



**NOTICE OF
ANNUAL AND SPECIAL MEETING OF UNITHOLDERS
May 17, 2011
AND
MANAGEMENT INFORMATION CIRCULAR**

Dated April 7, 2011

MANAGEMENT INFORMATION CIRCULAR

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April 7, 2011

Dear Unitholder,

We invite you to attend Primaris' Annual and Special Meeting of Unitholders to be held at the Design Exchange; 234 Bay Street, Toronto, Ontario on Tuesday, May 17, 2011 at 10:00 a.m. (Eastern Daylight Time).

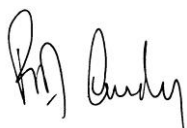
At the meeting, you will hear about Primaris' performance and our plans for the coming year. You will also be able to meet and ask questions of the Board and Management.

This Management Information Circular describes the business to be conducted at the meeting. It also describes Primaris' governance practices and provides extensive information about Primaris' compensation philosophy as it relates to the named executive officers. Our Compensation Committee will attend the Annual and Special Meeting for the purpose of being available to answer questions about our executive compensation practices.

We believe that the compensation plan we have designed and approved aligns the interests of management with those of our Unitholders and will bring about the business results that we expect.

Your vote matters. You may exercise your vote by completing the enclosed proxy voting form or by attending the meeting.

We encourage you to attend the meeting to hear about our annual results and learn more about our plans for Primaris.



Roland A. Cardy
Chair of the Board



John Morrison
President and Chief Executive Officer

PRIMARIS RETAIL REAL ESTATE INVESTMENT TRUST

NOTICE OF ANNUAL AND SPECIAL MEETING OF UNITHOLDERS

The Annual and Special Meeting of Primaris Retail Real Estate Investment Trust will be held

on **Tuesday, May 17, 2011 from 10:00 a.m. (Eastern Daylight Time)**

at **Design Exchange, Trading Floor
234 Bay Street, Toronto, Ontario**


for the following purposes:

1. **TO ELECT** members of the Board of Trustees of Primaris;
2. **TO RECEIVE** the financial statements of Primaris and the auditors' report thereon, for the years ended December 31, 2010 and 2009;
3. **TO APPOINT** auditors and to authorize the Trustees of Primaris to fix their remuneration;
4. **TO APPROVE** an amendment to the equity incentive plan and **TO RE-CONFIRM** the equity incentive plan for a further three year period;
5. **TO RE-CONFIRM** the unitholder rights plan; and
6. **TO TRANSACT** such other business as may properly come before the meeting or any adjournment thereof.

Unitholders of record at the close of business on April 7, 2011, will be entitled to vote at the meeting.

This Notice of Meeting and Management Information Circular, which contains details of the matters to be dealt with at the meeting is accompanied by a form of proxy or voting information form. If you told us last year that you would like to receive the 2010 Annual Report then you will have already received this material in recent weeks. The Annual Report may also be accessed at www.sedar.com or www.primarisreit.com.

Unitholders who are unable to attend the meeting in person are asked to complete, sign and return the accompanying voting information form at any time up to Friday, May 13, at 5:00 p.m. (Eastern Daylight Time in Toronto) which is the second business day prior to the meeting.



Roland A. Cardy
Chair of the Board
Toronto, Ontario, Canada
April 7, 2011

Primaris Retail Real Estate Investment Trust ("Primaris") is an unincorporated open-ended real estate investment trust governed by the laws of the Province of Ontario and created pursuant to a declaration of trust dated as of March 28, 2003, as amended and restated (the "Declaration of Trust"). As at March 31, 2011, 67,070,208 units ("Units") were issued and outstanding. In addition, 2,187,261 Exchangeable Units were outstanding for a total of 69,257,469 outstanding Units. Of the total outstanding 69,257,469 units, 371,505 are ineligible to be voted. Primaris is aware of only one Unitholder that holds (under control or direction) more than 10% of the issued and outstanding Units. Based on a report made on SEDAR on January 5, 2011, Cohen & Steers, Inc. owned 7,121,772 Units representing 10.6% of the issued and outstanding Units.

VOTING INFORMATION

Who is soliciting my proxy?

Your proxy is being solicited by management of Primaris.

Am I entitled to attend the meeting?

Yes, if you are a Unitholder as of April 7, 2011, which is the record date for the meeting, you are entitled to receive notice of, attend and be heard at the meeting.

Am I entitled to vote, and what am I voting on?

If you were a Unitholder as of the close of business on April 7, 2011, you are entitled one vote per Unit you hold on the resolutions relating to:

1. electing Trustees of Primaris for the next year;
2. appointing the auditors for the next year and authorizing the Trustees to fix their remuneration;
3. re-confirming the equity incentive plan; and
4. re-confirming the unitholder rights plan;

Whether or not you attend the meeting, you can appoint someone else to vote for you as your proxy holder. The persons named in the enclosed form of proxy or voting instruction form are Trustees of Primaris. However, you can choose another person to be your proxy holder, including someone who is not a Unitholder of Primaris. You may do so by deleting the names printed on the proxy or voting instruction form and inserting another person's name in the blank space provided, or by completing another form of proxy or voting information form.

If you acquire Units after April 7, 2011, you are not entitled to vote those Units.

How do I vote?

Your Units are held by CDS through a nominee which is usually a trust company, securities broker or other financial institution. Your nominee is required to seek your instructions as to how to vote your Units. For that reason, you have received this Management Information Circular from your nominee, together with a voting instruction form. Alternatively, you may have received a form of proxy which performs the same function. Each nominee has their own signing and return instructions which you should follow carefully to ensure your Units will be voted. If you are a Unitholder who has voted and you want to change your mind to vote in person, see the answers below titled "How can I vote in person at the meeting?" and "What if I change my mind and want to revoke my voting instructions?".

How can I vote in person at the meeting?

If you wish to vote in person at the meeting, insert your own name in the space provided on the proxy or voting instruction form sent to you by your nominee. By doing so, you are instructing your nominee to appoint you as proxy holder. Follow the signing and return instructions provided by your nominee. Do not otherwise complete the form, as you will be voting at the meeting.

How will my Units be voted?

On the voting instruction form, you can indicate how you want your proxy holder to vote your Units, or you can let your proxy holder decide for you. If you have specified on the voting instruction form how you want your Units to be voted (by marking FOR, AGAINST or WITHHOLD, as appropriate) then your proxy holder must vote accordingly.

If you have not specified on the form of proxy or voting instruction form how you want your Units to be voted, then your proxy holder can vote your Units as he or she sees fit.

Unless contrary instructions are provided, Units represented by proxies received by management will be voted:

1. FOR the election of the proposed nominees whose names are set out on the following pages as Trustees of Primaris,
2. FOR the appointment of KPMG LLP as auditors.

What if I change my mind and want to revoke my voting instructions?

You can revoke your voting instructions at any time before they are acted upon. You should follow the instructions given to you by your nominee which may include a date by which you need to notify the nominee of your desire to revoke your voting instructions.

Who counts the votes?

Votes are counted by CIBC Mellon Trust Company Inc., the transfer agent of Primaris. Primaris also proposes to appoint CIBC Mellon Trust Company Inc. as scrutineer to count the votes of any Unitholder voting in person.

How are proxies solicited?

Primaris' management requests that you sign and return the form of proxy or voting instruction form and follow the instructions of your nominee in this regard to ensure your votes are exercised at the meeting. The solicitation of proxies will be primarily by mail. However, the Trustees, officers and management of Primaris may also solicit proxies by telephone, in writing or in person. Primaris may also use the services of outside firms to solicit proxies. The cost of proxy solicitation, if any, will be paid by Primaris.

What if I have a question regarding the voting procedures or the meeting?

If you have any questions regarding the meeting, please contact CIBC Mellon Trust Company Inc:

by phone: 1-800-387-0825 (toll-free in North America) or 416-643-5500 (local)

by e-mail: inquiries@cibcmellon.com

by mail: CIBC Mellon Trust Company Inc., P.O. Box 7010, Adelaide Street Postal Station, Toronto, ON. M5C 2W9

Except as noted otherwise, the information contained in this Management Information Circular is given as of March 31, 2011 and all dollar amounts used in this document are in Canadian dollars.

Unitholders who cannot attend the meeting in person will be able to access the speech of the President and Chief Executive Officer of Primaris after the meeting at: www.primarisreit.com.

BUSINESS TO BE TRANSACTED AT THE MEETING


Financial Statements

The audited consolidated financial statements of Primaris for the years ended December 31, 2010 and 2009 and the report of the auditors on those statements will be placed before the meeting. These audited consolidated financial statements, as well as Management's Discussion and Analysis, form part of the Annual Report of Primaris. Copies of the Annual Report may be accessed at www.sedar.com or www.primarisreit.com or may be obtained from the Secretary of Primaris upon request and will be available at the meeting.


Election of Trustees – Nominees for Appointment


The present term of office of each Trustee of Primaris will expire upon the election of Trustees at the meeting. It is proposed that each of the persons whose name appears below be elected as a Trustee of Primaris to serve until the close of the next annual meeting of Unitholders or until his or her successor is elected.

For each Trustee, the following information includes the Trustees' jurisdiction of residence; their age; all positions and offices held by them with Primaris; their attendance at meetings; their principal occupations or employment during the past five years; their status as an independent Trustee; other public board memberships; and the number of Primaris securities owned by each of them. The nominees for election as Trustees of Primaris are currently Trustees and have all been previously elected. The nominees are as follows:


 <p>Roland A. Cardy Age: 59 Toronto, ON Canada Trustee since: 2003 Independent</p>	Since March 2003, Mr. Cardy has served as Managing Partner and a director of Gorbay Company Limited, a Toronto based private company that owns and operates multi-family properties. From 2000 to March 2003, Mr. Cardy was a Senior Managing Director at Raymond James Ltd. Prior to that, Mr. Cardy held a number of positions at The Toronto-Dominion Bank including Vice-Chair, Investment Banking from 1996 to 2000. Mr. Cardy also served on the Executive Committee and the Board of Directors of TD Securities Inc. from 1996 to 2000. Mr. Cardy has a Bachelor of Arts (Economics and History) and Master of Business Administration from York University. He also has completed the requirements of the Institute of Corporate Directors program.					
	Board/Committee Membership:		2010 Attendance:		Public Board Membership During Last Five Years:	
	Board of Trustees, Chair		11/11	100%	Public Storage Canadian Properties	
	Audit Committee		6/7	86%		
Compensation Committee		3/3	100%			
Securities Held:						
Year	Units	Restricted Units	Debentures	Value of Units & Debentures ⁽¹⁾	Minimum Unit Ownership Requirement	Met
2011	25,800	3,406	0	\$505,118	\$180,000 of Units	<input checked="" type="checkbox"/>
2010	25,800	1,868	0	\$475,118	\$150,000 of Units	<input checked="" type="checkbox"/>


(1) Units owned prior to (and Restricted Units awarded on) Jan 1, 2010 are valued at the Dec 31, 2009 five day VWAP of \$16.06. Restricted Units awarded on Jan 1, 2011 are valued at the Dec 31, 2010 five day VWAP of \$19.51. Units acquired in the public markets since Jan 1, 2010 are valued at cost.

 <p>Kerry D. Adams Age: 58 Aurora, ON Canada Trustee since: 2007 Independent</p>	<p>Ms. Adams has been President of K. Adams & Associates Limited providing wealth management services for trusts and private corporations since 1991. Ms. Adams was a Commissioner and Director of the Ontario Securities Commission from 1996 through 2003. From 1988 to 1991 Ms. Adams was President of Widcor Limited and Widcor Financial. Between 1987 and 1988, Ms. Adams was project leader on the Bank of Nova Scotia's acquisition of McLeod, Young, Weir and prior to that was Partner with KPMG Peat Marwick. Ms. Adams is a member of the Bank of Nova Scotia's Master Trust and Pension Investment and Administration Committees and a Director and Chair of the Audit Committee of Walmart Canada Bank. A Fellow of the Institute of Chartered Accountants (Ontario), Ms. Adams also holds a Bachelor of Arts (Honours Economics) from Queens University. Ms. Adams is currently enrolled in the Institute of Corporate Directors director education program.</p>					
	Board/Committee Membership:		2010 Attendance:		Public Board Membership During Last Five Years:	
	Board of Trustees	11/11	100%	Indigo Books and Music Inc.	2006–Dec 2009	
	Audit Committee	7/7	100%			
	Governance & Nominating Committee, Chair	3/3	100%			
Compensation Committee	3/3	100%				
Securities Held:						
Year	Units	Restricted Units	Debentures	Value of Units & Debentures ⁽¹⁾	Minimum Unit Ownership Requirement	Met
2011	10,900	3,406	0	\$240,515	\$180,000 of Units	<input checked="" type="checkbox"/>
2010	10,900	1,868	0	\$210,515	\$150,000 of Units	<input checked="" type="checkbox"/>

 <p>William J. Biggar Age: 58 Toronto, ON Canada Trustee since: 2003 Independent</p>	<p>Mr. Biggar has been President and CEO of North American Palladium Ltd. since 2008. Prior to that, Mr. Biggar was Managing Director of Richardson Capital Limited from 2004 to 2007, President and Chief Executive Officer of MI Developments Inc. from 2003 to 2004 and Executive Vice-President of Magna International Inc. from 2001 to 2003. From 1999-2001, Mr. Biggar was Executive Vice-President and Chief Financial Officer of Cambridge Shopping Centres Limited. Mr. Biggar has extensive experience in real estate acquisitions, development, financing and management. Mr. Biggar became a Chartered Accountant while working at what is now PricewaterhouseCoopers and also holds Bachelor of Commerce and Master of Business Administration degrees from the University of Toronto.</p>					
	Board/Committee Membership:		2010 Attendance:		Public Board Membership During Last Five Years:	
	Board of Trustees	11/11	100%	North American Palladium Ltd.	2008–present	
	Audit Committee, Chair	7/7	100%	Silver Bear Resources Inc.	2007–present	
	Governance & Nominating Committee	3/3	100%	Manitou Capital Corporation	2003–2008	
Distributions Committee	3/3	100%	ATS Automation Tooling Systems Inc.	2005–2007		
Securities Held:						
Year	Units	Restricted Units	Debentures	Value of Units & Debentures ⁽¹⁾	Minimum Unit Ownership Requirement	Met
2011	11,000	3,406	0	\$236,660	\$180,000 of Units	<input checked="" type="checkbox"/>
2010	11,000	1,868	0	\$206,660	\$150,000 of Units	<input checked="" type="checkbox"/>

(1) Units owned prior to (and Restricted Units awarded on) Jan 1, 2010 are valued at the Dec 31, 2009 five day VWAP of \$16.06. Restricted Units awarded on Jan 1, 2011 are valued at the Dec 31, 2010 five day VWAP of \$19.51. Units acquired in the public markets since Jan 1, 2010 are valued at cost.

 <p>Ian Collier Age: 64 Toronto, ON Canada Trustee since: 2003 Independent</p>	<p>Mr. Collier is CEO and Partner of Perseis Partners Inc. Prior to that, in 2004 and 2005, Mr. Collier was President and CEO of Borealis Private Equity and President and CEO of OMERS Capital Partners. Between 2001 and 2004, Mr. Collier served as CEO of Borealis Capital Corporation. Mr. Collier was a director of Borealis Real Estate Management Inc. between May 2002 and February 2004 and a director of Oxford Properties Group Inc. between 2001 and 2004. Mr. Collier holds a Bachelor of Arts (Economics) from Wilfrid Laurier University.</p>					
	Board/Committee Membership:		2010 Attendance:		Public Board Membership During Last Five Years:	
	Board of Trustees	11/11	100%	None		
	Governance & Nominating Committee	3/3	100%			
Distributions Committee, Chair		3/3	100%			
Securities Held:						
Year	Units	Restricted Units	Debentures	Value of Units & Debentures ⁽¹⁾	Minimum Unit Ownership Requirement	Met
2011	8,293	3,406	0	\$195,858	\$180,000 of Units	<input checked="" type="checkbox"/>
2010	7,758	1,868	0	\$155,414	\$150,000 of Units	<input checked="" type="checkbox"/>

 <p>Kenneth A. Field Age: 67 Toronto, ON Canada Trustee since: 2005 Independent</p>	<p>Mr. Field is a retired Investment Banker. Between 1996 and 2000, Mr. Field was Senior Vice President, Head of Real Estate Investment Banking with Midland Walwyn Inc. / Merrill Lynch Canada Inc. Mr. Field has over 35 years of experience in major real estate sales and financings across Canada, including many regional shopping centres. He has been a member of the Canadian Institute of Chartered Accountants since 1968, is a former member of the Board of Governors of the Toronto Stock Exchange and a former Chair of the Board of Governors of the Toronto Futures Exchange.</p>					
	Board/Committee Membership:		2010 Attendance:		Public Board Membership During Last Five Years:	
	Board of Trustees	10/11	91%	None		
	Audit Committee	7/7	100%			
Governance & Nominating Committee		3/3	100%			
Compensation Committee, Chair		3/3	100%			
Securities Held:						
Year	Units	Restricted Units	Debentures	Value of Units & Debentures ⁽¹⁾	Minimum Unit Ownership Requirement	Met
2011	6,000	3,406	0	\$156,360	\$180,000 of Units	N/A ⁽²⁾
2010	6,000	1,868	0	\$126,360	\$150,000 of Units	N/A ⁽²⁾

(1) Units owned prior to (and Restricted Units awarded on) Jan 1, 2010 are valued at the Dec 31, 2009 five day VWAP of \$16.06. Restricted Units awarded on Jan 1, 2011 are valued at the Dec 31, 2010 five day VWAP of \$19.51. Units acquired in the public markets since Jan 1, 2010 are valued at cost.

(2) The Trustee must have required the minimum unitholdings by the later of March 9, 2014 (which is 3 years from the implementation of the requirement for minimum Trustee unitholdings of three times the Trustee Retainer or \$180,000 worth of Units), or 3 years from the date of appointment as Trustee. The minimum unitholding requirement for 2010 was \$150,000 worth of Units to be acquired by the later of December 31, 2012 or 3 years from the date of appointment as Trustee.



Brent Hollister
 Age: 63
 Toronto, ON Canada
 Trustee since: 2009
 Independent

Mr. Hollister has been actively involved in the Canadian retail industry for over 35 years. He retired from his role as Chief Executive Officer of Sears Canada Inc. in 2006. Mr. Hollister is a director for Holiday Group Holdings Inc. a private equity company, and the Advisory Board of the Boys & Girls Club Foundation of Canada. A graduate of Ryerson University, Mr. Hollister has completed the Institute of Corporate Directors director education program.

Board/Committee Membership:	2010 Attendance:		Public Board Membership During Last Five Years:
Board of Trustees	11/11	100%	None
Distributions Committee	3/3	100%	
Compensation Committee	3/3	100%	

Securities Held:

Year	Units	Restricted Units	Debentures	Value of Units & Debentures ⁽²⁾	Minimum Unit Ownership	
					Requirement	Met
2011	12,964	3,406	0	\$283,052	\$180,000 of Units	<input checked="" type="checkbox"/>
2010	12,964	1,868	0	\$253,052	\$150,000 of Units	<input checked="" type="checkbox"/>



John Morrison
 Age: 54
 Mississauga, ON Canada
 Trustee since: 2010
 Non-Independent

Mr. Morrison has over 30 years experience in the commercial real estate industry, primarily in the shopping centre asset class. Mr. Morrison has been actively involved with Primaris since its launch in 2003. Prior to his appointment as President and CEO of Primaris, Mr. Morrison was President, Real Estate Management at Oxford Properties Group, where he was responsible for the performance of Oxford's \$10 billion domestic portfolio of office, industrial, multi-family residential and shopping centre properties. Mr. Morrison is on the Board of Trustees for the International Council of Shopping Centres. He is also former Vice Chairman of the Urban Land Institute, Toronto District Council.

Board/Committee Membership:	2010 Attendance:		Public Board Membership During Last Five Years:
Board of Trustees	8/8	100%	None
Distributions Committee	2/2	100%	

Securities Held:

Year	Units	Restricted Units	Debentures	Options	Value of Units & Debentures ⁽¹⁾	Minimum Unit Ownership	
						Requirement ⁽²⁾	Met
2011	53,731	35,928	0	499,620	\$1,575,224	\$1,537,500	<input checked="" type="checkbox"/>
2010	53,731	19,660	0	360,142	\$1,233,935	\$1,281,250	<input checked="" type="checkbox"/>

- (1) Units owned prior to (and Restricted Units awarded on) Jan 1, 2010 are valued at the Dec 31, 2009 five day VWAP of \$16.06. Restricted Units awarded on Jan 1, 2011 are valued at the Dec 31, 2010 five day VWAP of \$19.51. Units acquired in the public markets since Jan 1, 2010 are valued at cost.
- (2) As President and CEO, Mr. Morrison is subject to management's minimum Unitholding standards which is three times base earnings in 2011 and was two and a half times base earnings in 2010. Refer to the section that describes this standard for more information.

Appointment of Auditors

Upon the recommendation of the Audit Committee of the Board of Trustees of Primaris, the Board of Trustees of Primaris recommends that KPMG LLP, Chartered Accountants, be reappointed as Primaris' auditors to hold office until the close of the next annual meeting and that the Trustees be authorized to fix their remuneration.

This reappointment of KPMG LLP as auditors must be approved by a simple majority of votes cast by Unitholders at the meeting.

Audit Fees

The following chart summarizes the fees of KPMG LLP for services during 2010 and 2009 for audit fees and non-audit related services:

Type of Work	2010	2009	Difference
Audit Fees ⁽¹⁾	\$574,217 ⁽²⁾	\$686,657 ⁽³⁾	-16.4%
Audit Related fees: Assurance and related services	393,855	373,143	5.6%
Tax services	374,291	341,397	9.6%
All other fees	121,371 ⁽⁴⁾	139,584 ⁽⁵⁾	-13.0%
Total fees	\$1,463,734	\$1,540,780	-5.0%

(1) Audit fees include the aggregate professional fees paid to the external auditors for the audit of the annual consolidated financial statements and the review of quarterly financial statements and the auditor's involvement in the prospectus.

(2) 21% of these fees are related the auditor's involvement in a prospectus.

(3) 11% of these fees are related to the conversion of IT systems associated with the internalization of management and 18% of these fees are related to the preparation of a prospectus.

(4) 56% of these fees are related to French translation and 35% of these fees are related to IFRS work.

(5) 63% of these fees are related to IFRS work and 37% of these fees relate to French translation.

Representatives of KPMG LLP will be present at the meeting and will be given the opportunity to make a statement if they so wish and will respond to appropriate questions.

Special Business

Re-Confirmation of Incentive Plan

General

Primaris' Equity Incentive Plan ("Incentive Plan") must be re-confirmed by Unitholders every three years. Unitholders are therefore being asked to consider the re-confirmation of the Incentive Plan at this time. The Incentive Plan equips Primaris to attract, retain and motivate prospective employees over the long term.

The Incentive Plan is available to (i) the officers and employees of Primaris or any of its affiliates, (ii) the trustees of Primaris, and (iii) designated service providers who spend a significant amount of time and attention on the affairs and business of Primaris, all as selected by the board of trustees of Primaris (the "Board") or a committee appointed by the Board (the "Participants").

The objective of the Incentive Plan is to encourage increased long term equity participation in Primaris by Participants. The Incentive Plan is intended to facilitate long term ownership of Units by Participants and to provide Participants with additional incentives by increasing their interest,

as owners, in Primaris. As well, the Trustees of Primaris believe that the Incentive Plan encourages Participants to remain with Primaris, and will also attract new employees to Primaris.

The Incentive Plan was initially approved by the Board on April 30, 2008, and the Unitholders on June 18, 2008. The following discussion is qualified in its entirety by the text of the proposed Incentive Plan.

Amendment

In addition to reconfirming the plan, Unitholders are being asked to approve an amendment to the Incentive Plan that would allow a Participant to exercise their options or Restricted Units for four years after the date of the Participant's retirement instead of the current three years (the limited 30 day period in the event that a Participant ceases to be retired and is employed by a competitor of Primaris will remain unchanged). Primaris believes that this change is appropriate because it will align the retirement provisions of the Incentive Plan with the vesting period for an award of options or Restricted Units granted in the Participant's final year of employment.

Awards

Awards granted under the Incentive Plan may consist of unit options ("Options"), restricted units ("Restricted Units"), and instalment units ("Instalment Units", and together with the Options and Restricted Units, the "Awards"). Each Award is subject to the terms and conditions set forth in the Incentive Plan and to those other terms and conditions specified by the Board and memorialized in a written award agreement.

Units Subject to the Incentive Plan

Subject to adjustment in certain circumstances as discussed below, the Incentive Plan authorizes the issuance of up to 7% of Primaris' issued and outstanding Units from time to time pursuant to the terms of such Incentive Plan. Of the 7%, up to 1% will be available for issuance to trustees of Primaris.

No Participant will be granted Awards with respect to more than 5% of Primaris' issued and outstanding Units. In accordance with the rules of the TSX, the Incentive Plan further provides that (i) the number of Units issuable to insiders of Primaris, at any time, pursuant to the Incentive Plan and any other security-based compensation arrangement adopted by Primaris, cannot exceed 10% of the issued and outstanding Units; and (ii) the number of Units issued to insiders of Primaris, within any one year period, under the Incentive Plan and any other security-based compensation arrangement adopted by Primaris cannot exceed 10% of the issued and outstanding Units.

If, and to the extent, Awards granted under the Incentive Plan expire, terminate, are cancelled, or are forfeited for any reason without having been exercised in full, the Units associated with those Awards will again become available for grant under the Incentive Plan. Additionally, if and to the extent an Award is settled for cash, the Units subject thereto will again become available for grant under the Incentive Plan.

In the event of any recapitalization, reorganization, arrangement, amalgamation, split or combination, distribution or other similar event or transaction, substitutions or adjustments will be made by the Board in its discretion to: (i) the aggregate number, class and/or issuer of the securities reserved for issuance under the Incentive Plan; (ii) the number, class and/or issuer of securities subject to outstanding Awards; and (iii) the exercise price of outstanding Options, in each case in a manner that reflects equitably the effects of such event or transaction. In addition, the appropriate adjustments in the number of Units under an Award and the other terms and conditions thereunder, may be made by the Board in its discretion to give effect to the adjustments in the number of Units of Primaris resulting from the implementation and operation of Primaris' Unitholder Rights Plan.

The maximum number of Units issuable under the Incentive Plan is fixed at 7% of the issued and outstanding Units at any given time. As of March 31, 2011, an aggregate of 4,345,973 Units are reserved for issuance pursuant to the Incentive Plan.

Administration

The Incentive Plan is administered and interpreted by the Board or the Compensation Committee. The Board has full authority to grant Awards under the Incentive Plan and determine the terms of such Awards, including the persons to whom Awards are to be granted, the type and number of Awards to be granted and the number of Units to be covered by each Award. The Board will also have full authority to specify the time(s) at which Awards will be exercisable or settled.

Eligibility

Employees or officers of Primaris or any of its affiliates, trustees of Primaris, and designated employees of certain service providers who spend a significant amount of time and attention on the affairs and business of Primaris are eligible to participate in the Incentive Plan.

Unit Options

The Incentive Plan provides that the Board may grant Options. Any Options granted under the Incentive Plan will have a maximum term of ten years, and will be exercisable at a price equal to the five day volume weighted average trading price on the TSX as at the date immediately preceding the grant of any such Options. Initially, Options will be time vested 25% annually over four years, subject to the right of the Board to determine at the time of grant that a particular Option will be exercisable in whole or in part on a different date and to determine at any time after the time of grant that a particular Option will be exercisable in whole or in part on an earlier date for any reason. In addition, vesting of Options may be subject to performance tests at the discretion of the Board.

Notwithstanding the foregoing, the Incentive Plan provides that in the event that the term of an Option expires during or within ten days after the last day of a "blackout period" (as such term is contemplated in Primaris' insider trading policy, as may be amended from time to time) imposed by Primaris, the Option shall expire on the date (the "Blackout Expiration Date") that is ten Business Days following the end of the blackout period. The Blackout Expiration Date will not be subject to the discretion of the Board.

Restricted Units

The Incentive Plan provides that the Board may grant Awards of Restricted Units. A Restricted Unit is a contractual promise to issue Units and/or cash in an amount equal to the fair market value (as defined in the Incentive Plan and as determined at the time of distribution) of the Units subject to the Award, at a specified future date. Any Restricted Units under the Incentive Plan will have a maximum term of ten years. Initially, Restricted Units will vest on and after the fourth anniversary of the grant date, subject to the right of the Board to determine at the time of grant that a particular Restricted Unit will be exercisable in whole or in part on a different date and to determine at any time after the time of grant that a particular Restricted Unit will be exercisable in whole or in part on an earlier date for any reason. In addition, vesting of Restricted Units may be subject to performance tests at the discretion of the Board.

An Award of Restricted Units may be settled in Units, cash, or in any combination of Units and/or cash, at the sole discretion of the Board when the subject Award is made.

Instalment Units

The Incentive Plan provides that the Board may grant Awards of Instalment Units. Eligible Participants may subscribe for Instalment Units pursuant to a subscriptions agreement, for a purchase price equal to not less than the "fair market value" of the Units (the "Subscription Price"), which Subscription Price will be payable in cash instalments. The terms of the Award may

include the requirement for payment of not less than 5% of the Subscription Price for such Instalment Units. The "fair market value" of the Units will be the closing trading price of the Units on the TSX on the day immediately preceding the grant of any such Instalment Units. All instalment payments must be made over a period of not more than ten years. Instalment payments in respect of Instalment Receipts may be accelerated in certain circumstances. See "Effects of Termination of Service" below.

Prior to payment in full of all instalments (including interest thereon, as described below) relating to Instalment Units, beneficial ownership of Instalment Units will be represented by instalment receipts issued by Primaris (the "Instalment Receipts") to Participants. Participants will be required to pay interest to Primaris on the outstanding balance of the remaining instalments at a ten-year fixed rate, which interest rate shall not be less than the rate prescribed under the Income Tax Act (Canada) applicable at the time such Instalment Units are granted or at such other rate determined by the Board at that time. Pursuant to an instalment receipt and pledge agreement to be entered into between Primaris and each applicable Participant upon acceptance by Primaris of the Participant's subscription agreement for Instalment Units (the "Instalment Receipt and Pledge Agreement"), the subject Participant will be required to apply all distributions paid on Instalment Units to pay such interest and to pay the remaining instalments, such that, following all such payments, the Participant will have paid the full fair market value of the Instalment Units.

Instalment Units will be registered in the name of a custodian and pledged to Primaris as security for payment by the subject Participant of the remaining instalments. Under the Instalment Receipt and Pledge Agreement, legal title to the Instalment Units will be registered in the name of the custodian and held as security for the payment of obligations of the subject Participant until all instalments have been fully paid. If payment of any instalments from a subject Participant is not received by the custodian when due, any Instalment Units then remaining held as security may, unless otherwise provided for by Primaris and subject to applicable law, be sold by the custodian in the market and that portion of the proceeds equal to the remaining instalments owing delivered to Primaris.

Under the Incentive Plan, holders of Instalment Receipts will be the beneficial owners of the Instalment Units from the date of issue, subject to their obligation to make the remaining instalment payments. Holders of Instalment Receipts will have the same rights and privileges, and will be subject to the same limitations, as registered holders of Units, except for certain rights and privileges that are limited under the Instalment Receipt and Pledge Agreement to protect the value of Primaris' security interest in the Instalment Units. In particular, Participants holding Instalment Receipts will be entitled to receive any distributions paid on such Instalment Units. Such Participants will be required to apply any distributions received by them in respect of the Instalment Units to make payments of interest and the remaining instalments. Participants will also be entitled to vote the Instalment Units by delivering voting instructions to the custodian and the custodian shall forward to the Participant any and all proxy and other materials sent by Primaris to Unitholders. Upon due payment of all instalments, the Instalment Units will be released to the subject Participant and such Participant will become the registered holders of the Instalment Units. Until all instalment payments have been made, such Participant will not be allowed to transfer or dispose of his or her Instalment Units or the associated Instalment Receipts, other than to a "permitted assign" as defined below under "— Assignability".

Effects of Termination of Service

Generally, unless provided otherwise in the applicable award agreement or individual employment agreement, Options or Restricted Units granted under the Incentive Plan will expire at the earlier of the applicable expiry date and: (i) 12 months after the Participant's death; (ii) three years after the date of the Participant's retirement (or 30 days after the date such Participant ceases to be retired and is employed by a competitor of Primaris); (iii) 30 days after the Participant's resignation or natural termination of a service provider contract, as applicable; (iv) 12 months after the date of a disability, as defined in the Incentive Plan; (v) 30 days after the termination of the Participant's employment or service without cause; (vi) immediately upon the termination of

the Participant's employment or service with cause (as defined in the Incentive Plan); and (vii) three years after the date that a Participant who is not an employee or designated service provider ceases to hold office as a Trustee or officer of Primaris. The three years in (ii) above will become four years if the amendment is approved by Unitholders at this meeting.

With respect to Instalment Units, unless provided otherwise in the applicable Instalment Receipt and Award Agreement, in the event of the death or disability of a Participant or on termination of their employment or service with Primaris, the Participant shall be required to pay all outstanding instalments within six months of the event giving rise to the loss of eligible status, failing which, the Instalment Units may, at the option of Primaris and subject to applicable law: (i) be acquired by Primaris for cancellation; or (ii) be sold by the custodian in the market in accordance with the Incentive Plan and the applicable Instalment Receipt and Award Agreement. In the event that any non-executive Trustee of Primaris who is a Participant should retire, resign or otherwise cease to be a Trustee prior to payment in full of the instalments, then: (i) at the election of the Trustee, the Trustee may pay all outstanding instalments in full and thereupon receive the Instalment Units in accordance with the Incentive Plan and the applicable Instalment Receipt and Award Agreement; or (ii) at the election of Primaris, either: (a) the Trustee may pay the instalments in the ordinary course in accordance with the terms of the grant of such Instalment Units; or (b) Primaris may direct the custodian to sell the Instalment Units in the market in accordance with the Incentive Plan and the applicable Instalment Receipt and Award Agreement.

Assignability

Awards may not be assigned or transferred by a Participant, other than to a permitted assign or, in the case of a deceased Participant, by will or by the laws of descent or distribution. A "permitted assign" is a personal holding company wholly owned by the relevant participant or another assign as determined by the Trustees of Primaris.

Amendment and Termination of the Incentive Plan

The Board may in its sole discretion, amend, suspend or terminate the Incentive Plan at any time provided that no such amendment, suspension or termination may be made without obtaining any required approval of any regulatory authority or stock exchange or materially prejudice the rights of any holder under any Award. The Board may not, without approval of the Unitholders, make amendments to the Incentive Plan for any of the following purposes:

- to increase the percentage of the issued and outstanding number of units issuable under the plan, or change the Incentive Plan from a rolling plan maximum to a fixed plan maximum that would result in a greater number of units issuable pursuant to the Incentive Plan;
- to reduce the exercise price of Options to less than the "fair market value" (as defined in the Incentive Plan);
- to reduce the exercise price of Options for the benefit of an insider of Primaris;
- to extend the expiry date of Awards for the benefit of an insider of Primaris;
- to increase the maximum number of Units issuable to insiders of Primaris; and
- to amend the amending provisions of the Incentive Plan.

The Board may, in accordance with the Incentive Plan and subject to the receipt of the required regulatory approval, where required, in its sole discretion, make amendments to the Incentive Plan including, but not limited to:

- amendments of a technical, clerical or "housekeeping" nature, or to clarify any provision of the Incentive Plan;
- termination of the Incentive Plan;
- amendments to respond to changes in legislation, regulations, stock exchange rules or accounting or auditing requirements;

- amendments in respect of the vesting provisions of any Awards; and
- amendments to the termination provisions of Awards granted under the Incentive Plan, that do not entail an extension beyond the original expiry date.
- Unitholder approval will only be required for the following types of amendments or modifications:
 - to reduce the exercise price of Options to less than the “fair market value” (as defined in the Incentive Plan);
 - to reduce the exercise price of Options for the benefit of an insider;
 - to extend the expiry date of Awards for the benefit of an insider;
 - to increase the maximum number of Units issuable to insiders; and
 - to amend the amending provisions of the Incentive Plan.

Change in Control

Upon or in anticipation of any change in control of Primaris, the Board may, in its sole and absolute discretion and without the need for the consent of any Participant, cancel any Award in exchange for a substitute award of a successor entity. Substitute awards shall have no less economic value, no more stringent performance conditions, and similar vesting schedules as existing Awards. If such exchange for substitute awards is not effected by the Board, the Board has the discretion to accelerate the vesting of Options and Restricted Units, provided that the Participant’s employment, service or term of office with Primaris is terminated without cause (as defined in the Incentive Plan). The treatment of Instalment Units shall be determined by the Board at its discretion at that time.

A change in control means the occurrence of any of the following, in one transaction or a series of related transactions:

- any person acquires beneficial ownership within the meaning of the Securities Act (Ontario), directly or indirectly, of securities of Primaris representing more than 50% of the voting power of the outstanding Units for the election of Trustees of Primaris;
- a consolidation, securities exchange, reorganization, arrangement or amalgamation of Primaris resulting in the Unitholders immediately prior to such event not owning at least a majority of the voting power of the resulting entity’s securities outstanding immediately following such event;
- the sale or other disposition of all or substantially all the assets of Primaris;
- a liquidation or dissolution of Primaris; or
- any similar event deemed by the Board to constitute a change in control for the purposes of the Incentive Plan.

Approvals Required

At the meeting, Unitholders will be requested to pass a resolution re-confirming the Incentive Plan. A copy of the full text of this resolution is attached as Schedule “A”. Approval of this resolution requires the affirmative vote of a majority of the Unitholders present or represented by proxy at the meeting. Unless the Unitholder specifies in the enclosed form of proxy that the persons named in the form of proxy are to vote against this resolution, the persons named in the form of proxy shall vote the Units represented by the proxy in favour of the resolution.

The implementation of the Incentive Plan is also subject to regulatory approval.

The Board of Trustees recommends a vote FOR the resolution to re-confirm the Equity Incentive Plan as amended.

Re-Confirmation of Unitholder Rights Plan

At the meeting, Unitholders will be asked to consider and, if thought advisable, pass a resolution re-confirming the adoption of the Unitholder Rights Plan dated as of March 3, 2005 between Primaris and CIBC Mellon Trust Company Inc. as rights agent. A copy of the full text of this resolution is attached as Schedule "B". The resolution confirming the adoption of the Rights Plan must be approved by a majority of votes cast by Unitholders and a majority of votes cast in favour of the Rights Plan at the meeting without giving effect to (i) any votes cast by a Unitholder that directly or indirectly, on its own or in concert with others, holds or exercises control over more than 20% of the outstanding Units of Primaris and (ii) by the associates, affiliates and insiders of any person referred to in (i). Primaris is not aware of any person owning more than 20% of its Units. The renewal of the Unitholder Rights plan is not being made with the knowledge of any formal or known contemplated bid.

The adoption of the Rights Plan by the Trustees in March 2005 was not undertaken in response to or in anticipation of any pending or threatened take-over bid for the Units.

The Trustees have concluded that the re-confirmation of the Rights Plan is in the best interests of the Trust and unanimously recommend that Unitholders vote FOR this resolution.

The Rights Plan became effective on March 3, 2005 and rights were issued on that date. The plan was subsequently re-confirmed on June 18, 2008. If the resolution approving the adoption of the Rights Plan is not approved by a majority of votes cast by Unitholders as described above, the Rights Plan and the rights issued under the Rights Plan ("Rights") will terminate and cease to be effective.

The Rights Plan reflects the "current generation" of rights plans designed to meet the proxy voting guidelines of institutional investors. The Rights Plan utilizes the mechanism of a Permitted Bid (as hereinafter described) to ensure that a person seeking control of Primaris gives Unitholders and the Trustees sufficient time to evaluate the bid, negotiate with the initial bidder and encourage competing bids to emerge. The purpose of the Rights Plan is to protect Unitholders by requiring all potential bidders to comply with the conditions specified in the Permitted Bid provisions or risk being subject to the dilutive features of the Rights Plan. Generally, to qualify as a Permitted Bid, a bid must be made to all Unitholders and must be open for 60 days after the bid is made. If more than 50% of the Units held by Independent Unitholders (as hereinafter defined) are deposited or tendered to the bid and not withdrawn, the bidder may take up and pay for such Units. The take-over bid must then be extended for a further period of ten days on the same terms to allow those Unitholders who did not initially tender their Units to tender to the take-over bid if they so choose. Thus, there is no coercion to tender during the initial 60-day period because the bid must be open for acceptance for at least ten days after the expiry of the initial tender period. The Rights Plan is designed to make it impractical for any Person to acquire more than 20% of the outstanding Units without the approval of the Trustees except pursuant to the Permitted Bid procedures or pursuant to certain other exemptions outlined below. The Trustees believe that the Rights Plan taken as a whole should not be an unreasonable obstacle to a serious bidder willing to make a bona fide and financially fair offer to all Unitholders.

The Rights Plan will expire on March 3, 2014 subject to re-confirmation at this meeting.

The following is a summary of the principal terms of the Rights Plan, which is qualified in its entirety by reference to the text of the Rights Plan which has been filed with the Canadian Securities Administrators at www.sedar.com and is also available on Primaris' website at www.primarisreit.com.

Issue of Rights

On March 3, 2005, one Right was issued and attached to each outstanding Unit. One Right is also issued and attached to each Unit (and any other securities in the capital of Primaris entitled to

vote generally in the election of Trustees (including, without limitation, instalment receipts representing such securities)(collectively, "Voting Units") issued thereafter, subject to the limitations set forth in the Rights Plan. The initial exercise price of each Right is \$100 (the "Exercise Price"), subject to appropriate anti-dilution adjustments.

Until a Right is exercised, the holder thereof, as such, will have no rights as a Unitholder.

Rights Exercise Privilege

The Rights will separate from the Voting Units to which they are attached and will become exercisable at the close of business on the tenth trading day after the earlier of (A) the first date of public announcement by Primaris or an Acquiring Person (as hereinafter defined) of facts indicating that a Person has become an Acquiring Person (the "Voting Unit Acquisition Date"), and (B) the date of the commencement of, or first public announcement of, the intent of any Person (other than Primaris or any subsidiary of Primaris), to commence a take-over bid (other than a Permitted Bid or Competing Bid (as described below), or two days following the date on which a Permitted Bid ceases to qualify as such, or, in either case, such later date as may be determined by the Trustees (the "Separation Time").

The acquisition by a Person (an "Acquiring Person"), including Persons acting in concert, of 20% or more of the Voting Units, other than by way of a Permitted Bid in certain circumstances, is referred to as a "Flip-in Event". Any Rights held by an Acquiring Person on or after the earlier of the Separation Time or the first date of public announcement by Primaris or by an Acquiring Person that an Acquiring Person has become such, will become void upon the occurrence of a Flip-in Event. Ten trading days after the occurrence of the Flip-in Event, the Rights (other than those held by the Acquiring Person) will permit the holder to purchase, for example, Units with a total market value of \$200, on payment of \$100 (i.e., at a 50% discount).

The issue of the Rights is not initially dilutive. Upon a Flip-in Event occurring and the Rights separating from the attached Voting Units, reported earnings per Unit on a fully diluted or non-diluted basis may be affected. Holders of Rights who do not exercise their Rights upon the occurrence of a Flip-in Event may suffer substantial dilution.

Certificates and Transferability

Prior to the Separation Time, the Rights will be evidenced by a legend imprinted on certificates for Voting Units and will not be transferable separately from the attached Voting Units. From and after the Separation Time, the Rights will be evidenced by Rights certificates, which will be transferable and traded separately from the Voting Units.

Permitted Bid Requirements

The requirements of a Permitted Bid include the following:

- the take-over bid must be made by way of a take-over bid circular;
- the take-over bid must be made to all holders of Voting Units, other than the bidder;
- the take-over bid must not permit Voting Units tendered pursuant to the take-over bid to be taken up prior to the expiry of a period of not less than 60 days from the date of the bid and then only if at such time more than 50% of the Voting Units held by Unitholders other than the bidder, its affiliates and Persons acting jointly or in concert with the bidder (the "Independent Unitholders") have been tendered pursuant to the take-over bid and not withdrawn; and
- if more than 50% of the Voting Units held by Independent Unitholders are tendered to the take-over bid within the 60 day period, the bidder must make a public announcement of that fact and the take-over bid must remain open for deposits of Voting Units for an additional ten business days from the date of such public announcement.

The Rights Plan allows a competing Permitted Bid (a “Competing Permitted Bid”) to be made while a Permitted Bid is in existence. A Competing Permitted Bid must satisfy all the requirements of a Permitted Bid except that, provided it is outstanding for a minimum period of 35 days, it may expire on the same date as the Permitted Bid.

Waiver and Redemption

The Trustees may, prior to a Flip-in Event, and in certain circumstances without the approval of holders of Voting Units, waive the dilutive effects of the Rights Plan in respect of a particular Flip-in Event. At any time prior to the occurrence of a Flip-in Event, and in certain circumstances without the approval of Rights holders, the Trustees may redeem all, but not less than all, of the outstanding Rights at a price of \$0.00001 each.

Waiver of Inadvertent Flip-in Event

The Trustees may, prior to the close of business on the tenth day after a Person has become an Acquiring Person, waive the application of the Rights Plan to an inadvertent Flip-in Event, on the condition that such Person reduces its beneficial ownership of Voting Units such that it is not an Acquiring Person within 14 days of the determination of the Trustees.

Portfolio Managers

The provisions of the Rights Plan relating to portfolio managers are designed to prevent the occurrence of a Flip-in Event solely by virtue of the customary activities of such managers, including trust companies and other Persons, where a portion of the ordinary business of such Person is the management of funds for unaffiliated investors, so long as any such Person does not propose to make a take-over bid either alone or jointly with others.

Supplement and Amendments

Primaris may, without the approval of the holders of Voting Units or Rights, make amendments (i) to correct clerical or typographical errors, (ii) to maintain the validity and effectiveness of the Rights Plan as a result of any change in applicable law, rule of regulatory requirement, and (iii) as otherwise specifically contemplated therein. Any amendment referred to in (iii) must, if made before the Separation Time, be submitted for approval to the holders of Voting Units at the next meeting of Unitholders and, if made after the Separation Time, must be submitted to the holders of Rights for approval.

At any time before the Separation Time, Primaris may with prior written consent of the Independent Unitholders received at the special meeting called and held for such purpose, amend, vary or rescind any of the provisions of the Rights Plan or the Rights, whether or not such action would materially adversely affect the interests of the Rights generally.

The Board of Trustees recommends a vote FOR the resolution to re-confirm the Unitholder Rights Plan.

CORPORATE GOVERNANCE DISCLOSURE

Primaris' Board of Trustees and members of its management consider good corporate governance to be central to the effective and efficient operation of Primaris. Primaris' corporate governance practices comply with the Ontario Securities Commission ("OSC") rules and policies and are designed to protect the interests of Unitholders. The governance, investment guidelines and operating policies of Primaris are overseen by the Board of Trustees.

Term of Election for Trustees

The Trustees are individually elected by resolution that is passed by a majority of the votes cast at a meeting of the Unitholders. Trustees elected at an annual meeting are elected for terms expiring at the next annual meeting or until their successors are elected or appointed, and are eligible for re-election.

Majority Voting Policy

The Board has a Majority Voting Policy under which each Trustee should be elected by the vote of a majority of the Units represented in person or by proxy at any meeting for the election of Trustees. Accordingly, if any nominee for Trustee receives, from the Units voted at the meeting in person or by proxy, a greater number of Units withheld than Units voted in favour of his or her election, the Trustee must promptly tender his or her offer to resign to the Chairman of the Board, to take effect on acceptance by the Board.

The Governance and Nominating Committee will expeditiously consider the Trustee's offer to resign and make a recommendation to the Board whether or not to accept it. Within 90 days of the Unitholders' meeting, the Board will make a final decision and announce it by way of press release.

This policy does not apply to a contested election of trustees, that is, where the number of nominees exceeds the number of trustees to be elected.

Any Trustee who offers his or her resignation will not participate in the deliberations of the Governance and Nominating Committee or the Board with respect to whether or not to accept the resignation.

In the event any Trustee fails to offer his or her resignation in accordance with this policy, the Board will not re-nominate the Trustee. Subject to the provisions of Primaris' Declaration of Trust, the Board is not limited in any action it may take if a Trustee's resignation is accepted, including appointing a new Trustee to fill the vacancy.

At the 2010 Annual and Special Meeting of Unitholders, each Trustee individually received in excess of 99.9% of Unitholders' votes.

Number of Trustees

Pursuant to the Declaration of Trust, there are to be no fewer than three and no more than twelve Trustees, with a majority being independent Trustees. The Trustees have determined that seven Trustees are appropriate at this time.

Trustee Independence

The Trustees have determined that six of the seven Trustees standing for election, including the Chair of the Board of Trustees of Primaris, are independent Trustees in accordance with the Declaration of Trust and the Canadian Securities Administrators' rules, having no direct or indirect material relationship with Primaris.

Independent Trustee Nominees:

Roland A. Cardy, Chair
Kerry D. Adams
William J. Biggar
Ian Collier
Kenneth A. Field
Brent Hollister

Non Independent Trustee Nominee:

John Morrison (President and CEO)

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than as set out below, to the best of the knowledge of management, no person or company who is a proposed Trustee of Primaris:

- (a) is, as at the date of this Management Information Circular or has been, within the 10 years before the date of this Management Information Circular, a director or chief executive officer or chief financial officer of any company, that:
 - (i) while that person was acting in that capacity was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation (each, an "order"), for a period of more than 30 consecutive days;
 - (ii) was subject to an order that was issued after that person ceased to act in that capacity and which resulted from an event that occurred while the person was acting in that capacity; or
 - (iii) while that person was acting in that capacity or in the capacity as another executive officer, within a year of that person ceasing to act in any such capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or Trustee appointed to hold its assets; or
- (b) has, within the 10 years before the date of this Management Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or Trustee appointed to hold the assets of the director, officer or Unitholder.

Mr. Biggar was a director of Mosaic Group Limited from October 1995 to May 2002. Mosaic Group Limited filed for protection from its creditors under the Companies' Creditor Arrangement Act in December 2002. Mr. Biggar was also a director of Cabletel Ltd. from June 2001 to November 2003. Cabletel Ltd. filed a proposal under the Bankruptcy and Insolvency Act (Canada) in June 2004.

Financial Literacy

All Trustees meet the standard for financial literacy defined by the Ontario Securities Commission as the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements.

Board and Committee Meetings Held in 2010

	# of meetings	In camera sessions
Board of Trustees	11	8
Audit Committee	7	7
Governance and Nominating Committee	3	3
Compensation Committee	3	3
Distributions Committee	3	0
Total number of meetings held	27	21

Committees of the Board

To assist the Board in fulfilling its responsibilities, four committees of the Board are in place:

Audit Committee:	William J. Biggar – Chair Roland A. Cardy Kenneth A. Field Kerry D. Adams
Governance & Nominating Committee:	Kerry D. Adams – Chair Kenneth A. Field William J. Biggar Ian Collier
Compensation Committee:	Kenneth A. Field – Chair Brent Hollister Roland A. Cardy Kerry D. Adams
Distributions Committee:	Ian Collier – Chair Brent Hollister William J. Biggar John Morrison

Board and Committee Attendance

	Roland A. Cardy	Kerry D. Adams	William J. Biggar	Ian Collier	Kenneth A. Field	Brent Hollister	⁽¹⁾ John Morrison
Board of Trustees	100% (11 of 11)	100% (11 of 11)	100% (11 of 11)	100% (11 of 11)	91% (10 of 11)	100% (11 of 11)	100% (8 of 8)
Audit Committee	86% (6 of 7)	100% (7 of 7)	100% (7 of 7)	N/A	100% (7 of 7)	N/A	N/A
Governance & Nominating Committee	N/A	100% (3 of 3)	100% (3 of 3)	100% (3 of 3)	100% (3 of 3)	N/A	N/A
Compensation Committee	100% (3 of 3)	100% (3 of 3)	N/A	N/A	100% (3 of 3)	100% (3 of 3)	N/A
Distributions Committee	N/A	N/A	100% (3 of 3)	100% (3 of 3)	N/A	100% (3 of 3)	100% (2 of 2)

(1) Mr. Morrison's term as Trustee began on May 19, 2010.

Board and Committee Attendance (year over year)

	Board	Audit Committee	Gov and Nom Committee	Compensation Committee	Distributions Committee
Roland A. Cardy					
2010	100%	86%	N/A	100%	N/A
2009	100%	75%	100%	100%	N/A
2008	100%	100%	100%	N/A	N/A
2007	100%	100%	100%	N/A	N/A
Kerry D. Adams					
2010	100%	100%	100%	100%	N/A
2009	100%	100%	100%	100%	100%
2008	100%	100%	100%	N/A	100%
2007	100%	100%	N/A	N/A	100%
William J. Biggar					
2010	100%	100%	100%	N/A	100%
2009	100%	100%	100%	N/A	100%
2008	88%	100%	57%	N/A	N/A
2007	92%	100%	100%	N/A	N/A
Ian Collier					
2010	100%	N/A	100%	N/A	100%
2009	100%	N/A	100%	N/A	100%
2008	100%	N/A	100%	N/A	100%
2007	100%	N/A	100%	N/A	100%
Kenneth A. Field					
2010	91%	100%	100%	100%	N/A
2009	100%	100%	100%	100%	100%
2008	94%	100%	100%	N/A	100%
2007	92%	100%	92%	N/A	100%
Brent Hollister					
2010	100%	N/A	N/A	100%	100%
2009	100%	N/A	N/A	100%	100%
2008	N/A	N/A	N/A	N/A	N/A
2007	N/A	N/A	N/A	N/A	N/A
John Morrison					
2010	100%	N/A	N/A	N/A	100%
2009	N/A	N/A	N/A	N/A	N/A
2008	N/A	N/A	N/A	N/A	N/A
2007	N/A	N/A	N/A	N/A	N/A

All Committees are comprised of independent Trustees except the Distributions Committee, which has a majority of independent Trustees. The chair of each Committee is independent.

At the end of each Audit Committee meeting, the members meet with the auditors in the absence of management.

The Distributions Committee approves distributions of Primaris (other than the final distribution for each calendar year which must be approved by the Board of Trustees of Primaris).

Written mandates are in place for each committee and are available on SEDAR and Primaris' website. These mandates are reviewed and updated annually by the Board. Included in each mandate is a written description for the duties of the Chair of the Committee.

All Committees prepare a workplan and report annually to the Board on results.

2010 Workplans and Accomplishments for Committees

Audit Committee

The Audit Committee met seven times in 2010 and held *in camera* sessions with the external auditor at the end of each of those meetings. Two of the seven meetings were held specifically to address International Financial Reporting Standards ("IFRS") and Specified Investment Flow Through ("SIFT") tax matters.

<u>Attendance</u>	<u>Meetings</u>
William J. Biggar, Chair	7 of 7
Roland A. Cardy	6 of 7
Kenneth A. Field	7 of 7
Kerry D. Adams	7 of 7

Significant accomplishments

1. SIFT compliance by January 1, 2011
2. IFRS readiness by January 1, 2011

Responsibilities fulfilled:

Financial Reporting & Disclosure

- Reviewed and approved
 - quarterly un-audited and annual audited financial statements, MD&A and associated press releases
 - Annual Report and the Annual Information Form
 - 2010 Audit plan
 - CEO and CFO 2010 quarterly and 2009 annual certification process including disclosure controls and procedures and internal control over financial reporting
 - quarterly budget vs actual
 - a Business Acquisition Report

External Auditors

- Reviewed the external auditors fees and recommended approval by the Board
- Reviewed and assessed the auditor's independence
- Reviewed and approved requirements and budgets for non-audit related work
- Reviewed the performance of the external auditor
- Selected and recommended the external auditors, for appointment by Unitholders at the Annual General Meeting

Corporate Agreements

- Reviewed the Declaration of Trust
- Reviewed and amended the Audit Committee mandate
- Reviewed compliance with covenants in trust deeds or loan agreements

Internal Controls

- Monitored Primaris' system of internal controls
- Reviewed material business risks, uncertainties, commitments, and contingent liabilities
- Reviewed the effectiveness of the design and operation of internal controls over financial reporting
- Reviewed related party transactions
- Reviewed and approved insurance programs

Governance

- Reviewed
 - the effectiveness of the Committee and Chair
 - insurance coverage
 - environmental compliance

Transition to Internalized Management Structure

- Monitored the implementation of the Enterprise Resource Program

Education

- Reviewed
 - amendments to the Income Tax Act re: SIFT legislation and related policy decisions
 - IFRS developments and approved related policy decisions

The Chair of the Audit Committee reported to the Board of Trustees with respect to all of the above-noted matters in a timely way.

Governance and Nominating Committee

In 2010, the Governance and Nominating Committee met three times.

<u>Attendance</u>	<u>Meetings</u>
Kerry D. Adams, Chair	3 of 3
Kenneth A. Field	3 of 3
William J. Biggar	3 of 3
Ian Collier	3 of 3

Responsibilities fulfilled:

Corporate Governance Matters

- Reviewed and approved
 - key corporate policies
 - a Board education program
 - Board, Board Chair and Committee mandates
- Reviewed
 - corporate governance disclosure
 - the orientation program for Trustees
 - the policy on terms for Trustees and Chairs
- Established and monitored five 2010 priorities for the Board

Composition & Performance of the Board and its Committees

- Conducted confidential Trustee self-evaluation and peer review surveys
- Reported on 2010 Board effectiveness based on feedback from anonymous surveys completed by Trustees
- Reviewed
 - Trustee independence
 - Trustee succession and the skills and competencies required in Trustees
 - the size of the Board and recommended approval of the size by the Board
- Reviewed and approved Trustee compensation

CEO Succession

- Prepared a short term succession plan for the President and CEO

Conflicts of Interest and Conduct review

- Reviewed related party agreements
- Reviewed compliance with the Code of Conduct for Trustees and officers

Continuing Education

- Participated in seminars on executive compensation, disclosure and best practices in corporate governance
- Received educational updates on emerging governance trends from management and external advisors

The Chair of the Governance and Nominating Committee reported to the Board of Trustees with respect to all of the above-noted matters in a timely way.

Compensation Committee

In 2010, the Compensation Committee met three times.

<u>Attendance</u>	<u>Meetings</u>
Kenneth A. Field, Chair	3 of 3
Kerry D. Adams	3 of 3
Roland A. Cardy	3 of 3
Brent Hollister	3 of 3

Responsibilities fulfilled:

CEO Compensation

- Approved annual goals and objectives for the CEO
- Approved 2011 CEO base compensation
- Approved CEO performance metrics for 2010 and 2011

Compensation Principles, Policies and Plans

- Approved 2009 Short Term Incentive Plan ("STIP") awards
- Approved 2010 STIP program
- Approved 2010 Long Term Incentive Plan ("LTIP") awards
- Approved 2011 salary guideline
- Reviewed 2011 STIP and LTIP Incentive plans
- Approved minimum unitholding requirement for management
- Reviewed and approved Committee mandate
- Reviewed headcount
- Reviewed salaries – CEO direct reports

Disclosure

- Reviewed compensation disclosure in Management Information Circular

Continuing Education

- Participated in the following seminars
 - "Board Compensation and survey results" hosted by Korn Ferry
 - "Strategic Compensation" hosted by the Institute of Corporate Directors
 - "Executive Remuneration Trends" hosted by the Hay Group
- Received educational updates on executive compensation trends and related disclosure requirements from management and external advisors

The Chair of the Compensation Committee reported to the Board of Trustees on all of the above-noted matters in a timely way.

Distributions Committee

The Distributions Committee met three times in person and eleven times through resolution in 2009.

<u>Attendance</u>	<u>Meetings</u>
Ian Collier, Chair	3 out of 3 meetings
Brent Hollister	3 out of 3 meetings
William J. Biggar	3 out of 3 meetings
John Morrison	2 out of 2 meetings ⁽¹⁾

(1) Mr. Morrison was nominated to join the Committee following election to the Board of Trustees in May, 2010

Responsibilities fulfilled:

Distributions

- Reviewed monthly operational reports and the 2011 Operating Plan
- Reviewed and approved monthly distributions and press releases announcing these distributions.
- Reviewed and approved Primaris' distributions policy and payout ratio.
- Reviewed current and historical distributions for all Canadian REITs.

Governance

- Reviewed and approved the mandate for the Committee.

The Chair of the Distributions Committee reported to the Board of Trustees with respect to all of the above-noted matters in a timely way.

Meetings of Independent Trustees

The Trustees hold meetings at which non-independent Trustees and members of management are not in attendance. The independent members of the Board typically meet *in camera* at the end of Board and Committee meetings.

Board Mandate

The Board is responsible for the general stewardship of Primaris. It is elected by Unitholders to supervise management of Primaris' business with the goal of enhancing Primaris' long-term Unitholder value. The Board has adopted a mandate which reflects Primaris' commitment to high standards of corporate governance. The mandate also assists the Board in supervising the management of Primaris.

The Chair of the Board of Trustees also has a mandate. These mandates contribute to establishing appropriate limits on management's authority. The Board's mandate is available at www.sedar.com or at www.primarisreit.com under "Corporate Governance".

The Board oversees the management of Primaris. Management is responsible for general day-to-day management of Primaris and for making recommendations to the Board with respect to long-term strategic, financial, organizational and related objectives.

The roles and responsibilities of the Board are intended to primarily focus on the formulation of long term strategic, financial and organizational goals for Primaris and on the monitoring of management performance. The Board oversees a management-driven strategic planning process and approves Primaris' strategic plan. The strategic plan takes into account, among other things: assessing the opportunities and risks of the business; assessing the principal risks of Primaris' business and ensuring appropriate systems are in place to manage such risks; selecting, monitoring and evaluating the President and Chief Executive Officer and other members of senior management of Primaris; overseeing succession planning at the senior management level; overseeing the communications policies of Primaris and monitoring the effectiveness of Primaris' internal control and management information systems to safeguard Primaris' assets.

The Board reviews and approves Primaris' financial objectives and short and long-term Business Plans for Primaris' business and monitors financial and operating performance. The Board also approves significant capital allocations and expenditures, reviews and approves all material transactions, being all matters that would be expected to have a major impact on Unitholders or creditors, and Primaris' strategic plan. The Board oversees ethical behaviour and compliance with laws and regulations.

The complete text of the mandate of the Board of Trustees of Primaris is available at www.sedar.com and www.primarisreit.com.

Annual Assessment of Board and Trustees & Peer Review

Annually, the Governance and Nominating Committee approaches the evaluation of the members of the Board through three anonymous questionnaires administered confidentially:

1. Board evaluation
2. Self evaluation
3. Peer evaluation

The questionnaires provide for quantitative ratings and subjective comment in key areas and consider Board members' effectiveness in terms of business operations, strategy, Unitholder value, risk management, use of time, board structure, size and process. A summary report on the questionnaires is compiled by external legal counsel and presented to the Chair of the Governance and Nominating Committee. All Board members are subsequently provided with copies of the report. The Board meets to discuss the report, consider its findings and act on its recommendations.

Each year, the Board Chair meets with each Trustee individually to engage in open dialogue on any issues which either wish to raise and uses the same meeting to discuss any specific issues that may have come up in the questionnaire process.

In all these ways, each Trustee receives feedback on their individual contribution to Board effectiveness.

Compensation of Members of the Board of Trustees

Compensation of the Trustees is reviewed annually by the Governance and Nominating Committee. The Committee then makes a recommendation on changes to compensation, if any, to the Board. In reviewing compensation, the Committee considers the growth and complexity of Primaris' business operations and fees paid to Trustees at other Canadian REITs.

Comparator Set for Trustee Compensation

Hugessen Consulting Inc. was retained in 2009 to advise on market trends in Trustee compensation. They were asked to analyze market comparators, provide benchmark data and advise on specific issues related to equity compensation. The comparator group included the following seven Canadian REITs that were chosen based on the size of their market capitalization: Artis REIT, Boardwalk REIT, Calloway REIT, CREIT, Cominar REIT, Dundee REIT and RioCan REIT. Total compensation and forms of equity compensation were provided for each.

Hugessen Consulting Inc. was paid \$80,138 by Primaris in 2009 for consulting and advisory services that included advice on CEO and CFO compensation.

The Trustees also considered a detailed comparator set of data prepared by management which was based on 2009 Management Information Circulars (2008 statistics). Peer comparators were selected based on market capitalization and status as a real estate investment trust. Components of compensation included ranges for annual retainers, meeting fees, chair fees as well as equity compensation. The comparator group included Boardwalk REIT, H&R REIT, Calloway REIT, CREIT, CAP REIT and Chartwell Seniors REIT.

In addition to these studies, the Board consulted external legal counsel and considered other factors before deciding to make three changes to the Trustee compensation structure:

- the annual retainer was increased to \$60,000;
- half of the annual retainer is to be paid in the form of a grant of Restricted Units; and
- the minimum unitholding requirement was increased from 3,000 Units to \$150,000 worth of Units. In 2011, the minimum unitholding requirement was further increased an amount equal to three times the Trustee retainer (\$180,000).

The intention of increasing the annual retainer was to bring the retainer into the average range of compensation amongst Primaris' peers. The equity component was introduced to compensation to align the interests of Trustees with those of Unitholders.

In 2010, Primaris did not engage any compensation consultants.

Summary Compensation Table

Trustee Compensation	2009	2010
Annual Retainer	\$ 25,000	RUs \$30,000 Cash 30,000
Board Chair Retainer	50,000	50,000
Audit Chair Retainer	10,000	10,000
Governance & Nominating Chair Retainer	8,500	8,500
Compensation Chair Retainer	8,500	8,500
Distributions Chair Retainer	7,500	7,500
Meeting Fee, in person	1,500	1,500
Meeting Fee, by telephone	750	>30 mins. 1,500 ≤30 mins. 750

Minimum Unitholding Requirement

In 2010 the minimum unitholding requirement for Trustees was \$150,000 worth of Units and/or Restricted Units. All incumbent Trustees met these requirements.

The minimum unitholding requirement was further increased in March 2011 to an amount of Units and/or Restricted Units equal to three times the Trustee retainer (equal to \$180,000). Trustees have until the later of three years from March 2011 or their date of appointment to meet the minimum unitholding requirement.

Trustees are entitled to be reimbursed for reasonable travel and other expenses properly incurred by them in attending meetings of the Trustees or any committee meeting.

2010 Actual Trustee Compensation

Name	Trustee Annual Retainer⁽¹⁾	Board & AGM Meeting Attendance Compensation	Chair Annual Retainer	Total compensation
Kerry D. Adams	60,000	36,750	8,500	105,250
William J. Biggar	60,000	35,250	10,000	105,250
Roland A. Cardy	60,000	29,250	50,000	139,250
Kenneth A. Field	60,000	33,750	8,500	102,250
Ian Collier	60,000	25,500	7,500	93,000
Brent Hollister	60,000	25,500	-	85,500
John Morrison	N/A	N/A	-	N/A
Total	360,000	186,000	84,500	630,500

(1) 50% of the Annual Retainer was paid in Restricted Units on January 1, 2010. The remainder was paid in cash quarterly throughout the year.

Process for Nomination of Trustees

The Governance and Nominating Committee, composed exclusively of independent Trustees, is responsible for succession planning, including the identification and nomination of Trustees.

The Board succession planning process is comprised of a review of the size of the Board, a skills assessment and a three part Board and Trustee evaluation process.

Annually, the Governance and Nominating Committee reviews the size of the Board and determines the appropriate size based on the outcome of a Trustee skills review, the projected workload requirements and the results of the Board effectiveness report.

The Governance and Nominating Committee reviews the skills represented on the Board annually against the skills matrix which defines the skills deemed as necessary for the Board to fulfill its responsibilities. If there is a skills gap, the Committee may address the matter by increasing the size of the Board, replacing an incumbent or enhancing Board education. The skills matrix is reviewed annually.

The annual Board effectiveness review process includes Board assessment, self-assessment and peer assessment and is conducted anonymously. The evaluations are conducted in advance of nominations for the position of Trustee. The process is designed to elicit any issues of concern with the incumbent Trustees. Trustees have the option to indicate their continued willingness and interest in serving as chair in any capacity on their individual self-assessment questionnaire. The Board evaluation process is supplemented by the opportunity to discuss concerns or opportunities in the one on one interviews held between the Chair and individual Trustees following the Board effectiveness report.

The Board of Trustees reviews the recommendations of the Governance and Nominating Committee with respect to succession planning and approves the size of the Board.

If a vacancy is to be filled, the Governance and Nominating Committee uses selection criteria to prioritize and select potential candidates. In addition to having the basic characteristics of integrity, good judgment, financial knowledge, and sufficient time available, potential candidates should also have experience in any of such areas as retail operations, real estate management or corporate governance.

Candidates for the position of Trustee are identified through formal and informal search processes. Interviews are conducted by the Governance and Nominating Committee and a short list of candidates is put before the Board for consideration. Prior to nomination, new Trustees are given a clear indication of the workload and time commitment required.

The Board of Trustees approves nominations for the role of Trustees. The Trustees' matrix below lists the selection criteria and reflects the current strengths of the Board as a whole.

Board of Trustees Skills Matrix

	Kerry D. Adams	William J. Biggar	Roland A. Cardy	Ian Collier	Kenneth A. Field	Brent Hollister	John Morrison
Financial/Risk Management Experience	√	√	√	√	√	√	√
Real estate experience⁽¹⁾	√	√	√	√	√	√	√
Retail experience⁽²⁾	√	√	√	√	√	√	√
Corporate governance	√	√	√	√	√	√	√
Other Directorships⁽³⁾	√	√	√	√	√	√	√
Senior Executive Experience⁽⁴⁾	√	√	√	√	√	√	√

(1) Includes commercial, office, industrial or multi-residential

(2) Retail executive or director experience

(3) Director/Trustee of a major organization (public, private, non-profit; past or present).

(4) Senior experience in managing human resources and or operations

Orientation for New Trustees

Primaris has an orientation program for new Trustees which addresses the role of the Board, its committees and individual members and provides a reference manual of materials, which includes: the Declaration of Trust, material agreements, Board, committee and chair mandates, organizational structure, Board structure, and corporate policies and other materials prepared by the Canadian Institute of Chartered Accountants, the Canadian Coalition for Good Governance and professional services firms, among others.

In addition, the Board and members of management organize presentations by external legal counsel on new legislative and policy developments that affect Boards and Trustees; arrange one-on-one briefings with the Board Chair, and the CEO, CFO and Secretary and set aside time for social interaction with the Trustees and management.

To orient new Trustees to the nature and operation of Primaris' business, a tour of some of Primaris properties is arranged. Briefings are held with retail operations management, and new Trustees are provided with the strategic plan, prospectuses, Annual Information Forms, operational plans, financial reports and other reports.

The orientation program is reviewed annually by the Governance and Nominating Committee and the Board of Trustees and feedback from newly oriented Board members is incorporated in the program.

Continuing Education for Trustees

The Governance and Nominating Committee is responsible for the ongoing education of Trustees. Continuing education contributes to the awareness of Trustees with respect to changes and developments in the following areas: legislative, policy and accounting developments, risk, insurance, corporate governance, market performance, competitive analysis, investment opportunities and environmental issues.

The Trustee educational program has five components:

1. Primaris management presentations
2. External advisors (solicited information):
 - external legal counsel
 - audit firm
 - investment bankers
 - other advisors
3. Consulting, law and accounting firms (conferences, seminars and information sessions)
4. Accredited programs
 - Professional development (e.g. Canadian Institute of Chartered Accountants)
 - Director's Education Program
5. Site visits

Education matters involving management and external advisors take place at regularly scheduled Board meetings, *in camera* sessions and at the annual off-site strategic planning session.

The Governance and Nominating Committee has approved the enrolment of up to two Trustees per year to participate in a director's education program at an accredited institution. Currently Ms. Adams is enrolled in the Institute of Corporate Directors program at the Rotman School of Business.

Trustees are provided opportunities to visit Primaris' properties as well as those of competitors. In 2010, the Trustees visited Primaris properties in Calgary, Alberta and Kelowna and Kamloops in British Columbia.

The continuing education program is reviewed annually by the Governance and Nominating Committee and the Board of Trustees.

Retirement Policy for Trustees

The Governance and Nominating Committee has determined that no fixed retirement date or term of service be set for Trustees or Chairs of the Board or Committees.

Officers of Primaris

Name	Location	Position
John Morrison	Mississauga, Ontario, Canada	President & Chief Executive Officer
Louis M. Forbes	Toronto, Ontario, Canada	Executive Vice President & Chief Financial Officer
Devon Jones	Toronto, Ontario, Canada	Vice President & Secretary
Tom Falls	Toronto, Ontario, Canada	Vice President
Lesley Gibson	Toronto, Ontario, Canada	Vice President
Anne Morash (hired Apr 1, 2010)	Toronto, Ontario, Canada	Vice President
Ron Perlmutter	Toronto, Ontario, Canada	Vice President
Patrick Sullivan	Calgary, Alberta, Canada	Vice President
Leslie Buist	Oakville, Ontario, Canada	Vice President
Oliver Hobday	Toronto, Ontario, Canada	Assistant Secretary

Ethical Business Conduct

It is the policy of Primaris that all activities be conducted with the highest standards of fairness, honesty and integrity and in compliance with all legal and regulatory requirements.

Primaris' Code of Conduct ("the Code") has been endorsed by the Board and applies to the Trustees, Officers and employees of Primaris. All Trustees, Officers and employees of Primaris must sign an annual statement of compliance with the Code.

The Code emphasizes protection of Trust assets and resources, protection of confidential information, insider trading rules, conflicts of interest, disclosure, compliance with laws, rules and regulations and fair dealing.

The Board has responsibility for ensuring that the Code and compliance related policies and management systems are effectively implemented. Monitoring compliance with the Code is done through reports, meetings, audits and the statements of compliance. The Code which is reviewed annually by the Governance and Nominating Committee and approved by the Board is available on SEDAR, Primaris website or upon request to the Secretary.

Independent Judgment of Trustees – Transactions and Agreements

The Declaration of Trust for Primaris defines the protocol to be followed in the event that a Trustee or officer of Primaris is a party to a material contract or transaction. If a Trustee or officer is party to a material contract or transaction, she or he must disclose the nature and extent of the interest in writing to the Trustees or request to have it entered into the minutes of the Board meeting and they may not vote on any resolution to approve the contract or transaction. Each year, Trustees complete a disclosure questionnaire and certify their status as independent or non-independent and the details of any related party transactions.

Interests of Management and Others in Material Transactions

No Trustee, officer or employee has had a material interest in any transaction since the commencement of the 2010 financial year or has a material interest in any transaction that has materially affected, or will materially affect, Primaris or any of its subsidiaries.

Primaris' Related Party Policy requires that all related party transactions be identified and reported to the Board of Trustees.

Communications Policy

The Board approves all of Primaris' significant communications, including this Management Information Circular, significant press releases, the Annual Information Form and annual and quarterly reports.

Primaris communicates with its stakeholders through press releases, analyst conference calls, investor outreach, the Annual General Meeting, the publication of annual and quarterly reports, the Annual Information Form and Management Information Circular, SEDAR and its own website.

The Board is committed to accurate and timely communication of all important information. Unitholders can provide feedback to Primaris by contacting the Executive Vice President and Chief Financial Officer, Louis Forbes, at 416-642-7810, by email at lforbes@primarisreit.com or by attending the Annual and Special Meeting.

Relationship of the Board of Trustees and Management

The Board of Trustees has in place appropriate structures to ensure that it can function independently of management, including the appointment of a Chair of the Board of Trustees of Primaris, who is an independent Trustee.

The responsibilities of the Chair of the Board of Trustees of Primaris include overseeing the Board of Trustees' discharge of its responsibilities. The Chair's role and responsibilities include managing the affairs of the Board of Trustees of Primaris and, together with the Governance and Nominating Committee, monitoring the effectiveness of the Board of Trustees of Primaris, assessing the performance of the Board and its Trustees and the contribution of individual Trustees.

Management's responsibilities are determined by the Board of Trustees of Primaris. The day-to-day role and responsibilities of the President and Chief Executive Officer of Primaris is determined by the Board of Trustees of Primaris. All major policy decisions relating to the business of Primaris are made by the Board of Trustees of Primaris or a Committee thereof.

STATEMENT OF EXECUTIVE COMPENSATION

Letter to our Unitholders

By internalizing the management team at Primaris in 2010, the Board of Trustees made a strong statement about its desire for enhanced governance. Central to this new governance structure is direct accountability by senior management to the Board of Trustees. Primaris' compensation philosophy is our own and performance metrics and measurement are directly related to Primaris' objectives and results. Our philosophy has been developed over the past two years in preparation for internalization of management and throughout the first year with our new management platform. Underlying this philosophy is the intention to retain management and provide performance incentives. For this reason, we are writing to you on behalf of the Board of Trustees to describe our approach to executive compensation, our assessment of the President and CEO's performance and a summary of the related compensation decisions we have made. This is detailed in the Compensation Discussion and Analysis that follows.

Primaris' approach to executive compensation is designed to align business objectives and the interests of Unitholders with performance. It is based on a sound methodology that has linkages between performance and pay that balance financial results with risk management. Overall, the approach is designed to lead to sustainable growth and performance over time.

Aligned

Primaris' business objectives	Primaris' compensation philosophy
<ul style="list-style-type: none"> generating stable and growing cash distributions enhancing the value of Primaris' assets and maximizing of long-term unit value, and expanding Primaris' asset base and its funds from operations through an accretive acquisition program 	<ul style="list-style-type: none"> paying for performance attracting, motivating and retaining talent aligning management with Unitholder interests

We are confident that the executive compensation plan is fair and appropriate and will motivate Primaris executives to deliver on our business objectives.

Sincerely,



Kenneth A. Field
Chair, Compensation Committee



Roland A. Cardy
Chair of the Board

Compensation Discussion and Analysis

This Circular reflects the policies put in place in 2010 and some of the information relates to the external management structure and the external asset manager (the "Asset Manager") that was in place prior to 2010. Where 2011 compensation information is known, it is disclosed as well.

Alignment of strategic goals to executive compensation

Primaris has a vision of becoming the leading enclosed shopping centre REIT in Canada. This is what Primaris does best. The President and CEO’s performance metrics and "at risk" compensation are directly tied to Primaris’ performance against stated objectives.

Executive compensation programs design

Executive compensation programs were developed based on factors that included:

- previous employment terms granted by the Asset Manager
- the commitment by Primaris to provide compensation and benefits at the same or better levels than the Asset Manager
- market competitive compensation relative to similar roles within Primaris’ peer group
- alignment with the short and long term strategic and operational objectives
- the potential of executives to meet strategic and operational objectives

Risk management is a consideration of the Compensation Committee in designing compensation programs. The Committee is aware that Funds From Operations has been the key measure of financial performance for many years and, as a short term performance measure, has not motivated inappropriate risk taking. Some risk taking is necessary to achieve outcomes that are in the Unitholder’s interests. Risk mitigants include the caps in place on both short and long term awards and the requirement that the Board approve FFO targets. Long term awards of Restricted Units vest only after four years and option awards vest 25% annually beginning one year after the grant date; both forms of the long term awards provide an incentive for long term performance. Lastly, performance plans have a discretionary component of 10 – 20% which may be used to adjust final results based on an assessment of risk as well as any other factors that may have had an impact on overall performance.

The Compensation Committee obtained independent advice from external compensation advisors throughout compensation plan design and decision-making and recommended it for approval by the independent members of the Board of Trustees.

In 2010, two new developments were made to the compensation program: adoption of a minimum unitholding standard for executives and approval of a short term incentive program (cash) for all employees.

Description of Compensation Framework

Base salaries	The objective of the base salary is to attract, retain and motivate employees. It is the fundamental component of the compensation system and is the basis on which Primaris most directly competes for employees. Base salaries are reviewed annually and are increased on an ad hoc basis.
“At Risk” Awards - STIP	Named Executive Officers (“NEOs”) are eligible for annual cash awards under the short term incentive plan (“STIP”) that are related to performance against strategic objectives in addition to base pay components. These objectives are based on key performance indicators such as net operating income growth, return on capital investment, general and administrative expenditures as a percentage of revenue, minimizing leasing downtime, weighted average occupancy levels and rent increases which drive funds from operations, and ultimately, Unit price. Annual goals and objectives and performance metrics (“Business Plans”) for each NEO are developed at the beginning of the year. The Compensation Committee approves the President and CEO’s Business Plan which is then approved by the Board of Trustees. The President and CEO approves the Business Plans for the Executive Vice President and CFO and other NEOs.

Every Business Plan has a discretionary component in their Business Plan score of between 10% and 20%. Performance against objectives are reviewed informally during the year. After year end, results are documented against Business Plan objectives and plans are scored. These scores form an important variable of the personal component of the STIP calculation.

The STIP comprises two components: the personal component and the corporate component, both of which have goals that are established in advance. The weighting between the two components varies by NEO but in every case, the weighting of the two components adds to 100%.

The objective is to have a variable component to annual compensation that will align employees' compensation with the interests of Unitholders as well as personal performance.

The calculation for the STIP is as follows:

$$\begin{array}{l} \text{PERSONAL COMPONENT} \qquad \qquad \qquad + \qquad \text{CORPORATE COMPONENT} \\ (\text{Weighting} \times \text{Target} \times \text{Business Plan Score}) + (\text{Weighting} \times \text{Target} \times \text{Corporate Result}) \end{array}$$

Definitions for each component are as follows:

1. Personal component weighting is determined by the NEO's job level: 50% for Vice President and 40% for the President and CEO and Executive Vice President and CFO.
2. Personal component STIP target is determined by the NEO's job level: 30 – 35% for Vice Presidents, 50% for Executive Vice President and CFO and 80% for the President and CEO.
3. Business plan score is determined by the NEO's performance assessment and can be scored as high as 200% of the target.
4. Corporate component weighting is determined by the NEO's job level: 50% for Vice President and 60% for the President and CEO and Executive Vice President and CFO.
5. Corporate component STIP target is determined by the NEO's job level: 30 – 35% for Vice Presidents, 50% for Executive Vice President and CFO and 80% for the President and CEO.
6. The Corporate Result is the extent to which funds from operations per unit (FFO/Unit) are achieved against a predetermined target and is the key performance metric by which NEOs are rewarded with their short term cash award. It is expressed as a percentage. If the corporate target result was reached, this would be 100%.

FFO is a metric used by real estate investment trusts to define the cash flow from their operations. The target FFO is set and approved by the Board of Trustees prior to the fiscal year. It may be reviewed and adjusted by the Compensation Committee from time to time to allow for events not anticipated at the time of setting the target. For example, material property acquisitions mid-year could significantly affect FFO results. Additionally, a public offering of Units without immediate use of proceeds could have a dilutive effect and reduce FFO results.

The 2010 FFO/unit was \$1.422 against a target of \$1.418 per unit (100.22% above target). Achievement of FFO within 100% – 100.9% of target added a 10% multiplier effect to the amount in excess of the target (0.22) resulting in a corporate factor of 102.2 for 2010.

NEOs may (under unusual circumstances) be entitled to receive the Corporate Discretionary Enhancement.

Maximum payouts range between 80% and 100% of base salary. The 2010 STIP awards were in the range of 39.6% and 100% of the base pay for each NEO.

**“At Risk”
Awards - LTIP**

Incentives under the Long Term Incentive Plan (“LTIP”) are granted as fixed dollar amounts and awarded in equal amounts of Restricted Units and Options. This award is completely discretionary.

The Compensation Committee considers a recommendation from the President and CEO for all LTIP recipients other than in respect of his own compensation. The Chair of the Compensation Committee recommends the value of the award for the President and Chief Executive Officer. The Board of Trustees has the authority to approve grants under the Plan as recommended by the Compensation Committee.

Restricted units are valued using a TSX five day volume weighted average price based on the five day period immediately preceding the date of the grant; the value of Options are determined using a Black-Scholes model. The Compensation Committee considers previous grants of option-based awards when considering new grants.

The equity awards are intended to pay for performance, attract, motivate and retain talent and align management with Unitholder interests through longer term vesting provisions.

Vesting is deferred for four years for Restricted Units, and Options vest 25% per year on the first anniversary of awards and 25% again for the following three anniversary dates. See the section on Equity Incentive Awards in this Circular for more details about the Equity Incentive Plan.

Participants in the LTIP are expected to maintain minimum Unitholdings.

**Indirect
compensation**

Perquisites and Personal Benefits

Primaris provides a competitive benefit program for eligible employees that offers health and well being coverage for all employees. NEOs are eligible to receive perquisites that include automobile, parking, insurance premiums and fitness and health club costs which are typical perquisites.

Perquisites and personal benefits for:

- President and CEO for 2010 include a monthly car allowance, life insurance premiums and annual perquisite allowance.
- Executive Vice President and CFO in 2010 include a monthly allowance and insurance premiums.
- Remaining NEOs include a monthly perquisite allowance intended to cover automobile, parking, insurance premiums and fitness and health club costs.

Pension Plan

Primaris has a defined contribution pension plan (“Pension Plan”), a group retirement savings plan, and a supplemental executive retirement plan.

Defined Contribution Plan

Primaris has a Defined Contribution Pension Plan. The assets that NEOs accumulate under the plan are intended to provide some of their retirement income needs. Participation in the Pension Plan does not guarantee any specific level of retirement income to NEOs.

Primaris generally contributes an amount equal to 3% of NEOs base earnings to the Pension Plan. In addition, employees may contribute 1% or 2% of their base earnings to the Pension Plan which will be matched by further contributions from Primaris. Subject to statutory maximums, Primaris contributes 9% of base earnings to the plan on behalf of the President and

CEO and Executive Vice President and CFO. No additional voluntary contributions may be made by these two employees.

Contributions by Primaris to the Pension Plan vest following completion of one year of continuous membership in the Plan. Contributions are locked in following the completion of one year of continuous membership in the Pension Plan.

Normal retirement age is 65. The pension can be deferred up until age 71 or such other age according to applicable legislation.

Early retirement may occur up to ten years preceding the normal retirement date. Employment must cease prior to electing early retirement.

If an employee dies prior to terminating employment or retirement, a death benefit will be paid to the survivor or designated beneficiary.

Group Retirement Savings Plan

NEOs are eligible to participate in a Group Retirement Savings Plan ("Group Plan") by making contributions to a group savings plan. Primaris does not make contributions to the Group Plan on behalf of NEOs.

Contributors to the Group Plan choose from a range of investment options offered by the plan provider based on their risk profile.

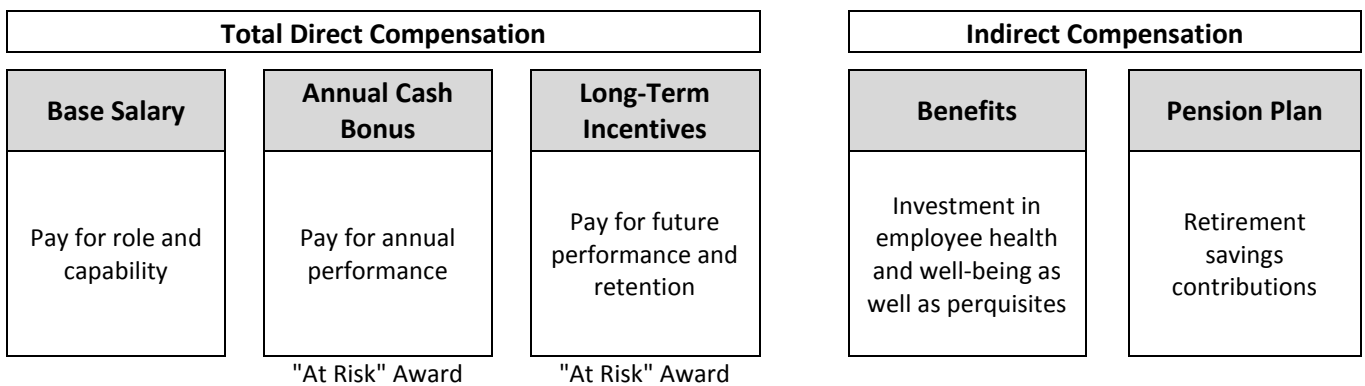
SERP (Supplemental Executive Retirement Plan)

The President & CEO and Executive Vice President & CFO are entitled to contributions to a supplemental executive retirement plan ("SERP"). These are notional pension plan contributions made once the Canada Revenue Agency annual pension contribution limit is met through the Pension Plan. When the employee leaves Primaris the account balance is transferred out in cash to the individual.

The SERP is in place to provide pensions that are relative to the income level for these senior executives as the Canada Revenue Agency limits the amount of contributions that may be made to regular pension plans.

Under the Pension Plan, Group Plan and SERP, if employment is terminated the amounts belonging to employees may be transferred to other plans as directed by the employee.

The following diagram summarizes the components of the total direct and indirect compensation.



Benchmarking Compensation and Peer Groups

The Board of Trustees retained the services of Hugessen Consulting Inc. (“Hugessen”) for a period overlapping 2008 and 2009 to provide general information with respect to President and CEO and Executive Vice President and CFO compensation. The purpose was to obtain market competitive compensation data from organizations of comparable size and Primaris’ peer group for executive talent. At the time, the Board of Trustees was planning for the internalization of management at Primaris and this competitive information was used when recruiting for the key roles of President and CEO, and Executive Vice President and CFO.

Hugessen’s review of pay practices was based on a review of the most recent proxy disclosures available as of June 22, 2009 for a peer group, and where appropriate for additional context, on a similar review conducted in early 2008. See the 2009 Management Proxy Circular for more information on the list of comparator REITs.

Primaris paid Hugessen Consulting Inc. \$3,500 for a review of executive compensation disclosure in 2010; fees of \$80,138 were paid to Hugessen Consulting Inc. in 2009 for all consulting and advisory services related to recruitment of the President and CEO and Executive Vice President and CFO. No other non-compensation consulting work was done by Hugessen Consulting Inc. in 2010 or 2009.

In 2009 the Board of Trustees also retained McCarthy Tétrault LLP and KPMG LLP to provide guidance related to compensation matters. The expenses associated with this work was less than \$5,000.

President and CEO Succession

In 2010, the Board of Trustees identified succession planning for the President and CEO as a key priority. A process for successors is in place to meet both short and long term requirements. The short term plan is in place. The long term plan which is in progress is multi-dimensional and involves the identification and development of talent for future roles, mapping of development paths and retention planning.

Compensation Committee

Role of the Compensation Committee

The role of the Committee is to:

- annually review and recommend to the Board for approval, the compensation (including base salary, annual bonus, pension, benefits and perquisites) for the CEO in light of the overall philosophy of Primaris and the established performance objectives for the individual;
- approve the annual goals and objectives of the President and CEO and make adjustments as required by material changes;
- review the performance of the President and CEO at least annually and assess performance against objectives;
- review the CEO’s planned appointments of senior officers reporting to the CEO and approve such appointment;
- review and recommend approval of the CEO’s and Named Executive Officers’ planned total compensation arrangements including bonuses and incentive awards to ensure linkages and alignment with the interests of Primaris and its Unitholders;
- through a review led by the CEO, conduct annual review of succession options to ensure continuity and stability in the event of the departure of senior officers;
- annually review headcount and aggregate employee costs;
- review and approve material compensation and human resources policies;
- approve the general terms of Primaris’ incentive plans whether Unit based or otherwise;
- approve the total compensation for the CEO and, on the recommendation of the CEO, the senior officers;

The Committee Chair reports to the Board of Trustees annually on its workplan and accomplishments related to its role.

Members and Experience

The Compensation Committee is made up of solely independent Trustees and does not include the Chief Executive Officer. The experience of the Committee members is rich and varied.

The members are: Kenneth A. Field, Chair
 Kerry D. Adams
 Roland A. Cardy
 Brent Hollister

With respect to his role on this Committee, the Chair, Mr. Field draws upon his experience from his former role as Executive Vice President of McLean McCarthy Inc. (subsequently – Deutsche Morgan Grenfell Canada) where he held joint responsibility for the operation of the firm including all aspects of employee compensation. In addition, Mr. Field gained compensation experience in his role as a former member of the Board of Governors of the Toronto Stock Exchange and a former Chair of the Board of Governors of the Toronto Futures Exchange.

Ms. Adams’ has compensation experience from her role on the Board of Directors of Walmart, the Investment Industry Regulatory Organization of Canada and Indigo and from years of experience as a buy-side investment professional in which executive pay packages were considered as one aspect of the evaluation of management.

Mr. Cardy’s experience with respect to compensation matters is related to his roles as Vice-Chair, Investment Banking, Toronto-Dominion Bank and the Executive Committee and the Board of Directors of TD Securities Inc.

Mr. Hollister’s experience is related his former role as Chief Executive Officer of Sears Canada Inc. where he was involved in the design and implementation of total compensation and benefit programs for the multi-channel retailer.

The Committee members will be in attendance at the Annual and Special Meeting and will be available to respond to appropriate questions about executive compensation.

Meetings and workplan

The Committee meets *in camera* after every meeting and met three times in 2010.

The workplan for the Compensation Committee is as follows:

February

- Review work plan and accomplishments for the Committee
- Review total compensation
- Assess CEO’s performance against objectives
- Approve incentive plan awards for the CEO and other senior officers
- Review volatility and other assumptions relating to valuation of Options awards
- Review and approve public disclosure documents
- Recommend appointment of officers

November

- Approve Salary Guidelines for the next fiscal year
- Review and approve mandate for the Committee
- Review of any new regulatory requirements related to executive compensation disclosure

December - February

- Review annual goals and objectives of the CEO
- Recommend CEO compensation
- CEO direct reports – base salary review
- Review and approve material compensation and human resources policies
- Recommend incentive plans
- Review salary guidelines for next year

- Review headcount and aggregate employee costs

Ongoing


- Appointments (total compensation and other terms and conditions) and terminations (settlements) of senior officers
- Pension plans: amendments to current pension plans Independent Advice

Independent Advice

The Compensation Committee mandate provides for its review and pre-approval of all fees and terms of service for consulting service provided to the Compensation Committee. The Committee is ultimately responsible for its own decisions, and may take into consideration more than the information and recommendations provided by its compensation consultants or management.

NEO Individual Compensation Tables and Employment Agreements

Mr. John Morrison, Chief Executive Officer

 <p>John Morrison President and CEO Age: 54 Service: 8 years</p>		<p>Mr. Morrison has over 30 years experience in the commercial real estate industry, primarily in the shopping centre asset class. Mr. Morrison has been actively involved with Primaris since its launch in 2003. Prior to his appointment as President and CEO of Primaris, Mr. Morrison was President, Real Estate Management at Oxford Properties Group, where he was responsible for the performance of Oxford's \$10 billion domestic portfolio of office, industrial, multi-family residential and shopping centre properties. Mr. Morrison is on the Board of Trustees for the International Council of Shopping Centres. He is also former Vice Chairman of the Urban Land Institute Toronto District Council.</p> <p>Fiscal 2010 Highlights:</p> <ul style="list-style-type: none"> • Achieved Funds From Operations of \$1.467 per Unit (diluted) • Maintained stable monthly distributions of \$0.1016 (\$1.2192 per Unit per annum) • Completed successful transition to internalized management model, systems and new head office • Maintained average occupancy of 97.1% in all properties • Acquired Cataraqui Town Centre in Kingston, Ontario • Raised \$97.8 million in a public equity offering • Developed a five year strategic plan • Ensured SIFT compliance and IFRS readiness 						
				Non-Equity Incentive Plan Compensation		Pension Value at Dec 31⁽¹⁾	All Other Comp.⁽²⁾	Total Comp.
Year	Salary	Unit-Based Awards	Option-Based Awards	Annual Incentive Plans	Long-Term Incentive Plans			
2011	\$512,500	\$330,563 ⁽³⁾	\$330,563 ⁽³⁾	Not yet known				
2010	\$512,500	\$330,563 ⁽⁴⁾	\$330,563 ⁽⁴⁾	\$512,500	0	\$46,125	\$86,960	\$1,819,211
2009	\$251,250 ⁽⁵⁾	\$500,000 ⁽⁶⁾	\$500,000 ⁽⁶⁾	\$287,500 ⁽⁶⁾	0	\$22,603	\$26,838	\$1,588,191
2008⁽⁷⁾	\$60,000	0	0	\$46,080	N/A ⁽⁸⁾	\$5,400	\$5,454	\$116,934
Securities Held:								
Units		Restricted Units		Change in Equity	Exercisable Options at March 31, 2011		Unexercisable Options at March 31, 2011	
Number	Value⁽⁹⁾	Number	Value⁽¹⁰⁾	Number	Number	"In the money" value	Number	Value
53,731	\$914,099	35,928	\$661,125	24,000	245,356	\$1,010,837	254,264	\$652,078

(1) Includes pension contributions and SERP (supplemental retirement executive plan). In 2009, The Asset Manager contributed \$3,403 on a prorated basis to reflect the amount of time (20%) that Mr. Morrison spent on Primaris matters between January 1 and July 31, 2009. Primaris contributed \$19,200 for the period in which Mr. Morrison acted as full time President and CEO between August 1 and December 31, 2009. For 2008, the pension value was prorated at 20% to reflect the amount of time that Mr. Morrison spent on Primaris related matters.

- (2) Allowance for automobile, perquisites and participation in an insurance plan not generally available to all employees. For 2009, the car allowance, perquisite allowance, executive benefits of \$2,152 that were determined by and paid by the Asset Manager were prorated to reflect the amount of time (20%) that Mr. Morrison spent on Primaris matters between January 1, 2009 and July 31, 2009. The balance \$24,686 reflects the perquisites paid for by Primaris and received by Mr. Morrison for the period in which Mr. Morrison acted as full time President and CEO between August 1 and December 31, 2009. For 2008, the other compensation was prorated to reflect the amount of time that Mr. Morrison spent on Primaris related matters.
- (3) On March 9, 2011, Mr. Morrison received an award under the long term incentive plan comprised of 16,268 Restricted Units valued at \$20.32 per Restricted Unit and 139,478 options valued at \$2.37 per option with an exercise price of \$20.32.
- (4) On March 9, 2010, Mr. Morrison received an award under the long term incentive plan comprised of 19,660 Restricted Units valued at \$16.81 per Restricted Unit and 153,048 options valued at \$2.16 per option with an exercise price of \$16.81.
- (5) Mr. Morrison commenced employment with Primaris on August 1, 2009. The total base salary includes \$213,541 paid to him by Primaris in the capacity as full-time President and CEO for the actual period worked between August 1 – December 31, 2009. For the period between January 1 and July 31, 2009, base salary for Mr. Morrison was prorated at 20% to reflect the amount of time that he spent on Primaris related matters in his role with the Asset Manager. The amount for this period which was determined by and paid by the Asset Manager is \$37,917.
- (6) In lieu of STIP and LTIP forfeited in 2009 upon termination of Mr. Morrison's former employment, the Board of Trustees considered and agreed upon certain "make whole" payments. Therefore, in August 2009 Mr. Morrison was awarded \$1,287,500 comprised as follows: a cash payment of \$287,500 and equal awards of Options and RUs in February 2010 totalling \$1,000,000 in value. On February 26, 2010 213,216 Options were granted and vested immediately. A subsequent grant of 3,828 Options was made on March 19 to correct an error in the calculation of the number of Options in the February 26 grant. These Options valued at \$500,000 vested immediately. The exercise price for the 213,216 Options is \$17.25; the exercise price for the 3,878 Options is \$17.17. Also on February 26, 2010, 28,993 RUs valued at \$500,000 were granted; these vested immediately and were converted to Units.
- (7) 2008 compensation including pension contributions for Mr. Morrison has been prorated at 20% to reflect the amount of time that he spent on Primaris related matters in his role with the Asset Manager.
- (8) The Long Term Incentive Plan bonus for Mr. Morrison was based on performance goals that were determined by the Asset Manager and were unrelated to Primaris business objectives. This data has not been disclosed to Primaris.
- (9) Value is based on a 5 day VWAP at Dec. 31, 2009 for all Units acquired prior to Jan. 1, 2010 and at cost or grant value for Units acquired on or after Jan. 1, 2010.
- (10) Value is as at grant date.

The employment contract with Mr. Morrison commenced on August 1, 2009 and is for an undefined term. The contract does not include a bonus "clawback" provision in the event of wrongdoing.

Position Description for the President and CEO

The President and CEO is responsible for developing and implementing the company's vision and strategic plan and building and leading an executive team to deliver superior performance. This includes generating stable and growing cash distributions and enhancing asset and Unit value for investors.

Performance goals for the President and CEO

The 2010 performance goals for John Morrison were to:

- Successfully complete the management internalization process
- Develop a 5 year strategic plan for Primaris
- Maintain the quality of assets in the portfolio and preserve the core of the business
- Generate deal flow and identify acquisition opportunities
- Maintain relationships with stakeholders
- Ensure that Primaris meets the "REIT (SIFT) exemption" and is prepared for IFRS implementation

Mr. Morrison was also responsible for:

- providing effective leadership to the management team and ensuring the business units remain focused and effective in carrying out their responsibilities
- overseeing a financial strategy / structure that will fund the growth of the organization and allow it to meet all financial obligations
- maintaining effective relationships with the investor/institutional community
- providing effective oversight of operations to ensure highly effective and efficient property management services.

The Compensation Committee reviewed Mr. Morrison’s performance related to the above goals and responsibilities and determined subjectively that Mr. Morrison met and exceeded the 2010 goals.

The Board has approved a clear delegation of expenditure authority which sets out the limits for both budgeted and unbudgeted expenditures by the President and CEO.

STIP

For each year that Mr. Morrison is employed with Primaris, he is eligible to receive a STIP payment of between 0% and 100% of his base salary as determined by the Compensation Committee. For 2010, Mr. Morrison received an award of \$512,500 which was the maximum allowed under his contract. This bonus was related to the performance goals approved by the Compensation Committee. See the section on Performance Goals for details.

LTIP

For 2010, Mr. Morrison was granted \$661,125 which represented a target of 129% of base salary as determined by the Compensation Committee. The award was granted in equal value in the form of Options and Restricted Units.

Summary of equity awards

Grant Date	Award	Term	Exercise Price	Vesting
February 26, 2010	28,993 Restricted Units	N/A ⁽¹⁾	N/A	Immediate
February 26, 2010	203,216 Options	7 years (Feb 25, 2017)	\$17.25	Immediate
March 9, 2010	19,660 Restricted Units	3 years, 9 months plus 2 weeks (Jan 15, 2014)	N/A	Jan 1, 2014
March 9, 2010	153,048 Options	6 years, 9 months (Dec 31, 2016)	\$16.81	25% on Dec 31 of each of 2010, 2011, 2012 and 2013. Fully vested on Dec 31, 2013.
March 19, 2010	3,878 Options	6 years, 11 months (Feb. 25, 2017)	\$17.17	Immediate (March 19, 2010)
March 9, 2011	16,268 Restricted Units	3 years, 9 months plus 2 weeks (Jan 15, 2015)	N/A	Jan 1, 2015
March 9, 2011	139,478 Options	6 years, 9 months (Dec 31, 2017)	\$20.32	25% on Dec 31 of each of 2011, 2012, 2013 and 2014. Fully vested on Dec 31, 2014.

(1) As these vested and were exercised immediately, no term date was established.

Termination provisions

If Mr. Morrison’s employment is terminated by death or for just cause, or if Mr. Morrison resigns for other than “good reason” (a change of duties, a reduction in remuneration, the failure to continue any incentive or compensation plan, any reason that would be considered to be constructive dismissal, or a change of control of Primaris accompanied by any one of the preceding), Primaris is obligated to pay to Mr. Morrison:

- (a) all earned but unpaid salary based on his base salary at that time up to, and including, the termination date,
- (b) a lump sum equal to the STIP that would otherwise have been paid to Mr. Morrison for the year of the termination date prorated to the termination date,
- (c) any outstanding vacation pay, and
- (d) any reimbursement of allowable business expenses incurred up to, and including, the termination date.

If Mr. Morrison is terminated for any other reason that is not due to death, just cause or resignation, or if Mr. Morrison resigns for a “good reason”, Primaris will pay to Mr. Morrison the above-noted items plus:

- (e) a lump sum payment of 24 months’ base compensation and two times the target STIP for the year of the termination (or three years’ compensation and three times the target STIP if the termination is as a result of a change of control of Primaris), and
- (f) benefit plan coverage and other benefits as provided for in the employment contract. The benefit plan coverage and other benefits are in effect until the earlier of 24 months following the termination date and the date that Mr. Morrison replaces those benefits. Primaris may, at its discretion, pay out as a lump sum any or all benefits

In addition, any LTIP awards made prior to the termination date will continue to vest and be exercisable in accordance with the terms of the LTIP for a further period of two years. In the event of an involuntary termination as a result of a change of control of Primaris, all LTIP awards will immediately vest and be exercisable.

Summary of Termination Payments for Mr. Morrison

	Termination by just cause or resignation (for other than a “good reason”)	Involuntary Termination (termination not-for-cause or resignation for a “good reason”)	Involuntary Termination (change of control)
Base salary and vacation pay	Earned but unpaid salary and vacation pay up to termination date	Earned but unpaid salary and vacation pay up to termination date plus two years base salary	Earned but unpaid salary and vacation pay up to termination date plus three years base salary
STIP	STIP for termination year (prorated)	STIP for termination year (prorated) plus two years STIP	STIP for termination year (prorated) plus three years STIP
LTIP	Existing awards expire and terminate and any vested awards will be exercisable for 30 days	Existing awards will continue to vest and be exercisable for a period of two years	Existing awards will vest immediately and be immediately exercisable
Benefits	None	Benefits remain in effect for two years although may be paid out by the Employer	Benefits remain in effect for three years although may be paid out by the Employer
Perquisites	None	Perquisites remain in effect for two years although may be paid out by the Employer	Perquisites remain in effect for three years although may be paid out by the Employer
Pension Contributions Including SERP	None	Pension contributions remain in effect for two years although may be paid out by the Employer	Pension contributions remain in effect for three years although may be paid out by the Employer
Business expenses	Reimbursement of outstanding expenses	Reimbursement of outstanding expenses	Reimbursement of outstanding expenses
Duty to mitigate	None	None	None

Mr. Louis Forbes, Chief Financial Officer



Louis M. Forbes

Executive Vice President & Chief Financial Officer

Age: 55

Service: 8 years

Mr. Forbes has more than 20 years experience in various aspects of real estate, with a focus on finance. He was the founding executive for Primaris in 2003 when it was then known as Borealis Retail REIT. Mr. Forbes has been Chief Financial Officer since the initial public offering of Primaris. Mr. Forbes previously worked as an equity analyst with Merrill Lynch, where he specialized in real estate equity securities, and at Revenue Properties Company Limited, where he was Chief Financial Officer.

Mr. Forbes holds a Bachelor of Science from McMaster University, a Master of Business Administration from Queen's University and holds the Chartered Accountant designation.

Year	Salary	Unit-Based Awards	Option-Based Awards	Non-Equity Incentive Plan Compensation		Pension Value at Dec 31 ⁽¹⁾	All Other Comp. ⁽²⁾	Total Comp.
				Annual Incentive Plans	Long-Term Incentive Plans			
2011	\$325,000	\$81,250 ⁽³⁾	\$81,250 ⁽³⁾	Not yet known				
2010	\$325,000	\$81,250 ⁽⁴⁾	\$81,250 ⁽⁴⁾	197,145	0	\$29,250	\$70,003	\$783,898
2009	\$298,333 ⁽⁵⁾	\$71,251	\$195,955	\$285,000	-	\$26,850	\$64,189	\$941,578
2008	\$250,000	0	0	\$200,000	N/A ⁽⁶⁾	\$22,500	\$59,962	\$532,462
Securities Held:								
Units		Restricted Units		Change in Equity	Exercisable Options at March 31, 2011	Unexercisable Options at March 31, 2011		
Number	Value ⁽⁷⁾	Number	Value ⁽⁸⁾	Number	Number	"In the money" value	Number	Value
25,000	\$412,785	15,490	\$233,751	5,999	100,199	\$853,443	153,291	\$971,492

- (1) Includes pension contributions and SERP.
- (2) Allowance for automobile, parking, and related costs, fitness and health club costs, as well as participation in an insurance plan not generally available to all employees.
- (3) On March 9, 2011, Mr. Forbes received a grant under the long term incentive plan of 3,999 Restricted Units valued at \$20.32 per Restricted Unit and 34,283 Options valued at \$2.37 per Option with an exercise price of \$20.32.
- (4) On March 9, 2010, Mr. Forbes received a grant under the long term incentive plan of 4,832 Restricted Units valued at \$16.81 per Restricted unit and 37,618 Options valued at \$2.16 per option with an exercise price of \$16.81.
- (5) Jan-Aug, 2009 at \$285,000 base salary; Sep-Dec, 2009 at \$325,000 base salary.
- (6) Incentive Plan bonuses for this NEO were based on performance goals that were determined by the Asset Manager and were unrelated to Primaris business objectives. This data has not been disclosed to Primaris.
- (7) Value is based on a 5 day VWAP at Dec. 31, 2009 for all Units acquired prior to Jan. 1, 2010 and at cost or grant value for Units acquired on or after Jan. 1, 2010.
- (8) Value is as at grant date.

Mr. Forbes' employment contract with Primaris began on January 1, 2009 and is for an undefined term.

Performance goals for the Executive Vice President and CFO

The 2010 performance goals for Mr. Forbes were to:

- Meet the net operating income target
- Manage general and administrative expenditures to meet or exceed budget
- Ensure qualification for the "REIT (SIFT) exemption"
- Ensure IFRS readiness on time
- Develop compensation plan components and a pension plan
- Prioritize and deliver information technology projects

The President and CEO reviewed Mr. Forbes' performance and subjectively determined that he met and exceeded the 2010 goals.

STIP

For each year that Mr. Forbes is employed with Primaris, he is eligible to receive a STIP payment of between 0% and 100% of his base salary as recommended by the President and CEO and approved by the Compensation Committee. For 2010, Mr. Forbes was awarded a STIP payment of \$197,145 which represented 60% of his base salary.

This bonus was related to the performance goals approved by the President and CEO. See the section on Performance Goals for details.

LTIP

Mr. Forbes' 2010 LTIP award was valued at \$162,500 which represented a target of 50% of salary as recommended by the President and CEO and approved by the Compensation Committee. The award was granted in equal value in the form of Options and Restricted Units.

Summary of equity awards

Grant Date	Award	Term	Exercise Price	Vesting
January 1, 2009	6,659 Restricted Units	4 years (Dec 31, 2013)	N/A	Jan 1, 2013
January 1, 2009	111,588 Options	7 years (Dec 31, 2015)	\$10.70	25% each year on the anniversary of the award. Fully vested on Dec 31, 2013
August 13, 2009	90,000 Options	7 years (Aug 13, 2016)	\$14.07	25% each year on the anniversary of the award. Fully vested on August 12, 2013
March 9, 2010	4,832 Restricted Units	3 years, nine months and 2 weeks (Jan 15, 2014)	N/A	Jan 1, 2014
March 9, 2010	37,618 Options	6 years, nine months (Dec 31, 2016)	\$16.81	25% on Dec 31 in each of 2010, 2011, 2012 and 2013. Fully vested Dec 31, 2013
March 9, 2011	3,999 Restricted Units	3 years, 9 months and 2 weeks (Jan 15, 2015)	N/A	Jan 1, 2015
March 9, 2011	34,283 Options	6 years, 9 months (Dec 31, 2017)	\$20.32	3 years, 9 months. Fully vested on Dec 31, 2014.

Termination provisions

If Mr. Forbes is terminated without cause, prior to a change of control of Primaris, he will be paid

- (a) a lump-sum payment equal to two times Mr. Forbes’ annual base salary, and
- (b) a lump-sum payment equal to the STIP that would otherwise have been paid to Mr. Forbes had his employment continued for a further two year period after his termination, and
- (c) any LTIP awards granted to Mr. Forbes for any period up to the date of termination will accelerate and be automatically fully vested on such date and be exercisable for 30 days following such date.

In the event that Mr. Forbes’ employment is terminated:

- by him for “good reason” (a change of duties, a reduction in remuneration, or any reason that would be considered to be constructive dismissal) or,
- by him upon or within 24 months following a change in control of Primaris, or
- by Primaris without cause upon or following a change in control of Primaris

Primaris will pay to Mr. Forbes:

- (a) a lump-sum payment equal to two times Mr. Forbes’ annual base salary, automobile allowance and pension contributions,
- (b) a lump-sum payment equal to the STIP that would otherwise have been paid to Mr. Forbes had his employment continued for a further 24 month period after his termination, and
- (c) any LTIP awards granted to Mr. Forbes for any period up to the date of termination shall accelerate and be automatically fully vested on such date and be exercisable for 30 days following such date.

Mr. Forbes will be under no obligation to mitigate as a condition of receiving any of the above payments.

Mr. Forbes may voluntarily terminate his employment contract other than for “good reason” or due to a change of control of Primaris and in such case, he will be entitled to receive any remuneration and/or benefits provided under his employment contract that are accrued and unpaid up to and including the date of termination and any LTIP awards vested as of such date shall be exercisable for a period of 30 days following such date.

Summary of Termination Payments for Mr. Forbes

	Termination by just cause or resignation (for other than a “good reason”)	Involuntary Termination (termination not-for-cause)	Involuntary Termination (resignation for a “good reason” or change of control)
Base salary and vacation pay	All earned but unpaid salary and vacation pay	All earned but unpaid salary and vacation pay plus two times annual base salary.	All earned but unpaid salary and vacation pay plus two times annual base salary
STIP	None	Two years STIP	Two years STIP
LTIP	Existing LTIP awards vested as of this date are exercisable within 30 days. Unvested awards are forfeited.	Existing LTIP awards vest immediately and are exercisable for 30 days following termination.	Existing LTIP awards vest immediately and are exercisable for 30 days following termination.
Benefits	None	None	None
Perquisites	None	None	Two times annual allowance
Pension Contributions	None	None	Two times annual Pension Contributions
Business expenses	Reimbursement of outstanding expenses	Reimbursement of outstanding expenses	Reimbursement of outstanding expenses
Duty to mitigate	None	None	None

Mr. Ron Perlmutter, Vice President, Investments**Ron Perlmutter**Vice President,
Investments

Age: 54

Service: 8 years

Ron Perlmutter has more than 25 years investment experience in the commercial real estate industry within various asset classes. Prior to joining Primaris, Mr. Perlmutter had been with Oxford Properties Group/Borealis Capital for 15 years. His responsibilities at Oxford and Borealis included Primaris' investment activities since its initial public offering.

Mr. Perlmutter earned Master of Business Administration and Bachelor of Engineering Science degrees from the University of Western Ontario. He also holds designations as a licensed Real Estate Broker and a Professional Engineer, both in the Province of Ontario.

Year	Salary	Unit-Based Awards	Option-Based Awards	Non-Equity Incentive Plan Compensation		Pension Value at Dec 31	All Other Comp. ⁽¹⁾	Total Comp.
				Annual Incentive Plans	Long-Term Incentive Plans			
2011	(2)	\$30,000 ⁽³⁾	\$30,000 ⁽³⁾	Not yet known				
2010	\$200,000	\$30,000 ⁽⁴⁾	\$30,000 ⁽⁴⁾	\$79,170	0	\$9,981	\$39,225	\$388,376
2009	\$181,300 ⁽⁵⁾	0	0	\$90,000	N/A ⁽⁶⁾	\$9,250	\$35,656	\$316,206
2008	\$181,300 ⁽⁵⁾	0	0	\$93,100	N/A ⁽⁶⁾	\$9,250	\$35,655	\$319,305
Securities Held:								
Units		Restricted Units		Change in Equity	Exercisable Options at March 31, 2011		Unexercisable Options at March 31, 2011	
Number	Value ⁽⁷⁾	Number	Value ⁽⁸⁾	Number	Number	"In the money" value	Number	Value
3,250	\$52,195	3,260	\$60,000	1,476	3,473	\$15,592	23,076	\$59,179

(1) Allowance for automobile, parking, and related costs, fitness and health club costs, as well as participation in an insurance plan not generally available to all employees. For the years 2008 and 2009, this amount is prorated for the amount of time spent on Primaris business.

(2) This information is not disclosed as it is not known if Mr. Perlmutter will be one of the NEOs for 2011.

(3) Mr. Perlmutter was granted 1,476 Restricted Units equal in value to \$30,000 and 12,658 options valued at \$30,000 with an exercise price of \$20.32.

(4) Mr. Perlmutter was granted 1,784 Restricted Units equal in value to \$30,000 and 13,890 options valued at \$30,000 with an exercise price of \$16.81.

(5) All compensation amounts prorated for the amount of time spent on Primaris business.

(6) Long Term Incentive Plan bonuses for Mr. Perlmutter were based on performance goals that were determined by the Asset Manager and were unrelated to Primaris business objectives. This data has not been disclosed to Primaris.

(7) Value is based on a 5 day VWAP at Dec. 31, 2009 for all Units acquired prior to Jan. 1, 2010 and at cost or grant value for Units acquired on or after Jan. 1, 2010.

(8) Value is as at grant date.

Performance goals

The 2010 performance goals for Mr. Perlmutter were to:

- lead the investment and divestment activity
- assess, recommend and execute transactions and other projects
- deliver results consistent with underwriting including vendor information and external reports
- monitor market activity
- manage expenditure control

The President and CEO reviewed Mr. Perlmutter’s performance and subjectively determined that he met and exceeded the 2010 goals.

STIP

For each year that Mr. Perlmutter is employed with Primaris, he is eligible to receive a STIP payment of between 0% and 80% of his base salary as determined by the President and CEO and approved by the Compensation Committee. For 2010, Mr. Perlmutter was awarded a STIP payment of \$79,170 which represents 39% of his base salary.

This bonus was related to the performance goals approved by the President and CEO. See the section on Performance Goals for details.

LTIP

Mr. Perlmutter’s 2010 LTIP award was valued at \$60,000 which represented a target of 30% of salary as recommended by the President and CEO and approved by the Compensation Committee. The award was granted in equal value in the form of Options and Restricted Units.

Summary of equity awards

Grant Date	Award	Term	Exercise Price	Vesting
March 9, 2010	1,784 Restricted Units	3 years, nine months and 2 weeks (Jan 15, 2014)	N/A	Jan 1, 2014
March 9, 2010	13,890 Options	6 years, nine months (Dec 31, 2016)	\$16.81	25% on Dec 31 in each of 2010, 2011, 2012 and 2013. Fully vested Dec 31, 2013
March 9, 2011	1,476 Restricted Units	3 years, nine months and 2 weeks (Jan 15, 2015)	N/A	Jan 1, 2015
March 9, 2011	12,658 Options	6 years, nine months (Dec 31, 2017)	\$20.32	25% on Dec 31 in each of 2011, 2012, 2013 and 2014. Fully vested Dec 31, 2014

Mr. Tom Falls, Vice President, Real Estate Management



Tom Falls

Vice President, Real Estate Management, East

Age: 47

Service: 8 years

Mr. Falls is Vice President of Real Estate Management with responsibility for operations and leasing of Primaris' properties in Ontario, Quebec and New Brunswick. Prior to his current role, Mr. Falls was Vice President of Real Estate Management Oxford Properties where he was responsible for the retail group which included management of the Primaris portfolio of assets.

Mr. Falls has had various roles over his twenty plus years of industry experience, both in public and private markets in financings, merger and acquisitions, and general management.

Mr. Falls has a B.A. from the University of Toronto, a B.Comm. from the University of Windsor, and is a Chartered Accountant.

Year	Salary	Unit-Based Awards	Option-Based Awards	Non-Equity Incentive Plan Compensation		Pension Value at Dec 31	All Other Comp. ⁽¹⁾	Total Comp.
				Annual Incentive Plans	Long-Term Incentive Plans			
2011	⁽²⁾	\$30,000 ⁽³⁾	\$30,000 ⁽³⁾	Not yet known				
2010	\$200,000	\$30,000 ⁽⁴⁾	\$30,000 ⁽⁴⁾	\$84,770	0	\$9,976	\$22,020	\$376,766
2009	\$181,100 ⁽⁵⁾	0	0	\$55,544	N/A ⁽⁶⁾	\$9,054	\$22,020	\$267,718
2008	\$162,990 ⁽⁵⁾	0	0	\$69,910	N/A ⁽⁶⁾	\$7,243	\$19,818	\$259,961
Securities Held:								
Units		Restricted Units		Change in Equity	Exercisable Options at March 31, 2011		Unexercisable Options at March 31, 2011	
Number	Value ⁽⁷⁾	Number	Value ⁽⁸⁾	Number	Number	"In the money" value	Number	Value
2,956	\$47,642	3,260	\$60,000	1,576	3,473	\$15,592	23,076	\$59,179

(1) Allowance for automobile, parking, and related costs, fitness and health club costs, as well as participation in an insurance plan not generally available to all employees. For the years 2008 and 2009, this amount is prorated for the amount of time spent on Primaris business.

(2) This information is not disclosed as it is not known if Mr. Falls will be one of the NEOs for 2011.

(3) Mr. Falls was granted 1,476 Restricted Units equal in value to \$30,000 and 12,658 options valued at \$30,000 with an exercise price of \$20.32.

(4) Mr. Falls was granted 1,784 Restricted Units equal in value to \$30,000 and 13,890 options valued at \$30,000 with an exercise price of \$16.81.

(5) All 2009 and 2008 compensation amounts prorated for the amount of time spent on Primaris business.

(6) Long Term Incentive Plan bonuses for Mr. Falls in 2009 and 2008 were based on performance goals that were determined by the Asset Manager and were unrelated to Primaris business objectives. This data has not been disclosed to Primaris.

(7) Value is based on a 5 day VWAP at Dec. 31, 2009 for all Units acquired prior to Jan. 1, 2010 and at cost or grant value for Units acquired on or after Jan. 1, 2010.

(8) Value is as at grant date.

Performance goals

The 2010 performance goals for Mr. Falls were to:

- Deliver portfolio net operating income
- Manage general and administrative expenses for the eastern portfolio
- Achieve target year end occupancy
- Manage receivables not to exceed four days outstanding by the 10th of the month
- Manage leasing and development capital expenditures
- Manage other capital expenditure projects

The assumptions underlying these performance goals changed halfway through 2010 when Primaris acquired Catarauqui Town Centre. The President and CEO made a performance assessment at the end of 2010 which was partially subjective in consideration of the change to the assumptions. It was determined that Mr. Falls met and exceeded his 2010 goals.

STIP

For each year that Mr. Falls is employed with Primaris, he is eligible to receive a STIP payment of between 0% and 100% of his base salary as determined by the President and CEO and approved by the Compensation Committee. For 2010, Mr. Falls was awarded a STIP payment of \$84,770 which represents 42% of his base salary. This bonus was related to the performance goals approved by the President and CEO. See the section on Performance Goals for details.

LTIP

Mr. Falls’ 2010 LTIP award was valued at \$60,000 which represented a target of 30% of salary as recommended by the President and CEO and approved by the Compensation Committee. The award was granted in equal value in the form of Options and Restricted Units.

Summary of equity awards

Grant Date	Award	Term	Exercise Price	Vesting
March 9, 2010	1,784 Restricted Units	3 years, nine months and 2 weeks (Jan 15, 2014)	N/A	Jan 1, 2014
March 9, 2010	13,890 Options	6 years, nine months (Dec 31, 2016)	\$16.81	25% on Dec 31 in each of 2010, 2011, 2012 and 2013. Fully vested Dec 31, 2013
March 9, 2011	1,476 Restricted Units	3 years, nine months and 2 weeks (Jan 15, 2015)	N/A	Jan 1, 2015
March 9, 2011	12,658 Options	6 years, nine months (Dec 31, 2017)	\$20.32	25% on Dec 31 in each of 2011, 2012, 2013 and 2014. Fully vested Dec 31, 2014

Mr. Patrick Sullivan, Vice President, Real Estate Management



Patrick Sullivan

Vice President, Real Estate Management, West

Age: 41

Service: 8 years

Mr. Sullivan has overall responsibility for Primaris' portfolio of properties in western Canada. Mr. Sullivan has over 17 years of experience in the commercial real estate industry; the past 14 years focused on shopping centres. Prior to joining Primaris, Mr. Sullivan served as director of leasing with Oxford Properties Group where he was responsible for its portfolio of shopping centres in western Canada.

Mr. Sullivan holds a Bachelor of Commerce degree from the University of British Columbia.

Year	Salary	Unit-Based Awards	Option-Based Awards	Non-Equity Incentive Plan Compensation		Pension Value at Dec 31	All Other Comp. ⁽¹⁾	Total Comp.
				Annual Incentive Plans	Long-Term Incentive Plans			
2011	⁽²⁾	\$28,500 ⁽³⁾	\$28,500 ⁽³⁾	Not yet known				
2010	\$180,000	\$25,500 ⁽⁴⁾	\$25,500 ⁽⁴⁾	\$78,813	0	\$8,730	\$22,020	\$346,563
2009	\$155,800 ⁽⁵⁾	0	0	\$45,741	N/A ⁽⁶⁾	\$7,790	\$15,219	\$224,500
2008	\$144,000 ⁽⁵⁾	0	0	\$64,022	N/A ⁽⁶⁾	\$7,200	\$14,418	\$229,640
Securities Held:								
Units		Restricted Units		Change in Equity	Exercisable Options at March 31, 2011		Unexercisable Options at March 31, 2011	
Number	Value ⁽⁶⁾	Number	Value ⁽⁷⁾	Number	Number	"In the money" value	Number	Value
0	\$0	2,920	\$54,000	1,403	2,952	\$13,252	20,880	\$51,541

(1) Allowance for automobile, parking, and related costs, fitness and health club costs, as well as participation in an insurance plan not generally available to all employees. For the years 2008 and 2009, this amount is prorated for the amount of time spent on Primaris business.

(2) This information is not disclosed as it is not known if Mr. Sullivan will be one of the NEOs for 2011.

(3) Mr. Sullivan was granted 1,403 Restricted Units equal in value to \$28,500 and 12,025 options valued at \$28,500 with an exercise price of \$20.32.

(4) Mr. Sullivan was granted 1,517 Restricted Units equal in value to \$25,500 and 11,806 options valued at \$25,500 with an exercise price of \$16.81.

(5) All 2009 and 2008 compensation amounts prorated for the amount of time spent on Primaris business.

(6) Value is based on a 5 day VWAP at Dec. 31, 2009 for all Units acquired prior to Jan. 1, 2010 and at cost or grant value for Units acquired on or after Jan. 1, 2010.

(7) Value is as at grant date.

Performance goals

The 2010 performance goals for Mr. Sullivan were to:

- Deliver portfolio net operating income
- Manage general and administrative expenses for the western portfolio
- Achieve target year end occupancy
- Manage receivables not to exceed four days outstanding by the 10th of the month
- Manage leasing and development capital expenditures
- Manage other capital expenditure projects

The assumptions underlying these performance goals changed halfway through 2010 when Primaris acquired Catarauqui Town Centre. The CEO made a performance assessment at the end of 2010 which was partially subjective in consideration of the change to the assumptions. It was determined that Mr. Sullivan met and exceeded his 2010 goals.

STIP

For each year that Mr. Sullivan is employed with Primaris, he is eligible to receive a STIP payment of between 0% and 80% of his base salary as determined by the President and CEO and approved by the Compensation Committee. For 2010, Mr. Sullivan was awarded a STIP payment of \$78,813 which represents 44% of his base salary.

This bonus was related to the performance goals approved by the President and CEO. See the section on Performance Goals for details.

LTIP

Mr. Sullivan’s 2010 LTIP award was valued at \$57,000 which represented a target of 32% of salary as recommended by the President and CEO and approved by the Compensation Committee. The award was granted in equal value in the form of Options and Restricted Units.

Summary of equity awards

Grant Date	Award	Term	Exercise Price	Vesting
March 9, 2010	1,517 Restricted Units	3 years, nine months and 2 weeks (Jan 15, 2014)	N/A	Jan 1, 2014
March 9, 2010	11,806 Options	6 years, nine months (Dec 31, 2016)	\$16.81	25% on Dec 31 in each of 2010, 2011, 2012 and 2013. Fully vested Dec 31, 2013
March 9, 2011	1,403 Restricted Units	3 years, nine months and 2 weeks (Jan 15, 2015)		Jan 1, 2015
March 9, 2011	12,025 Options	6 years, nine months (Dec 31, 2017)	\$20.32	25% on Dec 31 in each of 2011, 2012, 2013 and 2014. Fully vested Dec 31, 2014

Termination entitlements for Other NEOs

Termination entitlements for the NEOs other than the President and CEO, and Executive Vice President and CFO (“Other NEOs”) are:

Resignation: In the event of the resignation of an Other NEO, or an Other NEO’s contract employment terminates at its normal termination date, any unvested portion of the Options and Restricted Units will expire and terminate on the date of resignation or the normal termination date in the case of a contract employee, and any vested portion of such Options and Restricted Units will only remain exercisable for a period ending 30 days following the date of resignation or the normal termination date.

Cause: If an Other NEO is terminated for cause, any entitlement in respect of LTIP whether vested or unvested, will immediately and automatically expire as of the date of such termination, and any Units for which the Trust has not yet delivered Unit certificates will be immediately and automatically forfeited and, in the case of Options, the Trust will refund to the employee the exercise price paid for Units.

Not for Cause: If an Other NEO is terminated other than for cause or change of control they will be entitled to notice of termination and or compensation in lieu of notice in accordance with the common law and provincial employment standards obligations. Any unvested portion of Options and Restricted Units will expire and terminate on the date of termination, and any vested portion of such Options and Restricted Units will only remain exercisable, for a period ending 30 days following the date of termination.

Change of Control: In the event there is a change of control of Primaris, and an Other NEO's employment with Primaris is terminated by Primaris without cause within 24 months following the change of control, the Other NEO will be entitled to a lump sum severance compensation payment equal to two years' base salary, perquisite allowance and pension contributions in effect at the time of the termination, and two years' Primaris STIP bonus. In addition, upon termination due to a change of control of Primaris, all of the Other NEO's LTIP grants of Unit Options and Restricted Units will vest automatically and be exercisable for 30 days following such date.

Summary Compensation Table

Title	Year	Salary	Non-Equity Incentive Plan Compensation			Pension Value	All Other Comp.	Total Comp.	
			Unit-Based Awards	Option-Based Awards	Annual Incentive Plans				Long-Term Incentive Plans
John Morrison President & CEO	2011	\$512,500	\$330,563	\$330,563		Not yet known			
	2010	\$512,500	\$330,563	\$330,563	\$512,500	0	\$46,125 ⁽³⁾	\$86,960	\$1,819,211
	2009	\$251,250 ⁽¹⁾	\$500,000 ⁽²⁾	\$500,000 ⁽²⁾	\$287,500 ⁽²⁾	0	\$22,603 ⁽³⁾	\$26,838 ⁽⁴⁾	\$1,588,191
	2008	\$60,000 ⁽⁵⁾	0	0	\$46,080 ⁽⁵⁾	N/A ⁽⁶⁾	\$5,400 ⁽³⁾	\$5,454 ⁽⁵⁾	\$116,934 ⁽⁵⁾
Louis M. Forbes Executive VP & CFO	2011	\$325,000	\$81,250	\$81,250		Not yet known			
	2010	\$325,000	\$81,250	\$81,250	\$197,145	0	\$29,250 ⁽⁷⁾	\$70,003 ⁽⁸⁾	\$783,898
	2009	\$298,333	\$71,251	\$195,955	\$285,000	N/A ⁽⁶⁾	\$26,850 ⁽⁷⁾	\$64,189 ⁽⁸⁾	\$941,578
	2008	\$250,000	0	0	\$200,000	N/A ⁽⁶⁾	\$22,500 ⁽⁷⁾	\$59,962 ⁽⁸⁾	\$532,462
Ron Perlmutter VP, Investments	2010	\$200,000	\$30,000	\$30,000	\$79,170	0	\$9,981	\$39,225 ⁽¹⁰⁾	\$388,376
	2009	\$181,300 ⁽⁹⁾	0	0	\$90,000	N/A ⁽⁶⁾	\$9,250	\$35,656 ⁽¹⁰⁾	\$316,206
	2008	\$181,300 ⁽⁹⁾	0	0	\$93,100	N/A ⁽⁶⁾	\$9,250	\$35,655 ⁽¹⁰⁾	\$319,305
Tom Falls VP, Real Estate Management, East	2010	\$200,000	\$30,000	\$30,000	\$84,770	0	\$9,976	\$22,020 ⁽¹⁰⁾	\$376,766
	2009	\$181,100	0	0	\$55,544	N/A ⁽⁶⁾	\$9,054	\$22,020 ⁽¹⁰⁾	\$267,718
	2008	\$162,990 ⁽⁹⁾	0	0	\$69,910 ⁽⁹⁾	N/A ⁽⁶⁾	\$7,243 ⁽⁹⁾	\$19,818 ⁽¹¹⁾	\$259,961 ⁽⁹⁾
Patrick Sullivan VP, Real Estate Management, West	2010	\$180,000	\$25,500	\$25,500	\$78,813	0	\$8,730	\$22,020 ⁽¹⁰⁾	\$346,563
	2009	\$155,800 ⁽⁹⁾	0	0	\$45,471 ⁽⁹⁾	0	\$7,790 ⁽⁹⁾	\$15,219 ⁽¹¹⁾	\$224,550
	2008	\$144,000 ⁽⁹⁾	0	0	\$64,022 ⁽⁹⁾	0	\$7,200 ⁽⁹⁾	\$14,418 ⁽¹¹⁾	\$229,640 ⁽⁹⁾

- (1) Mr. Morrison commenced employment with Primaris on August 1, 2009. The total base salary includes \$213,541 paid to him by Primaris in the capacity as full-time President and CEO for the actual period worked between August 1 - December 31, 2009. For the period between January 1 and July 31, 2009, base salary for Mr. Morrison was prorated at 20% to reflect the amount of time that he spent on Primaris related matters in his role with the Asset Manager. The amount for this period which was determined by and paid by the Asset Manager is \$37,917.
- (2) In lieu of STIP and LTIP forfeited in 2009 with previous employer. In lieu of STIP and LTIP forfeited in 2009 upon termination of Mr. Morrison's former employment, the Board of Trustees considered and agreed upon certain "make whole" payments. Therefore, in August 2009 Mr. Morrison was awarded \$1,287,500 comprised as follows: a cash payment of \$287,500 and equal awards of Options and RUs in February 2010 totalling \$1,000,000 in value. On February 26, 2010 213,216 Options were granted and vested immediately. A subsequent grant of 3,828 Options was made on March 19 to correct an error in the

calculation of the number of Options in the February 26 grant. These Options valued at \$500,000 vested immediately. The exercise price for the 213,216 Options is \$17.25; the exercise price for the 3,878 Options is \$17.17. Also on February 26, 2010, 28,993 RUs valued at \$500,000 were granted; these vested immediately and were converted to Units.

- (3) Includes pension contributions and SERP (supplemental retirement executive plan). In 2009, The Asset Manager contributed \$3,403 on a prorated basis to reflect the amount of time (20%) that Mr. Morrison spent on Primaris matters between January 1 and July 31, 2009. Primaris contributed \$19,200 for the period in which Mr. Morrison acted as full time President and CEO between August 1 and December 31, 2009. For 2008, the pension value was prorated at 20% to reflect the amount of time that Mr. Morrison spent on Primaris related matters.
- (4) Allowance for automobile, perquisites and participation in an insurance plan not generally available to all employees. For 2009, the car allowance, perquisite allowance, executive benefits of \$2,152 that were determined by and paid by the Asset Manager were prorated to reflect the amount of time (20%) that Mr. Morrison spent on Primaris matters between January 1, 2009 and July 31, 2009. The balance \$24,686 reflects the perquisites paid for by Primaris and received by Mr. Morrison for the period in which Mr. Morrison acted as full time President and CEO between August 1 and December 31, 2009. For 2008, the other compensation was prorated to reflect the amount of time that Mr. Morrison spent on Primaris related matters.
- (5) 2008 compensation for Mr. Morrison has been prorated at 20% to reflect the amount of time that he spent on Primaris related matters in his role with the Asset Manager.
- (6) Incentive Plan bonuses for this NEO were based on performance goals that were determined by the Asset Manager and were unrelated to Primaris business objectives. This data has not been disclosed to Primaris.
- (7) Includes pension contributions and SERP.
- (8) Allowance for automobile, parking, and related costs, fitness and health club costs, as well as participation in an insurance plan not generally available to all employees.
- (9) Total compensation data for this NEO has been prorated in this year to reflect the amount of compensation attributed to time spent on Primaris business. Compensation was paid by the Asset Manager.
- (10) Allowance for automobile, parking, and related costs, fitness and health club costs.
- (11) Allowance for automobile, parking, and related costs, fitness and health club costs. Total compensation data for this NEO has been prorated in this year to reflect the amount of compensation attributed to time spent on Primaris business. Compensation was paid by the Asset Manager.

The total cost of compensation of the NEOs is 1.15% of total revenue.

Summary of 2010 STIP Awards

NEO	STIP Weighting		STIP Maximum (of base salary)	2010 STIP award
	Corporate Component	Personal Component		
John Morrison	60%	40%	100%	\$512,500
Louis Forbes	60%	40%	100%	\$197,145
Ron Perlmutter	50%	50%	80%	\$79,170
Tom Falls	50%	50%	80%	\$84,770
Patrick Sullivan	50%	50%	80%	\$78,813

Summary of 2010 LTIP Awards

NEO	Base salary	LTIP Award as a % of salary	Total value at grant date ⁽¹⁾	Restricted Units (\$ value)	Options (\$ value)
John Morrison	\$512,500	129%	\$661,125	\$330,563	\$330,563
Louis Forbes	\$325,000	50%	\$162,500	\$81,250	\$81,250
Ron Perlmutter	\$200,000	30%	\$60,000	\$30,000	\$30,000
Tom Falls	\$200,000	30%	\$60,000	\$30,000	\$30,000
Patrick Sullivan	\$180,000	30%	\$57,000	\$28,500	\$28,500

(1) LTIP awards are awarded half in Restricted Units and half in options – see columns to the right

The December 31, 2010 dilution level of Options is 1.44% of issued and outstanding Units. The 2010 grant rate for Option grants is 0.7% of issued and outstanding Units.

Direct Compensation and Proportion of Pay at Risk in 2010

Name	Base salary	STIP	LTIP	Total direct compensation	Pay "at risk"
John Morrison	\$512,500	\$512,500	\$661,126	\$1,686,126	\$1,173,626
Louis Forbes	\$325,000	\$197,145	\$162,500	\$684,645	\$359,645
Ron Perlmutter	\$200,000	\$79,170	\$60,000	\$339,170	\$139,170
Tom Falls	\$200,000	\$84,770	\$60,000	\$344,770	\$144,770
Patrick Sullivan	\$180,000	\$78,813	\$57,000	\$315,813	\$135,813

In 2010, Mr. Forbes exercised 20,000 options which resulted in a gain of \$133,700. No other NEOs exercised options.

Outstanding Unit Based Awards and Option Based Awards at December 31, 2010

Name	Option-based awards				Unit-based awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option Expiration Date	Value of Unexercised in-the-money options at Dec 31, 2010 (\$) ⁽¹⁾	Number of Units that have not vested	Market or payout value of Unit based awards that have not vested at Dec 31, 2010 (\$) ⁽¹⁾
John Morrison	3,878	\$17.17	Feb. 25, 2017	\$9,191	19,660	\$384,156
	153,048	\$16.81	Dec. 31, 2016	\$417,821		
	203,216	\$17.25	Feb. 25, 2016	\$465,365		
Louis M. Forbes	37,618	\$16.81	Dec 31, 2016	\$102,697	11,491	\$224,534
	91,588	\$10.70	Dec 31, 2015	\$809,638		
	90,000	\$14.06	Aug 13, 2016	\$493,200		
Ron Perlmutter	13,890	\$16.81	Dec. 31, 2016	\$37,920	1,784	\$34,859
Tom Falls	13,890	\$16.81	Dec. 31, 2016	\$37,920	1,784	\$34,859
Patrick Sullivan	11,806	\$16.81	Dec. 31, 2016	\$32,230	1,517	\$29,642

(1) The Unit value at close of business December 31, 2010 was \$19.54.

Defined Contribution Pension Plan Table

Name	Accumulated Value at start of the year (\$)	Compensatory (\$)	Non-Compensatory (\$)	Accumulated Value at year end (\$)
John Morrison	\$4,981	\$46,125 ⁽¹⁾	\$3,628	\$54,734
Louis M. Forbes	\$22,643	\$29,250 ⁽¹⁾	\$5,299	\$57,192
Ron Perlmutter	\$0	\$9,981	\$91,954 ⁽²⁾	\$101,935
Tom Falls	\$0	\$9,976	\$135,179 ⁽³⁾	\$145,156
Patrick Sullivan	\$0	\$8,730	\$81,004 ⁽⁴⁾	\$89,734

(1) Compensatory contributions for Messrs Morrison and Forbes include SERP Contributions. SERP contributions are those in excess of \$22,000. See the section on "Pension Plan" for an explanation, as well as the "Summary Compensation Table".

(2) This amount includes \$76,752 that Mr. Perlmutter transferred in from his former employer's (the Asset Manager) defined contribution plan.

(3) This amount includes \$112,437 that Mr. Falls transferred in from his former employer's (the Asset Manager) defined contribution plan.

(4) This amount includes \$74,123 that Mr. Sullivan transferred in from his former employer's (the Asset Manager) defined contribution plan.

Minimum Unitholding Standard – Management

In 2010, Primaris adopted a minimum Unitholding standard for participants in the LTIP.

Any employee beneficiary of an equity award under the LTIP plan is expected to hold a minimum amount of equity in Primaris as follows:

<u>Officers</u>	<u># of times base salary</u>
Chief Executive Officer or Executive Vice President	3
Executive Vice President	2
Senior Vice President	1.5
Vice President	0.75
Below Vice President	0.5

Officer LTIP participants have until the later of March 31, 2014 (which is the date of implementation of the standard), and four years from their hire or promotion date to meet expectations under the Minimum Unitholding Standard.

Unitholdings can include holdings under control or direction of the NEO.

The value of NEO Unitholdings are as follows as of March 31, 2011:

NEO Name and Principal Position	Minimum Unitholding Standard (came into effect in 2010)	Units	Restricted Units	Total⁽¹⁾ Units and Restricted Units	Value of Units and RUs⁽²⁾
John Morrison President & CEO	3 X base salary or \$1,537,500	53,731	35,928	89,659	\$1,575,224
Louis M. Forbes Executive Vice President & CFO	2 X base salary or \$650,000	25,000	15,490	40,490	\$646,536
Ron Perlmutter Vice President, Investments	0.75 X base salary or \$150,000	3,250	3,260	6,510	\$112,195
Tom Falls Vice President, Real Estate Management East	0.75 X base salary or \$150,000	2,956	3,260	6,216	\$107,642
Patrick Sullivan Vice President, Real Estate Management West	0.75 X base salary or \$135,000	0	2,920	2,920	\$54,000

(1) These totals do not include DRIP Units accumulated between January 1 and March 31, 2011 for those NEOs that participate in the program.

(2) Value is based on a 5 day VWAP at Dec. 31, 2009 for all Units acquired prior to Jan. 1, 2010 and at cost or grant date for Units acquired on or after Jan. 1, 2010.

Equity Incentive Plan

Units Subject to the Equity Incentive Plan

The Equity Incentive Plan authorizes the issuance of up to 7% of Primaris' Units from time to time pursuant to the terms of the Equity Incentive Plan. Of the 7%, up to 1% may be available for issuance to Trustees of Primaris. Currently, an aggregate of 4,345,973 Units are reserved for issuance pursuant to the Equity Incentive Plan.

No Instalment Receipts have been granted.

An aggregate of 3,225,857 Units are available for issuance under the Equity Incentive Plan, representing 4.81% of the issued and outstanding Units of Primaris as at March 31, 2011.

To March 31, 2011, management and Trustees have been granted 999,864 Options and 128,387 Restricted Units. Of these, Trustees have been granted 20,436 Restricted Units. To date a total of 6,945 Options and 1,190 Restricted Units have been forfeited by grantees. As of March 31, 2011, 35,630 options and 28,993 Restricted Units have been exercised.

The maximum award size for any participant is 5% of Primaris' issued and outstanding Units.

The following table summarizes certain information as of March 31, 2011 regarding compensation plans of Primaris under which equity securities of Primaris are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans at March 31, 2011
Equity compensation plans approved by securityholders	1,055,493	\$17.31	3,225,857
Equity compensation plans not approved by securityholders	Nil	n/a	Nil
Total	1,055,493	\$17.31	3,225,857

Equity Incentive Plan awards - Value vested or earned during the year

Awards granted under the Equity Incentive Plan may consist of Unit Options, Restricted Units and instalment Units. Each Award is subject to the terms and conditions set out in the Equity Incentive Plan and to those other terms and conditions specified by the Board of Trustees of Primaris and memorialized in a written award agreement.

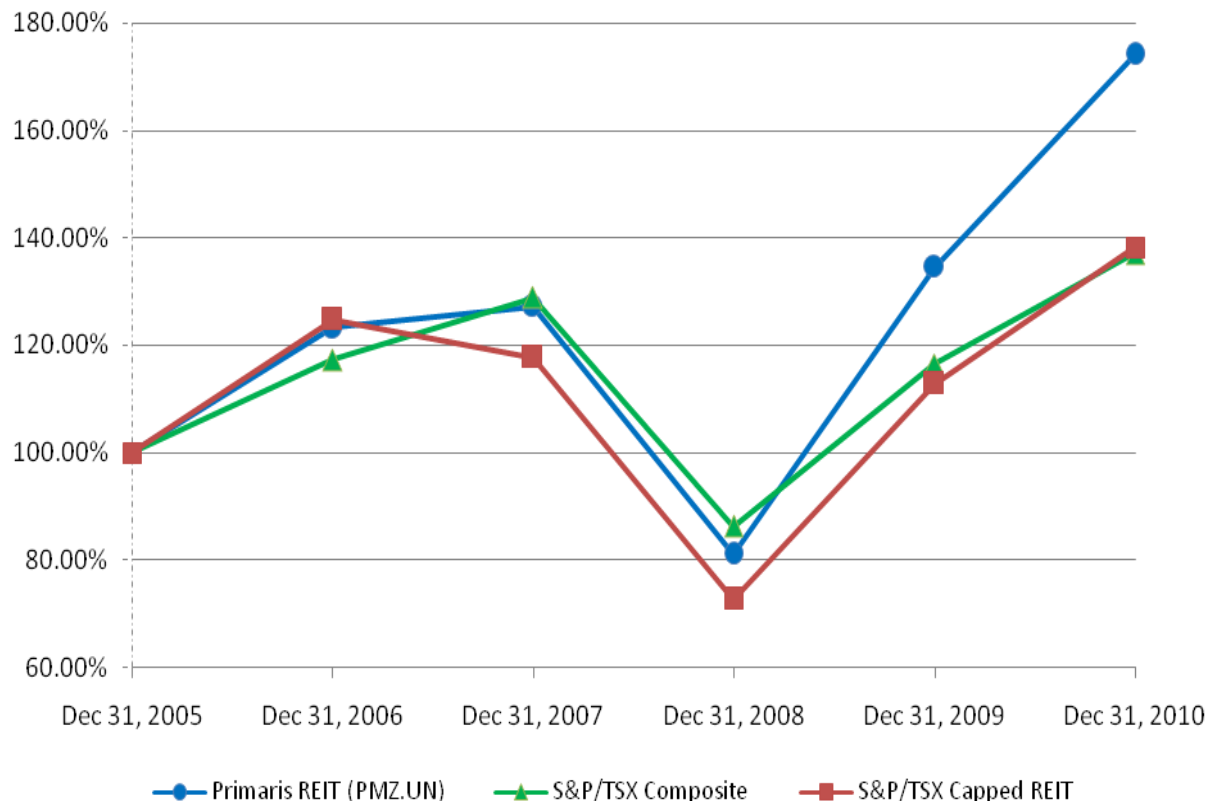
Name	Option Based Awards – value Vested during the year (\$)	Unit-based awards – value vested during the year (\$)	Non-Equity Incentive Plan compensation – Value earned during the year (\$)
John Morrison	\$223,094	\$500,000	\$512,500
Louis M. Forbes	\$381,184	0	\$197,145
Ron Perlmutter	\$9,480	0	\$79,170
Tom Falls	\$9,480	0	\$84,770
Patrick Sullivan	\$8,058	0	\$78,813

Eligible Participants

The Equity Incentive Plan is available to Trustees, Officers and employees of Primaris.

PERFORMANCE GRAPH

The Units of Primaris began trading on the TSX on July 17, 2003. The following chart compares the cumulative total Unitholder return on Primaris' Units to the TSX composite index and to the TSX Capped REIT index, each assuming reinvestment of distributions. Each assumes a \$100 investment at the close of trading on December 31, 2005.



Cumulative Unitholder Total Return (%)

	Dec 31, 2005	Dec 31, 2006	Dec 31, 2007	Dec 31, 2008	Dec 31, 2009	Dec 31, 2010
Primaris REIT (PMZ.UN)	100%	123.26%	127.17%	81.06%	134.58%	174.16%
S&P/TSX Composite	100%	117.26%	128.79%	86.28%	116.53%	137.05%
S&P/TSX Capped REIT	100%	124.73%	117.67%	72.63%	112.77%	138.26%

Source: TSX. Assumes reinvestment of distributions.

REIT Unitholders have achieved superior returns over the five year period shown in the above graph. The graph of Primaris' total Unitholder return indicates similar trends to the other equity indices shown. The data contained in this graph bears little relationship to the President and CEO's compensation over the same period as Primaris was externally managed until December 31, 2009.

FORMER MANAGEMENT CONTRACTS

Until December 31, 2009, Primaris was managed by an Asset Manager and a Property Manager. The term of both of these contracts expired on December 31, 2009. Primaris is now managed by its own management team. For the details of the expired Asset Management and Property Management Agreements, refer to the Annual Information Form for Primaris dated March 10, 2010 which is available at www.sedar.com.

INDEBTEDNESS OF TRUSTEES, OFFICERS & EMPLOYEES

None of the Trustees, officers or employees of Primaris, or any associate or affiliate of any of the Trustees, officers or employees of Primaris were indebted to Primaris at any time in 2011.

TRUSTEES AND OFFICERS LIABILITY INSURANCE

Primaris carries Trustees' and Officers' liability insurance. Under this insurance coverage, Primaris is reimbursed for payments made under indemnity provisions on behalf of its Trustees and Officers, subject to a deductible for each loss. Individual Trustees and Officers are also reimbursed for losses arising during the performance of their duties for which they are not indemnified by Primaris, subject to a deductible which is paid by Primaris. Excluded from coverage are illegal acts, acts which result in personal profit and certain other acts. The Declaration of Trust provides for the indemnification in certain circumstances, of Trustees and Officers from and against liability and costs in respect of any action or suit against them in respect of the execution of their duties of office. In the year ending December 31, 2010, Primaris paid \$92,400 in insurance premiums for Trustees and Officers for liability coverage with a limit of up to \$20 million in total.

Coverage	Limit	Premium 2010-2011	Premium 2009-2010	change
Primary Directors & Officers	\$15,000,000	\$74,900	\$74,900	0
Excess Directors & Officers	5,000,000	17,500	17,500	0
Total	20,000,000	92,400	92,400	0

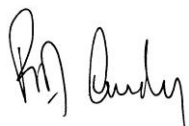
ACCESS TO INFORMATION

Current financial information about Primaris is provided in Primaris' audited consolidated financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations for the most recently completed financial year. This information and additional information relating to Primaris can be found on the SEDAR website at www.sedar.com and on Primaris' website at www.primarisreit.com.

Copies of Primaris' annual audited consolidated financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations for the most recently completed financial year may be obtained upon request from the Executive Vice President and Chief Financial Officer of Primaris Retail REIT, Dundee Place, 1 Adelaide Street East, Suite 900, Toronto, ON, M5C 2V9. Copies of the mandates for the Board and committees of the Board may also be obtained upon request from the Executive Vice President and Chief Financial Officer.

APPROVAL

The contents and distribution of this Management Information Circular to each Unitholder entitled to receive notice of the Annual and Special Meeting and to the Auditors of Primaris have been approved by the Trustees of Primaris on April 7, 2011.



Roland A. Cardy

Chair of the Board of Trustees, PRIMARIS RETAIL REAL ESTATE INVESTMENT TRUST
Toronto, Ontario, Canada

SCHEDULE "A"
RESOLUTION OF THE UNITHOLDERS OF
PRIMARIS RETAIL REAL ESTATE INVESTMENT TRUST

RE-CONFIRMATION OF EQUITY INCENTIVE PLAN

RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. The Incentive Plan as described in the Management Information Circular of the REIT dated May 12, 2008, including the amendment described therein is hereby re-confirmed; and
2. The actions of the Trustees of the REIT in adopting and approving the Incentive Plan are hereby ratified.

SCHEDULE "B"
RESOLUTION OF THE UNITHOLDERS OF
PRIMARIS RETAIL REAL ESTATE INVESTMENT TRUST

RE-CONFIRMATION OF UNITHOLDER RIGHTS PLAN

RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. The Unitholder Rights Plan adopted by the Trustees of Primaris as of March 3, 2005 made between Primaris and CIBC Mellon Trust Company, as rights agent, is hereby re-confirmed; and
2. The actions of the Trustees of Primaris in re-confirming the Unitholder Rights Plan and in executing and delivering the Unitholder Rights Plan are hereby ratified.

