



## PROREIT PROVIDES UPDATE WITH RESPECT TO THE PROPOSED TERMS OF ITS CONTEMPLATED OFFERING

November 14, 2013 - Montréal, Québec - PRO Real Estate Investment Trust (“**PROREIT**” or the “**REIT**”) (TSXV: PRV.UN) announced today that the offering price of the units of the REIT (“**Units**”) proposed to be offered to the public pursuant to a preliminary prospectus of the REIT dated October 22, 2013 (the “**Prospectus**”) is anticipated to be \$2.40 per unit (the “**Offering Price**”), for a total proposed offering of \$11.1 million (approximately \$12.8 million if the over-allotment option is exercised in full) (the “**Offering**”). Including the issuance of \$5.8 million of Class B LP Units (as defined below) to the vendors of certain properties as described below, a total of \$16.9 million (approximately \$18.6 million if the over-allotment option is exercised in full) of new equity would be issued in connection with the Offering and the closing of the acquisitions described in the Prospectus (the “**Acquisitions**”).

Vendors of certain properties that are proposed to be acquired by the REIT, as described in the Prospectus, have agreed to accept a minimum of \$5.8 million of Class B limited partnership units of PRO REIT Limited Partnership (“**Class B LP Units**”) as partial consideration for the sale of such properties, all at a price per Class B LP Unit equal to the Offering Price. Immediately following the closing of the Offering and the Acquisitions, it is expected that members of management, the board of trustees, and certain vendors will hold a 30.7% equity interest in the REIT. The Class B LP Units will be issued on a private placement basis, which is subject to regulatory approvals, including the approval of the TSX Venture Exchange.

Subject to the closing of the Offering, it is currently anticipated that the payout ratio of the REIT will be 92.9% of the REIT’s adjusted funds from operations and that the monthly cash distributions will represent an annualized distribution yield of 8.75% based on the Offering Price. It is anticipated that the first distribution will be for the period from closing of the Offering to December 31, 2013 and will be paid on or about January 15, 2014 to unitholders of record on December 31, 2013 and will be in the amount of \$0.0198 per Unit, assuming a closing of the Offering on November 26, 2013. The REIT does not currently make distributions on the Units.

The REIT intends to use the net proceeds of the Offering to fund the Acquisition, to repay certain of its indebtedness under an operating facility, and for general trust and working capital purposes.

The Offering is being made on an underwritten basis through a syndicate of underwriters led by Canaccord Genuity Corp. and including TD Securities Inc., Scotia Capital Inc., National Bank Financial Inc., Desjardins Securities Inc., GMP Securities L.P., and Dundee Securities Ltd.

The Offering is expected to close in the week of November 25, 2013 and is subject to usual closing conditions. For more information on the Offering and the proposed acquisitions, please see the REIT's preliminary short form prospectus, available on SEDAR at [www.sedar.com](http://www.sedar.com).

**A preliminary prospectus containing important information relating to the securities has been filed with securities commissions or similar authorities in each of the provinces of Canada. The preliminary prospectus is still subject to completion or amendment. Copies of the preliminary prospectus are available on SEDAR at [www.sedar.com](http://www.sedar.com) under the REIT's profile. There will not be any sale or any acceptance of an offer to buy the Units until a receipt for the final prospectus has been issued.**

The Units offered have not and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any U.S. State securities laws and may not be offered or sold, directly or indirectly, within the United States or its territories or possessions or to or for the account of any U.S. person (as defined in Regulation S under the U.S. Securities Act) other than pursuant to an available exemption from the registration requirements of the U.S. Securities Act. This press release does not constitute an offer to sell or a solicitation of an offer to buy any such securities within the United States, or its territories or possessions, or to or for the account of any U.S. person.

### **About PROREIT**

PROREIT is an unincorporated open-ended real estate investment trust established pursuant to a declaration of trust under the laws of the Province of Ontario. PROREIT was established in March 2013 to own a portfolio of diversified commercial real estate properties in Canada, with a focus on primary and secondary markets in Québec, Atlantic Canada and Ontario.

### **Forward-Looking Statements**

This news release may contain forward-looking information within the meaning of applicable securities legislation. Forward-looking information is based on a number of assumptions and is subject to a number of risks and uncertainties, many of which are beyond PROREIT's control, that could cause actual results and events to differ materially from those that are disclosed in or implied by such forward-looking information.

Forward-looking information contained in this press release includes, without limitation, statements pertaining to the proposed Offering and the closing of the acquisitions

described in the Prospectus. PROREIT's objectives and forward-looking statements are based on certain assumptions, including that (i) PROREIT will receive financing on favourable terms; (ii) the future level of indebtedness of PROREIT and its future growth potential will remain consistent with PROREIT's current expectations; (iii) there will be no changes to tax laws adversely affecting PROREIT's financing capacity or operations; (iv) the impact of the current economic climate and the current global financial conditions on PROREIT's operations, including its financing capacity and asset value, will remain consistent with PROREIT's current expectations; (v) the performance of PROREIT's investments in Canada will proceed on a basis consistent with PROREIT's current expectations; and (vi) capital markets will provide PROREIT with readily available access to equity and/or debt.

The forward-looking statements contained in this news release are expressly qualified in their entirety by this cautionary statement and the Notice Regarding Forward-Looking Statements in the Prospectus. All forward-looking statements in this press release are made as of the date of this press release. PROREIT does not undertake to update any such forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.

Additional information about these assumptions and risks and uncertainties is contained in the Prospectus under "Risk Factors", which is available on SEDAR at [www.sedar.com](http://www.sedar.com).

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

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