the Option Plan to increase the maximum number of Units available for grant under options by 10,000,000 Units (from 19,200,000 to 29,200,000). The 29,200,000 number of Units includes 15,087,436 options, which were granted since the adoption of the Option Plan in 1995 which have been exercised or cancelled. The increase in the maximum number of Units available for grant aimed to ensure that the Option Plan continued to serve its purpose of aligning the interests of Unitholders with those of the officers, full-time employees and consultants of the Trust.

In November 2010, the Option Plan was amended to provide the Board with discretion to accelerate the vesting date, extend the termination date or otherwise permit the exercise of all or a portion of the options held by an optionee which have not vested at a particular time, in connection with the resignation, death or other termination of such optionee, provided that any such exercise of option is on or prior to the original expiry date for such option. These amendments are specifically contemplated under the amendment provisions of the Option Plan as the type of amendments that can be made absent Unitholder approval. These amendments are set out in the Option Plan of the Trust currently filed on SEDAR at www.sedar.com.

In December 2010, the provision contained in the Option Plan that permits the Trust to withhold any withholding tax required by law from any remuneration otherwise payable to a participant was amended to clarify the language in order to ensure that it complied with changes to the Tax Act that came into effect on January 1, 2011. Additionally, in December 2010, two amendments to the amendment provision of the Option Plan were made to clarify that certain amendments to the Option Plan require Unitholder approval under the rules of the TSX. Such amendments were permitted under the Option Plan and did not require Unitholder approval as they were amendments of a "housekeeping nature". The amendments were made to provide greater clarity to the Option Plan and to ensure that the Trust would be in a position to satisfy its legal obligations in connection with changes in laws effective January 1, 2011. These amendments are set out in the Option Plan of the Trust currently filed on SEDAR at www.sedar.com.

At the 2011 Meeting, Unitholders approved changes to the amendment provisions of the Option Plan to set out additional amendments to the Option Plan that can only be made with the approval of a majority of Unitholders entitled to vote at a meeting of Unitholders. The changes were previously agreed to by the Board of Trustees and were reflected in a resolution passed by the Board of Trustees and in a notice filed on SEDAR at www.sedar.com on May 20, 2010. The changes made to the Option Plan were confirmatory in nature and consistent with the Trust's practice and were designed to incorporate these matters specifically into the Option Plan itself. The changes were considered to be best practice from a corporate governance point of view and were consistent with the Trust's objectives regarding its corporate governance practices. These amendments are set out in the Option Plan of the Trust currently filed on SEDAR at www.sedar.com.

On June 5, 2013, the Board of Trustees approved certain administrative amendments to the Option Plan to enable the Trust to issue options under the plan to others, full time employees and consultants of its wholly owned subsidiaries. The amendments were of a housekeeping nature and accordingly did not require Unitholder approval. These amendments are set out in the Option Plan of the Trust currently filed on SEDAR at www.sedar.com.

At the 2015 Meeting, the Unitholders also approved an amendment to the Trust's 2013 Amended and Restated Unit Option Plan to increase the maximum number of Units available for grant under options by 10,583,325 Units. The change effectively set the maximum aggregate number of Units reserved for issuance under the Unit Option Plan at 22,000,000 units. This was done to ensure that the Unit Option Plan continued to serve its purpose of aligning the interests of Unitholders with those of the officers, full-time employees. In addition, amendments were made to remove all references to the Board of Trustees as potential participants in the Unit Option Plan. Trustees have not received Unit Options since 2004.

In December 2016, RioCan announced, as part of comprehensive changes to its executive compensation program, that the Trust enhanced the design of its long-term incentive program through its commitment to reduce the frequency of option grants, with no option grants made in 2017 and replacing that portion of the overall long-term incentive compensation in 2017 with grants of restricted equity units ("**REUs**") under a new senior executive restricted equity unit plan (the "**Senior Executive REU Plan**"). The unit option program was not cancelled altogether to permit the Board to grant options at some future date as it determines in the best interests of the Trust. In 2018, RioCan granted Unit Options to senior executives except Edward Sonshine and Raghunath Davloor (Mr. Davloor resigned from the Trust effective July 31, 2018).

The MIC, which will be available on SEDAR at www.sedar.com, will set forth the options granted pursuant to the Option Plan to RioCan's executives.

SENIOR EXECUTIVE REU PLAN

As noted above, in December 2016, RioCan announced, as part of comprehensive changes to its executive compensation program, that it was reducing the frequency of option grants with no option grants made in 2017 and replacing that portion of the overall long-term incentive compensation in 2017 with grants of restricted equity units under the new Senior Executive REU Plan. In 2018, REUs were replaced with Unit Option grants for all senior executives except Edward Sonshine and Raghunath Davloor (Mr. Davloor resigned from the Trust effective July 31, 2018) who received REUs in lieu of Unit Options.

The Senior Executive REU Plan provides for the allotment of REUs to the CEO, COO and CFO of the Trust, and such other officers or executive employees of the Trust that are determined by the CEO and approved by the Human Resources and Compensation Committee. Each REU notionally represents the value of one Unit of the Trust on the date of grant. Unit distributions paid during the period from grant date until settlement date will be credited to each REU participant in the form of additional REUs.

The number of REUs granted shall vest one-third on each of the first, second and third anniversary of the grant date, provided however that all vested REUs are only eligible for settlement upon the third anniversary of the grant date (or such other date as contemplated by the Senior Executive REU Plan) (the "**Settlement Date**"). Settlement of vested REUs is generally made within 30 days after the Settlement Date by the delivery of an equivalent number of Units (net of applicable withholdings) purchased on the secondary market. The MIC, which will be available on SEDAR at www.sedar.com, will set forth additional information about the Senior Executive REU Plan.

EMPLOYEE REU PLAN

The Employee REU Plan is a new plan introduced in 2017 that provides for the allotment of REUs to certain senior level employees of the Trust that do not participate in the Senior Executive REU Plan. Each REU notionally represents the value of one unit of the Trust on the date of grant. Unit distributions paid during the period from grant date until settlement date will be credited to each REU participant in the form of additional REUs.

The number of REUs granted shall vest fully on the third anniversary of the grant date (the Settlement Date), including distribution equivalents that have accumulated during the vesting period. Settlement of vested REUs is generally made within 30 days after the Settlement Date.

PERFORMANCE EQUITY UNITS

In 2014, the Board of Trustees approved the introduction of a new Performance Equity Plan ("**PEU Plan**"), which became effective as of January 1, 2015. The implementation of the PEU Plan reduces the proportion of long-term incentives granted through Unit options and introduces grants of PEUs which will be subject to both internal and external measures of performance. The PEU Plan increases the alignment of executives' interests with those of Unitholders by enhancing the focus on FFO per unit results over the long term and by ensuring that total unitholder return ("**TUR**") performance is appropriate relative to the performance of other REITs and stock market indices. In addition, the Trust has changed the compensation mix for some executives which results in an increased emphasis on long-term performance. The compensation program helps to ensure the continued alignment between executive compensation and investor expectations.

The original PEU plan provided performance-based units payable in cash, which vest at the end of a three-year period subject to the attainment of pre-defined performance metrics. For 2016, the performance metrics were as follows:

- ⅓ on Cumulative FFO[1] per unit growth;
- ⅓ on Total Unitholder Return relative to a comparator group comprised of companies in the real estate industry; and
- ⅓ on Total Unitholder Return relative to a blended REIT Index.

1. Cumulative FFO excludes transaction gains from the sale of marketable securities.

The 2016 PEU awards were paid out on March 1, 2019.

In 2017, RioCan amended the PEU Plan to provide for the settlement of the performance-based units in Units of the Trust acquired through the secondary market. RioCan also adopted a single performance metric for PEU Plan of relative total Unitholder return against a peer group of fourteen TSX listed REITs with a market capitalization above $1 billion plus First Capital Realty Inc. All PEUs granted under the Amended and Restated PEU Plan will vest at the end of the three year term and between 0% – 200% of the vested PEUs will be settled in Units acquired in the secondary market.

In 2018, the PEU plan was revised to include the following performance metrics:

- 50% based on target FFO per unit; and
- 50% Total Unitholder Return relative to a weighted index that includes a comparator group comprised of companies in the real estate industry.

The PEUs granted will vest, at the end of the three year term, based upon the above noted performance metrics, such that based on RioCan's performance at the end of the vesting period, anywhere from 0% to 200% of the PEUs granted may vest.

The MIC, which will be available on SEDAR at www.sedar.com will set out further details for the PEUs granted pursuant to the PEU Plan.

DEFERRED UNIT PLAN

At the 2014 Meeting, Unitholders approved a deferred unit plan (the "Deferred Unit Plan") for non-employee Trustees (each, an "**Eligible Person**"), which was subsequently approved by the Toronto Stock Exchange.

The Deferred Unit Plan is overseen by the Board and the Human Resources and Compensation Committee ("**HRCC**"). Non-employee Trustees are the participants in the Deferred Unit Plan ("**Participants**"). Participants may be awarded deferred units, each of which are economically equivalent to one Unit ("**Deferred Units**"), from time to time at the discretion of the Board on recommendation of the HRCC ("**Granted DUs**"), subject to a maximum amount of Granted DUs per year not to exceed that number which is $150,000 divided by the Average Market Price of a Unit (defined below) on the award date. Participants may also, subject to the terms of the Deferred Unit Plan, elect to receive up to 100% of his or her annual retainer (including fees for serving as Chair of the Board or a committee of the Board) and meeting fees for a calendar year otherwise payable in cash ("**Trustee Fees**") in the form of Deferred Units ("**Elected DUs**" and, together with the Granted DUs, shall all be considered Deferred Units for purposes of the Deferred Unit Plan).

The number of Deferred Units (including fractional Deferred Units) granted at any particular time pursuant to the Deferred Unit Plan will be equal to (i) the elected amount in respect of Trustee Fees, as determined by a Trustee, divided by the Average Market Price of a Unit on the award date, plus (ii) the Granted DUs, if any, granted to such Trustee. "**Average Market Price**" of a Unit means the volume weighted average price of all Units traded on the TSX for the five trading days immediately preceding such date (or, if such Units are not listed and posted for trading on the TSX, on such stock exchange on which such Units are listed and posted for trading as may be selected for such purpose by the Board). In the event that the Units are not listed and posted for trading on any stock exchange, the market value shall be the fair market value of the Units as determined by the Board in its sole discretion.

Under no circumstances shall Deferred Units be considered Units nor entitle a Participant to any rights as a Unitholder, including, without limitation, voting rights, distribution entitlements (other than as set out below) or rights on liquidation. One (1) Deferred Unit is economically equivalent to one (1) Unit. Fractional Units are permitted under the Deferred Unit Plan.

Whenever cash distributions are paid on the Units, additional Deferred Units will be credited to the Participant's Deferred Unit account ("**Additional Deferred Units**"). The number of such Additional Deferred Units to be credited to a Participant's Deferred Unit account in respect of a cash distribution paid on the Units shall be calculated in a manner consistent with the Trust's Distribution Reinvestment Plan, by dividing the amount which is equal to the aggregate distributions that would have been paid to such Participant on the Deferred Units in the Participant's Deferred Unit Account had such Deferred Units been Units, divided by the average market price (as such term is used and defined in the Trust's Distribution Reinvestment Plan, and for greater certainty prior to taking into account any discount contemplated in the Trust's Distribution Reinvestment Plan) on the distribution payment date. Such additional Deferred Units shall vest on the same basis as the initial Deferred Units granted from the date of grant.

Deferred Units credited to a Participant shall count towards a Trustees' ownership requirements as prescribed from time to time by the Board.

Deferred Units granted to Trustees pursuant to the terms of the Deferred Unit Plan will vest immediately upon grant. The Deferred Units shall be redeemable by the Participant (or, where the Participant has died, by his or her estate) on or after the date on which the Participant ceases to be a Trustee, provided that any such redemption date is not later than two (2) years following the date the Participant ceased to be a Trustee. For greater certainty, in the event that a Participant (or his or her estate) has not redeemed his or her Deferred Units prior to the date that is two years following the date the Participant ceases to be a Trustee, such Deferred Units shall be automatically redeemed on the date that is two years following the date the Participant ceases to be a Trustee without any action required on the part of the Participant (or his or her estate).

For Participants that are Canadian residents and are not U.S. taxpayers, the Deferred Units credited to a Participant's Deferred Unit account may be redeemed in whole or in part for Units issued from treasury or, to the extent elected by the Participant in his or her sole discretion, for cash, on the date on which the Participant files a written notice of redemption with the Chief Financial Officer of the Trust.

The maximum number of Units reserved for issuance under the Deferred Unit Plan at any time shall be 750,000 (representing approximately 0.2% of the Trust's outstanding Units as of the date hereof). Notwithstanding the above, subject to applicable law or the requirements of the TSX or any other stock exchange upon which the Units are listed and any Unitholder or other approval which may be required, the Board may, in its discretion, amend this Deferred Unit Plan to increase such limit without notice to Participants subject to unitholder approval. If any Deferred Unit granted under this Deferred Unit Plan is terminated, expired or is cancelled, new Deferred Units may thereafter be granted covering such Units, subject to any required prior approval by the TSX or other stock exchange upon which the Units are listed. At all times, the REIT will reserve and keep available a sufficient number of Units to satisfy the requirements of all outstanding Deferred Units granted under the Deferred Unit Plan.

The administration of the Deferred Unit Plan shall be subject to and performed in conformity with all applicable laws, regulations, orders of governmental or regulatory authorities and the requirements of any stock exchange on which the Units are listed. Should the Board, in its sole discretion, determine that it is not desirable or feasible to provide for the redemption of Deferred Units in Units, including by reason of any such laws, regulations, rules, orders or requirements, it shall notify the Participants of such determination and on receipt of such notice each Participant shall have the option of electing that such redemption obligation be satisfied by means of a cash payment by the Trust equal to the Average Market Price of the Units that would otherwise be delivered to a Participant in settlement of Deferred Units on the Redemption Date (less any applicable withholding taxes). Each Participant shall comply with all such laws, regulations, rules, orders and requirements, and shall furnish the Trust with any and all information and undertakings, as may be required to ensure compliance therewith.

The Deferred Unit Plan provides that Unitholder approval is not required for any amendment to the Plan except for any amendment or modification that:

(a) results in any increase in the number of Deferred Units issuable under the plan; or

(b) permit Deferred Units granted under the plan to be transferable or assignable other than for normal estate settlement purposes.

Without limiting the general amendment powers described above and for greater certainty, Unitholder approval is not required for amendments to the Deferred Unit Plan to do the following:

(a) for the purpose of making formal, minor or technical modifications to any of the provisions of the plan, including amendments of a "housekeeping" nature;

(b) to correct any ambiguity, defective provisions, error or omission in the provisions of the plan;

(c) to amend the vesting provisions of the Deferred Units;

(d) to change the termination provisions of the Deferred Units of the plan; or

(e) any other amendment that does not require unitholder approval under applicable laws or the rules of the TSX, provided, however, that no such act shall diminish any rights accrued in respect of grants of Deferred Units made prior to the effective date of such amendment.

EMPLOYEE UNIT PURCHASE PLAN

Effective January 1, 2012, the Trust adopted an Employee Unit Purchase Plan (the "**EUPP**"), amended as of June 8, 2017, which provides all employees who have completed at least three months of continuous service with the Trust the opportunity to invest in Units of the Trust.

Under the EUPP, eligible employees that participate in the plan will make personal contributions in an amount equal to their elected amount, which shall be anywhere from 1% up to a maximum of 5% of their base salary. A participant can change their elected amount on an annual basis. The Trust will match 100% of a participant's personal contributions up to a maximum of $1,500 per year, except for employees holding the office of Vice President or more senior.

Personal contributions from each participant will be automatically deducted from each of the participant's paycheque (including any taxes or deductions applicable thereto) and will be directed to the administrator under the EUPP for deposit into the participant's custodian account on his or her behalf. In respect of each pay period, the Trust will pay to the administrator, for allocation on behalf of each participant, funds for purposes of satisfying the Trust's matching employer contributions (up to a maximum of $1,500 per calendar year), as applicable. The administrator will account for the amount of personal contributions, as applicable, and employer contributions received for each participant separately.

In connection with each such pay period, the administrator under the EUPP will use the funds received from the Trust on behalf of each participant (in respect of personal contributions together with employer contributions, as applicable) to purchase Units of the Trust through the facilities of the TSX at the prevailing market price at the time of purchase. No Units will be issued from treasury for purposes of satisfying the acquisitions of Units made by the administrator under the plan.

Units acquired with the personal contributions of a participating employee ("**Employee Units**") will vest immediately upon acquisition. Units acquired with the employer contribution, as applicable, made by the Trust ("**Employer Units**") will be subject to a basic one-time vesting, such that any such Units shall vest upon the date that is two full years after the date upon which the participant's enrolment in the EUPP become effective (or shall vest immediately if such Units are acquired after the basic vesting period has elapsed).

Participants are permitted to withdraw Employee Units or any vested Employer Units, as applicable, at any time, but will be subject to a suspension period (for participation purposes) of two years. Any unvested Employer Units held at the time of withdrawal of Employee Units will be automatically forfeited. At no time is a participant entitled to withdraw any unvested Employer Units. Participants are also entitled to suspend or terminate their participation in the EUPP, subject to certain provisions.

MATERIAL CONTRACTS

The following are the only material contracts, other than contracts entered into in the ordinary course of business that were entered into by RioCan between January 1, 2002 and December 31, 2018 which were still in effect on December 31, 2018:

(a) Twenty-first Supplemental Indenture (January 31, 2018) - between the Trust and CIBC Mellon Trust Company, in connection with the Series AA senior unsecured debentures, as described above under the heading "*Description of Other Securities and Ratings*";

(b) Twentieth Supplemental Indenture (April 10, 2017) - between the Trust and CIBC Mellon Trust Company, in connection with the Series Z senior unsecured debentures, as described above under the heading "*Description of Other Securities and Ratings*";

(c) Nineteenth Supplemental Indenture (January 16, 2017) - between the Trust and CIBC Mellon Trust Company, in connection with the Series Y senior unsecured debentures, as described above under the heading "*Description of Other Securities and Ratings*";

(d) Eighteenth Supplemental Indenture (August 26, 2016) - between the Trust and CIBC Mellon Trust Company, in connection with the Series X senior unsecured debentures, as described above under the heading "*Description of Other Securities and Ratings*";

(e) Seventeenth Supplemental Indenture (February 12, 2015) - between the Trust and CIBC Mellon Trust Company, in connection with the Series W senior unsecured debentures, as described above under the heading "*Description of Other Securities and Ratings*";

(f) Sixteenth Supplemental Indenture (May 30, 2014) - between the Trust and CIBC Mellon Trust Company, in connection with the Series V senior unsecured debentures, as described above under the heading "*Description of Other Securities and Ratings*";

(g) Fifteenth Supplemental Indenture (January 23, 2014) - between the Trust and CIBC Mellon Trust Company, in connection with the Series U unsecured debentures, as described above under the heading "*Description of Other Securities and Ratings*";

(h) Amended and Restated Declaration of Trust (June 17, 2015) - as described above under the heading "*Constating Documents and General Developments of the Trust*";

(i) 2015 Amended and Restated Unit Option Plan (June 17, 2015) - as described above under the heading "Unit Option Plan";

(j) Fourteenth Supplemental Indenture (April 18, 2013) - between the Trust and CIBC Mellon Trust Company, in connection with the Series T unsecured debentures, as described above under the heading "*Description of Other Securities and Ratings*";

(k) Twelfth Supplemental Indenture (December 12, 2012) - between the Trust and CIBC Mellon Trust Company, in connection with the Series R unsecured debentures, as described above under the heading "*Description of Other Securities and Ratings*";

(l) Eleventh Supplemental Indenture (June 28, 2012) - between the Trust and CIBC Mellon Trust Company, in connection with the Series Q unsecured debentures, as described above under the heading "*Description of Other Securities and Ratings*";

(m) Amended and Restated Trustee Regulation No. 1 (January 1, 2012) between the Trust and the Trustees relating generally to the affairs of the Trust to reflect recent administrative changes;

(n) Amended and Restated Trustee Regulation No. 2 (January 1, 2012) between the Trust and the Trustees relating to the approval of loan and security documents to reflect recent administrative changes;

(o) Amended and Restated Trustees' Regulation No. 3 (January 1, 2012) between the Trust and the Trustees amending the terms upon which the Chief Executive Officer of the Trust is permitted to enter into documents providing for a public offering or private placement of debt securities, Units or Preferred Units;

(p) Trustees' Regulation No. 4 (May 15, 2007) between the Trust and the Trustees permitting the Chief Executive Officer of the Trust (together with any other officer of the Trust) to enter into guarantees of obligations of third parties on behalf of the Trust;

(q) Trustees' Regulation No. 5 (April 7, 2014) between the Trust and the Trustees regarding delegation of signing authorities pursuant to the Trust's signing authority and delegation policy;

(r) Trust Indenture (February 7, 2006) between the Trust and CIBC Mellon Trustee entered into with respect to the Series I senior unsecured debentures, as described above under the heading "*Description of Other Securities and Ratings*"; and

(s) Trust Indenture (March 8, 2005) between the Trust and CIBC Mellon Trustee, as "Indenture Trustee", regarding the issuance of debt and securities by the Trust.

The summaries of certain of the above-listed material contracts are not exhaustive descriptions of such contracts and are qualified by reference to the copies of the contracts as filed on SEDAR at www.sedar.com.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for RioCan's Equity Interests is AST Trust Company (Canada) at its principal office in the City of Toronto.

INTEREST OF EXPERTS

The Trust's consolidated financial statements for the year ending December 31, 2018 were audited by Ernst & Young LLP ("**EY**"), independent auditors appointed by the Unitholders of RioCan upon the recommendation of the Board of Trustees. To the knowledge of the Trust, EY holds no registered or beneficial interest, directly or indirectly, in any securities or other property of the Trust. A copy of the consolidated annual financial statements of the Trust, including the external auditor's report thereon, is available at SEDAR at www.sedar.com.

LEGAL PROCEEDINGS

RioCan is not, and have not been in the last fiscal year, involved in any legal proceeding which would have a material effect on the Trust, nor does the Trust know of any such legal proceeding being contemplated.

ADDITIONAL INFORMATION AND INCORPRATION BY REFERENCE

Additional information regarding trustees' and officers' remuneration and indebtedness, principal holders of securities, options to purchase securities and interests of insiders in material transactions, if any, will be contained in the MIC. The Trust's MD&A for the year ended December 31, 2018 is incorporated by reference in this AIF, a copy of which is available on SEDAR at www.sedar.com. Additional financial information is provided in RioCan's consolidated financial statements for the year ended December 31, 2018 and the corresponding MD&A. A copy of such documents, and additional information relating to the Trust, is available on the Internet site of SEDAR at www.sedar.com. In the alternative, a copy may be obtained upon written request from RioCan's Chief Financial Officer (at the RioCan Yonge Eglinton Centre, 2300 Yonge Street, Suite 500, PO Box 2386, Toronto, Ontario M4P 1E4).

SCHEDULE A

RIOCAN
REAL VISION, SOLID GROUND.

CHARTER OF THE AUDIT COMMITTEE OF RIOCAN REAL ESTATE INVESTMENT TRUST

Effective as of March 29, 2018

PURPOSE:

To assist the Board of Trustees in fulfilling its oversight responsibilities by reviewing, advising and making recommendations to the Board of Trustees on:

1. The integrity of the financial information,
2. The financial reporting process,
3. The systems of internal controls and disclosure controls and procedures which Management and the Board of Trustees have established,
4. The performance of the Trust's external auditors,
5. The external auditors' qualifications, independence and performance,
6. The performance of the internal audit function including with respect to any changes to the Internal Audit Charter adopted by the Audit Committee,
7. The Trust's enterprise risk management ("**ERM**") policy, other than non-material administrative or typographical changes, and
8. The Trust's compliance with related legal and regulatory requirements and internal policies, including reports made pursuant to the Whistleblower Protection Policy.

ORGANIZATION:

1. The Audit Committee shall consist of three or more Trustees appointed by the Board of Trustees, none of whom shall be officers or employees of the RioCan Real Estate Investment Trust (the "**Trust**") or any of the Trust's affiliates.
2. Each of the members of the Audit Committee shall satisfy the applicable independence requirements of the laws governing the Trust, the applicable stock exchanges on which the Trust's securities are listed and applicable securities regulatory authorities.
3. No members of the Audit Committee shall have served as Chief Financial Officer of the Trust in the three years prior to their appointment to the Audit Committee or have ever served as Chief Executive Officer of the Trust.

4. The Board of Trustees shall designate one member of the Audit Committee as the Committee Chair. Members of the Audit Committee shall serve at the pleasure of the Board of Trustees for such term or terms as the Board of Trustees may determine or until he or she resigns.

5. Each member of the Audit Committee shall be financially literate as such qualification is interpreted by the Board of Trustees in its business judgment and in accordance with applicable regulatory requirements therefore requiring any trustee appointed to the Audit Committee to be financially literate.

6. Each member of the Audit Committee shall hold no more than three audit committee memberships at once for TSX-listed companies. A Trustee who has demonstrable financial expertise (e.g. experience as a former CFO) may hold no more than four audit committee memberships at once for TSX-listed companies.

7. A quorum of the Audit Committee for purposes of committee meetings shall be a majority of its members present in person. Any Trustee may participate in a meeting of the Audit Committee by means of teleconference and a Trustee so participating shall be considered present in person at that meeting.

8. The Chair shall designate from time to time a person who may, but need not be, a member of the Audit Committee, to be Secretary of the Audit Committee.

9. The time and place of the meetings of the Audit Committee and the calling of meetings and the procedure in all things at such meetings shall be determined by the Audit Committee.

10. Each member of the Audit Committee shall have the right to vote on matters that come before the Audit Committee.

11. The Committee may invite Trustees, officers, employees, advisors or consultants of the Trust or any other person, to assist in the discussion and examination of the matters under consideration by the Audit Committee.

AUTHORITY:

1. The Audit Committee or any Trustee shall have unrestricted access to members of Management and relevant information.

2. The Audit Committee or any Trustee may retain independent counsel, accountants or others to assist it in the conduct of carrying out its duties.

3. The Audit Committee shall have the authority to set and pay the compensation for any independent counsel, accountants or others employed by the Audit Committee.

4. The Audit Committee shall have the authority to communicate directly with the internal and external auditors.

RESPONSIBILITIES:

1. General

(a) Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.

(b) Report Committee activities and actions to the Board of Trustees with recommendations, as the Committee deems appropriate.

(c) Review and update the Committee's charter annually.

(d) Perform an evaluation of the Committee's performance at least annually.

(e) Meet a minimum of four times per year or more frequently as circumstances require and at any time at the request of a member.

(f) Meet at least annually with the external auditors and internal auditor and Management in separate sessions to discuss any matters that the Committee believes should be discussed privately and to provide a forum for any relevant issues to be raised.

(g) Review with Management, and the external auditors and the internal auditor, the scope of review of internal control over financial reporting, disclosure controls, significant findings, recommendations and Management's responses for implementation of actions to correct weaknesses in internal and disclosure controls.

(h) Review disclosure made by the CEO and CFO regarding changes in the Trust's internal control over financial reporting and disclosure controls and procedures that has materially affected, or is reasonably likely to materially affect, the Trust's internal control over financial reporting disclosure controls and procedures.

(i) Review with the Trust's legal counsel any legal or regulatory matters that could have a significant impact on the Trust's financial statements or compliance with applicable laws and regulations, and inquiries received from regulators.

(j) Review and assess the adequacy of the Trust's policies and procedures for the review of the Trust's public disclosure of financial information extracted or derived from the Trust's financial statements.

(k) Ensure all complaints arising through the Trust's "whistleblower" policy related to accounting, internal controls, disclosure controls or auditing matters are disclosed to the Audit Committee.

(l) Monitor the overall ERM program and policy and the recommendation to the Board for consideration of any changes to the ERM policy, other than non-material administrative or typographical changes.

(m) Review disclosure of all audit and non-audit related fees and assess the extent to which such fees may be considered excessive.

(n) Oversee the investment of funds pursuant to the Trust's defined benefit pension plan.

2. Internal Audit Function

(a) Review the mandate, budget, planned activities, staffing and organizational structure of the internal audit function to confirm that it is independent of management and has sufficient resources to carry out its mandate. The Audit Committee will discuss this mandate with the auditor, review the appointment and replacement of the person in charge of the Trust's internal audit function and review the significant reports to management prepared by the internal auditor and management's responses.

3. External Auditors

(a) Require the external auditor to report directly to the Audit Committee and be directly responsible for the oversight of the work of the external auditor.

(b) Recommend to the Board of Trustees the external auditors to be appointed, approve compensation of the external auditors and review and approve any proposal to change the external auditors.

(c) Review independence and qualifications of the external auditors. In assessing such independence the Audit Committee shall discuss with the external auditors, and may require a letter from the external auditors outlining, any relationships between the external auditors and the Trust or its affiliates.

(d) Review the scope and approach of the annual audit plan with the external auditors.

(e) Discuss with the external auditors the quality and acceptability of the Trust's accounting principles including all critical accounting policies and practices used, any alternative treatments that have been discussed with Management as well as any other material communications with Management.

(f) Assess the external auditors' processes for identifying and responding to key audit and internal control risks.

(g) Ensure the regular rotation of the lead audit partner and audit engagement members as required by law, and consider regular rotation of the audit firm.

(h) Evaluate the performance of the external auditors and present it to the Board of Trustees.

(i) Determine which non-audit services the external auditors are prohibited by law or regulation, or as determined by the Audit Committee, from providing and pre-approve all services provided by the external auditors. The Committee may delegate such pre-approval authority to a member of the Committee. The decision of any Committee member to whom pre-approval authority is delegated must be presented to the full Audit Committee at its first scheduled meeting following such pre-approval.

(j) Review and approve the Trust's hiring policies regarding employees, partners and former employees and partners of the present and former external auditors to be hired by the Trust.

4. Financial Reporting

   (a) Review and approve, with the delegated authority from the Trustees, the Trust's interim financial statements and interim financial information and disclosures under Management's Discussion and Analysis and earnings press release, prior to filing. If the members of the Audit Committee deem it to be necessary, they shall provide a report to the Board of Trustees based on this review.

   (b) Before the Board of Trustees approves the annual financial statements and related MD&A and earnings press release, the Audit Committee shall review with Management and the external auditors, at the completion of the annual audit:

      (i) The Trust's annual financial statements, MD&A and related footnotes.

      (ii) The external auditors' audit of the financial statements and their report.

      (iii) Any significant changes required in the external auditors' audit plan.

      (iv) Any difficulties or disputes with Management encountered during the audit.

      (v) The Trust's accounting policies.

      (vi) Other matters related to conduct, which should be communicated to the Committee under generally accepted auditing standards.

The Audit Committee shall then present a report to the Board for its review.

   (a) Review significant accounting and reporting issues and understand their impact on the financial statements. These include complex or unusual transactions and highly judgmental areas; major issues regarding accounting principles and financial presentations, including significant changes in the Trust's selection or application of accounting principles; the effect of regulatory and accounting initiatives, as well as off-balance sheet arrangements, on the financial statements of the Trust.

   (b) Review analysis prepared by Management and/or the external auditors detailing financial reporting issues and judgments made in connection with the preparation of financial information, including analysis of the effects of alternative GAAP methods.

   (c) Advise Management, based upon the Audit Committee's review and discussion, whether anything has come to the Audit Committee's attention that causes it to believe that the financial statements contain an untrue statement of material fact or omit to state a necessary material fact.

   (d) Review and monitor the administration of and compliance with the Trust's Declaration of Trust as it may affect the integrity of the Trust's financial statements and its systems of internal controls.

5. Treatment of Complaints

   (a) Establish procedures for the receipt, recording and treatment of complaints received by the Trust regarding accounting, internal controls, disclosure controls and procedures or auditing matters.

   (b) Establish procedures for the confidential and anonymous submission by employees of concerns regarding accounting or auditing matters of the Trust.

6. Limitation on the Oversight Role of the Audit Committee

   Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board of Trustees are subject.

   While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Trust's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles in Canada and applicable rules and regulations. These are the responsibility of management and the external auditors.