

# PARTNERS REAL ESTATE INVESTMENT TRUST



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Toronto, Ontario M5J 2Y1  
www.computershare.com

Security Class

Holder Account Number

Fold

Form of Proxy - Special Meeting of Unitholders of Partners Real Estate Investment Trust (the "REIT") to be held on December 10, 2018 (the "Meeting")

**This Form of Proxy is solicited by and on behalf of management of the REIT ("Management") and the Board of Trustees of the REIT (the "Board").**

## Notes to proxy

1. Every unitholder has the right to appoint some other person or company of their choice, who need not be a unitholder, to attend and act on their behalf at the Meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the unitholder.
5. **The securities represented by this proxy will be voted as directed by the unitholder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management and the Board.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the unitholder, on any ballot that may be called for and, if the unitholder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the accompanying Notice of Annual Meeting of Unitholders and Management Information Circular (collectively the "Circular") or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the Circular provided by Management and the Board.

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**Proxies submitted must be received by 1:00 p.m., Eastern Time, on December 6, 2018.**

## VOTE USING THE TELEPHONE, INTERNET OR FAX 24 HOURS A DAY 7 DAYS A WEEK!



### To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

**1-866-732-VOTE (8683) Toll Free**



### To Vote Using the Internet

- Go to the following web site: [www.investorvote.com](http://www.investorvote.com)
- **Smartphone?** Scan the QR code to vote now.



### To Vote by Fax

- Complete, sign and date the reverse hereof.
- Forward it by fax to 1-866-249-7775 for calls within Canada and the U.S. There is **NO CHARGE** for this call.
- Forward it by fax to 416-263-9524 for calls outside Canada and the U.S.



### To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting [www.investorcentre.com](http://www.investorcentre.com) and clicking at the bottom of the page.

**If you vote by telephone, internet or fax, DO NOT mail back this proxy.**

**Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

**Voting by mail, by Internet or Fax** are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this form of proxy. Instead of mailing this form of proxy, you may choose one of the other voting methods outlined above to vote.

**To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.**

## CONTROL NUMBER



### Appointment of Proxyholder

I/We, being unitholder(s) of PARTNERS REAL ESTATE INVESTMENT TRUST hereby appoint: Jane Domenico, or failing this person, C. Ian Ross.

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the unitholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Special Meeting of unitholders of the REIT to be held at the offices of McCarthy Tétrault LLP, TD Bank Tower, Toronto Dominion Centre, 53rd Floor, Toronto, Ontario M5K 1E6, on December 10, 2018 at 1:00 p.m. Eastern Time and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

**For**    **Against**

1. To consider and to vote on, with or without variation, a special resolution (the "Special Resolution"), the full text of which is set forth in Appendix "A" to the management information circular (the "Circular"), approving an amendment to the REIT's Declaration of Trust to provide the REIT's Board of Trustees with the authority, should the Board of Trustees determine to do so: (i) to sell all or substantially all of the assets of the REIT in one or more transactions at such times and on such terms and conditions as determined by the Board of Trustees, (ii) to distribute the net proceeds of any such sales to unitholders in the amounts and at the times determined by the Board of Trustees, and (iii) to wind-up, liquidate, dissolve or take any such similar action to terminate the REIT, in each case without any requirement for further unitholder approval and all as more particularly described in the Circular.

    

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### Authorized Signature(s) – This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

MM / DD / YY



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