

*This prospectus supplement (the “Prospectus Supplement”), together with the short form base shelf prospectus dated June 11, 2021 to which it relates, as amended or supplemented (the “Shelf Prospectus”), and each document incorporated by reference into this Prospectus Supplement or the accompanying Shelf Prospectus, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.*

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.*

*The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the “1933 Act”), or the securities laws of any state. Accordingly, these securities may not be offered or sold within the United States of America, its possessions and other areas subject to its jurisdictions or to, or for the account or benefit of, a U.S. Person (as defined in Regulation S under the 1933 Act), except in limited circumstances. See “Plan of Distribution”. This prospectus supplement does not constitute an offer to sell or a solicitation of an offer to buy any of these securities in the United States.*

*Information has been incorporated by reference in this Prospectus Supplement from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of BTB Real Estate Investment Trust at 1411 Crescent Street, Suite 300, Montréal, Québec H3G 2B3, telephone (514) 286-0188 extension 244, and are also available electronically at [www.sedar.com](http://www.sedar.com).*

## PROSPECTUS SUPPLEMENT

### To a Short Form Base Shelf Prospectus dated June 11, 2021

New Issue

March 23, 2022



## BTB REAL ESTATE INVESTMENT TRUST

**8,334,000 Units**  
**\$4.20 per Unit**

This Prospectus Supplement, together with the Shelf Prospectus, qualifies the distribution of 8,334,000 trust units (the “Units”) of BTB Real Estate Investment Trust (“BTB” or the “REIT”) at a price of \$4.20 per Unit for aggregate gross proceeds to BTB of \$35,002,800. The distribution and offering of the Units pursuant to this Prospectus Supplement is herein referred to as the “Offering”. The REIT is an unincorporated open-ended investment trust governed by the laws of the Province of Québec. BTB focuses on acquiring and managing income-producing, industrial, regional office and necessity-based retail properties. The head office of the REIT is located at 1411 Crescent Street, Suite 300, Montréal, Québec, H3G 2B3.

The Units are listed on the Toronto Stock Exchange (the “TSX”) under the symbol BTB.UN. On March 21, 2022, the last trading day prior to the pricing of the Units, the closing price per Unit on the TSX was \$4.35. The REIT has applied to list the Units issuable pursuant to the Offering (including those issuable upon the exercise of the Over-Allotment Option (as defined herein)) on the TSX. Listing will be subject to the REIT fulfilling all the listing requirements of the TSX. The Units are being offered pursuant to an underwriting agreement dated March 23, 2022 (the “Underwriting Agreement”) between BTB and National Bank Financial Inc. as lead underwriter, on its own behalf and on behalf of RBC Dominion Securities Inc., Scotia Capital Inc., Canaccord Genuity Corp., iA Private Wealth Inc., Laurentian Bank Securities Inc. and TD Securities Inc. (collectively, the “Underwriters”). The price for the Units offered in this Prospectus Supplement was determined by negotiation between the REIT and the Underwriters.

A return on your investment in Units is not comparable to the return on an investment in a fixed-income security. The recovery of your initial investment is at risk, and the anticipated return on your investment is based on many performance assumptions. **Although the REIT intends to make distributions of its available cash to Unitholders (as defined herein), these cash distributions are not assured.** The ability of the REIT to make cash distributions and the actual amount distributed will depend on numerous factors, including but not limited to, the financial performance of the REIT, its debt covenants and obligations, its working capital requirements and its future capital requirements. See “Risk Factors”. In addition, the market value of the Units may decline if the REIT is unable to meet its cash distribution targets in the future, and that decline may be significant.

An investment in the Units is subject to a number of risks and investment considerations that should be considered by a prospective purchaser. It is important for you to consider the particular risk factors that may affect the industry in which you are investing, and therefore the stability of the distributions that you receive. See, for example, “Fluctuation in Cash Distributions”, under “Risk

Factors”. This section also describes the REIT’s assessment of those risk factors, as well as the potential consequences to you if a risk should occur.

The after-tax return for any Units acquired by Unitholders (as defined herein), which are subject to Canadian income tax and are Canadian Residents (as defined herein) will depend, in part, on the composition for tax purposes of distributions paid by the REIT (portions of which may be fully or partially taxable or may constitute non-taxable returns of capital). The adjusted cost base of Units held by a Unitholder generally will be reduced by the non-taxable portion of distributions made to the Unitholder other than the portion thereof attributable to the non-taxable portion of certain capital gains. The composition for tax purposes of those distributions may change over time, thus affecting the after-tax return to Unitholders.

**The net proceeds from the sale of the Units will be used to repay amounts outstanding under the Acquisition Line of Credit and for general trust purposes. See “Use of Proceeds”.**

In the opinion of counsel to BTB, the Units will qualify as eligible investments as set forth under “Eligibility for Investment”.

	<b>Price: \$4.20 per Unit</b>		
	<b>Price to the Public<sup>(1)</sup></b>	<b>Underwriters’ Fee<sup>(2)</sup></b>	<b>Net Proceeds to BTB<sup>(3) (4)</sup></b>
<b>Per Unit</b> .....	<b>\$4.20</b>	<b>\$ 0.168</b>	<b>\$4.032</b>
<b>Total<sup>(3)</sup></b> .....	<b>\$35,002,800</b>	<b>\$1,400,112</b>	<b>\$33,602,688</b>

Notes:

- (1) The terms of the Offering have been determined by negotiation between BTB and the Underwriters.
- (2) Fees will be paid based on 4.00% of the gross proceeds of the Offering. See “Plan of Distribution”.
- (3) Before deducting the expenses of this Offering, which are estimated to be approximately \$300,000 and will be paid from the proceeds of the Offering.
- (4) The REIT has granted to the Underwriters an over-allotment option (the “Over-Allotment Option”), exercisable for a period of 30 days following the Closing (as defined herein), to purchase up to 1,250,100 additional Units on the same terms as set forth above to cover over-allotments, if any, and for market stabilization purposes. If the Over-Allotment Option is exercised in full, the “Price to the Public”, “Underwriters’ Fee” and “Net Proceeds” to the REIT (before deducting the estimated expenses of this Offering) will be \$40,253,220, \$1,610,128.80 and \$38,643,091.20 respectively. This Prospectus Supplement, together with the Shelf Prospectus, also qualifies the distribution of the Over-Allotment Option and the distribution of the additional Units issuable upon the exercise of the Over-Allotment Option. See “Plan of Distribution”. Unless otherwise indicated, the disclosure in this Prospectus Supplement assumes that the Over-Allotment Option has not been exercised. A purchaser who acquires Units forming part of the Underwriters’ over-allocation position acquires those Units under this Prospectus Supplement, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

<b>Underwriters’ Position</b>	<b>Maximum size or number of securities available</b>	<b>Exercise Period</b>	<b>Exercise Price</b>
Over-Allotment Option	Option to purchase up to 1,250,100 additional Units (being up to 15% of the number of the Units sold)	Up to thirty (30) days following the Closing	\$4.20 per Unit

The REIT expects that the first cash distribution to which purchasers of Units under this Offering will be entitled to participate will be the April 2022 Distribution (as defined herein), which will have a record date of March 31, 2022 and a payment date of April 18, 2022.

The Underwriters, as principals, conditionally offer the Units for sale, subject to prior sale, if, as and when issued by the REIT and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under “Plan of Distribution”, and subject to the approval of certain legal matters on behalf of the REIT by De Grandpré Chait LLP, and on behalf of the Underwriters by Stikeman Elliott LLP. In accordance with and subject to applicable laws, the Underwriters may effect transactions that stabilize or maintain the market price of the Units. **The Underwriters may offer the Units at a lower price than stated above. See “Plan of Distribution”.**

Subscriptions will be received subject to rejection or allotment in whole or in part, and the right is reserved to close the subscription books at any time without notice. Book-entry certificates representing the Units will be issued in registered form to the CDS Clearing and Depository Services Inc. (“CDS”) or its nominee and will be deposited with CDS on closing. The Closing is expected to occur on or about March 30, 2022 or such later date as the REIT and the Underwriters may agree, but in any event no later than May 4, 2022, which is no later than 42 days after the date of this Prospectus Supplement.

The REIT is not a trust company and is not registered under applicable legislation governing trust companies as it does not carry on or intend to carry on the business of a trust company. The Units are not “deposits” within the meaning of the *Canada Deposit Insurance Corporation Act* and are not insured under the provisions of that Act or any other legislation.

National Bank Financial Inc., RBC Dominion Securities Inc., Scotia Capital Inc. and Laurentian Bank Securities Inc. are affiliates of financial institutions which are lenders of the REIT and a portion of the net proceeds of the Offering will be used to repay a portion of the Acquisition Line of Credit owing to one such financial institutions. Consequently, the REIT may be considered a “connected issuer” of such Underwriters within the meaning of Applicable Securities Legislation. As at February 28, 2022, the actual indebtedness of the REIT to such financial institutions amounted to approximately \$349,000,000 in the aggregate. See “Relationship Between the Issuer and the Underwriters”.

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**BASE SHELF PROSPECTUS**

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## GLOSSARY

The following terms used in this Prospectus Supplement have the meanings set out below:

**“1933 Act”** means the United States *Securities Act of 1933*, as amended.

**“2021 AIF”** means the annual information form of the REIT dated March 21, 2022.

**“2021 Annual Financial Statements”** means the comparative audited consolidated financial statements of the REIT for the year ended December 31, 2021, together with the notes thereto and the auditors’ report thereon, prepared in accordance with IFRS.

**“2021 Annual MD&A”** means the management’s discussion and analysis of operating results and financial position of the REIT for the year ended December 31, 2021.

**“Acquisition Line of Credit”** means the \$40,000,000 revolving credit with an option to increase to the total amount of \$60,000,000 with a financial institution entered into on September 29, 2021.

**“affiliate”** means, where used, to indicate a relationship with a Person, has the meaning that would be ascribed thereto in the *Securities Act* (Québec), as amended or replaced from time to time, if the word “company” were changed to “Person”.

**“Allowed Indebtedness Threshold”** means the authorized indebtedness threshold under subsection 6.2.5 of the Contract of Trust which states that the REIT shall not incur or assume any indebtedness if, after giving effect to the incurring or assumption of the indebtedness, the total consolidated indebtedness of the REIT would be more than 75% of the Gross Book Value. For the purposes of this definition, the term “indebtedness” means any obligation of the REIT for borrowed money (excluding any premium in respect of indebtedness assumed by the REIT for which the REIT has the benefit of an interest rate subsidy, but only to the extent an amount receivable has been excluded in the calculation of Gross Book Value with respect to such interest rate subsidy), provided that:

- (a) an obligation will constitute indebtedness only to the extent that it would appear as a liability on the consolidated balance sheet of the REIT;
- (b) indebtedness excludes trade accounts payable, distributions payable to Unitholders, accrued liabilities arising in the ordinary course of business and short term acquisition credit facilities; and
- (c) subordinate debentures will not constitute indebtedness.

If, as a result of a material acquisition or if as a result of a material variation in Gross Book Value, the 75% limit is exceeded, the REIT shall reduce its indebtedness or issue additional Units, or take other action, in order to comply with such limit within the 12 months from the date such limit was exceeded, and subject to such reasonable extensions beyond such 12-month period from the date such limit was exceeded, as approved by the Trustees.

**“Applicable Securities Legislation”** means applicable securities law in each of the provinces (if applicable) of Canada.

**“April 2022 Distribution”** has the meaning ascribed thereto under “Distribution Policy”.

**“BTB” or the “REIT”** means BTB Real Estate Investment Trust except as otherwise set forth herein.

**“BTB LP”** means BTB Real Estate Limited Partnership, a limited partnership formed under the laws of the Province of Québec.

**“CBCA”** means the *Canada Business Corporations Act*, as amended.

**“CDS”** means CDS Clearing and Depository Services Inc.

“**CECRA**” means the Canada Emergency Commercial Rent Assistance program.

“**Class B LP Units**” means the class B limited partnership units of BTB LP, which are exchangeable for Units on a one for one basis.

“**Closing**” means the closing date on or about March 30, 2022.

“**Contract of Trust**” means the contract of trust made as of July 12, 2006, as amended as of August 1, 2006, March 15, 2011, January 28, 2015 and June 8, 2020, and from time to time governed by the laws of the Province of Québec, pursuant to which the REIT was established.

“**CRA**” means the Canada Revenue Agency.

“**Debenture**” means a Series H Debenture or Series G Debenture or any debenture of the REIT issued under the Indenture and “**Debentures**” means collectively, the Series H Debentures, the Series G Debentures and all other debentures to be issued from time to time pursuant to the terms and conditions of the indenture, collectively.

“**Deferred Income Plans**” means, collectively, trusts governed by a RRSP, a RRIF, a DPSP, RESPs, RDSPs and TFSAs, each as defined hereunder and/or in the *Tax Act*.

“**DPSP**” means a deferred profit sharing plan, as defined in the *Tax Act*.

“**DRIP**” means the Distributions Reinvestment Plan put in place by the REIT in October 2011, as amended from time to time.

“**GLA**” means gross leasable area.

“**Gross Book Value**” means, at any time, the fair value of the investment properties and other assets of BTB and its consolidated Subsidiaries, as shown on its then most recent consolidated balance sheet, plus accumulated depreciation and amortization in respect of BTB’s other assets shown thereon or in the notes thereto, less (i) the amount of any receivable reflecting interest rate subsidies on any debt assumed by BTB and (ii) the amount of future income tax liability arising out of the fair value adjustment in respect of the indirect acquisitions of certain properties; provided however, if approved by a majority of the Independent Trustees, the appraised value of the other assets of BTB and its consolidated Subsidiaries may be used instead of book value.

“**IASB**” means the International Accounting Standards Board.

“**IFRS**” means International Financial Reporting Standards.

“**Independent Trustee**” means a Trustee who, in relation to the REIT or any of its related parties is “independent” within the meaning of Multilateral Instrument 52-110 - *Audit Committees* and is not “related” within the meaning of the *Tax Act*, as amended or replaced from time to time.

“**Lead Underwriter**” means National Bank Financial Inc.

“**Marketing Materials**” has the meaning ascribed thereto under “Documents Incorporated by Reference”.

“**Non-Resident**” means a Person who is a non-resident for the purposes of the *Tax Act*, including a partnership that is not a Canadian partnership within the meaning of the *Tax Act*.

“**Offering**” means the public offering by the REIT of 8,334,000 Units in the aggregate amount of \$35,002,800.

“**Over-Allotment Option**” means the option granted to the Underwriters pursuant to the Underwriting Agreement to purchase up to 1,250,100 Units at \$4.20 per Unit to cover over-allotments, if any, and for market stabilization purposes.

**“Person”** means and includes individuals, corporations, limited partnerships, general partnerships, joint stock companies, limited liability corporations, joint ventures, associations, companies, trusts, banks, trust companies, trustees, executors, administrators or other legal personal representatives, two or more persons who, together, constitute all the owners of a property, pension funds, land trusts, business trusts or other organizations, whether or not legal entities and regulatory bodies, governments and agencies and political subdivisions thereof and municipalities.

**“RDSP”** means a “registered disability savings plan”, as defined in the *Tax Act*.

**“REIT Exception”** has the meaning ascribed thereto under “Canadian Federal Income Tax Considerations – Status of the REIT – REIT Exception”.

**“Resident”** means a Person who is a resident of Canada for the purposes of the *Tax Act*.

**“RESP”** means a “registered education savings plan”, as defined in the *Tax Act*.

**“RRIF”** means a “registered retirement income fund”, as defined in the *Tax Act*.

**“RRSP”** means a “registered retirement savings plan”, as defined in the *Tax Act*.

**“Series G Debentures”** means the Series G 6.00% convertible unsecured subordinated debentures of the REIT.

**“Series H Debentures”** means the Series H 7.00% convertible unsecured subordinated debenture of the REIT.

**“SIFT”** means a “SIFT trust” or a “SIFT partnership” as defined in the *Tax Act* for purposes of the SIFT Regime.

**“SIFT Regime”** means the amendments to provisions of the *Tax Act* proclaimed in force on June 22, 2007, as amended, that implement the changes announced as part of the Tax Fairness Plan proposed by the Minister of Finance (Canada) on October 31, 2006 which modify the tax treatment of SIFTs, and the tax treatment of their unitholders in the manner described below under “Canadian Federal Income Tax Considerations – SIFT Regime”.

**“SIFT Rules”** means the provisions of the *Tax Act* governing the SIFT Regime.

**“Special Voting Unit”** means a non-participating special voting unit of the REIT.

**“Subsidiaries”** includes, with respect to any person, corporation, partnership, limited partnership, trust or other entity controlled, directly or indirectly, by such person, corporation, partnership, limited partnership, trust or other entity and, without limiting the generality of the foregoing, includes TB Trust in respect of the REIT and **“Subsidiary”** means any one of them.

**“Tax Act”** means the *Income Tax Act* (Canada) and the regulations thereunder, as amended.

**“Tax Proposals”** means all specific proposals to amend the Tax Act and regulation thereunder announced by or on behalf of the Minister of Finance (Canada) prior to the date of this Prospectus Supplement.

**“TB Contract of Trust”** means the contract of trust dated July 12, 2006, as amended and restated as of August 1, 2006, March 15, 2011 and May 4, 2011 and from time to time pursuant to which TB Trust was formed under the laws of the Province of Québec.

**“TB Trust”** means BTB, Acquisition and Operating Trust, a trust formed under the laws of the Province of Québec pursuant to the TB Contract of Trust.

**“TFSA”** means a tax-free savings account as defined in the *Tax Act*.

**“Trustee”** means a trustee of the REIT.

**“TSX”** means the Toronto Stock Exchange.

**“Underwriters”** means National Bank Financial Inc., RBC Dominion Securities Inc., Scotia Capital Inc., Canaccord Genuity Corp., iA Private Wealth Inc., Laurentian Bank Securities Inc. and TD Securities Inc.

**“Underwriting Agreement”** means the underwriting agreement dated March 23, 2022 among the REIT and the Underwriters.

**“Unit”** means a unit of interest in the REIT, other than Special Voting Units.

**“Unitholder”** means a holder of Units, and any reference to a Unitholder in the context of such Unitholder’s right to vote at a meeting of Unitholders or receive information also include a holder of Special Voting Units.

**“Voting Units”** means, collectively, the Units and the Special Voting Units.

## **ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first part is this Prospectus Supplement, which describes the specific terms of the securities that the REIT is offering and also adds to and updates certain information contained in the Shelf Prospectus and the documents incorporated by reference into this Prospectus Supplement and the Shelf Prospectus. The second part, the Shelf Prospectus, gives more general information.

Readers should rely only on the information contained in this Prospectus Supplement and the Shelf Prospectus or in documents incorporated by reference into this Prospectus Supplement and the Shelf Prospectus. The REIT and the Underwriters have not authorized any other person to provide prospective investors with different information and any such information should not be relied upon. The REIT and the Underwriters are not making an offer to sell the Units in any jurisdiction where the offer or sale is not permitted. Readers should assume that the information appearing in this Prospectus Supplement and the Shelf Prospectus, as well as information the REIT has previously filed with the securities regulatory authority in each of the provinces and territories of Canada in documents incorporated by reference into this Prospectus Supplement and the Shelf Prospectus, is accurate as of their respective dates only. The business, financial condition, results of operations and prospectus of the REIT may have changed since those dates.

Unless otherwise indicated, the disclosure in this Prospectus Supplement assumes that the Over-Allotment Option has not been exercised. Financial data that is derived from the financial statements has been prepared in accordance with IFRS as issued by the IASB.

In this Prospectus Supplement, unless otherwise specified, all references to “dollars” or “\$” are to Canadian dollars.

## **FORWARD-LOOKING STATEMENTS**

Certain statements contained in this Prospectus Supplement, in the Shelf Prospectus, and the documents incorporated by reference herein and therein are forward-looking. Forward-looking statements are statements, other than statements of historical fact, that address or discuss activities, events or developments that the REIT expects or anticipates will or may occur in the future, including the ability of the REIT to identify, pursue and consummate acquisition opportunities, the strength of the real estate markets, business strategies and measures to implement these strategies, competitive strengths, benefits that may be achieved in connection with the integration of the recent acquisitions, goals, expansion and growth of the REIT’s businesses and operations, plans and references to future acquisitions and success and the impacts of the COVID-19 pandemic on the business and operations of the REIT and on the REIT’s financial performance and results of operations. Such forward-looking statements can be identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “predict”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe” and similar expressions or the negatives thereof.

The forward-looking statements contained in this Prospectus Supplement reflect the current views and beliefs of the management of the REIT and are based on certain assumptions, including assumptions as to future economic conditions and courses of action, as well as information currently available to management and other factors management currently believes are appropriate and reasonable in the circumstances. Material assumptions that were applied in drawing a conclusion or making an estimate set out in the forward-looking statements include: the ability of the REIT to identify additional properties, the ability of the REIT to maintain a tenant base substantially similar to the REIT’s current tenant base, the credit and financial stability of current and future tenants, the current hypothec and mortgage loan to value ratio and hypothec and mortgage interest rates remaining substantially constant, equity and debt capital markets continuing to provide access to fund the REIT’s future growth on terms acceptable to the management of the REIT, the REIT being able to refinance its credit facilities, mortgages, hypothec loans and other outstanding indebtedness of the REIT on terms acceptable to the management of the REIT, and the REIT being able to enter into and renew leases having terms of similar periods as the terms currently in effect under the current leases and upon terms acceptable to the REIT. Forward-looking statements contained in certain documents incorporated by reference in this Prospectus Supplement and in the Shelf Prospectus are based on the key assumptions described in such documents.

Such forward-looking statements are subject to risks and uncertainties and no assurance can be made that any of the events anticipated by such statements will prove to be accurate or occur or, if they do occur, what the effect on the REIT would be. A number of factors could cause actual results, performance or developments to differ materially from those expressed or implied by such forward-looking statements, including:

- the general economic conditions, local real estate markets, supply and demand for leased premises, competition from other available premises and various other factors;
- the inability of the REIT to maintain a tenant base substantially similar to the REIT's current tenant base;
- the credit and financial stability of the tenants of the REIT's properties and the economic environment in which they operate;
- the ability of the REIT to identify properties that meet its acquisition criteria or in completing acquisitions or investments on satisfactory terms;
- access of the REIT to capital and debt markets including being able to refinance its credit facilities, mortgages, hypothec loans and other outstanding indebtedness of the REIT on terms acceptable to the management of the REIT;
- the failure of the newly acquired properties to perform as expected by management and the underestimation of the costs associated with the integration of such acquired properties;
- the failure to maintain mutual fund trust status;
- the status of the REIT for tax purposes;
- the value at which the REIT's real estate portfolio will generate sufficient distributable income to exceed distributions;
- the risk that the renewal periods could in the future be shorter than current customary renewal periods under leases; and
- other factors, many of which are beyond the control of the REIT, including those factors identified under the heading "Risk Factors" and elsewhere in this Prospectus Supplement, in the Shelf Prospectus and the documents incorporated by reference herein and therein and as described from time to time in documents filed by the REIT with Canadian securities regulatory authorities.

These factors should be considered carefully and prospective investors should not place undue reliance on the forward-looking-statements.

Certain statements included in this Prospectus Supplement, in the Shelf Prospectus and in the documents incorporated by reference herein and therein may be considered as a "financial outlook" for the purposes of Applicable Securities Legislation, and such financial outlook may not be appropriate for purposes other than this Prospectus Supplement. The REIT's actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be made that any of the events anticipated by the forward-looking statements will prove to be accurate or occur, or if any of them do so, what benefits, including the amount of proceeds, the REIT will derive therefrom. These forward-looking statements speak only as of the date of this Prospectus Supplement or as of the date specified in the documents incorporated by reference in this Prospectus Supplement, as the case may be. The REIT does not assume any obligation to update the aforementioned forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law. Prospective investors should read this entire Prospectus Supplement, the Shelf Prospectus, and the documents incorporated by reference herein and therein, and consult their own professional advisors to ascertain and assess the tax and legal risks and other aspects associated with holding Securities.

#### **NON-IFRS MEASURES**

The following terms and measures, Funds from Operations ("**FFO**"), FFO / Unit, Recurring FFO, Recurring FFO / Unit, Recurring FFO payout Ratio, Adjusted Funds from Operations ("**AFFO**"), Recurring AFFO, Recurring AFFO / Unit, AFFO payout Ratio, Recurring AFFO payout Ratio, Same Property NOI, Total Debt Ratio, Mortgage Ratio

and other measures discussed in the documents incorporated by reference herein, including any per unit information if applicable, are non-IFRS measures and do not have standardized meaning prescribed by IFRS. Because such non-IFRS measures do not have a standardized meaning prescribed by IFRS and may differ from similar measures used by other issuers, securities regulations require, among other things, that these alternative measures be clearly defined and qualified and reconciled with their nearest IFRS measures and that they do not assign greater weight than the IFRS measures. For full definitions and reconciliations of these non-IFRS measures, refer to the “Non-IFRS Financial Measures” section at pages 41 to 43 in BTB’s 2021 Annual MD&A, as well as the reconciliations provided in Appendices 2 and 3 to BTB’s 2021 Annual MD&A which is incorporated by reference herein. Explanations on how these non-IFRS financial measures provide useful information to investors and the additional purposes, if any, for which the Trust uses these non-IFRS financial measures, are also included in at pages 41 to 43 in BTB’s 2021 Annual MD&A, which is incorporated by reference herein. A copy of the 2021 Annual MD&A can be found on [www.sedar.com](http://www.sedar.com) under the REIT’s profile.

## DOCUMENTS INCORPORATED BY REFERENCE

**Information has been incorporated by reference in this Prospectus Supplement from documents filed with securities commissions or similar authorities in Canada.** Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of the REIT at 1411 Crescent Street, Suite 300, Montréal, Québec H3G 2B3, telephone (514) 286-0188 ext. 244, and are also available electronically at [www.sedar.com](http://www.sedar.com).

The following documents, filed with the various securities commissions or similar regulatory authorities in each of the provinces and territories of Canada, are specifically incorporated by reference in and form an integral part of this Prospectus Supplement:

- (a) the 2021 AIF;
- (b) the 2021 Annual Financial Statements;
- (c) the 2021 Annual MD&A;
- (d) the management information circular of the REIT dated May 11, 2021 in connection with the annual and special meeting of the Unitholders held on June 15, 2021; and
- (e) the “template version” of the term sheet related to the Offering dated March 21, 2022 and filed on SEDAR on March 21, 2022 (the “**Marketing Materials**”).

Any documents of the type described in Item 11 of Form 44-101F1 — *Short Form Prospectus Distributions* (excluding confidential material change reports and excluding those portions of documents that are not required pursuant to National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference herein) and any other documents as may be required to be incorporated by reference into this Prospectus Supplement under applicable securities laws which are filed by the REIT with the securities commissions or authorities in the provinces and territories of Canada subsequent to the date of this Prospectus Supplement and prior to the termination of the distribution under the Offering, shall be deemed to be incorporated by reference in this Prospectus Supplement or the Shelf Prospectus for purposes of the Offering.

**Any statement contained in this Prospectus Supplement, the Shelf Prospectus or in a document incorporated or deemed to be incorporated by reference in this Prospectus Supplement or the Shelf Prospectus shall be deemed to be modified or superseded for purposes of this Prospectus Supplement and the Shelf Prospectus to the extent that a statement contained in this Prospectus Supplement, or in any subsequently filed document which is, or is deemed to be, incorporated by reference in this Prospectus Supplement or the Shelf Prospectus, modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document or statement that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a**

**misrepresentation, an untrue statement of a material fact or an omission to state a material fact that was required to be stated or that was necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not constitute a part of this Prospectus Supplement or the Shelf Prospectus except as so modified or superseded.**

## **MARKETING MATERIALS**

The Marketing Materials (as defined herein) are not part of this Prospectus Supplement to the extent that the contents of the Marketing Materials have been modified or superseded by a statement contained in this Prospectus Supplement. Any “template version” of “marketing materials” (each as defined in National Instrument 41-101 - *General Prospectus Requirements*) filed after the date of this Prospectus Supplement and before the termination of the distribution under the Offering (including any amendments to, or an amended version of, the Marketing Materials) is deemed to be incorporated into this Prospectus Supplement.

## **THE REIT**

BTB is an unincorporated open-ended real estate investment trust governed under the laws of the Province of Québec pursuant to the Contract of Trust.

The objectives of the REIT are: (i) to generate cash distributions that are reliable; (ii) to grow BTB’s assets through internal growth and accretive acquisitions in order to increase distributable income and therefore fund distributions; and (iii) optimize the value of its assets through dynamic management of its properties in order to maximize the long-term value of its properties and therefore its units.

BTB believes that the income-producing industrial, regional office, and necessity-based retail property segments represent a favorable risk/return investment environment. By concentrating on primary Canadian markets, BTB believes it will be afforded greater opportunities to make accretive acquisitions that will contribute to achieving attractive yields for Unitholders.

BTB has a strong executive team, including management and Trustees with a breadth of experience in all facets of real estate including acquisitions, asset management, development, property management, lease administration and asset level and corporate finance. In addition, the management and Trustees of the REIT have well established relationships with property owners across Canada. These relationships have allowed and, based on management belief, are expected to continue to allow the REIT to identify and complete acquisitions, in certain instances, through off-market transactions (“not yet listed”) with little or no competition which may be completed at a favorable valuation for Unitholders. See “Risk Factors - Reliance on Key Personnel” in BTB’s 2021 AIF incorporated by reference in this Prospectus Supplement.

Management of BTB believes that there are a significant number of acquisition opportunities across Canada; acquisitions which management of the REIT believes can be purchased at attractive capitalization rates. Management regularly reviews the REIT’s property portfolio and, based on experience and market knowledge, assesses ongoing opportunities and engages in discussions with respect to possible acquisitions of new properties. However, there can be no assurance than any such discussions will result in any acquisitions and, if they do, what would be the terms or timing of such acquisitions. Management expects to continue current discussions and actively pursue acquisition, investment and disposition opportunities as part of its business objectives.

As of the date of this Prospectus Supplement, management of the REIT believes that the REIT meets, and has met at all times during the current taxation year, all the necessary conditions and qualifies for the REIT Exception. Management of the REIT intends to take all the necessary steps to continue to meet these conditions in the future.

### **Overview of Property Portfolio**

As of the date of this Prospectus Supplement, BTB’s property portfolio was comprised of the following 73 properties totaling approximately 5.7 million square feet of industrial, regional office, necessity-based retail properties located in Canada.

Province	Income Producing Properties	GLA (Sq. Feet)	Total Square Feet Occupied <sup>(1)</sup>	% of GLA
Québec	54	4,598,370	92.2%	80.6
Ontario	9	682,802	98.6%	12.0
Alberta	6	198,112	100%	3.5
Saskatchewan	4	223,473	100%	3.9
<b>TOTAL</b>	<b>73</b>	<b>5,702,757</b>	<b>93.6%</b>	<b>100%</b>

(1) Committed as at December 31, 2021.

BTB owns the following diversified properties as at the date of this Prospectus Supplement:

Property Address	Location	Property Type	GLA (Sq. feet)	Occupancy <sup>(1)</sup>	Year Built/ Redeveloped
<b>QUÉBEC</b>					
2900 Jacques-Bureau Street	Laval	Retail	101,194	100%	2004
4890-4898 Taschereau Blvd	Brossard	Office	36,983	91.1%	1986
3761-3781 des Sources Blvd	Dollard-des-Ormeaux	Retail	28,176	91.1%	2010
4105 Sartelon Street	Saint-Laurent	Industrial	44,480	100%	1999/2004/2007/2017
32 Saint-Charles Street West	Longueuil	Office	14,054	93.5%	1815/1854/1987/2018
50 Saint-Charles Street West	Longueuil	Office	19,568	71.8%	1982/2018
85 Saint-Charles Street West	Longueuil	Office	30,986	87.4%	1968
2059 René-Patenaude Street	Magog	Industrial	29,271	48.5%	2005
Halles Saint-Jean 145 Saint-Joseph Blvd	Saint-Jean-sur-Richelieu	Office	108,805	90.7%	1940/1960/1989/2014
Complexe de Léry 505 des Forges Street and 1500 Royale Street	Trois-Rivières	Office	149,077	60.1%	1990/2021
5810 Sherbrooke Street East	Montréal	Office	26,900	100%	1987/2021
5878-5882 Sherbrooke Street East	Montréal	Office	10,773	100%	1967/1991
7001-7035 Saint-Laurent Blvd and 25 Mozart Avenue	Montréal	Office	24,369	100%	1939/1991/2017
81-83 Turgeon Street	Sainte-Thérèse	Office	20,136	100%	1980/2019
Place d'Affaires Lebourgneuf, Phase I, 6655, Pierre-Bertrand Blvd	Québec	Office	185,998	90.3%	2006
204 De Montarville Blvd	Boucherville	Office	29,958	63.9%	1988
Centre d'affaires Le Mesnil 1170 Lebourgneuf Blvd	Québec	Office	102,335	66.1%	1990/2019
Edifice Brinks 191 Amsterdam Street	Saint-Augustin-de-Desmaures	Industrial	7,747	100%	2009
Complexe Lebourgneuf Phase I 825 Lebourgneuf Blvd	Québec	Office	232,523	94%	2009

Property Address	Location	Property Type	GLA (Sq. feet)	Occupancy <sup>(1)</sup>	Year Built/ Redeveloped
<b>QUÉBEC</b>					
Place d'affaires Lebourgneuf Phase II, 6700 Pierre-Bertrand Blvd	Québec	Office	111,208	96.4%	2007
Édifice Lombard 909-915 Pierre-Bertrand Blvd	Québec	Retail	87,420	96.9%	1991
Complexe Lebourgneuf-Phase II 815 Lebourgneuf Blvd	Québec	Office	140,824	89.1%	2012
5791 Laurier Blvd <sup>(2)</sup>	Terrebonne	Retail	17,114	100%	2007
2175 Des Entreprises Blvd	Terrebonne	Industrial	60,000	100%	2003
2205-2225 Des Entreprises Blvd	Terrebonne	Industrial	154,000	100%	2003
1325 Hymus Blvd	Dorval	Industrial	80,000	100%	1969/2021
208-240 Migneron Street and 3400-3410 Griffith Street	Saint-Laurent	Industrial	52,206	100%	1985
4535 Louis B. Mayer Street	Laval	Industrial	41,042	100%	2007
7777 Trans-Canada Highway	Saint-Laurent	Industrial	73,000	100%	1975
7 and 9 Montclair St. <sup>(2) (3)</sup>	Gatineau	Retail	74,941	67.0%	1975/2001
11590-11800 de Salaberry Blvd	Dollard-des-Ormeaux	Retail	128,184	95.1%	1982/2004/2015
315-325 MacDonald Street	St-Jean-sur-Richelieu	Office	148,019	93.5%	1989/2003
2665-2673 and 2681 Côte Saint-Charles	Saint-Lazare	Retail	15,187	65.1%	2011
3695 des Laurentides Highway	Laval	Industrial	132,665	100%	1973/1989/ 1999/ 2005/2019
2111 Fernand-Lafontaine Blvd	Longueuil	Office	47,830	100%	1988/2010/2021
2350 Chemin du Lac	Longueuil	Office	46,355	100%	1986/2011/2012
1000 du Séminaire Blvd North	Saint-Jean-sur-Richelieu	Retail	229,400	100%	1973/1997/2003/2007
175 de Rotterdam Street	Saint-Augustin-de-Desmaures	Industrial	40,400	100%	2013
2101 Sainte-Catherine Street West	Montréal	Office	50,000	100%	1920/1994
1939-1979 F.-X. Sabourin Street	St-Hubert	Retail	96,496	84.8%	2008/2012/2013/2016/2021
1200-1252 de la Concorde Street	Lévis	Retail	117,855	100%	2014/2015/2016
2250 Alfred-Nobel Blvd.	St-Laurent	Office	79,661	67.2%	2001/2004
7150 Alexander-Fleming Street	St-Laurent	Office	53,767	100%	2000
1327-1333 Sainte-Catherine Street and 1407-1411 Crescent Street	Montréal	Office	30,424	71.6%	1932/2019
625-730 de la Concorde Street	Lévis	Retail	204,759	97.3%	2006
3111 St-Martin Boulevard West	Laval	Office	52,288	100%	2014
3131 St-Martin Boulevard West	Laval	Office	99,897	85.5%	1982

Property Address	Location	Property Type	GLA (Sq. feet)	Occupancy <sup>(1)</sup>	Year Built/ Redeveloped
<b>QUÉBEC</b>					
2425 Pitfield Boulevard	St-Laurent	Office	65,625	100%	1988
340-360, 370-380, 375 and 377-383 Sir-Wilfred-Laurier Boulevard	Mont-Saint-Hilaire	Office	127,768	92.4%	1991/1999/2000/2004/2005
1465-1495 and 1011-1191 Saint-Bruno Boulevard and 800 de l'Étan Street	Saint-Bruno-de-Montarville	Retail	366,390	91.2%	1997/2003/2007/2008
2005 le Chatelier Street	Laval	Industrial	34,200	100%	1997/2003
6000 Kieran Street	St-Laurent	Industrial	99,000	100%	2000
2344 Alfred-Nobel Boulevard	St-Laurent	Office	108,914	100%	2009
2600 Alfred-Nobel Boulevard	St-Laurent	Office	128,198	100%	2015

Notes:

- (1) Committed as at December 31, 2021.
- (2) BTB owns a 50% interest in these properties.
- (3) Composed of two income producing properties.

Property Address	Location	Property Type	GLA (Sq. feet)	Occupancy <sup>(1)</sup>	Year Built/ Redeveloped
<b>ONTARIO</b>					
80 Aberdeen St.	Ottawa	Office	52,265	100%	1960/2000
245 Menten Place	Ottawa	Office	31,847	100%	1985
1-9 and 10 Brewer Hunt Way and 1260-1280 Teron Rd.	Ottawa	Office	129,576	97.6%	1971/1983/1986/1999/2000
400 Hunt Club Rd. <sup>(2)</sup>	Ottawa	Industrial	116,415	100%	2005
2200 Walkley Rd.	Ottawa	Office	55,416	100%	1985/1991
2204 Walkley Rd.	Ottawa	Office	103,482	98.5%	1991/1996/2021
2611 Queensview Drive	Ottawa	Office	77,575	100%	2012
979 Bank Street <sup>(3)</sup>	Ottawa	Office	104,716	95%	2015
1031 Bank Street	Ottawa	Office	11,510	100%	2015

Notes:

- (1) Committed as at December 31, 2021.
- (2) The interest in the land is a leasehold estate created by instrument(s) registered on title.
- (3) Committed as at January 7, 2022.

Property Address	Location	Property Type	GLA (Sq. feet)	Occupancy <sup>(1)</sup>	Year Built/ Redeveloped
<b>SASKATCHEWAN</b>					
3542 Millar Avenue	Saskatoon	Industrial	28,800	100%	2009
318 – 68 <sup>th</sup> Street	Saskatoon	Industrial	101,357	100%	2016
3911 Millar Avenue	Saskatoon	Industrial	26,400	100%	2010
3927 and 3931 Wanuskewin Road	Saskatoon	Industrial	66,916	100%	2011/2013

Notes:

(1) Committed as at December 31, 2021.

Property Address	Location	Property Type	GLA (Sq. feet)	Occupancy <sup>(1)</sup>	Year Built/ Redeveloped
<b>ALBERTA</b>					
6909 – 42 <sup>nd</sup> Street	Leduc	Industrial	24,014	100%	2014
18410 – 118A Avenue NW	Edmonton	Industrial	30,297	100%	1998
18028 – 114 Avenue NW	Edmonton	Industrial	55,849	100%	1998
28765 Acheson Road	Acheson	Industrial	36,334	100%	2015
25616 – 117 Avenue NW	Acheson	Industrial	37,143	100%	2012
1921 – 91 <sup>st</sup> Street SW	Edmonton	Office	14,475	100%	2012

Notes:

(1) Committed as at December 31, 2021.

## DEBT STRATEGY

BTB finances a portion of the purchase price of its properties by way of mortgage and hypothecary loans from third party lenders. The Contract of Trust provides that BTB may not incur or assume any indebtedness if, after incurring or assuming such indebtedness, the total consolidated indebtedness of BTB would be more than 75% of its Gross Book Value pursuant to the Allowed Indebtedness Threshold. Five and ten-year fixed rates amortizing debts will primarily be used, and short-term floating rate loans will be used in appropriate circumstances. BTB's long-term strategy includes using the current favourable debt and interest rate environment to prudently manage its overall financial leverage within a range of 60% to 65% of its Gross Book Value in order to maximize its return on equity while mitigating financial risk to BTB and maintaining stable cash flows.

After giving effect to the recent developments described under the heading “Recent Developments” (the “**Recent Developments**”), to this Offering and the proposed use of the net proceeds from this Offering, the indebtedness of the REIT, expressed as a percentage of the *pro forma* Gross Book Value as at December 31, 2021, will be 54.6%, excluding Debentures. Including the Debentures for the computation of indebtedness, and reflecting the partial conversion of Series H Debentures since December 31, 2021, such indebtedness would represent 58.5% of the *pro forma* Gross Book Value as at December 31, 2021, being a percentage that is below the Allowed Indebtedness Threshold.

## RECENT DEVELOPMENTS

On January 10, 2022, the REIT acquired two (2) Class A office properties located at 979 and 1031 Bank Street in Ottawa, Ontario containing 116,226 square feet of gross leasable area for a total consideration of \$38,100,000, excluding transaction costs and adjustments.

On January 28, 2022, the REIT sold its Cornwall properties for a total consideration of \$26,000,000, excluding transaction costs and adjustments.

On March 21, 2022, the REIT waived conditions for the acquisition of an industrial property located in Ottawa, Ontario. Totalling over 46,000 square feet, the property will be acquired for a total consideration of \$12,500,000, excluding transaction costs and adjustments.

## USE OF PROCEEDS

The total net proceeds to be received by the REIT are estimated to be approximately \$33,302,688 (approximately \$38,343,091 if the Over-Allotment Option is exercised in full), after deducting the Underwriters' fee in respect of the Units issued and sold by the REIT and the Offering expenses estimated at \$300,000. It is expected that the net proceeds from the Offering will be used (i) to repay amounts outstanding under the Acquisition Line of Credit; and (ii) for general trust purposes. The indebtedness incurred by the REIT from time to time under the Acquisition Line of Credit was used to fund property acquisitions in the normal course of business. See table below.

Intended Use of Proceeds	Allocated Funds <sup>(1)</sup>
Repayment of amounts outstanding under the Acquisition Line of Credit	\$30,000,000
General trust purposes	\$3,302,688
<b>Total Net Proceeds</b>	<b>\$33,302,688</b>

### Notes:

(1) After deducting the Underwriters' fee in the amount of \$1,400,112 and \$300,000 of estimated Offering expenses.

The Acquisition Line of Credit was used to partially finance the acquisition in December 2021 of nine (9) industrial properties and one (1) office property located in Edmonton, Alberta and in Saskatoon, Saskatchewan for an aggregate purchase price of approximately \$94,000,000 excluding transaction costs.

National Bank Financial Inc., one of the Underwriters, is an affiliate of the financial institution to which amounts outstanding under the Acquisition Line of Credit are owed. As at February 28, 2022, the actual indebtedness of the REIT to the financial institution to which National Bank Financial Inc. is affiliated amounted to approximately \$44,000,000 in loans owed to such financial institution. See "Relationship Between the Issuer and the Underwriters".

## CONSOLIDATED CAPITALIZATION

The following table sets out BTB's capitalization as at December 31, 2021, both on an actual basis and on a *pro forma* basis after giving effect to the Recent Developments, to this Offering and the proposed use of the net proceeds of the Offering. This table should be read in conjunction with the 2021 Annual Financial Statements incorporated by reference in this Prospectus Supplement.

Description	Outstanding at December 31, 2021 (\$ 000)	Outstanding at December 31, 2021 after giving effect to this Offering, the Recent Developments and the intended use of net proceeds <sup>(1)</sup> (\$ 000)
Debt:		
Class B LP Units	1,417	1,417
Mortgage loans payable	605,210	632,210 <sup>(4)(5)(6)</sup>
Convertible Debentures	42,819	42,600 <sup>(2)</sup>
Acquisition Line of Credit	35,468	5,468 <sup>(3)(4)(5)</sup>
Lease Liabilities	4,219	4,219
Unitholders' Equity (Units Authorized: unlimited)	404,425	438,031 <sup>(1)(2)</sup>
<b>Total Capitalization</b>	<b>1,093,558</b>	<b>1,123,945</b>

Notes:

- (1) Giving effect to this Offering net of Underwriters' fee of \$1,400,112 and the Offering expenses estimated at \$300,000.
- (2) Reflective of the partial conversion of Series H Debentures (total impact of approximately \$219,000) and approximately \$303,000 impact to equity in fair value net of conversion option.
- (3) Assumes that \$30,000,000 from the net proceeds of the Offering will be used to repay amounts outstanding under the Acquisition Line of Credit. See "Use of Proceeds".
- (4) Also gives effect to the acquisition of 979 Bank Street and 1031 Bank Street in Ottawa, Ontario on January 10, 2022 in the amount of \$38,100,000 (excluding approximately \$800,000 of land transfer fees) funded with \$12,500,000 from the Acquisition Line of Credit, \$24,800,000 from mortgage loans and \$1,600,000 of cash.
- (5) Also gives effect to the sale of properties in Cornwall, Ontario on January 28, 2022 in the amount of \$26,000,000 (excluding transaction fees). From the gross proceeds of the sale, \$5,900,000 were used to repay mortgage loans payable and \$12,500,000 were used to repay the Acquisition Line of Credit.
- (6) Also gives effect to the acquisition of 1100 Algoma Road, Ottawa, Ontario (industrial property) in the amount of \$12,500,000 (excluding transaction fees) funded with \$8,100,000 of mortgage loans and \$4,400,000 of cash on hand.

Additional information regarding material indebtedness of the REIT is provided in the 2021 Annual Financial Statements and the 2021 Annual MD&A, which are incorporated by reference herein.

## CHANGES IN UNITS AND SPECIAL VOTING UNITS OUTSTANDING

As at the date of this Prospectus Supplement, there are 74,723,001 Units and 347,265 Special Voting Units issued and outstanding.

### DESCRIPTION OF UNITS AND SPECIAL VOTING UNITS

A detailed summary of the attributes of the Units can be found in the REIT's 2021 AIF under the heading "Summary of the Contract of Trust – Units".

A detailed summary of the attributes of the Special Voting Units can be found in the REIT's 2021 AIF under the heading "Summary of the Contract of Trust – Special Voting Units".

### DISTRIBUTION POLICY

The REIT may distribute to Unitholders monthly, on or about the fifteenth day in each calendar month, such percentage of the distributable income of the REIT for the preceding calendar month as the Trustees determine in their discretion.

For the fiscal year 2019, and for the months of January, February, March, April and May 2020, the REIT made monthly distributions of \$0.035 per Unit.

Starting June 15, 2020, the monthly distribution has been decreased from \$0.035 to \$0.025 per Unit per month to Unitholders (equivalent to a decrease of the annual distribution from \$0.42 to \$0.30) representing a reduction of 28.6% due to the economic uncertainties caused by the COVID-19 pandemic and the possible effects on the REIT's financial position and future cash requirement.

The REIT's current intention is to distribute \$0.025 per Unit per month to Unitholders. Monthly distributions will be based on the Trustees' estimate of yearly distributable income, subject to adjustment from time to time throughout the year. See the section entitled "Distribution Policy" in BTB's 2021 AIF incorporated herein by reference.

The REIT expects that the first cash distribution to which purchasers of Units under this Offering will be entitled to participate will be for the monthly distribution of March 2022 which has a record date of March 31, 2022 and a payment date of April 18, 2022 (the "**April 2022 Distribution**").

## **PLAN OF DISTRIBUTION**

Pursuant to the Underwriting Agreement dated March 23, 2022, the REIT has agreed to sell and the Underwriters have agreed to purchase on or about March 30, 2022, or on such later date as the REIT and the Underwriters may agree, but in any event not later than May 4, 2022, 8,334,000 Units at \$4.20 per Unit, for total net proceeds to the REIT of \$33,602,688, excluding the expenses of this Offering, payable in cash to the REIT against delivery of such Units. The obligations of the Underwriters under the Underwriting Agreement may be terminated prior to Closing by the Underwriters based on their assessment of the occurrence of a material change in the business affairs, operations, assets, financial condition, liabilities or capital of the REIT and its subsidiaries, taken as a whole, or the occurrence of an event or catastrophe materially adversely impacting the financial markets in Canada and the United States and may also be terminated upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Units if any of the Units are purchased under the Underwriting Agreement. The obligations of the Underwriters to purchase the Units are several (and not joint or joint and several). Under the Underwriting Agreement, the REIT has agreed to indemnify and hold harmless the Underwriters and their respective officers, directors, employees, partners, shareholders and agents against certain liabilities, including civil liabilities under Canadian provincial securities legislation, or to contribute to any payments the Underwriters may be required to make in respect thereof. The terms of this Offering and the prices of the Units have been determined by negotiation between the REIT and National Bank Financial Inc., as Lead Underwriter, on its own behalf and on behalf of the Underwriters.

Under the Underwriting Agreement, the REIT (or a Subsidiary of the REIT) has agreed to pay the Underwriters a fee equal to 4.00% of the gross proceeds of the Offering for an aggregate fee payable by the REIT of \$1,400,112 (\$0.168 per Unit) in consideration for their services in connection with this Offering. The Underwriters' fee in respect of the Units is payable upon Closing of this Offering.

The Underwriters propose to offer the Units initially at the offering price. After the Underwriters have made a reasonable effort to sell all of the Units offered under this Prospectus Supplement at that price, the initially stated offering price may be decreased, and further changed from time to time, by the Underwriters to an amount not greater than the initially stated offering price and, in such case, the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by the purchasers for the Units is less than the gross proceeds paid by the Underwriters to the REIT.

The REIT has granted to the Underwriters an Over-Allotment Option to purchase up to an additional 1,250,100 Units on the same terms and conditions as this Offering, exercisable in whole or in part from time to time, no later than the 30<sup>th</sup> day following the Closing of this Offering for market stabilization purposes and to cover over-allotments, if any. This Prospectus Supplement, together with the Shelf Prospectus, qualifies the distribution of the Units issuable on the exercise of the Over-Allotment Option and their subsequent transfer.

The REIT has applied to list the Units distributed under this Prospectus Supplement (including those issuable upon the exercise of the Over-Allotment Option (as defined herein)) on the TSX. Listing will be subject to the REIT fulfilling all the listing requirements of the TSX.

If the Over-Allotment Option is exercised in full, the total number of Units sold pursuant to the Offering will be 9,584,100, the total price to the public will be \$40,253,220, the total Underwriters' fee will be \$1,610,128.80 and the net proceeds to the REIT, before deducting the estimated expenses of the Offering, will be \$38,643,091.20.

A purchaser who acquires Units forming part of the Underwriters' over-allocation position acquires those Units under this Prospectus Supplement, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

At the Closing of this Offering, the Units will be available for delivery in a book-entry only form through the facilities of CDS. A purchaser of Units will receive only a customer confirmation from a registered dealer who is a CDS participant through which the Units were purchased.

BTB has agreed not to issue or announce any intention to issue, without the prior consent of the Lead Underwriter (such consent not to be unreasonably withheld), for a period of 90 days from the Closing, any Units, debentures or securities convertible, exercisable or exchangeable into Units, except for (i) Units issued or issuable in connection with this Offering and the exercise of the Over-Allotment Option; (ii) the grant of options under the REIT's unit option plan; (iii) Units issuable pursuant to the exercise of options granted under the REIT's unit option plan; (iv) Units issuable pursuant to the outstanding convertible securities of the REIT; and (v) Units issuable pursuant to the REIT's deferred unit plan or the exercise of rights under the REIT's Unitholders' rights plan.

The Units offered by this Prospectus Supplement have not been and will not be registered under the 1933 Act, or the securities laws of any state, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons, except in limited circumstances. The Underwriters have agreed that they will not offer or sell the Units within the United States, its territories or possessions or other areas subject to its jurisdiction or to, or for the account or benefit of, a U.S. Person (as such term is defined under the 1933 Act) except in accordance with the Underwriting Agreement pursuant to an exemption from the registration requirements of the 1933 Act provided by Rule 144A thereunder and in compliance with applicable state securities laws. In addition, until 40 days after the commencement of the Offering, an offer or sale of securities within the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the 1933 Act if such offer is made otherwise than in compliance with Rule 144A.

In connection with the Offering, certain of the Underwriters or securities dealers may distribute this Prospectus Supplement electronically.

### **Price Stabilization, Short Positions and Passive Market Making**

In connection with the Offering, the Underwriters may effect transactions which stabilize or maintain the market price of the Units at levels other than those which otherwise might prevail on the open market, including stabilizing transactions, short sales, purchases to cover positions created by short sales, imposition of penalty bids, and syndicate covering transactions.

Stabilizing transactions consist of bids or purchases made for the purpose of preventing or retarding a decline in the market price of the Units while the Offering is in progress. These transactions may also include making short sales of the Units, which involve the sale by the Underwriters of a greater number of Units than they are required to purchase in the Offering. Short sales may be "naked short sales", which are short positions in excess of the amount of Units they are required to purchase under the Offering.

The Underwriters must close out any naked short position by purchasing Units in the open market. A naked short position is more likely to be created if the Underwriters are concerned that there may be downward pressure on the price of the Units in the open market that could adversely affect investors who purchase in the Offering.

In addition, in accordance with rules and policy statements of certain Canadian securities regulators, the Underwriters may not, at any time during the period of distribution, bid for or purchase Units. The foregoing restriction is, however, subject to exceptions where the bid or purchase is not made for the purpose of creating actual or apparent active trading in, or raising the price of, the Units. These exceptions include a bid or purchase permitted under the by-laws and rules

of applicable regulatory authorities and the applicable stock exchange, including the Universal Market Integrity Rules for Canadian Marketplaces, relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution.

As a result of these activities, the price of the Units may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the Underwriters at any time. The Underwriters may carry out these transactions on any stock exchange on which the Units are listed, in the over-the-counter market, or otherwise.

#### **RELATIONSHIP BETWEEN THE ISSUER AND THE UNDERWRITERS**

National Bank Financial Inc., RBC Dominion Securities Inc., Scotia Capital Inc. and Laurentian Bank Securities Inc. are affiliates of financial institutions which are lenders to the REIT and a portion of the net proceeds from the Offering will be used to repay the Acquisition Line of Credit owing to one such financial institutions. Consequently, the REIT may be considered to be a “connected issuer” of such Underwriters under Applicable Securities Legislation.

As at February 28, 2022, the actual indebtedness of the REIT to the financial institution to which National Bank Financial Inc. is affiliated amounted to approximately \$44,000,000 in loans owed to such financial institution.

As at February 28, 2022, the actual indebtedness of the REIT to the financial institution to which RBC Dominion Securities Inc. is affiliated amounted to approximately \$209,000,000 in loans owed to such financial institution.

As at February 28, 2022, the actual indebtedness of the REIT to the financial institution to which Scotia Capital Inc. is affiliated amounted to approximately \$33,000,000 in loans owed to such financial institution.

As at February 28, 2022, the actual indebtedness of the REIT to the financial institution to which Laurentian Bank Securities Inc. is affiliated amounted to approximately \$63,000,000 in loans owed to such financial institution.

The REIT is in compliance with the terms of the agreements governing such indebtedness, in all material respects and none of the lenders have waived any breach of such agreements. The loans are secured by mortgages on 39 properties. Neither the financial position of the REIT nor the value of the security has changed since the indebtedness was incurred. The decision of National Bank Financial Inc., RBC Dominion Securities Inc., Scotia Capital Inc. and Laurentian Bank Securities Inc., which are affiliates of the aforesaid financial institutions, to participate in this Offering was made independently of such financial institutions. In addition, the Underwriters having no “connected issuer” relationship with the REIT, being Canaccord Genuity Corp., iA Private Wealth Inc. and TD Securities Inc. took part in the decision to proceed with the Offering. None of the Underwriters will receive any benefit from this Offering, other than its respective portion of the fee payable by the REIT. See “Use of Proceeds”. Certain of the Underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the REIT, for which they received or will receive customary fees.

#### **PRIOR SALES**

The following table sets forth the date, number and price at which the REIT has issued Units or any other securities convertible into or exchangeable for Units in the 12 months preceding this Offering.

Date	Issuance type	Total Securities Issued	Issuance/Conversion Price per Security
March 23, 2021	Debenture H. Conversion	40,384 Units	\$3.6400 per Unit
March 24, 2021	Debenture H. Conversion	292,032 Units	\$3.6400 per Unit
March 26, 2021	Debenture H. Conversion	9,065 Units	\$3.6400 per Unit
March 26, 2021	Exchange of Class B LP Units	50,000 Units	One Class B LP Unit per Unit
April 5, 2021	Debenture H. Conversion	104,945 Units	\$3.6400 per Unit

<b>Date</b>	<b>Issuance type</b>	<b>Total Securities Issued</b>	<b>Issuance/Conversion Price per Security</b>
April 9, 2021	Debenture H. Conversion	15,109 Units	\$3.6400 per Unit
April 12, 2021	Debenture H. Conversion	138,461 Units	\$3.6400 per Unit
April 13, 2021	Debenture H. Conversion	51,098 Units	\$3.6400 per Unit
April 15, 2021	DRIP Entitlement	59,705 Units	\$3.9450 per Unit
April 20, 2021	Debenture H. Conversion	13,736 Units	\$3.6400 per Unit
April 22, 2021	Debenture H. Conversion	23,076 Units	\$3.6400 per Unit
April 28, 2021	Public Issuance	7,809,650 Units	\$4.0500 per Unit
May 3, 2021	Debenture H. Conversion	17,032 Units	\$3.6400 per Unit
May 11, 2021	Debenture H. Conversion	12,087 Units	\$3.6400 per Unit
May 14, 2021	Debenture H. Conversion	14,835 Units	\$3.6400 per Unit
May 17, 2021	DRIP Entitlement	61,964 Units	\$3.9475 per Unit
May 25, 2021	Debenture H. Conversion	17,307 Units	\$3.6400 per Unit
June 11, 2021	Debenture H. Conversion	144,505 Units	\$3.6400 per Unit
June 14, 2021	Debenture H. Conversion	59,065 Units	\$3.6400 per Unit
June 15, 2021	DRIP Entitlement	59,575 Units	\$4.1189 per Unit
June 17, 2021	Debenture H. Conversion	130,769 Units	\$3.6400 per Unit
July 8, 2021	Debenture H. Conversion	4,120 Units	\$3.6400 per Unit
July 15, 2021	DRIP Entitlement	61,500 Units	\$4.0234 per Unit
July 29, 2021	Debenture H. Conversion	18,956 Units	\$3.6400 per Unit
August 5, 2021	Debenture H. Conversion	50,274 Units	\$3.6400 per Unit
August 16, 2021	Debenture H. Conversion	60,714 Units	\$3.6400 per Unit
August 16, 2021	DRIP Entitlement	63,304 Units	\$3.9751 per Unit
August 17, 2021	Debenture H. Conversion	59,065 Units	\$3.6400 per Unit
August 23, 2021	Debenture H. Conversion	4,945 Units	\$3.6400 per Unit
August 24, 2021	Debenture H. Conversion	6,318 Units	\$3.6400 per Unit
September 3, 2021	Debenture H. Conversion	6,043 Units	\$3.6400 per Unit
September 15, 2021	DRIP Entitlement	63,994 Units	\$ 3.9765 per Unit
September 29, 2021	Debenture H. Conversion	7,142 Units	\$3.6400 per Unit
October 5, 2021	Debenture H. Conversion	16,208 Units	\$3.6400 per Unit
October 13, 2021	Debenture H. Conversion	10,989 Units	\$3.6400 per Unit
October 15, 2021	DRIP Entitlement	64,421 Units	\$ 3.926 per Unit
November 1, 2021	Debenture H. Conversion	1,373 Units	\$3.6400 per Unit
November 2, 2021	Debenture H. Conversion	14,285 Units	\$3.6400 per Unit
November 11, 2021	Debenture H. Conversion	20,604 Units	\$3.6400 per Unit
November 15, 2021	DRIP Entitlement	62,848 Units	\$ 4.04 per Unit
November 19, 2021	Debenture H. Conversion	5,494 Units	\$3.6400 per Unit
November 22, 2021	Debenture H. Conversion	9,890 Units	\$3.6400 per Unit
November 23, 2021	Debenture H. Conversion	27,472 Units	\$3.6400 per Unit
November 25, 2021	Debenture H. Conversion	19,505 Units	\$3.6400 per Unit
December 7, 2021	Debenture H. Conversion	3,021 Units	\$3.6400 per Unit
December 15, 2021	DRIP Entitlement	67,831 Units	\$ 3.861 per Unit

<b>Date</b>	<b>Issuance type</b>	<b>Total Securities Issued</b>	<b>Issuance/Conversion Price per Security</b>
December 29, 2021	Debenture H. Conversion	5,219 Units	\$3.6400 per Unit
January 17, 2022	DRIP Entitlement	67,055 Units	\$3.9141 per Unit
January 21, 2022	Debenture H. Conversion	15,659 Units	\$3.6400 per Unit
January 28, 2022	Restricted Unit Plan	37,709 Units	\$3.9751 per Unit
February 1, 2022	Debenture H. Conversion	12,087 Units	\$3.6400 per Unit
February 15, 2022	DRIP Entitlement	66,255 Units	\$ 3.9324 per Unit
February 16, 2022	Employee Purchase Plan	11,605 Units	\$4.0480 per Unit
February 21, 2022	Retirement Unit Bonus	13,978 Units	\$4.0484 per Unit
February 21, 2022	Restricted Unit Plan	52,962 Units	\$4.0484 per Unit
March 10, 2022	Debenture H. Conversion	37,087 Units	\$3.6400 per Unit
March 15, 2022	DRIP Entitlement	62,677 Units	\$4.1049 per Unit
March 21, 2022	Debenture H. Conversion	218,956 Units	\$3.6400 per Unit

### **TRADING PRICE AND VOLUMES**

#### Units

The Units are listed and posted on the TSX under the symbol “BTB.UN”. The table below sets forth the market price range and trading volumes of the Units on the TSX for each month of the last 12-month period prior to the date of this Prospectus Supplement.

<b>Period</b>	<b>High (\$)</b>	<b>Low (\$)</b>	<b>Volume</b>
<b>2021</b>			
March	4.38	3.86	4,837,392
April	4.29	3.99	7,287,474
May	4.16	4.02	4,026,817
June	4.29	4.04	4,455,788
July	4.17	4.01	2,366,658
August	4.15	4.02	2,076,370
September	4.15	3.99	2,491,504
October	4.20	3.98	2,715,349
November	4.24	3.96	3,055,616
December	4.09	3.88	2,656,936
<b>2022</b>			
January	4.08	3.88	3,210,112
February	4.10	3.98	2,693,052
March (period ending March 22)	4.40	4.08	5,863,540

#### Series G Debentures

The Series G Debentures are listed and posted for trading on the TSX under the symbol “BTB.DB.G”. The following tables set forth the market price range and trading volumes of the Series G Debentures on the TSX for each month of the last 12-month period prior to the date of this Prospectus Supplement.

<b>Period</b>	<b>High (\$)</b>	<b>Low (\$)</b>	<b>Volume</b>
<b>2021</b>			
March	103.50	101.10	562,000
April	106.00	100.05	423,000
May	103.00	101.50	169,000
June	104.00	100.13	217,000
July	104.25	102.00	105,000
August	102.95	101.29	113,000
September	103.25	101.51	131,000
October	102.00	101.00	135,000
November	104.00	101.65	243,000
December	104.00	101.00	123,000
<b>2022</b>			
January	103.96	100.16	157,000
February	103.00	102.00	97,000
March (period ending March 22)	102.50	99.00	72,000

### Series H Debentures

The Series H Debentures are listed and posted for trading on the TSX under the symbol “BTB.DB.H” since September 29, 2020. The following tables set forth the market price range and trading volumes of the Series H Debentures on the TSX for each month of the last 12-month period prior to the date of this Prospectus Supplement.

<b>Period</b>	<b>High (\$)</b>	<b>Low (\$)</b>	<b>Volume</b>
<b>2021</b>			
March	118.51	107.00	3,584,000
April	115.51	110.00	797,000
May	114.00	109.83	426,000
June	117.25	109.30	1,336,000
July	114.00	110.02	329,000
August	113.23	111.15	374,000
September	112.03	110.04	130,000
October	113.28	110.00	137,000
November	115.50	111.00	446,000
December	111.25	108.00	236,000
<b>2022</b>			
January	111.85	108.00	114,000
February	112.00	106.14	115,000
March (period ending March 22)	119.75	110.23	925,000

### **ELIGIBILITY FOR INVESTMENT**

In the opinion of De Grandpré Chait LLP, counsel to the REIT, and Stikeman Elliott LLP, counsel to the Underwriters, provided that at the date of closing the Units are listed on a “designated stock exchange” (as defined in the *Tax Act*), which includes the TSX or the REIT qualifies under the *Tax Act* as a “mutual fund trust”, then on that date the Units will be qualified investments for Deferred Income Plans. Notwithstanding that the Units may be qualified investments for a RDSP, RESP, RRSP, RRIF or TFSA, the annuitant under a RRSP or RRIF, the holder of a RDSP or TFSA or the subscriber of a RESP that holds Units will be subject to a penalty tax if such Units are a “prohibited investment” (as defined in the *Tax Act*) for the RDSP, RESP, RRSP, RRIF or TFSA. The Units will generally not be a prohibited investment for a RDSP, RESP, RRSP, RRIF or TFSA provided the annuitant of the RRSP or RRIF, the holder of the RDSP or TFSA, or the subscriber of the RESP as the case may be, (i) deals at arm's length with the REIT for purposes of the *Tax Act* and (ii) does not have a “significant interest” (as defined in the *Tax Act* for purposes of the prohibited

investment rules) in the REIT. In addition, Units will not be a “prohibited investment” if the Units are “excluded property” (as defined in the *Tax Act* for purposes of the prohibited investment rules) for trusts governed by a RDSP, RESP, RRSP, RRIF and TFSA. Prospective purchasers who intend to hold Units in a RRSP, RRIF, RESP, RDSP or TFSA are advised to consult their personal tax advisors.

## CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of De Grandpré Chait LLP, counsel to the REIT, and Stikeman Elliott LLP, counsel to the Underwriters, the following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations generally applicable under the *Tax Act* to the acquisition, holding and disposition of Units by a holder who acquires Units pursuant to this Prospectus Supplement. This summary is applicable to a Unitholder who, for purposes of the *Tax Act*, is a Resident, deals at arm’s length and is not affiliated with the REIT and the Underwriters and holds Units as capital property. Generally, Units will be considered to be capital property to a Unitholder provided that the Unitholder does not hold the Units in the course of carrying on a business of trading or dealing in securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Certain Unitholders who might not otherwise be considered to hold their Units as capital property may, in certain circumstances, be entitled to have them and all other “Canadian Securities” (as defined in the *Tax Act*) owned or subsequently acquired by the Unitholder treated as capital property by making the irrevocable election permitted by subsection 39(4) of the *Tax Act*. Such Unitholders should consult their own tax advisors regarding their particular circumstances.

This summary is not applicable to a Unitholder that is a “financial institution”, as defined in the *Tax Act* for purposes of the mark-to-market rules, a “specified financial institution”, an interest in which is a “tax shelter investment” (all as defined in the *Tax Act*) or a Unitholder that has elected to report the Unitholder’s Canadian tax results in a currency other than Canadian currency or a Unitholder that has entered or will enter into a “derivative forward agreement” with respect to the Units, all within the meaning of the *Tax Act*. Such Unitholders should consult their own tax advisors to determine the tax consequences to them of the acquisition, holding and disposition of Units acquired pursuant to this Prospectus Supplement. In addition, this summary does not address the deductibility of interest by an investor who has borrowed money to acquire the Units.

This summary is based upon the facts set out in this Prospectus Supplement and in a certificate of an officer of the REIT, and assumes that the REIT meets and will continue to meet all necessary conditions and qualifies for the REIT Exception (as discussed below) and that BTB LP meets and will continue to meet all necessary conditions and qualifies as an “excluded subsidiary entity” for purposes of the SIFT Regime (as discussed below). This summary is also based on information provided by the REIT and takes into account the Tax Proposals, the current provisions of the *Tax Act* and counsel’s understanding, based on publicly available published materials, of the current administrative policies and assessing practices of the CRA, all in effect as of the date of this Prospectus Supplement. This summary does not otherwise take into account or anticipate any changes in law, whether by legislative governmental or judicial decision or action, and does not take into account provincial, territorial or foreign tax legislation or considerations, which may differ significantly from those discussed herein. This summary assumes that the Tax Proposals will be enacted as proposed, but no assurances can be given that this will be the case. There can be no assurances that the CRA will not change its administrative policies and assessing practices. With respect to opinions and views based on representations and statements as to matters of fact, counsel has assumed the accuracy of such representations and statements in giving such opinions and views. This summary is also based on the assumption that the REIT will at all times comply with the Contract of Trust.

This summary assumes that the REIT does and will continue to qualify as a “mutual fund trust” under the *Tax Act* while the Units remain outstanding. This assumption is based upon a certificate of an officer of the REIT as to certain factual matters. If the REIT does not qualify as a mutual fund trust, the income tax considerations described below would in some respects be materially different.

**This summary is not exhaustive of all possible Canadian federal tax considerations applicable to an investment in Units. Moreover, the income and other tax consequences of acquiring, holding or disposing of Units will vary depending on the Unitholder’s particular circumstances. Accordingly, this summary is of a general nature only and is not intended to be legal or tax advice to any prospective purchaser of Units. Consequently, a prospective Unitholder should consult the Unitholder’s own tax advisor for advice with respect to the tax consequences of an investment in Units based on the prospective Unitholder’s particular circumstances.**

**This summary does not address any Canadian federal income tax considerations applicable to Non-Residents, and Non-Residents should consult their own tax advisors regarding the tax consequences of acquiring, holding and disposing of Units. Distributions on Units or amounts paid in respect thereof will be paid net of any applicable withholding tax.**

## **Taxation of Unitholders**

### *Trust Distributions*

Unitholders will generally be required to include in income for a particular taxation year the portion of the net income of the REIT for a taxation year, including net realized taxable capital gains (determined for purposes of the *Tax Act*), that is paid or payable, or deemed to be paid or payable, to the Unitholders in the particular taxation year.

The non-taxable portion of any net realized capital gains of the REIT paid or payable to a Unitholder in a taxation year will not be included in computing the Unitholders' income for the year.

The Contract of Trust provides that the REIT may claim the maximum amount of capital cost allowance available to it in computing its income for tax purposes. Based on the distribution policy, the amount distributed to Unitholders in a year may exceed the net income of the REIT for tax purposes for that year. Distributions in excess of the REIT's net income for tax purposes in a year will not generally be included in the Unitholder's income for the year. However, such amount (other than the non-taxable portion of the net realized capital gains of the REIT for the year, the taxable portion of which was designated by the REIT in respect of the Unitholder) will reduce the adjusted cost base of the Units held by the Unitholder, and the Unitholder will realize a capital gain in the year to the extent the adjusted cost base of the Units would otherwise be a negative amount.

The REIT will designate, to the extent permitted by the *Tax Act*, the portion of the taxable income distributed to Unitholders as may reasonably be considered to consist of net taxable capital gains of the REIT. Any such designated amount will be deemed for tax purposes to be received by Unitholders in the year as a taxable capital gain and will be subject to the general rules relating to the taxation of capital gains described below. The REIT will also designate, to the extent permitted by the *Tax Act*, the portion of taxable dividends received by the REIT from any taxable Canadian corporation owned by the REIT as may reasonably be considered to be an amount included in the income of Unitholders. Any such designated amount will be deemed for purposes of the *Tax Act*, other than non-resident withholding tax purposes, to be received by the Unitholders as a taxable dividend and will be subject to the general rules regarding the taxation of taxable dividends paid by taxable Canadian corporations. Thus, to the extent that amounts are designated as taxable dividends from any taxable Canadian corporation owned by the REIT, they will be subject, *inter alia*, to the gross-up and dividend tax credit provisions in respect of Unitholders who are individuals (other than certain trusts), to the refundable tax under Part IV of the *Tax Act* in respect of Unitholders that are private corporations and certain other corporations controlled directly or indirectly by or for the benefit of an individual or related group of individuals, and to the deduction in computing taxable income in respect of Unitholders that are corporations.

A Unitholder which is a "Canadian-controlled private corporation" (as defined in the *Tax Act*) may also be liable to pay an additional refundable tax of 10 $\frac{2}{3}$ % on certain investment income, including taxable capital gains. Unitholders should consult their own tax advisors for advice with respect to the potential application of these provisions.

For the purposes of determining the adjusted cost base to a Unitholder, when a Unit is acquired, the cost of the newly-acquired Unit will be averaged with the adjusted cost base of all of the Units owned by the Unitholder as capital property immediately before that time.

Certain taxable dividends received by individuals from a corporation which is a Resident will be eligible for an enhanced dividend tax credit to the extent certain conditions are met and designations are made. This treatment could apply to distributions made by the REIT that have as their sources eligible taxable dividends received from a corporation which is a Resident, to the extent the REIT makes the appropriate designation to have such eligible taxable dividend deemed received by the Unitholder and provided that the corporate dividend payer makes the required designation to treat such taxable dividend as an eligible dividend.

Net taxable capital gains and taxable dividends referred to above will also generally be taken into account in determining the liability, if any, of a Unitholder that is an individual (or certain trusts) for alternative minimum tax under the *Tax Act*. See “*Alternative Minimum Tax*” below.

#### *Dispositions of Units*

On the disposition or deemed disposition of a Unit, the Unitholder will realize a capital gain (or capital loss) equal to the amount by which the Unitholder’s proceeds of disposition exceed (or are less than) the aggregate of the Unitholder’s adjusted cost base of the Unit and any reasonable costs of disposition. Proceeds of disposition will not include an amount that is otherwise required to be included in the Unitholder’s income.

One-half of any capital gains (a “taxable capital gain”) realized by a Unitholder and the amount of any net taxable capital gains designated by the REIT in respect of a Unitholder will be included in the Unitholder’s income as a taxable capital gain for the taxation year. One-half of any capital loss (an “allowable capital loss”) realized by a Unitholder in that taxation year, must generally be deducted against taxable capital gains in accordance with the provisions of the *Tax Act*. Any excess allowable capital losses over taxable capital gains of a Unitholder for a taxation year may be carried back up to three taxation years or forward indefinitely and deducted against net taxable capital gains in those other years, subject to the detailed provisions of the *Tax Act*. Where a Unitholder that is a corporation or trust (other than a mutual fund trust) disposes of a Unit, the Unitholder’s capital loss from the disposition will generally be reduced by the amount of any dividends received by the REIT and previously designated by the REIT to the Unitholder, except to the extent that a loss on a previous disposition of a Unit has been reduced by those dividends. Analogous rules apply where a corporation or trust (other than a mutual fund trust) is a member of a partnership that disposes of Units.

A Unitholder that is a “Canadian-controlled private corporation” as defined in the *Tax Act* may be liable to pay an additional refundable tax of 10 $\frac{2}{3}$ % on its “aggregate investment income” for the year, which will include an amount in respect of taxable capital gains.

#### *Alternative Minimum Tax*

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

### **Status of the REIT**

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

All comments in “Canadian Federal Income Tax Considerations” assume that the REIT will continue to qualify as a “unit trust” and a “mutual fund trust” under the provisions of the *Tax Act*.

As a “mutual fund trust”, the REIT must remain a “unit trust” and must, among other matters, restrict its undertaking to: (i) the investing of its funds in property (other than real property or an interest in real property); (ii) the acquiring, holding, maintaining, improving, leasing or managing of any real property (or interest in real property) that is capital property of the REIT; or (iii) any combination of the activities described in (i) and (ii). The REIT must also meet certain prescribed conditions, which currently are that the REIT must have at least 150 Unitholders holding not less than one block of Units (100 Units, if the fair market value of a Unit is less than \$25) of the REIT which are qualified for distribution to the public and each of such Unitholders must hold Units which have an aggregate fair market value of not less than \$500.

All comments in “Canadian Federal Income Tax Considerations” also assume that the REIT is not established or maintained primarily for the benefit of Non-Residents. Counsel is of the view that the foregoing assumptions are reasonable in light of the terms of the Contract of Trust and the restrictions on the ownership of Units by Non-Resident persons which are contained in the Contract of Trust.

If the REIT were not to qualify as a “mutual fund trust”, the income tax considerations as described herein would, in some respects, be materially and adversely different. In particular, if the REIT ceases to qualify as a mutual fund trust, the REIT may be required to pay a tax under Part XII.2 of the *Tax Act*. The payment of Part XII.2 tax by the REIT may have adverse income tax consequences for certain Unitholders. See “Taxation of the REIT” below.

### *SIFT Regime*

The SIFT Regime applies to SIFTs, including publicly-traded trusts, and their unitholders, and modifies the tax treatment of SIFTs and of their unitholders, as more particularly described below. The SIFT Regime excludes from the definition of SIFT a trust that satisfies the REIT Exception and an “excluded subsidiary entity”, being an entity, none of the equity of which is listed or traded on a stock exchange or other public market and all of the equity of which is owned in the year by a SIFT, a real estate investment trust, a taxable Canadian corporation or another excluded entity.

If the REIT were to become subject to the SIFT Regime, it would no longer be able to deduct any part of the amounts payable to Unitholders in respect of its “non-portfolio earnings”, which include (i) income from its “non-portfolio properties” (in excess of any losses for the taxation year from non-portfolio properties); and (ii) taxable capital gains from dispositions of non-portfolio properties (exceeding allowable capital losses from the disposition of such properties). For this purpose, “non-portfolio properties” include: (i) the Canadian real and immovable properties (or resource properties) of the REIT if their total fair market value is greater than 50% of the equity value of the REIT; (ii) a property that the REIT (or a person or partnership with which it does not deal at arm’s length) uses in the course of carrying on a business in Canada; and (iii) securities of a “subject entity” if the REIT holds securities of the subject entity that have a total fair market value that is greater than 10% of the subject entity’s equity value or if the REIT holds securities of the subject entity which, together with all securities held by it in entities affiliated with the subject entity, have a total fair market value that is greater than 50% of the REIT’s equity value. A “subject entity” includes resident corporations, resident trusts, and “Canadian resident partnerships”. “Securities” for the purposes of the SIFT Regime is broadly defined.

Income which the REIT is unable to deduct by virtue of the SIFT Regime would be taxed under the SIFT Regime at the federal general corporate tax rate plus the applicable provincial SIFT tax rate. The application of the SIFT Regime to the REIT would not change the treatment under the *Tax Act* of distributions in a year that are in excess of the REIT’s net income for the year.

### *REIT Exception*

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

- (a) at each time in the taxation year, the total fair market value at that time of all “non-portfolio properties” that are “qualified REIT properties” held by the trust is at least 90% of the fair market value at that time of all “non-portfolio properties” held by the trust;
- (b) not less than 90% of the trust’s “gross REIT revenue” for the taxation year is from one or more of the following: “rent from real or immovable properties”, interest, dispositions of “real or immovable properties” that are capital properties, dividends, royalties and dispositions of “eligible resale properties”;
- (c) not less than 75% of the trust’s “gross REIT revenue” for the taxation year is from one or more of the following: “rent from real or immovable properties”, interest from mortgages, or hypothecs, on “real or immovable properties”, and dispositions of “real or immovable properties” that are capital properties;
- (d) at each time in the taxation year an amount, that is equal to 75% or more of the equity value of the trust at that time, is the amount that is the total fair market value of all properties held by the trust each of which is a real or immovable property that is capital property, an eligible resale property, an indebtedness of a Canadian corporation represented by a banker’s acceptance, cash, a deposit in a bank or credit union, or debt issued or guaranteed by the Canadian government or issued by a province, municipal government or certain other qualifying public institutions; and

- (e) investments in the trust are, at any time in the taxation year, listed or traded on a stock exchange or other public market.

The SIFT Rules contain specific rules generally permitting a trust to qualify for the REIT Exception where it holds properties indirectly through intermediate entities if each intermediate entity would satisfy the criteria (a) through (d) of the REIT Exception in its own right.

For the purpose of the SIFT Rules and the REIT Exception:

- (a) “eligible resale property”, of an entity, means real or immovable property (other than capital property) of the entity, (i) that is contiguous to a particular real or immovable property that is capital property or eligible resale property, held by the entity or another entity affiliated with the entity, and (ii) the holding of which is ancillary to the holding of the particular property;
- (b) “gross REIT revenue” of an entity for a taxation year means the amount, if any, by which the total of all amounts received or receivable in the year (depending on the method regularly followed by the entity in computing the entity’s income) by the entity exceeds the total of all amounts each of which is the cost to the entity of a property disposed of in the taxation year;
- (c) “qualified REIT property” of a trust at any time means a property held by the trust that at that time is held by the trust and is:
  - i) a “real or immovable property” (as described below) that is capital property, an eligible resale property, an indebtedness of a Canadian corporation represented by a banker’s acceptance, cash, a deposit in a bank or credit union, or debt issued or guaranteed by the Canadian government or issued by a province, municipal government or certain other qualifying public institutions;
  - ii) a security of a “subject entity” (as described below) all or substantially all of the gross REIT revenue of which for its taxation year that includes that time, is from maintaining, improving, leasing or managing real or immovable properties that are capital properties of the trust or of an entity of which the trust holds a share or an interest, including real or immovable properties that the trust, or an entity of which the trust holds a share or an interest, holds together with one or more other persons or partnerships;
  - iii) a security of a “subject entity” if the entity holds no property other than (A) legal title to real or immovable properties of the trust or of another subject entity all of the securities of which are held by the trust (including real or immovable property that the trust or the other subject entity holds together with one or more other persons or partnerships), and (B) property described in (iv) below;
  - iv) ancillary to the earning by the trust of gross REIT revenues from rents or dispositions of real or immovable properties that are capital properties, other than (A) an equity of an entity, or (B) a mortgage, hypothecary claim, mezzanine loan or similar obligation.
- (d) “real or immovable property” includes generally a security of a trust that satisfies (or of any other entity that would, if it were a trust, satisfy) the criteria (a), (b), (c) and (d) of the REIT Exception (as discussed above) and an interest in certain real property or a real right in certain immovables, but excludes any depreciable property other than a depreciable property included (otherwise than by election) in capital cost allowance (“CCA”) Class 1, 3 or 31, property ancillary to the ownership or utilization of such depreciable property or a lease or leasehold interest in respect of land or such depreciable property;
- (e) “rent from real or immovable properties” includes (A) rent or similar payments for the use of or right to use real or immovable properties and (B) payment for services ancillary to the rental of real or immovable properties and customarily supplied or rendered in connection therewith, but does not include (C) any other payment for services supplied or rendered to the tenants of such properties, fees for managing or operating such properties, payment for the occupation, use or right to use a room in a hotel or other similar lodging facility, or rent based on profits; and

- (f) “subject entity” means (i) a corporation resident in Canada, (ii) a trust resident in Canada, (iii) a Canadian resident partnership, or (iv) a non-resident person, or a partnership that is not a Canadian resident partnership, the principal source of income of which is one or more sources in Canada.

If the REIT does not qualify for the REIT Exception, the SIFT Regime will apply to the REIT. Application of the SIFT Regime may, depending on the nature of distributions from the REIT, including what portion of its distributions is income and what portion is a return of capital, have a material adverse effect on the after-tax returns of certain Unitholders. Management of the REIT believes that any impact of the SIFT Regime on Unitholders would be significantly mitigated in 2022 due to the large proportion of the distributions which are expected to be made by way of return of capital. Generally, distributions that are characterized as returns of capital are not taxable to Unitholders but serve to reduce the adjusted cost base of a Unitholder’s Units. Since inception, 100% of the REIT’s distributions have been characterized as returns of capital. There is no assurance that this return of capital component will be maintained in the future.

The REIT Exception is applied on an annual basis. Accordingly, if the REIT did not qualify for the REIT Exception in a particular taxation year, it may be possible to restructure the REIT such that it may qualify in a subsequent taxation year. There can be no assurances, however, that the REIT will be able to restructure such that it will not be subject to the tax imposed by the SIFT Regime, or that any such restructuring, if implemented, would not result in material costs or other adverse consequences to the REIT and the Unitholders. Management of the REIT has informed counsel that the REIT intends to take such steps as are necessary to ensure that, to the extent possible, it qualifies for the REIT Exception and any negative effects of the SIFT Regime on the REIT and the Unitholders are minimized. The remainder of this summary assumes that the REIT qualifies for the REIT Exception currently, and that it will so qualify at all material times.

#### **Taxation of the REIT**

The taxation year of the REIT is the calendar year. In each taxation year, the REIT is subject to tax under the *Tax Act* on its income for the year, including net realized taxable capital gains, computed in accordance with the detailed provisions of the *Tax Act*, less the portion thereof that it deducts in respect of the amounts paid or payable or deemed to be paid or payable in the year to Unitholders. An amount will be considered to be payable to a Unitholder in a taxation year if it is paid to the Unitholder in the year by the REIT or if the Unitholder is entitled in that year to enforce payment of the amount.

The Contract of Trust generally provides that an amount equal to the net income and net realized capital gains of the REIT for a taxation year which has not been previously allocated or distributed to Unitholders during the year and which cannot be sheltered by losses from prior years may be payable to Unitholders of record as of the close of business on the last day of the calendar year and accordingly the REIT should not be subject to tax under Part I of the *Tax Act* in any year.

The income for purposes of the *Tax Act* of the REIT may include income realized from the rental of its rental properties; income payable to it by other trusts in which the REIT is beneficially interested, dividends received from corporations in which it holds shares; and any taxable capital gains or recapture of capital cost allowance arising from dispositions by it of properties.

In computing its income for purposes of the *Tax Act*, the REIT may deduct reasonable administrative costs, interest and other expenses incurred by it for the purpose of earning income from a business or property, subject to the limitations in the *Tax Act*. The REIT may also deduct from its income for the year a portion of any reasonable expenses incurred by the REIT to issue Units. The portion of such issue expenses deductible by the REIT in a taxation year is 20% of such issue expenses pro rated for a taxation year of the REIT that is less than 365 days.

Losses incurred by the REIT cannot be allocated to Unitholders but may be deducted by the REIT in future years in accordance with the *Tax Act*.

The *Tax Act* provides for a special tax, under Part XII.2 which applies to the designated income (including income from Canadian real or immovable property) of certain trusts which have designated beneficiaries (including Non-Resident persons and certain tax-exempt persons). This special tax does not apply to a trust for a taxation year if

the trust is a mutual fund trust throughout such year. Accordingly, provided the REIT qualifies as a mutual trust fund throughout a taxation year, it will not be subject to the Part XII.2 tax for such taxation year.

## **RISK FACTORS**

There are certain risks inherent in an investment in the Units and in the activities of BTB which investors should carefully consider before investing in the Units, including: public market risk, general risks associated with immovable property ownership, future property acquisitions, Mutual Fund Trust Status, SIFT trust taxation, fluctuations in cash distributions, liquidity, debt financing risk, competition, general uninsured losses, interest rate fluctuations and financing risk, environmental matters, restrictions on redemptions, lack of availability of growth opportunities, reliance on single or anchor tenants, potential Unitholder liability, potential conflicts of interest, reliance on key personnel, availability of cash flow, market price of Units, legal rights attaching to Units, failure to obtain additional financing, dilution, credit risk and changes in legislation.

These risks are described under the heading entitled “Risk Factors” in BTB’s 2021 AIF and are incorporated by reference in this Prospectus Supplement.

*The activities of the REIT and an investment in its securities involve other risks and investment considerations. Investors should carefully consider, in light of their own financial circumstances, the factors set out below as well as other information contained or incorporated by reference in this Prospectus Supplement.*

## **COVID-19 PANDEMIC**

The COVID-19 pandemic has resulted in the federal and provincial governments enacting emergency measures to combat the spread of the virus. These measures have caused an economic slowdown and material disruption to businesses in Canada and globally since 2020. The nature and extent of these measures may change depending on the efficacy of the vaccination programs, the emergence of new variants of the COVID-19 virus, and any resurgence of COVID-19 positive cases. As a result of the continuously evolving circumstances surrounding COVID-19, uncertainty remains with respect to the Trust’s revised internal forecast, the most significant being the fact that it cannot predict how consumers will respond as the restrictive measures continue or change in Canada (return to the office policy, online vs. physical consumer habits, etc.). Given the continuously evolving circumstances surrounding COVID-19, it is difficult to predict with certainty the nature, extent and duration of COVID-19, and the duration and intensity of resulting business disruptions and related financial, social, and public health impacts. Such effects could be adverse and material, including their potential effects on the Trust’s business, operations, and financial performance both in the short-term and long-term. Estimates and assumptions that are most prone to increased uncertainty caused by the COVID-19 pandemic relate to the valuation of investment properties and the determination of expected credit losses on receivables. The amounts recorded in the 2021 Annual Financial Statements are based on the latest reliable information available to management at the time the 2021 Annual Financial Statements were prepared, and that information reflects conditions at the date of the 2021 Annual Financial Statements. However, given the heightened level of uncertainty caused by the COVID-19 pandemic, these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the affected asset or liability in the future. The Trust continues to monitor its business operations and the impacts of the COVID-19 pandemic on the global economy as its duration remains uncertain. The Trust may take further action in response to the directives of government and public health authorities or actions that are in the best interests of employees, tenants, suppliers, or other stakeholders, as necessary.

## **Access to Capital and Debt**

The real estate industry is highly capital intensive. Capital is required to (a) maintain properties and fund capital expenditures, (b) refinance mortgage debt, (c) refinance outstanding debentures and (d) fund the growth strategy.

There can be no assurances that the REIT will have access to sufficient capital in the future and on favourable terms to meet these requirements. Failure by the REIT to access required capital could adversely impact the REIT’s financial position and ability to pay distributions to Unitholders.

To reduce this risk, the following steps have been taken: (a) maintain the payout ratio at less than 100%, (b) begin the mortgage debt refinancing process several months ahead of maturity and aim for a 60% to 65% refinancing level, (c) arrange terms and conditions for repayment of debentures in units and (d) identify properties that can be sold quickly at optimal prices.

### **Fluctuations in Cash Distributions**

A return on an investment in Units is not comparable to the return on an investment in a fixed-income security. The recovery of the initial investment in Units is at risk, and the return on an investment in Units is based on many performance assumptions. Although the REIT intends to distribute its distributable income, the actual amount of distributable income distributed in respect of Units will depend on numerous factors, including the amount of principal repayments, tenant allowances, level of vacancies, leasing commissions, capital expenditures and other factors that may be beyond the control of the REIT. In addition, the market value of the Units may decline if the REIT is unable to provide a satisfactory return to Unitholders.

While cash flows from operating activities less interest paid are generally sufficient to cover distribution requirements, the timing of expenses (namely property taxes, heating and electricity and snow hauling) and fluctuations in non-cash working capital may result in a temporary shortfall. In these cases, some portion of distributions may come from the REIT's own capital, or financing sources other than cash flows from operations.

There can be no assurance that any of the management of the REIT's expectations will be met and any variation in such factors may significantly impact the value at which the REIT's property portfolio will be able to generate sufficient distributable income to exceed its distributions. Unless the REIT generates sufficient cash flows or finds other sources of liquidity, there can be no assurance the REIT will meet the distributions.

### **Geographic Concentration**

The REIT's properties are located in Québec, Ontario, Alberta and Saskatchewan making the REIT's performance particularly sensitive to economic changes in such regions. The market value of REIT's properties, the income generated by the REIT and the REIT's performance are particularly sensitive to changes in the economic condition, regulatory environment and to market specific events, such as new supply of retail and industrial real estate of these regions. Adverse changes in the economic condition, regulatory environment and market specific events in the provinces where BTB operates may have a material adverse effect on the REIT's business, cash flows, financial condition and results of operations and ability to make distributions to holders of Units.

### **Environmental Events**

Climate change is one of the biggest challenges facing real estate, affecting the frequency and severity of weather events such as droughts, windstorms, ice storms, flooding and freezing. While many property owners are facing reduced coverages and higher deductibles, BTB currently carries an all-risks policy with full replacement cost building limits and relatively low deductibles. Additionally, none of the locations are considered to be at an elevated risk for flooding. While there is an aggregate limit payable of \$250 million on the policy, the largest location carries an insurance value of \$108 million. The buildings are spread out across Eastern and Western urban and suburban regions, from Edmonton, in Alberta to Montreal and surrounding areas to Quebec City, reducing the likelihood of any one catastrophic event depleting the limits on the policy. BTB values and promotes risk management as a strategy to protect its assets and cooperates wherever possible with recommendations from its insurers. As a result, BTB enjoys preferential insurance rates due to their excellent loss history and relatively low risk portfolio. By choosing to invest in buildings of superior construction quality and careful selection of tenants, BTB derives the added value of attractive insurance rates and conditions, which it can pass on to its tenants.

### **Provision for Rental Fees**

The REIT maintains a provision for rental fees in the amount of approximately \$0.25 per square foot on an annualized basis. Even though quarterly rental fee disbursements vary significantly from one quarter to another, management considers that this provision fairly presents, in the long term, the average disbursements not recovered directly in establishing the rent that the REIT will undertake. These disbursements consist of inducements paid or granted when

leases are signed that are generally amortized over the term of the lease and are subject to an equivalent increase in rent per square foot, and of brokerage commissions and leasing payroll expenses. There is no certainty that this provision will prove sufficient to cover the disbursements not recovered directly in establishing the rent that the REIT will undertake, and if such provision proves to be insufficient, it may have a material adverse effect on the REIT's cash flows, financial condition and results of operations and ability to make distributions to holders of Unit.

### **Geopolitical Events**

Continued concerns about the uncertainty over whether the economy will be adversely affected by geopolitical events may contribute to increased market volatility and weakened business and consumer confidence. The occurrence of war or hostilities between countries, including the conflict between Russia and Ukraine, or threat of terrorist activities and the responses to and results of these activities, could adversely impact the REIT, its tenants and facilities, occupancy rates of the REIT's properties, the financial markets and general economic conditions.

Any of the above factors, including sanctions and other governmental actions, could affect the financial condition of our tenants and may have a material adverse effect on our business, financial condition, cash flows and results of operations and could cause the market value of our Units to decline.

### **Risk Factors Related to the Ownership of Units**

#### *Market Price*

A publicly traded real estate investment trust will not necessarily trade at values determined solely by reference to the underlying value of its real estate assets. Accordingly, the Units may trade at a premium or a discount to values implied by the initial appraisal of the value of its properties or the value of such properties from time to time.

Although the REIT intends to make distributions of its available cash to Unitholders, these cash distributions are not assured. The actual amount distributed will depend on numerous factors including, but not limited to, the REIT's financial performance, debt covenants and obligations, working capital requirements and future capital requirements. The market price of the Units may deteriorate if the REIT is unable to meet its cash distribution targets in the future.

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

One of the factors that may influence the market price of the Units is the annual yield on the Units. Accordingly, an increase in market interest rates may lead purchasers of Units to demand a higher annual yield which could adversely affect the market price of the Units. Unlike fixed-income securities, there is no obligation of the REIT to distribute to Unitholders any fixed amount and reductions in, or suspensions of, distributions may occur that would reduce yield based on the market price of the Units. In addition, the market price for the Units may be affected by changes in general market conditions, fluctuations in the markets for equity securities, changes in the economic environment and numerous other factors beyond the control of the REIT.

#### *Risks Related to Canadian Tax Matters*

On February 4, 2022, the Department of Finance (Canada) released a Tax Proposal that would limit the deduction of interest and other financing expenses to protect the Canadian tax base from erosion due to excessive debt and interest expense. The Tax Proposal is under a public consultation process and would be effective for taxation years beginning on or after January 1, 2023. As currently proposed, the Tax Proposal could impact the REIT's (or any subsidiary's) deduction of interest and other financing expenses in its computation of income or loss for the purposes of the Tax Act and affect the composition for tax purposes of distributions paid by the REIT.

### *Structural Subordination of Units*

In the event of a bankruptcy, liquidation or reorganization of the REIT or any of its Subsidiaries, holders of certain of their indebtedness and certain trade creditors will generally be entitled to payment of their claims from the assets of the REIT and those Subsidiaries before any assets are made available for distribution to the Unitholders. The Units will be effectively subordinated to all of the indebtedness and liabilities of the REIT and its Subsidiaries. Neither the REIT, nor any of its Subsidiaries will be limited in their ability to incur additional secured or unsecured indebtedness.

### **LEGAL MATTERS**

Certain legal matters in connection with the issuance of the Units offered hereby will be passed upon on behalf of the REIT by De Grandpré Chait LLP and on behalf of the Underwriters by Stikeman Elliott LLP. As of the date of this Prospectus Supplement, partners and associate lawyers of De Grandpré Chait LLP, as a group, and partners and associate lawyers of Stikeman Elliott LLP as a group, each owned, beneficially or of record, less than 1% of the outstanding Units.

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

The auditors of the REIT are KPMG LLP, 600 de Maisonneuve Blvd. West, Suite 1500, Montréal, Québec, H3A 0A3, and they are independent with respect to the REIT within the meaning of the relevant rules and related interpretations prescribed by the relevant bodies in Canada.

The registrar and transfer agent for the Units is Computershare Investor Services Inc., at its principal offices in Montreal and Toronto.

### **PURCHASERS' STATUTORY RIGHTS**

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

**CERTIFICATE OF THE TRUST**

Dated: March 23, 2022

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

**BTB REAL ESTATE TRUST**

Per: (s) Michel Léonard  
Michel Léonard  
President and Chief Executive Officer

Per: (s) Mathieu Bolté  
Mathieu Bolté  
Vice President and Chief Financial Officer

**ON BEHALF OF THE TRUSTEES**

Per: (s) Jocelyn Proteau  
Jocelyn Proteau  
Chairman and Trustee

Per: (s) Jean-Pierre Janson  
Jean-Pierre Janson  
Trustee

**CERTIFICATE OF THE UNDERWRITERS**

Dated: March 23, 2022

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

**NATIONAL BANK FINANCIAL INC.**

*(s) Antoine Kilo*  
Per: \_\_\_\_\_  
Antoine Kilo

**RBC DOMINION SECURITIES INC.**

*(s) David Switzer*  
Per: \_\_\_\_\_  
David Switzer

**SCOTIA CAPITAL INC.**

*(s) Charles Vineberg*  
Per: \_\_\_\_\_  
Charles Vineberg

**CANACCORD  
GENUITY CORP.**

*(s) Dan Sheremeto*  
Per: \_\_\_\_\_  
Dan Sheremeto

**IA PRIVATE  
WEALTH INC.**

*(s) Dennis Kunde*  
Per: \_\_\_\_\_  
Dennis Kunde

**LAURENTIAN BANK  
SECURITIES INC.**

*(s) Robert Sutherland*  
Per: \_\_\_\_\_  
Robert Sutherland

**TD SECURITIES  
INC.**

*(s) Hany Tawfik*  
Per: \_\_\_\_\_  
Hany Tawfik

*This short form prospectus is a base shelf prospectus and has been filed under legislation in each of the provinces and territories of Canada that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities, except in cases where an exemption from such delivery requirements has been obtained or is otherwise available.*

*This short form base shelf prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. **These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States. Accordingly, these securities may not be offered or sold within the United States or to, or for the account or benefit of any, U.S. persons (as such term is defined in Regulation S under the U.S. Securities Act), except pursuant to transactions exempt from registration under the U.S. Securities Act and applicable state securities laws. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States. See “Plan of Distribution”.***

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.*

*Information has been incorporated by reference in this short form base shelf prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of BTB Real Estate Investment Trust at 1411 Crescent Street, Suite 300, Montréal, Québec H3G 2B3, telephone (514) 286-0188 extension 244, and are also available electronically at [www.sedar.com](http://www.sedar.com).*

## SHORT FORM BASE SHELF PROSPECTUS

New Issue

June 11, 2021



## BTB REAL ESTATE INVESTMENT TRUST

**\$200,000,000**

**Units**

**Debt Securities**

**Subscription Receipts**

**Warrants**

BTB Real Estate Investment Trust (the “**REIT**” or the “**BTB**”) may at any time and from time to time during the 25 month period that this short form base shelf prospectus, including any amendments hereto (the “**Prospectus**”), remains valid, offer and issue (i) trust units (the “**Units**”); (ii) debt securities (the “**Debt Securities**”) which may include Debt Securities convertible or exchangeable for Units and/or other securities of the REIT; (iii) subscription receipts (the “**Subscription Receipts**”) exchangeable for Units and/or other securities of the REIT; (iv) warrants exercisable to acquire Units and/or other securities (the “**Warrants**”, and together with the Units, the Debt Securities and the Subscription Receipts (the “**Securities**”); and (v) any combination thereof (including Securities comprised of one or more of the foregoing). The REIT may sell up to \$200,000,000 aggregate initial offering price of the Securities or the equivalent, at the date of issue, in any other currency or currencies, as the case may be, at any time during the 25-month period that this Prospectus remains valid.

The specific terms of any Securities offered will be described in one or more shelf prospectus supplements (collectively or individually, as the case may be, a “**Prospectus Supplement**”), including, where applicable: (i) in the case of Units, the number of Units being offered, the offering price (or the manner of determination thereof if offered on a non-fixed price basis), any listing on a securities exchange and any other specific terms; (ii) in the case of Debt Securities, their specific designation, aggregate principal amount, denominations, currency, maturity, rate (which may be fixed or variable) and time of payment of interest, any terms for redemption at the option of the REIT or the holder, any terms for sinking fund payments, conditions and procedures for the exchange of the Debt Securities into or for Units and/or other securities, the public offering price (or the manner of determination thereof if offered on a non-fixed price basis), any terms for subordination to other indebtedness, whether the Debt Securities will be secured by any asset or guaranteed by any other person, any listing on a securities exchange and any other specific terms; (iii) in the case of Subscription Receipts, the number of Subscription Receipts being offered, the offering price (or the manner of determination thereof if offered on a non-fixed price basis), the terms, conditions and procedures for the exchange of the Subscription Receipts

into or for Units and/or other securities, any listing on a securities exchange and any other specific terms; and (iv) in the case of Warrants, the number of such Warrants offered, the offering price (or the manner of determination thereof if offered on a non-fixed price basis), the terms, conditions and procedures for the exercise of such Warrants into or for Units and/or other securities, any listing on a securities exchange and any other specific terms. A Prospectus Supplement may include specific variable terms pertaining to the Securities that are not within the alternatives and parameters described in this Prospectus.

The REIT may sell Securities to or through underwriters or dealers or to purchasers directly or through agents. See “Plan of Distribution”. A Prospectus Supplement will set out the names of any underwriters, dealers or agents involved in the sale of the Securities, the principal amount (if any) to be purchased by any underwriters and the compensation of such underwriters, dealers or agents. Unless otherwise indicated in a Prospectus Supplement, an offering of Securities will be subject to approval of certain legal matters on behalf of the REIT by De Grandpré Chait LLP.

This Prospectus may qualify an “at-the-market distribution” as such term is defined in National Instrument 44-102 – *Shelf Distributions* (“NI 44-102”).

In connection with any offering of the Securities other than an “at-the-market distribution” unless otherwise specified in the applicable Prospectus Supplement, the underwriters or agents may over-allot or effect transactions that stabilize or maintain the market price of the offered Securities at a level above that which might otherwise prevail on the open market. Such transactions, if commenced, may be interrupted or discontinued at any time. See “Plan of Distribution”.

No underwriter or dealer of an “at-the-market distribution” under the applicable Prospectus Supplement, no person, company or affiliate of such an underwriter or dealer and no person or company acting jointly or in concert with such underwriter or dealer may over-allot securities in connection with such distribution or effect any other transaction that is intended to stabilize or maintain the market price of the securities distributed under the applicable Prospectus Supplement, including selling an aggregate number or principal amount of securities that would result in the underwriter or dealer creating an over-allocation position in such securities.

**Unless otherwise specified in the applicable Prospectus Supplement, the Units, the Debt Securities, the Subscription Receipts or the Warrants will not be listed on any securities exchange. Accordingly, unless so specified, there will be no market through which such Securities may be sold and purchasers may not be able to resell any such Securities purchased under this Prospectus. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities and the extent of issuer regulation.**

No underwriter has been involved in the preparation of this Prospectus or performed any review of the content of this Prospectus.

The Units are listed on the Toronto Stock Exchange (the “TSX”) under the trading symbol “BTB.UN”. The REIT’s head office is located at 1411 Crescent Street, Suite 300, Montréal, Québec, H3G 2B3.

**There are certain risks inherent in an investment in the Securities and in the activities of the REIT. Prospective investors should carefully consider these risk factors before purchasing any Units. See “Risk Factors” in this Prospectus and the risk factors contained in the Prospectus Supplement relating to the particular offering of Securities.**

All shelf information permitted under applicable securities legislation to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus, except in cases where an exemption from such delivery requirements has been obtained or is otherwise available. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which the Prospectus Supplement pertains.

The REIT is not a trust company and is not registered under applicable legislation governing trust companies as it does not carry on or intend to carry on the business of a trust company. The Units are not “deposits” within the meaning of the *Canada Deposit Insurance Corporation Act* and are not insured under the provisions of that statute or any other legislation.

**There are limits on ownership of Units by non-residents of Canada, as described in the REIT’s amended and restated Contract of Trust as of June 8, 2020 (the “Contract of Trust”). See “Summary of the Contract of Trust – Non-Resident Ownership Constraint” in the AIF.**

**BASE SHELF PROSPECTUS**

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## GLOSSARY

The following terms used in this Prospectus have the meanings set out below:

**“1933 Act”** means the United States *Securities Act of 1933*, as amended.

**“2020 Annual Financial Statements”** means the comparative audited consolidated financial statements of the REIT for the year ended December 31, 2020, together with the notes thereto and the auditors’ report thereon, prepared in accordance with IFRS.

**“2020 Annual MD&A”** means the management’s discussion and analysis of operating results and financial position of the REIT for the year ended December 31, 2020.

**“affiliate”** has, where used to indicate a relationship with a Person, the meaning that would be ascribed thereto in the *Securities Act* (Québec), as amended or replaced from time to time, if the word “company” were changed to “Person”.

**“AIF”** means the annual information form of the REIT dated March 30, 2021.

**“Applicable Securities Legislation”** means applicable securities law in each of the provinces and territories (if applicable) of Canada.

**“BTB” or the “REIT”** means BTB Real Estate Investment Trust except as otherwise set forth herein.

**“BTB LP”** means BTB Real Estate Limited Partnership, a limited partnership formed under the laws of the Province of Québec.

**“CBCA”** means the *Canada Business Corporations Act*, as amended.

**“CECRA”** means the Canada Emergency Commercial Rent Assistance program.

**“CERS”** means the Canada Emergency Rent Subsidy program.

**“Class B LP Units”** means the class B limited partnership units of BTB LP, which are exchangeable for Units on a one for one basis.

**“Contract of Trust”** means the contract of trust made as of July 12, 2006, as amended as of August 1, 2006, March 15, 2011, January 28, 2015 and June 8, 2020, and from time to time governed by the laws of the Province of Québec, pursuant to which the REIT was established.

**“CRA”** means the Canada Revenue Agency.

**“IASB”** means the International Accounting Standards Board.

**“IFRS”** means International Financial Reporting Standards.

**“Independent Trustee”** means a Trustee who, in relation to the REIT or any of its related parties is “independent” within the meaning of Multilateral Instrument 52-110 - *Audit Committees* and is not “related” within the meaning of the *Tax Act*, as amended or replaced from time to time.

**“March 2021 Interim Financial Statements”** means the comparative unaudited consolidated financial statements of the REIT for the three-month period ended March 31, 2021, together with the notes thereto, prepared in accordance with IAS 34, “Interim Financial Reporting” as issued by IASB.

**“March 2021 Interim MD&A”** means the management’s discussion and analysis of operating results and financial position of the REIT for the three-month period ended March 31, 2021.

**“Non-Resident”** means a Person who is a non-resident for the purposes of the *Tax Act*, including a partnership that is not a Canadian partnership within the meaning of the *Tax Act*.

**“Options”** has the meaning ascribed thereto under “Contract of Trust and Description of the Voting Units – Non-Resident Ownership Constraints”.

**“Person”** means and includes individuals, corporations, limited partnerships, general partnerships, joint stock companies, limited liability corporations, joint ventures, associations, companies, trusts, banks, trust companies, trustees, executors, administrators or other legal personal representatives, two or more persons who, together, constitute all the owners of a property, pension funds, land trusts, business trusts or other organizations, whether or not legal entities and regulatory bodies, governments and agencies and political subdivisions thereof and municipalities.

**“Series H Debentures”** means the Series H 7.00% convertible unsecured subordinated debentures of the REIT.

**“Special Resolution”** when used either in the Contract of Trust or the TB Contract of Trust, means a resolution passed as a special resolution at a meeting of Unitholders of the REIT (or unitholders of TB Trust) (including an adjourned meeting) duly convened for that purpose and held in accordance with the provisions of Section 8.15 of the Contract of Trust (or of the TB Contract of Trust) at which two or more individuals present in person either holding personally or representing as proxies not less in aggregate than 5% of the total number of votes attached to Units (or the units of TB Trust) then outstanding and passed by the affirmative votes of the holders of not less than 66 2/3% of the Units (or the units of TB Trust) represented at the meeting and voted on a poll upon such resolution.

**“Special Voting Unit”** means a non-participating special voting unit of the REIT.

**“Subsidiaries”** includes, with respect to any person, corporation, partnership, limited partnership, trust or other entity controlled, directly or indirectly, by such person, corporation, partnership, limited partnership, trust or other entity and, without limiting the generality of the foregoing, includes TB Trust in respect of the REIT and **“Subsidiary”** means any one of them.

**“TB Contract of Trust”** means the contract of trust dated July 12, 2006, as amended and restated as of August 1, 2006, March 15, 2011 and May 4, 2011 and from time to time pursuant to which TB Trust was formed under the laws of the Province of Québec.

**“TB Trust”** means BTB, Acquisition and Operating Trust, a trust formed under the laws of the Province of Québec pursuant to the TB Contract of Trust.

**“TB Units”** means a unit of interest in TB Trust.

**“Transfer Agent”** means Computershare Investor Services Inc.

**“Trustee”** means a trustee of the REIT.

**“TSX”** means the Toronto Stock Exchange.

**“Unit”** means a unit of interest in the REIT, other than Special Voting Units.

**“Unitholder”** means a holder of Units, and any reference to a Unitholder in the context of such Unitholder’s right to vote at a meeting of Unitholders or receive information also include a holder of Special Voting Units.

**“Voting Units”** means, collectively, the Units and the Special Voting Units.

## **ABOUT THIS SHORT FORM BASE SHELF PROSPECTUS**

An investor should rely only on the information contained in this Prospectus and in the documents incorporated by reference herein and is not entitled to rely on parts of the information contained in this Prospectus or documents incorporated by reference herein to the exclusion of others. The REIT has not authorized anyone to provide investors with additional or different information. The information contained in this Prospectus or in the documents incorporated by reference herein is accurate only as of the date of this Prospectus or the respective date of the applicable document incorporated by reference herein, regardless of the time of delivery (if applicable) of this Prospectus or of any sale of the Securities offered hereby. The REIT's business, financial condition, results of operations and prospectus may have changed since the date of this Prospectus.

In this Prospectus, references to the "REIT" or "BTB" refers to BTB Real Estate Investment Fund and its subsidiaries, except where the context otherwise requires. All capitalized terms use herein are (unless otherwise specified) defined elsewhere in this Prospectus, including under "Glossary". The terms "we", "us" and "our" refer to the REIT unless the context otherwise requires. Financial data that is derived from the financial statements has been prepared in accordance with IFRS as issued by the IASB.

In this Prospectus, unless otherwise specified, all references to "dollars" or "\$" are to Canadian dollars.

References to "management" in this Prospectus means the persons acting in the capacities of the REIT's Chief Executive Officer and Chief Financial Officer. Any statements in this Prospectus or incorporated in this Prospectus by reference made by or on behalf of management are made in such persons capacities as officers of the REIT and not in their personal capacities.

## **FORWARD-LOOKING STATEMENTS**

Certain statements contained in this Prospectus and the documents incorporated by reference herein are forward-looking. Forward-looking statements are statements, other than statements of historical fact, that address or discuss activities, events or developments that the REIT expects or anticipates will or may occur in the future, including the ability of the REIT to identify, pursue and consummate acquisition opportunities, the strength of the real estate markets, business strategies and measures to implement these strategies, competitive strengths, benefits that may be achieved in connection with the integration of the recent acquisitions, goals, expansion and growth of the REIT's businesses and operations, plans and references to future acquisitions and success and the impacts of the COVID-19 pandemic on the business and operations of the REIT and on the REIT's financial performance and results of operations. Such forward-looking statements can be identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions or the negatives thereof.

The forward-looking statements contained in this Prospectus reflect the current views and beliefs of the management of the REIT and are based on certain assumptions, including assumptions as to future economic conditions and courses of action, as well as information currently available to management and other factors management currently believes are appropriate and reasonable in the circumstances. Material assumptions that were applied in drawing a conclusion or making an estimate set out in the forward-looking statements include: the ability of the REIT to identify additional properties, the ability of the REIT to maintain a tenant base substantially similar to the REIT's current tenant base, the credit and financial stability of current and future tenants, the current hypothec and mortgage loan to value ratio and hypothec and mortgage interest rates remaining substantially constant, equity and debt capital markets continuing to provide access to fund the REIT's future growth on terms acceptable to the management of the REIT, the REIT being able to refinance its credit facilities, mortgages, hypothec loans and other outstanding indebtedness of the REIT on terms acceptable to the management of the REIT, and the REIT being able to enter into and renew leases having terms of similar periods as the terms currently in effect under the current leases and upon terms acceptable to the REIT. Forward-looking statements contained in certain documents incorporated by reference in this Prospectus are based on the key assumptions described in such documents.

Such forward-looking statements are subject to risks and uncertainties and no assurance can be made that any of the events anticipated by such statements will prove to be accurate or occur or, if they do occur, what the effect on the REIT would be.

A number of factors could cause actual results, performance or developments to differ materially from those expressed or implied by such forward-looking statements, including:

- the general economic conditions, local real estate markets, supply and demand for leased premises, competition from other available premises and various other factors;
- the inability of the REIT to maintain a tenant base substantially similar to the REIT's current tenant base;
- the credit and financial stability of the tenants of the REIT's properties and the economic environment in which they operate;
- the ability of the REIT to identify properties that meet its acquisition criteria or in completing acquisitions or investments on satisfactory terms;
- access of the REIT to capital and debt markets including being able to refinance its credit facilities, mortgages, hypothec loans and other outstanding indebtedness of the REIT on terms acceptable to the management of the REIT;
- the failure of the newly acquired properties to perform as expected by management and the underestimation of the costs associated with the integration of such acquired properties;
- the failure to maintain mutual fund trust status;
- the status of the REIT for tax purposes;
- the value at which the REIT's real estate portfolio will generate sufficient distributable income to exceed distributions;
- the risk that tenants participating in the CERS program will not be able to meet their obligations and pay their rent when it becomes due once the program is terminated by the Federal Government;
- the risk that the renewal periods could in the future be shorter than current customary renewal periods under leases; and
- other factors, many of which are beyond the control of the REIT, including those factors identified under the heading "Risk Factors" and elsewhere in this Prospectus, any Prospectus Supplement and the documents incorporated by reference herein and therein and as described from time to time in documents filed by the REIT with Canadian securities regulatory authorities.

These factors should be considered carefully and prospective investors should not place undue reliance on the forward-looking-statements.

Certain statements included in this Prospectus and the documents incorporated by reference herein may be considered as a "financial outlook" for the purposes of Applicable Securities Legislation, and such financial outlook may not be appropriate for purposes other than this Prospectus. The REIT's actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be made that any of the events anticipated by the forward-looking statements will prove to be accurate or occur, or if any of them do so, what benefits, including the amount of proceeds, the REIT will derive therefrom. These forward-looking statements speak only as of the date of this Prospectus or as of the date specified in the documents incorporated by reference in this Prospectus, as the case may be. The REIT does not assume any obligation to update the aforementioned forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law. Holders of the Securities should read this entire Prospectus, and each applicable Prospectus Supplement, and consult their own professional advisors to ascertain and assess the tax and legal risks and other aspects associated with holding Securities.

## NON-IFRS MEASURES

This Prospectus and the documents incorporated by reference herein contain references to certain non-IFRS measures that are used by the REIT as indicators of financial performance measures which are not recognized under IFRS including “net operating income”, “funds from operations” and “adjusted funds from operations”. Because such non-IFRS measures do not have a standardized meaning prescribed by IFRS and may differ from other issuers’, securities regulations require, among other things, that alternative measures be clearly defined and qualified and reconciled with their nearest IFRS measures. The definition of “net operating income”, “funds from operations” and “adjusted funds from operations” as well as a reconciliation of those non-IFRS measures are included in the 2020 Annual MD&A where such measures are being used. These definitions are also reproduced below for ease of reference.

### Funds from operations

The notion of funds from operations (“FFO”) does not constitute financial and accounting information as defined by IFRS. It is, however, a measurement that is frequently used by real estate companies and real estate investment trusts. The following is a list of some of the adjustments to net income:

- Fair value adjustment on investment properties;
- Amortization of lease incentives;
- Fair value adjustment on derivative financial instruments;
- Leasing payroll expenses (starting in 2016); and
- Distributions on Class B LP Units.

Our calculation method is consistent with the method recommended by REALPAC, but may differ from measures used by other real estate investment trusts. Consequently, this method may not be comparable to methods used by other issuers.

### Adjusted funds from operations

The notion of adjusted funds from operations (“AFFO”) is widely used by real estate companies and real estate investment trusts. It is an additional measure to assess the Trust’s performance and its ability to maintain and increase distributions in the long term. However, AFFO is not a financial or accounting measure prescribed by IFRS. The method of computing may differ from those used by other companies or real estate investment trusts and may not be used for comparison purposes.

BTB defines AFFO as its FFO, adjusted to consider other non-cash items that impact comprehensive income and do not enter into the calculation of FFO, including:

- Straight-line rental revenue adjustment;
- Accretion of effective interest following amortization of financing expenses;
- Accretion of the liability component of convertible debentures;
- Amortization of other property and equipment; and
- Unit-based compensation expenses.

Furthermore, the REIT deducts a provision for non-recoverable capital expenditures in calculating AFFO. The REIT allocates significant amounts to the regular maintenance of its properties in an attempt to reduce capital expenses as

much as possible. The allocation for non-recoverable capital expenditures is calculated on the basis of 2% of rental revenues.

The REIT also deducts a provision for rental fees in the amount of approximately \$0.25 per square foot on an annualized basis. Even though quarterly rental fee disbursements vary significantly from one quarter to another, management considers that this provision fairly presents, in the long term, the average disbursements not recovered directly in establishing the rent that the REIT will undertake. These disbursements consist of inducements paid or granted when leases are signed that are generally amortized over the term of the lease and are subject to an equivalent increase in rent per square foot, and of brokerage commissions and leasing payroll expenses. Investors are cautioned that there is no certainty that this provision will be sufficient to cover the disbursements not recovered directly in establishing the rent that the REIT will undertake. See “Risk Factors”.

## DOCUMENTS INCORPORATED BY REFERENCE

**Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in Canada.** Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of the REIT at 1411 Crescent Street, Suite 300, Montréal, Québec H3G 2B3, telephone (514) 286-0188 ext. 244, and are also available electronically at [www.sedar.com](http://www.sedar.com).

The following documents, filed with the various securities commissions or similar regulatory authorities in each of the provinces and territories of Canada, are specifically incorporated by reference in and form an integral part of this Prospectus:

- (a) the AIF;
- (b) the March 2021 Interim Financial Statements;
- (c) the March 2021 Interim MD&A;
- (d) the 2020 Annual Financial Statements;
- (e) the 2020 Annual MD&A;
- (f) the Material Change Report dated April 28, 2021 with respect to the closing on April 28, 2021 of a bought deal public offering of an aggregate of 7,809,650 Units at a price of \$4.05 per Unit for aggregate gross proceeds of approximately \$31.6 million (the “**April 2021 MCR**”); and
- (g) the management information circular of the REIT dated May 11, 2021 in connection with the annual and special meeting of the Unitholders to be held on June 15, 2021.

Any documents of the type described in Item 11 of Form 44-101F1 *Short Form Prospectus Distributions* which are filed by the REIT with any securities regulatory authorities after the date of this Prospectus and prior to the termination of an offering of Units under any Prospectus Supplement, shall be deemed to be incorporated by reference into this Prospectus.

**Notwithstanding anything herein to the contrary, any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that was required to be stated or that was necessary to make a statement**

**not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.**

A Prospectus Supplement containing the specific terms of an offering of Units will be delivered to purchasers (except in cases where an exemption from such delivery requirements has been obtained or is otherwise available) of such Units together with this Prospectus and will be deemed to be incorporated into this Prospectus as of the date of such Prospectus Supplement and solely for the purposes of the offering of the Units covered by that Prospectus Supplement unless otherwise expressly provided therein.

Upon a new management information circular, an annual information form or new annual financial statements, together with the auditors' report thereon and management's discussion and analysis contained therein, being filed by the REIT with the applicable securities regulatory authorities during the term of this Prospectus, the previous management information circular or annual financial statements and management's discussion and analysis and all interim financial statements, material change reports and information circulars filed prior to the commencement of the REIT's financial year in which the new management information circular, annual information form or annual financial statements are filed shall be deemed no longer to be incorporated into this Prospectus for purposes of future offers and sales of Securities hereunder.

## THE REIT

BTB is an unincorporated open-ended real estate investment trust governed under the laws of the Province of Québec pursuant to the Contract of Trust.

The objectives of the REIT are: (i) to generate cash distributions that are reliable and fiscally beneficial to Unitholders; (ii) to grow BTB's assets through internal growth and accretive acquisitions in order to increase distributable income and therefore fund distributions; and (iii) optimize the value of its assets through dynamic management of its properties in order to maximize the long-term value of its properties and therefore its units.

BTB believes that the income-producing mid-market office, retail and industrial property segments represent a favourable risk/return investment environment with fewer national competitors than other segments of the market. By concentrating on both primary and secondary markets, BTB believes it will be afforded greater opportunities to make accretive acquisitions that will contribute to achieving attractive yields for Unitholders.

BTB has a strong executive team, including management and Trustees with a breadth of experience in all facets of office, retail and industrial real estate including acquisitions, asset management, development, property management, lease administration and asset level and corporate finance. In addition, the management and Trustees of the REIT have well established relationships with property owners in various sectors, particularly in geographical markets east of Ottawa, Ontario. These relationships have allowed and, based on management belief, are expected to continue to allow the REIT to identify and complete acquisitions, in certain instances, through off-market transactions ("not yet listed") with little or no competition which may be completed at a favourable valuation for Unitholders. The current geographic focus in markets east of Ottawa will allow BTB to concentrate on sourcing new acquisitions in a well-defined geographical area. See "Risk Factors - Reliance on Key Personnel" in BTB's AIF incorporated by reference in this Prospectus.

Management of BTB believes that there are a significant number of acquisition opportunities in the geographical markets east of Ottawa, Ontario; acquisitions which management of the REIT believes can be purchased at attractive capitalization rates. Management regularly reviews the REIT's property portfolio and, based on experience and market knowledge, assesses ongoing opportunities and engages in discussions with respect to possible acquisitions of new properties. However, there can be no assurance that any such discussions will result in any acquisitions and, if they do, what would be the terms or timing of such acquisitions. Management expects to continue current discussions and actively pursue acquisition, investment and disposition opportunities as part of its business objectives. Management of BTB intends to sell one property which is not located in its core markets of Montreal, Québec city and the Ottawa region. There is no guarantee that this property will be sold at a price equal to such property's book value.

As of the date of this Prospectus, management of the REIT believes that the REIT meets, and has met at all times during the current taxation year, all the necessary conditions and qualifies for the REIT Exception. Management of the REIT intends to take all the necessary steps to continue to meet these conditions in the future.

### RECENT DEVELOPMENTS

There have been no material developments in the business of the REIT since March 31, 2021, the date of the March 2021 Interim Financial Statements, except for the issuance on April 28, 2021 of 7,809,650 Units at a price of \$4.05 per Unit pursuant to a bought deal public offering, the whole as more fully described in the April 2021 MCR.

Consistent with its past practice and in the normal course, the REIT may have outstanding non-binding letters of intent and/or conditional agreements or may otherwise be engaged in discussions with respect to possible acquisitions or dispositions (directly or indirectly) of new properties or investments by the REIT which may or may not be material. However, there can be no assurance that any of these letters, agreements and/or discussions will result in an acquisition, disposition or investment and, if they do, what the final terms or timing of any acquisition, disposition or investment would be. The REIT expects to continue to actively pursue other acquisition, disposition and investment opportunities.

### CONSOLIDATED CAPITALIZATION

The following table sets out BTB's capitalization at March 31, 2021, both on an actual basis and on a *pro forma* basis after giving effect to the issuance on April 28, 2021 of 7,809,650 Units at a price of \$4.05 per Unit pursuant to a bought deal public offering and the use of the net proceeds of such offering. This table should be read in conjunction with the March 2021 Interim Financial Statements incorporated by reference in this Prospectus.

Description	Outstanding at March 31, 2021 (\$ 000)	Outstanding at March 31, 2021 after giving effect to the April 28, 2021 issuance of Units, partial conversion of Series H Debentures and the use of the net proceeds <sup>(1)(2)(3)</sup> (\$ 000)
Debt:		
Class B LP Units	1,465	1,465
Mortgage loans payable	480,556	480,556
Convertible Debentures	45,690	44,323 <sup>(4)</sup>
Acquisition Credit Facility	15,000	0
Lease Liabilities	4,229	4,229
Unitholders' Equity (Units Authorized: unlimited)	344,702	376,566 <sup>(5)</sup>
<b>Total Capitalization</b>	891,642	907,139

Notes:

- (1) Giving effect to the partial conversion of Series H Debentures since March 31, 2021.
- (2) Giving effect to the proceeds of the April 28, 2021 bought deal offering of \$31,629,082.50 less underwriters' fee of \$1,265,163.30 and offering expenses of \$334,000.
- (3) Giving effect to the repayment of \$15,000,000 repaid with the net proceeds of the April 28, 2021 bought deal offering.
- (4) Reflective of the partial conversion of Series H Debentures since March 31, 2021 up to and including May 31, 2021 (total impact of approximately \$1.367 million to carrying amount).
- (5) Unitholders' equity reflective of the net proceeds of the April 28, 2021 bought deal offering and the conversion of Series H Debentures since March 31, 2021 (approximately \$1.834 million including fair value of conversion options exercised).

Additional information regarding material indebtedness of the REIT is provided in the March 2021 Interim Statements and the March 2021 Interim MD&A incorporated by reference herein.

## USE OF PROCEEDS

Unless otherwise indicated in the applicable Prospectus Supplement, the REIT intends to use the net proceeds received by it from the sale of Securities for working capital requirements or for other general Trust purpose. More detailed information regarding the use of proceeds from the sale of Securities will be described in the applicable Prospectus Supplement. The REIT may, from time to time, issue Securities other than through the offering of Securities pursuant to this Prospectus.

## CONTRACT OF TRUST AND DESCRIPTION OF THE SECURITIES

### General

The REIT is an unincorporated open-ended investment trust created pursuant to the Contract of Trust and governed by the laws of the Province of Québec. On January 28, 2015, the Contract of Trust was amended, notably to plan for the issuance of Special Voting Units concurrent with the issue of Class B LP Units. 347,265 Class B LP Units are currently issued. On June 8, 2020, the Contract of Trust was amended to provide greater flexibility to the Trustees in regards to calling and holding court requisitioned meeting of Unitholders, such as a virtual meeting in times of confinement. The Contract of Trust is available for inspection during regular business hours at the head office of the REIT located at 1411 Crescent Street, Suite 300, Montréal, Québec H3G 2B3, without charge during the distribution of the Units being offered under this Prospectus and is also available electronically at [www.sedar.com](http://www.sedar.com).

**The following is a summary of certain provisions of the Contract of Trust and material attributes and characteristics of the Voting Units. The summary below does not purport to be complete and, for full particulars, reference should be made to the Contract of Trust. A more detailed summary can be found in BTB's AIF incorporated herein by reference.**

### Nature of the REIT

The REIT, its Trustees and its properties shall be governed by the general rules set forth in the *Civil Code of Québec*, except as such general law of trusts has been or is from time to time modified, altered or abridged for investment trusts or for the REIT by:

- (a) applicable laws, regulations or other requirements imposed by applicable securities or other regulatory authorities; and
- (b) the terms, conditions and trusts set forth in the Contract of Trust.

The beneficial interests and rights generally of a holder of Units in the REIT shall be limited to the right to participate *pro rata* in distributions when and as declared by the Trustees as contemplated in the Contract of Trust and in distributions upon the termination of the REIT as contemplated in the Contract of Trust. The REIT is not, and is not intended to be, shall not be deemed to be, and shall not be treated as, a general partnership, limited partnership, syndicate, association, joint venture, company, corporation or joint stock company nor shall the Trustees or any individual Trustee or the Unitholders or any of them or any officers or other employees of the REIT or any one of them for any purpose be, or be deemed to be, treated in any way whatsoever to be, liable or responsible hereunder as partners or joint venturers. Neither the Trustees nor any officer or other employee of the REIT shall be, or be deemed to be, an agent of the Unitholders. The relationship of the Unitholders to the Trustees, to the REIT and to the property of the REIT shall be solely that of beneficiaries of the REIT and their rights shall be limited to those conferred upon them by the Contract of Trust. In its first tax year, in filing a return of income for the REIT, the REIT shall elect, assuming that the requirements for such election are met, that the REIT shall be deemed to be a “mutual fund trust” for purposes of the *Tax Act* for the entire year.

## **Rights of Unitholders**

The rights of each Unitholder to call for a distribution or division of assets, monies, funds, income and capital gains held, received or realized by the Trustees are limited to those contained in the Contract of Trust and, except as provided in the Contract of Trust, no Unitholder shall be entitled to call for any partition or division of the REIT's property or for a distribution of any particular asset forming part of the REIT's property or of any particular monies or funds received by the Trustees. The legal ownership of the property of the REIT and the right to conduct the activities of the REIT are vested exclusively in the Trustees, and no Unitholder has or is deemed to have any right of ownership in any of the property of the REIT, except as specifically provided in the Contract of Trust. Except as specifically provided in the Contract of Trust, no Unitholder shall be entitled to interfere with or give any direction to the Trustees with respect to the affairs of the REIT or in connection with the exercise of any powers or authorities conferred upon the Trustees under the Contract of Trust. The Units shall be personal property and shall confer upon the holders thereof only the interest and rights specifically set forth in the Contract of Trust.

## **Units**

The beneficial interests in the REIT shall constitute a single class of Units which shall be entitled to the rights and subject to the limitations, restrictions and conditions set out in the Contract of Trust. The number of Units which the REIT may issue is unlimited. Each Unit when issued shall vest indefeasibly in the holder thereof. The interest of each holder of Units shall be determined by the number of Units registered in the name of such holder. The issued and outstanding Units may be subdivided or consolidated from time to time by the Trustees without the holder's approval.

## **Ranking of Units**

Each Unit shall represent an equal undivided interest in the REIT with all other outstanding Units. All Units outstanding from time to time shall participate *pro rata* in any distributions by the REIT and, in the event of termination or winding up of the REIT, in the net assets of the REIT remaining after satisfaction of all liabilities and no Unit shall have any preference or priority over any other. Units shall rank among themselves equally and rateably without discrimination, preference or priority.

## **Special Voting Units**

Special Voting Units shall have no economic entitlement in the REIT or in the distribution or assets of the REIT but entitle the holder to one vote per Special Voting Unit at all Unitholders meetings. Special Voting Units may only be issued in connection with or in relation to securities exchangeable into Units, including Class B LP Units, for the purpose of providing voting rights with respect to the REIT to the holders of such securities. Special Voting Units will be issued concurrently with the Class B LP Units, to which they would be attached at the closing of the eventual acquisition and will only be evidenced by the certificates representing such Class B LP Units. Special Voting Units shall not be transferable separately from the exchangeable securities to which they are attached and will automatically be transferred upon the transfer of any such exchangeable securities. Each Special Voting Unit shall confer upon its holder the right to vote at any meeting of Unitholders with the number of votes corresponding to the equivalent number of Units which may be obtained in exchange for the Class B LP Units to which the Special Voting Units are attached. Upon the exchange or surrender of a Class B LP Unit for a Unit, the Special Voting Unit attached to such Class B LP Unit will automatically be redeemed and cancelled without consideration and without any further action of the Trustees, and the former holder of such Special Voting Unit will cease to have any rights with respect thereto. As at the date of this Prospectus, there were 347,265 Special Voting Units issued and outstanding.

## **Non-Resident Ownership Constraint**

At no time may more than 49% of the Units outstanding be held or beneficially owned, directly or indirectly, for the benefit of Non-Residents. Furthermore, at no time shall Non-Residents hold or beneficially own, directly or indirectly, Units or any other rights or options, including convertible debentures (for the purpose of this paragraph, such other rights and options being known as "Options") that may entitle them (conditionally or otherwise) to acquire Units that would result in more than 49% of the Units, at any time, being held or beneficially owned, directly or indirectly, by Non-Residents. The Trustees may require declarations as to the jurisdictions in which beneficial owners of Units are Resident. If the REIT becomes aware that 49% of the Units and/or Options then outstanding are held, or may be held, for the benefit of Non-Residents or that such a situation is imminent, the Trustees may make a public announcement to such effect and shall not accept any subscription for Units or Options from any Non-Resident, issue any Units or

Options to any such Person or register or otherwise recognize the transfer of any Units or Options to any Non-Resident. If, notwithstanding the foregoing, the Trustees determine that more than 49% of the Units and/or Options are held or may become held for the benefit of Non-Residents, the Trustees may send a notice to Non-Resident holders of Units or Options, as shall be chosen on the basis of inverse order to the order of acquisition or registration, by law or by such other method that is authorized by the Trustees' determination, requiring them to sell their Units or Options or a portion thereof within a specified period of not more than 60 days. If the holders of Units or Options receiving such notice have not sold the specified number of Units or Options or provided the Trustees with satisfactory evidence that they are not Non-Residents of Canada and do not hold their Units or Options for the benefit of Non-Residents within such period, the Trustees may sell such Units or Options on behalf of such holders of Units or Options to a Person or Persons that are not Non-Residents of Canada and, in the interim, all rights attaching to such Units or Options (including any right to receive payments of interest) shall be immediately suspended and the rights of any such holders of Units or Options in respect of such Units or Options shall be limited to receiving the net proceeds of sale (net of any commission, tax or other cost of sale).

### **Redemption of Units**

The Contract of Trust provides that the Units may be redeemed at the redemption price set forth therein. See "Summary of the Contract of Trust-Redemption of Units" in BTB's AIF for a detailed description of the redemption of the Units.

### **Meeting of Unitholders**

There shall be an annual meeting of the Unitholders at such time and place in Canada as the Trustees shall prescribe for the purpose of electing Trustees, appointing or removing the auditors of the REIT and transacting such other business as the Trustees may determine or as may properly be brought before the meeting. The annual meeting of Unitholders shall be held after delivery to the Unitholders of the annual report and, in any event, within 180 days after the end of each fiscal year of the REIT.

The Trustees shall have power at any time to call special meetings of the Unitholders at such time and place in Canada as the Trustees may determine. Meetings of the Unitholders may be also held in a virtual format. Unitholders holding in the aggregate of not less than 10% of the outstanding Units of the REIT may requisition the Trustees in writing to call a special meeting of the Unitholders for the purposes stated in the requisition.

Unitholders may attend and vote at all meetings of the Unitholders either in person or by proxy. Each Unit shall entitle the Unitholder to one vote at all meetings of the Unitholders. Any action to be taken by the Unitholders shall, except as otherwise required by the Contract of Trust or by law, be authorized when approved by a majority of the votes cast at a meeting of the Unitholders. The chairman of any such meeting shall not have second or casting vote. Every question submitted to a meeting, other than a Special Resolution, shall, unless a poll vote is demanded, be decided by a show of hands, on which every person present and entitled to vote shall be entitled to one vote.

### **Matters on which Unitholders Shall Vote**

None of the following shall occur unless the same has been duly approved by the Unitholders at a meeting duly called and held:

- (a) except as provided in the Contract of Trust, the appointment, election or removal of Trustees;
- (b) except as provided in the Contract of Trust, the appointment or removal of auditors;
- (c) any amendment to the Contract of Trust (except for amendments which may be made at the discretion of the Trustees);
- (d) the sale of or transfer of the properties or assets of the REIT as an entirety or substantially as an entirety (other than as a part of an internal reorganization of the assets of the REIT as approved by the Trustees);
- (e) an increase or decrease in the number of Trustees;

- (f) any distribution of the property of the REIT following an affirmative vote of the Unitholders by Special Resolution;
- (g) the termination of the REIT; or
- (h) any action upon any matter, which under applicable law (including policies of Canadian securities commissions or authorities) or applicable stock exchange rules or policies, would require approval of a majority of the votes cast by the holders of TB Units had TB Trust been a reporting issuer (or the equivalent) in the jurisdictions in which the REIT is a reporting issuer (or the equivalent) and had TB Units been listed on the stock exchanges where the Units are listed for trading, respectively.

Nothing in clauses (a) to (h) above, however, shall prevent the Trustees from submitting to a vote of Unitholders any matter which they deem appropriate.

### **Matters which must be approved by Special Resolution**

None of the following shall occur unless the same has been duly approved by Special Resolution of Unitholders at a meeting of Unitholders duly called and held for that purpose:

- (a) any amendment to the provisions of the Contract of Trust dealing with amendments to the Contract of Trust;
- (b) any exchange, reclassification or cancellation of all or part of the Units;
- (c) any amendment to change a right with respect to any outstanding Units of the REIT or to reduce the amount payable thereon upon termination of the REIT or to diminish or eliminate any voting rights pertaining thereto;
- (d) any amendment to the duration or term of the REIT;
- (e) any amendment to increase the maximum number of Trustees (to more than 15) or to decrease the minimum number of Trustees (to less than five), any change by the Unitholders in the number of Trustees within the minimum and maximum number of Trustees;
- (f) except as provided in the Contract of Trust, any constraint on the issue, transfer or ownership of Units or the change or removal of such constraints;
- (g) any amendment relating to the powers, duties, obligations, liabilities or indemnification of the Trustees;
- (h) any sale or transfer of the properties or assets of the REIT as an entirety or substantially as an entirety other than as part of an internal reorganization of the REIT's property as approved by the Trustees;
- (i) any distribution of the REIT's property upon its termination;
- (j) the combination, merger, amalgamation or arrangement of the REIT, directly or indirectly, with any other person or entity;
- (k) any amendment to the Investment Guidelines and Operating Policies of the REIT, except as provided in the Contract of Trust; or
- (l) any matter required to be passed by a Special Resolution under the Contract of Trust of TB Trust, as may be amended and restated from time to time.

### **Independent Trustees**

There shall be a majority of Independent Trustees on the board of Trustees and on any committee of the Trustees.

## Reports to Unitholders

The REIT furnishes to Unitholders such financial statements (including interim and annual financial statements) and other reports as are from time to time required by applicable law, including prescribed forms needed for the completion of Unitholders' tax returns under the *Tax Act* or equivalent provincial legislation.

Prior to each annual and special meeting of Unitholders, the Trustees will provide to the Unitholders (along with notice of such meeting) information similar to that required to be provided to shareholders of a public corporation governed by the CBCA.

Units may be offered separately or together with Debt Securities, Subscription Receipts or Warrants.

## Debt Securities

*The following sets forth certain general terms and provisions of the Debt Securities. The particular terms and provisions of the Debt Securities offered under a Prospectus Supplement, and the extent to which the general terms and provisions described below may apply to such Debt Securities, will be described in the Prospectus Supplement filed in respect of such Debt Securities.*

The Debt Securities will be direct obligations of the REIT and will be senior or subordinated indebtedness of the REIT, as described in the applicable Prospectus Supplement. The Debt Securities will be issued under one or more indentures between the REIT and a financial institution to which the *Trust and Loan Companies Act* (Canada) applies or a financial institution organized under the laws of any province of Canada and authorized to carry on business as a trustee under applicable provincial legislation (each, a "Debenture Trustee"), as supplemented and amended from time to time (each a "Trust Indenture" and, collectively, the "Trust Indentures"). As of the date hereof, the REIT has issued \$54 million aggregate principal amount of senior unsecured debentures. As of May 31, 2021: \$24 million is the principal amount outstanding under the series G senior unsecured debentures, bearing an interest rate of 6.00% per annum and maturing on October 31, 2024 and \$24.6 million is the principal amount outstanding under the Series H Debentures, bearing an interest rate of 7.00% per annum and maturing on October 31, 2025.

Each applicable Prospectus Supplement will set forth the terms and other information with respect to the Debt Securities being offered thereby, including without limitation: (i) the designation, aggregate principal amount and authorized denomination of such Debt Securities; (ii) the currency or currency units for which the Debt Securities may be purchased and the currency or currency unit in which the principal and any interest is payable (in either case, if other than Canadian dollars); (iii) the percentage of the principal amount at which such Debt Securities will be issued; (iv) the date or dates on which such Debt Securities will mature; (v) the rate or rates per annum at which such Debt Securities will bear interest (if any), or the method of determination of such rates (if any); (vi) the dates on which such interest will be payable and the record dates for such payments; (vii) the Debenture Trustee under the Trust Indenture pursuant to which the Debt Securities are to be issued; (viii) any redemption term or terms under which such Debt Securities may be defeased or otherwise settled and discharged; (ix) any financial and other material covenants; (x) whether such Debt Securities are to be issued and registered electronically through the non-certificated inventory system of CDS Clearing and Depository Services Inc., in "book-entry only" form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof; (xi) whether such Debt Securities will be exchangeable for or convertible into Units and/or other securities, and the terms, conditions and procedures for the exchange or conversion of any such Debt Securities; (xii) any exchange or conversion terms; (xiii) whether such Debt Securities will be subordinated to other liabilities of the REIT; (xiv) any listing on a securities exchange; and (xv) any other specific terms.

A Debt Security shall not be a Unit and, if convertible into or exchangeable for Units, a holder of a Debt Security shall not be a Unitholder unless and until fully paid Units are issued in accordance with the term of such securities.

Debt Securities may be offered separately or together with Units, Subscription Receipts and Warrants.

## **Subscription Receipts**

*The following sets forth certain general terms and provisions of the Subscription Receipts. The particular terms and provisions of the Subscription Receipts offered under a Prospectus Supplement, and the extent to which the general terms and provisions described below may apply to such Subscription Receipts, will be described in the Prospectus Supplement filed in respect of such Subscription Receipts.*

This description will include, without limitation and where applicable: (i) the number of Subscription Receipts; (ii) the price at which the Subscription Receipts will be offered; (iii) the terms, conditions and procedures for the conversion or exchange of the Subscription Receipts into or for Units and/or other securities; (iv) the number of Units and/or other securities that may be issued or delivered upon conversion or exchange of each Subscription Receipt; (v) any listing on a securities exchange; and (vi) any other material terms and conditions of the Subscription Receipts and any securities into or for which the Subscription Receipts are convertible or exchangeable. Units and/or other securities issued or delivered upon the conversion or exchange of Subscription Receipts will be issued for no additional consideration. A Subscription Receipt shall not be a Unit and, if convertible into or exchangeable for Units, a holder of a Subscription Receipt shall not be a Unitholder unless and until fully paid Units are issued in accordance with the terms of such securities. As of the date hereof the REIT has no Subscription Receipts outstanding.

Subscription Receipts may be offered separately or together with Units, Debt Securities or Warrants.

## **Warrants**

*The following sets forth certain general terms and provisions of the Warrants. The particular terms and provisions of the Warrants offered under a Prospectus Supplement, and the extent to which the general terms and provisions described below may apply to such Warrants, will be described in the Prospectus Supplement filed in respect of such Warrants.*

This description will include, without limitation and where applicable: (i) the title or designation of the Warrants; (ii) the number of Warrants offered; (iii) the number of Units and/or other securities purchasable upon exercise of the Warrants and the procedures for exercise; (iv) the exercise price of the Warrants; (v) the dates or periods during which the Warrants are exercisable and when they expire; (vi) the designation and terms of any other securities with which the Warrants will be offered, if any, and the number of Warrants that will be offered with each such security; (vii) any listing on a securities exchange; and (viii) any other material terms and conditions of the Warrants including, without limitation, transferability and adjustment terms. Prior to the exercise of their Warrants, holders of Warrants will not have any of the rights of holders of the underlying securities issuable upon exercise of the Warrants. As of the date hereof, the REIT has no Warrants outstanding.

Each series of Warrants will be issued under a separate indenture in each case between the REIT and a warrant agent determined by the REIT. The statements above relating to any Warrants to be issued are summaries of certain anticipated provisions thereof, are not complete and are subject to, and qualified by reference to, all provisions of the applicable warrant indenture, in addition to the description thereof in the applicable Prospectus Supplement.

The REIT will not offer Warrants for sale separately to any member of the public in Canada unless the offering is in connection with and forms part of the consideration for an acquisition or merger transaction or unless the Prospectus Supplement containing the specific terms of the Warrants to be offered separately is first approved for filing by or on behalf of the securities commissions or similar regulatory authorities in each of the provinces and territories of Canada where the Warrants will be offered for sale.

Warrants may be offered separately or together with Units, Debt Securities or Subscription Receipts.

## **EARNINGS COVERAGE RATIOS**

Earnings coverage ratios will be provided as required in the applicable Prospectus Supplement with respect to the issuance of Debt Securities pursuant to this Prospectus.

## **DISTRIBUTION POLICY**

The REIT has adopted a Distribution Policy, as permitted under the Contract of Trust. See the section entitled “Distribution Policy” in the AIF for a description of the REIT’s Distribution Policy.

## **PLAN OF DISTRIBUTION**

The REIT may sell the Securities to or through underwriters or dealers or purchasers directly or through agents. The Securities may be sold from time to time in one or more transactions at a fixed price or prices, which may be changed, or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at prices to be negotiated with purchasers, which prices may vary as between purchasers and during the period of distribution of the Securities.

A Prospectus Supplement for any Securities being offered will set forth the terms of the offering of those Securities, including the name or names of any underwriters, dealers or agents, the purchase price or prices of the Securities, the proceeds to the REIT from the sale of the Securities, any initial offering price (or the manner of determination thereof if offered on a non-fixed price basis), any underwriting discount or commission and any discounts, concessions or commissions allowed or reallocated or paid by any underwriter to other dealers. An initial offering price and any discounts, concessions or commissions allowed or reallocated or paid to dealers may be changed from time to time.

Underwriters, dealers and agents who participate in the distribution of the Securities may be entitled under agreements to be entered into with the REIT to indemnification by the REIT against certain liabilities, including liabilities under securities legislation, or to contribution with respect to payments that they may be required to make in respect thereof. Such underwriters, dealers and agents may be customers of, engage in transactions with, or perform services for the REIT in the ordinary course of business.

The Securities have not been and, unless specified in a Prospectus Supplement relating to an issue of the Securities, will not be registered under the U.S. Securities Act, or the securities laws of any state of the United States. Accordingly, unless so specified, except in certain transactions exempt from registration requirements of the U.S. Securities Act, and applicable state securities laws, the Securities may not be offered, sold or delivered, directly or indirectly, within the United States (as defined in Regulation S under the U.S. Securities Act) (the “**United States**”), and each underwriter or agent will agree that it will not offer, sell or deliver the Securities within the United States. Each underwriter or agent will also agree that all offers and sales of the Securities outside the United States will only be conducted in accordance with Regulation S under the U.S. Securities Act. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Securities within the United States. In addition, until 40 days after the commencement of an offering of Securities, an offer or sale of such Securities within the United States by a dealer (whether or not participating in the offer) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an exemption from the registration requirements of the U.S. Securities Act.

## **CAPITAL RESOURCES**

The REIT has \$104,770,000 of mortgage due within the next 9 months. Of that amount, approximately \$26,980,000 has been refinanced as of June 9, 2021, and the remaining balance is currently in the process of being refinanced.

Historically the REIT has always been able to refinance its existing mortgages. There is no indication that this would change currently.

For the refinancing completed to date, the refinanced amounts exceed the previously owing mortgage balances by \$16,698,000, thereby providing the REIT with \$16.7 million in additional liquidity to be used for future acquisitions and general trust purposes.

## **RISK FACTORS**

There are certain risks inherent in an investment in the Securities and in the activities of BTB which investors should carefully consider before investing in the Securities, including: public market risk, general risks associated with

immovable property ownership, future property acquisitions, Mutual Fund Trust Status, SIFT trust taxation, fluctuations in cash distributions, liquidity, debt financing risk, competition, general uninsured losses, interest rate fluctuations and financing risk, environmental matters, restrictions on redemptions, lack of availability of growth opportunities, reliance on single or anchor tenants, potential Unitholder liability, potential conflicts of interest, reliance on key personnel, availability of cash flow, market price of Securities, legal rights attaching to Securities, failure to obtain additional financing, dilution, credit risk and changes in legislation.

These risks are described under the heading entitled “Risk Factors” in BTB’s AIF and are incorporated by reference in this Prospectus.

*The activities of the REIT and an investment in its securities involves other risks and investment considerations. Investors should carefully consider, in light of their own financial circumstances, the factors set out below as well as other information contained or incorporated by reference in this Prospectus.*

## **COVID-19 PANDEMIC**

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. The Federal and Provincial governments have taken many steps in their management of the health crisis, including the closure of all non-essential stores and services. BTB’s recovery was gradual and its properties outside Montréal were able to start operating as of May. This led to the opening of Montréal’s malls and restaurants in mid-June which was followed by subsequent closures due to the acceleration of the COVID-19 pandemic situation.

Since the beginning of the crisis, BTB has set up a COVID-19 task force to ensure full management of all collateral effects on its tenants, suppliers, creditors, as well as its employees. Several actions have been taken, including: review of rent agreements with tenants and coordination with tenants for the application of the federal grant under the CECRA and the CERS; participation with its creditors to reduce its mortgage payments during this period; appropriate implementation of cost control and control of its investments; strengthening sanitation; health and safety measures in its properties and restricting access to its buildings.

During this period, several companies announced bankruptcies and restructurings, mainly in the retail sector. To date, BTB’s portfolio has been affected very little by these bankruptcies and restructurings affecting several companies. However, there is a risk that new tenants will be affected in the future by financial constraints and this could have an impact on BTB’s operations and on its financial results. BTB will continue to work with the different tenants that are participating in the CERS, a program that is expected to continue through June 2021. In addition, there exists a risk that leases could be renewed with shorter terms than the terms that are currently in effect, and otherwise on terms that are less favourable to the REIT.

BTB continues to closely monitor business operations and is aware that the impact of COVID-19 on the global economy and its duration remains uncertain. BTB may take further actions in response to directives of government and public health authorities or that are in the best interests of employees, tenants, suppliers or other stakeholders, as necessary.

Under *International Accounting Standard 40 – Investment Property*, the REIT accounts for its investment properties at fair value and recognizes the gain or loss arising from a change in the fair value in profit or loss for the periods in which it arises. The COVID-19 pandemic has created significant economic uncertainty and increased volatility in the financial markets. These factors have led us, in 2020, to adjust certain capitalization rates and projected cash flows of properties considered to be more vulnerable to the effects of the pandemic, including retail properties where tenants had to temporarily cease operations and requested rent relief and deferrals. Overall for the last fiscal year, the REIT recorded an additional decrease in the fair value of its real estate portfolio of \$8.4 million (equivalent to 0.9% of the investment properties balance as of Q4 2020).

The fair value of the REIT’s investment properties stood at \$905 million as at March 31, 2021 compared to \$903.9 million at December 31, 2020 and \$924 million as at December 31, 2019.

The REIT annually uses chartered appraisers to evaluate the fair value of a significant portion of its portfolio. Pursuant to its policy, the 10 most important properties and approximately a third of the remaining properties are annually

appraised by independent appraisers. In addition, as part of financing or refinancing and at the request of lenders, properties are also independently appraised during the year. For its properties that were not subject to independent appraisals, management receives quarterly capitalization rate and discount rate data reflecting real estate market conditions from external chartered appraisers and independent experts. The capitalization rate reports provide a range of rates for various geographic regions and for various types and qualities of properties within each region. The REIT utilizes capitalization and discount rates within ranges provided by external appraisers. To the extent that the externally provided capitalization rate ranges change from one reporting period to the next or should another rate within the provided ranges be more appropriate than the rate previously used, the fair value of the investment properties would increase or decrease accordingly.

The weighted average capitalization rate for the entire portfolio as at March 31, 2021 was 6.51% (December 31, 2020: 6.51 % and December 31, 2019: 6.59%), 8 basis points lower than December 31, 2019.

In light of the foregoing and of the ongoing COVID-19 pandemic, the main factors that could potentially affect the underlying valuation of the REIT's properties are changes in capitalization rates, discount rates and terminal capitalization rates, the loss of revenues due to the COVID-19 pandemic and the impact of closures and ad hoc rent agreements. Other factors which may affect the underlying valuation of the REIT's properties also include the property segments in which the REIT invests and the credit and financial stability of current and future tenants, each of which could result in modifications to market rent, the amounts of tenant incentives, the length of free-rent periods at lease inception, the length of the periods of vacancy between leases, vacancy rates, bad debt allowances and the likelihood of renewal.

The REIT's office portfolio is comprised of regional low rise buildings. Therefore, BTB considers that the impact of the COVID-19 pandemic on its office portfolio is limited. General trends in the sector, including the demand for increased workplace flexibility and remote work, could reduce demand for office space. However, the REIT considers that it is possible that in some cases, demand for office space will increase as office workers who currently work remotely will gradually return to office spaces, combined with the need for increased buffering and distancing between workers.

### **Access to Capital and Debt**

The real estate industry is highly capital intensive. Capital is required to (a) maintain properties and fund capital expenditures, (b) refinance mortgage debt, (c) refinance outstanding debentures and (d) fund the growth strategy.

There can be no assurances that the REIT will have access to sufficient capital in the future and on favourable terms to meet these requirements. Failure by the REIT to access required capital could adversely impact the REIT's financial position and ability to pay distributions to Unitholders.

To reduce this risk, the following steps have been taken: (a) maintain the payout ratio at less than 100, (b) begin the mortgage debt refinancing process several months ahead of maturity and aim for a 60% to 65% refinancing level, (c) arrange terms and conditions for repayment of debentures in units and (d) identify properties that can be sold quickly at optimal prices.

### **Fluctuations in Cash Distributions**

A return on an investment in Units is not comparable to the return on an investment in a fixed-income security. The recovery of the initial investment in Units is at risk, and the return on an investment in Units is based on many performance assumptions. Although the REIT intends to distribute its distributable income, the actual amount of distributable income distributed in respect of Units will depend on numerous factors, including the amount of principal repayments, tenant allowances, level of vacancies, leasing commissions, capital expenditures and other factors that may be beyond the control of the REIT. In addition, the market value of the Units may decline if the REIT is unable to provide a satisfactory return to Unitholders. The REIT began operations on October 3, 2006. On that date, the REIT's operation and real estate portfolio were not yet of a sufficient magnitude to ensure that distributable income would cover monthly distributions. The REIT used its excess cash flow and its cash flows from financing activities,

to carry out these distributions. Since 2012 for each fiscal year except the fiscal year ended December 31, 2019, distributable income fully covers the annual distributions.

While cash flows from operating activities less interest paid are generally sufficient to cover distribution requirements, the timing of expenses (namely property taxes, heating and electricity and snow hauling) and fluctuations in non-cash working capital may result in a temporary shortfall. In these cases, some portion of distributions may come from the REIT's own capital, or financing sources other than cash flows from operations.

There can be no assurance that any of the management of the REIT's expectations will be met and any variation in such factors may significantly impact the value at which the REIT's property portfolio will be able to generate sufficient distributable income to exceed its distributions. Unless the REIT generates sufficient cash flows or finds other sources of liquidity, there can be no assurance the REIT will meet the distributions.

### **Geographic Concentration**

The REIT's properties are located in Eastern Ontario and Québec, making the REIT's performance particularly sensitive to economic changes in Eastern Ontario and Québec. The market value of REIT's properties, the income generated by the REIT and the REIT's performance are particularly sensitive to changes in the economic condition, regulatory environment and to market specific events, such as new supply of retail and industrial real estate of these regions. Adverse changes in the economic condition, regulatory environment and market specific events of Eastern Ontario and Québec may have a material adverse effect on the REIT's business, cash flows, financial condition and results of operations and ability to make distributions to holders of Units.

### **Environmental Events**

Climate change is one of the biggest challenges facing real estate investors in 2021, affecting the frequency and severity of weather events such as droughts, windstorms, ice storms, flooding and freezing. While many property owners are facing reduced coverages and higher deductibles, BTB currently carries an all risk policy with full replacement cost building limits and relatively low deductibles. Additionally, none of the locations are considered to be at an elevated risk for flooding. While there is an aggregate limit payable of \$250 million on the policy, the largest location carries an insurance value of \$108 million. The buildings are spread out from Ontario to Montreal and surrounding areas to Quebec city, reducing the likelihood of any one catastrophic event depleting the limits on the policy. BTB values and promotes risk management as a strategy to protect its assets, and cooperates wherever possible with recommendations from its insurers. As a result, BTB enjoys preferential insurance rates due to their excellent loss history and relatively low risk portfolio. By choosing to invest in buildings of superior construction quality and careful selection of tenants, BTB derives the added value of attractive insurance rates and conditions, which it can pass on to its tenants.

### **Provision for Rental Fees**

The REIT maintains a provision for rental fees in the amount of approximately \$0.25 per square foot on an annualized basis. Even though quarterly rental fee disbursements vary significantly from one quarter to another, management considers that this provision fairly presents, in the long term, the average disbursements not recovered directly in establishing the rent that the REIT will undertake. These disbursements consist of inducements paid or granted when leases are signed that are generally amortized over the term of the lease and are subject to an equivalent increase in rent per square foot, and of brokerage commissions and leasing payroll expenses. There is no certainty that this provision will prove sufficient to cover the disbursements not recovered directly in establishing the rent that the REIT will undertake, and if such provision proves to be insufficient, it may have a material adverse effect on the REIT's cash flows, financial condition and results of operations and ability to make distributions to holders of Unit.

## **Risk Factors Related to the Ownership of Securities**

### *Market Price*

A publicly traded real estate investment trust will not necessarily trade at values determined solely by reference to the underlying value of its real estate assets. Accordingly, the Units may trade at a premium or a discount to values implied by the initial appraisal of the value of its properties or the value of such properties from time to time.

Although the REIT intends to make distributions of its available cash to Unitholders, these cash distributions are not assured. The actual amount distributed will depend on numerous factors including, but not limited to, the REIT's financial performance, debt covenants and obligations, working capital requirements and future capital requirements. The market price of the Units may deteriorate if the REIT is unable to meet its cash distribution targets in the future.

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

One of the factors that may influence the market price of the Units is the annual yield on the Units. Accordingly, an increase in market interest rates may lead purchasers of Units to demand a higher annual yield which could adversely affect the market price of the Units. Unlike fixed-income securities, there is no obligation of the REIT to distribute to Unitholders any fixed amount and reductions in, or suspensions of, distributions may occur that would reduce yield based on the market price of the Units. In addition, the market price for the Units may be affected by changes in general market conditions, fluctuations in the markets for equity securities, changes in the economic environment and numerous other factors beyond the control of the REIT.

### *Structural Subordination of Units*

In the event of a bankruptcy, liquidation or reorganization of the REIT or any of its Subsidiaries, holders of certain of their indebtedness and certain trade creditors will generally be entitled to payment of their claims from the assets of the REIT and those Subsidiaries before any assets are made available for distribution to the Unitholders. The Units will be effectively subordinated to all of the indebtedness and liabilities of the REIT and its Subsidiaries. Neither the REIT, nor any of its Subsidiaries will be limited in their ability to incur additional secured or unsecured indebtedness.

### *Market for Debt Securities, Subscription Receipts and Warrants*

Unless otherwise specified in the applicable Prospectus Supplement, neither the Debt Securities, nor the Subscription Receipts, nor the Warrants will be listed on any securities exchange. Accordingly, unless so specified, there will be no market through which such Securities may be sold and purchasers may not be able to resell the Debt Securities, Subscription Receipts and Warrants purchased under this Prospectus. This may affect the pricing of the Debt Securities, the Subscription Receipts and Warrants in the secondary market, the transparency and availability of trading pricing, the liquidity of the Debt Securities, the Subscription Receipts and the Warrant and the extent of issuer regulation.

### *Prevailing Yields on Similar Securities*

Prevailing yields on similar securities will affect the market value of the Debt Securities. Assuming all other factors remain unchanged, the market value of the Debt Securities will decline as prevailing yields for similar securities rise, and will increase as prevailing yields for similar securities decline.

### *Debt Securities are Subject to the Credit Risk of the REIT*

The obligation to make payments under the Debt Securities is an obligation of the REIT. The likelihood that holders of Debt Securities will receive payments owing to them under the Debt Securities will depend on the financial health and creditworthiness of the REIT.

## **LEGAL MATTERS**

Unless otherwise specified in the applicable Prospectus Supplement, certain legal matters related to the Securities offered by a Prospectus Supplement will be acted upon, on behalf of the REIT by De Grandpré Chait LLP. As of the date hereof, partners, counsel and associates of De Grandpré Chait LLP beneficially owned, directly or indirectly, less than 1% of any issued and outstanding securities of the REIT or any associates or affiliates of the REIT.

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

The applicable Prospectus Supplement may describe certain Canadian federal income tax considerations generally applicable to investors described therein of purchasing, holding and disposing of applicable Securities, including, in the case of an investor who is not a resident of Canada, Canadian non-resident withholding tax considerations.

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

The auditors of the REIT are KPMG LLP, 600 de Maisonneuve Blvd. West, Suite 1500, Montréal, Québec, H3A 0A3, and they are independent with respect to the REIT within the meaning of the relevant rules and related interpretations prescribed by the relevant bodies in Canada.

The registrar and Transfer Agent for the Units is Computershare Investor Services Inc., at its principal offices in Montreal and Toronto.

## **PURCHASERS' STATUTORY AND CONTRACTUAL RIGHTS**

Unless provided otherwise in a Prospectus Supplement, the following is a description of a purchaser's statutory and contractual rights.

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus, prospectus supplement and any amendment relating to securities purchased by a purchaser. However, purchasers of Units distributed under an "at-the-market distribution" by the REIT do not have the right to withdraw from an agreement to purchase the Units because the prospectus, prospectus supplement, and any amendment relating to the Units purchased by a purchaser will not be sent or delivered to any such purchaser, as permitted under Part 9 of NI 44-102.

In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revision of the price or damages if the prospectus, prospectus supplement and any amendment thereto relating to securities purchased by a purchaser contains a misrepresentation or is not sent or delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. However, purchasers of Units distributed under an "at-the-market distribution" by the REIT do not have remedies of rescission or, in some jurisdictions, revisions of the price, or damages for non-delivery of the prospectus, prospectus supplement, and any amendment relating to Units purchased by a purchaser because the prospectus, prospectus supplement and any amendment relating to Units purchased by a purchaser will not be sent or delivered to any such purchaser, as permitted under Part 9 of NI 44-102.

A purchaser's rights and remedies and applicable securities legislation against the dealer underwriting or acting as agent for the REIT in an "at-the-market distribution" will not be affected by that dealer's decision to effect the distribution directly or through a selling agent.

Any remedies under securities legislation that a purchaser of Units distributed under and “at-the-market distribution” by the REIT may have against the REIT or its agents for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser contain a misrepresentation will remain unaffected by the non-delivery of the prospectus referred to above. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province or territory for the particulars of these rights or consult with a legal advisor.

In an offering of Debt Securities, Subscription Receipts and Warrants (together, “Convertible Securities”) which are convertible or exchangeable into or exercisable to acquire securities of the REIT, prospective investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial and territorial legislation, to the price at which the Convertible Securities are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon conversion or exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces or territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province or territory for the particulars of this right of action for damages or consult with a legal advisor.

By virtue of their purchase of any Convertible Securities under this Prospectus, original purchasers of such Convertible Securities will have a contractual right of rescission against the REIT following the conversion thereby of such Convertible Securities as follows. The contractual right of rescission will entitle such original purchasers to receive the amount paid for such Convertible Securities upon surrender of the securities issued to such purchaser upon conversion or exercise of such Convertible Securities, in the event that this Prospectus, as supplemented by the applicable Prospectus Supplement relating to such Convertible Securities, as the same may be amended (the “Supplemented Prospectus”) contains a misrepresentation, provided that the right of rescission is exercised within 180 days of the date of the purchase of such Convertible Securities under the Supplemented Prospectus. This contractual right of rescission will be consistent with the statutory right of rescission described under section 130 of the *Securities Act* (Ontario), and will be in addition to any other right or remedy available to original purchasers of Convertible Securities under section 130 of the *Securities Act* (Ontario) or otherwise at law. The purchaser should consult with a legal adviser regarding the particulars of this contractual right of rescission.

## CERTIFICATE OF THE REIT

Dated: June 11, 2021

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of each of the provinces and territories of Canada.

### BTB REAL ESTATE INVESTMENT TRUST

*(s) Michel Léonard*

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Michel Léonard  
President and Chief Executive Officer

*(s) Mathieu Bolté*

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Mathieu Bolté  
Vice President and Chief Financial Officer

### ON BEHALF OF THE TRUSTEES

*(s) Jocelyn Proteau*

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Jocelyn Proteau  
Trustee

*(s) Luc Martin*

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Luc Martin  
Trustee