



**MAPLEWOOD INTERNATIONAL
REAL ESTATE INVESTMENT TRUST**

NOTICE OF SPECIAL MEETING OF UNITHOLDERS

TO BE HELD ON AUGUST 13, 2018

AND

MANAGEMENT INFORMATION CIRCULAR

Dated: July 16, 2018



NOTICE OF SPECIAL MEETING OF UNITHOLDERS

NOTICE IS HEREBY GIVEN that a Special Meeting (the “**Meeting**”) of the holders of trust units (“**Unitholders**”) of Maplewood International Real Estate Investment Trust (the “**REIT**”) will be held at Miller Thomson LLP, Suite 5800, Scotia Plaza, 40 King Street West, Toronto, Ontario, M5H 3S1 on August 13, 2018 at the hour of 11:00 a.m. (Toronto time) for the following purposes:

- (a) to pass, with or without variation, a special resolution, which is set forth in Appendix “A” of the accompanying management information circular of the REIT dated July 16, 2018 (the “**Circular**”), approving: (i) the sale of the REIT’s sole investment property in the Netherlands (the “**Property**”), which comprises substantially all of the assets of the REIT, pursuant to the terms of the REIT’s amended and restated declaration of trust dated September 9, 2013 (the “**Declaration of Trust**”); and (ii) the special distribution to Unitholders of the net cash proceeds from the sale of the Property, all as more particularly described in the enclosed Circular; and
- (b) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The enclosed Circular provides additional information relating to proxies and the matters to be dealt with at the Meeting and forms part of this Notice.

The board of trustees of the REIT (the “**Board**”) has fixed July 13, 2018 as the record date for determining those Unitholders entitled to receive notice of and vote at the Meeting.

Whether or not you expect to attend the Meeting, please exercise your right to vote. Unitholders who have voted by proxy may still attend the Meeting.

Unitholders should complete, sign, date and return the enclosed form of proxy to the REIT’s transfer agent for the trust units, TSX Trust Company, in the envelope provided or otherwise, by mail or hand delivery to TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, or by facsimile at (416) 595-9593. In order to be effective, proxies must be received not later than 5:00 p.m. (Toronto time) on August 9, 2018 or, if the Meeting is adjourned or postponed, the second last business day preceding the day of any adjournment or postponement thereof. The time limit for deposit of proxies may be waived or extended by the chairman of the Meeting at his discretion without notice.

Dated at Toronto, Ontario, this 16th day of July, 2018.

BY ORDER OF THE BOARD

(signed) KURSAT KACIRA
Chief Executive Officer

CIRCULAR

This management information circular (the “Circular”) is furnished in connection with the solicitation of proxies by and on behalf of the management of Maplewood International Real Estate Investment Trust (the “REIT”) for use at the special meeting (the “Meeting”) of the holders (“Unitholders”) of trust units (“Units”) of the REIT to be held on August 13, 2018 and any adjournment or postponement thereof for the purposes set forth in the accompanying notice of Meeting (the “Notice”). It is expected that the solicitation will be primarily by mail, but proxies may also be solicited by telephone, or other personal contact, by regular employees of the REIT, without special compensation. The costs of solicitation will be borne by the REIT. The information contained herein is given as at July 16, 2018, except where otherwise indicated.

MEANING OF CERTAIN REFERENCES

References to “dollars” or “\$” are to Canadian dollars and references to “Euros” or “€” are to Euros. On July 13, 2018, the Bank of Canada exchange rate for €1.00, expressed in Canadian dollars was \$1.5361. Unless the context otherwise requires, all references hereinafter in this Circular to the “REIT” refer to Maplewood International Real Estate Investment Trust and its subsidiary entities, including Maplewood International Limited Partnership and Maplewood International Operating Limited Partnership (collectively, the “LPs”).

References to “management” in this Circular include the persons acting in the capacity of the REIT’s Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”). Any statements in this Circular made by or on behalf of management are made in such persons’ capacities as officers of the REIT and not in their personal capacities.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Circular constitute forward-looking information within the meaning of applicable securities laws. Forward-looking information may relate to the REIT’s future outlook and anticipated events or results and may include statements regarding the financial position, business strategy, budgets, projected costs, capital expenditures, financial results and taxes involving the REIT. In some cases, forward-looking information can be identified by such terms such as “may”, “might”, “will”, “could”, “should”, “would”, “occur”, “expect”, “plan”, “anticipate”, “believe”, “intend”, “estimate”, “predict”, “potential”, “continue”, “likely”, “schedule”, or the negative thereof or other similar expressions concerning matters that are not historical facts. Some of the specific forward looking statements in this Circular include, but are not limited to, statements regarding: (i) the proposed sale and completion thereof of the REIT’s sole investment property in the Netherlands (the “Property”); (ii) the net cash proceeds from the proposed sale of the Property; (iii) the net cash proceeds from such sale expected to be distributed to Unitholders, all as more particularly described in the Circular; and (iv) future plans for the REIT. See “*Sale and Special Distribution Events*” and “*Estimated Special Distribution to Unitholders*”.

Although the forward-looking statements contained in this Circular are based upon assumptions that management of the REIT believes are reasonable, and based on information currently available to management, there can be no assurance that actual results will be consistent with these forward-looking statements. Forward-looking statements necessarily involve known and unknown risks and uncertainties, many of which are beyond the REIT’s control.

The forward-looking statements made in this Circular relate only to events or information as of the date on which the statements are made. Except as required by applicable law, the REIT undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

REGISTERED UNITHOLDERS

A Unitholder is a registered Unitholder if shown on July 13, 2018 (the “Record Date”) on the list of Unitholders holding Units kept by TSX Trust Company, as registrar and transfer agent for the REIT’s Units. Certificates have been issued to registered holders which indicate the Unitholder’s name and the number of securities owned by the Unitholder. Registered Unitholders will receive with this Circular a form of proxy from TSX Trust Company representing the Units held by the registered Unitholder.

Appointment of Proxy

A form of proxy is enclosed and, whether or not you expect to attend the Meeting, please exercise your right to vote. Unitholders who have voted by proxy may still attend the Meeting. Please complete and return the form of proxy in the envelope provided. The form of proxy must be executed by the registered Unitholder or the attorney of such Unitholder, duly authorized in writing. Proxies to be used at the Meeting must be deposited with the REIT's transfer agent for the Units, TSX Trust Company, in the envelope provided or otherwise, by mail or hand delivery to TSX Trust Company, 301 – Adelaide Street West, Toronto, Ontario, M5H 4H1, or by facsimile at (416) 595-9593, not later than 5:00 p.m. (Toronto time) on August 9, 2018 or, if the Meeting is adjourned or postponed, the second last business day preceding the day of any adjournment or postponement thereof. The limit for deposit of proxies may be waived or extended by the chairman of the Meeting at his discretion without notice.

The persons named in the enclosed forms of proxy (the “**Management Proxyholders**”) are Trustees or officers of the REIT. **A Unitholder may appoint a proxyholder (who is not required to be a Unitholder), other than the Management Proxyholders, to attend and act on such Unitholder's behalf at the Meeting, either by inserting such other desired proxyholder's name in the blank space provided on the form of proxy or by substituting another proper form of proxy.**

Revocation of Proxy

A registered Unitholder who has given a proxy pursuant to this solicitation may revoke it as to any matter on which a vote has not already been cast pursuant to its authority by an instrument in writing executed by the Unitholder or by the attorney of such Unitholder authorized in writing or, if the registered Unitholder is a corporation, by a duly authorized officer or attorney thereof, and deposited either at the head office of the REIT not later than 5:00 p.m. (Toronto time) on August 9, 2018 or, if the Meeting is adjourned or postponed, the second last business day preceding any adjournment or postponement thereof at which the form of proxy is to be used or with the chairman of the Meeting on the day of the Meeting or any adjournment or postponement thereof, or in any other manner permitted by law.

NON-REGISTERED UNITHOLDERS

A holder of Units is a non-registered (or beneficial) Unitholder (a “Non-Registered Holder”) if the Unitholder's Units are registered either:

- (a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Units, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered retirement savings plans, registered retirement income funds, registered education savings plans, registered disability savings plans, tax-free savings accounts (as such terms are used in the *Income Tax Act* (Canada) and the regulations thereunder, as amended from time to time) (the “**Tax Act**”) and similar plans; or
- (b) in the name of a clearing agency (such as CDS & Co. (“**CDS**”)) of which the Intermediary is a participant.

Non-Objecting Beneficial Owners

These meeting materials are being sent to both registered and Non-Registered Holders. If you are a Non-Registered Holder, and the REIT or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding securities on your behalf. By choosing to send these materials to you directly, the REIT (and not the Intermediary holding on your behalf) has assumed responsibility for: (i) delivering these materials to you, and (ii) executing your voting instructions. Please return your voting instructions as specified in the request for voting instructions or form of proxy delivered to you.

Appointment of Proxy

In accordance with the requirements of National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer (“NI 54-101”), the REIT has distributed copies of the Notice, this Circular, and the form of proxy (collectively, the “meeting materials”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders. Intermediaries must forward the meeting materials to each Non-Registered Holder (unless the Non-Registered Holder has waived the right to receive such materials), and often use a service company (such as Broadridge Financial Solutions Inc., Canada), to permit the Non-Registered Holder to direct the voting of the Units held by the Intermediary on behalf of the Non-Registered Holder. Generally, Non-Registered Holders who have not waived the right to receive meeting materials will either:

- (a) be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Units beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with TSX Trust Company, as described above under “Registered Unitholders”; or
- (b) more typically, be given a voting instruction form which must be completed and signed by the Non-Registered Holder in accordance with the directions on the voting instruction form. Non-Registered Holders should submit voting instruction forms to Intermediaries in sufficient time to ensure that their votes are received from the Intermediaries by the REIT.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Units they beneficially own. Should a Non-Registered Holder who receives either a proxy or a voting instruction form wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the form of proxy and insert their own (or such other person’s) name in the blank space provided in the form of proxy or, in the case of a voting instruction form, follow the corresponding instructions on the form, to appoint themselves as proxy holders, and deposit the form of proxy or submit the voting instruction form in the appropriate manner noted above. **Non-Registered Holders should carefully follow the instructions on the form of proxy or voting instruction form that they receive from their Intermediary in order to vote the Units that are held through that Intermediary.**

Revocation of Proxy

A Non-Registered Holder giving a proxy may revoke the proxy by contacting his or her Intermediary in respect of such proxy and complying with any applicable requirements imposed by such Intermediary. An Intermediary may not be able to revoke a proxy if it receives insufficient notice of revocation.

VOTING OF UNITS

The Units represented by proxies or voting instruction forms will be voted or withheld from voting in accordance with the instructions of the Unitholder on any ballot that may be called for and, if the Unitholder specifies a choice with respect to any matter to be acted upon at the Meeting, Units represented by properly executed proxies or voting instruction forms will be voted accordingly.

If no choice is specified by a Unitholder with respect to the appointment of a proxyholder and to any matter to be acted upon at the Meeting, the Units represented by such Unitholder’s proxy or voting instruction form will be voted by the persons named in the enclosed form of proxy FOR the Sale and Special Distribution Resolution (as defined below).

The REIT’s registrar and transfer agent for the Units, TSX Trust Company, will serve as independent scrutineer for the Units at the Meeting, and will tabulate all votes cast by Unitholders at the Meeting.

EXERCISE OF DISCRETION BY PROXY

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments to matters identified in the Notice and with respect to such other matters as may properly come before

the Meeting or any adjournment or postponement thereof. At the date of this Circular, the Trustees and management of the REIT are not aware of any amendments or other matters to come before the Meeting other than the matters referred to in the Notice. With respect to amendments to matters identified in the Notice or other matters that may properly come before the Meeting or any adjournment or postponement thereof, Units represented by properly executed proxies will be voted by the persons so designated in their discretion.

VOTING AT MEETING AND QUORUM

Unless otherwise required by law or the Declaration of Trust, any matter coming before the Meeting or any adjournment or postponement thereof shall be decided by the majority of the votes duly cast in respect of the matter by Unitholders entitled to vote thereon.

The Board has fixed the Record Date for the purpose of determining which Unitholders are entitled to receive the Notice and vote at the Meeting or any adjournment or postponement thereof, either in person or by proxy. No person acquiring Units after that date shall, in respect of such Units, be entitled to receive the Notice and vote at the Meeting or any adjournment or postponement thereof.

As of the Record Date, the REIT had 5,980,037 outstanding Units, each carrying the right to one vote per Unit at the Meeting, and no outstanding Special Voting Units. The Units are listed on the TSX Venture Exchange (the “TSXV”) under the symbol “MWI.UN”.

The quorum at the Meeting or any adjournment or postponement thereof (other than an adjournment for lack of quorum) shall be two or more individuals present in person or represented by proxy representing in the aggregate not less than 10% of the total number of outstanding Units on the Record Date.

PRINCIPAL HOLDERS OF UNITS

To the knowledge of the Trustees and management of the REIT, as of the Record Date, no person or company beneficially owned, or controlled or directed, directly or indirectly, Units carrying 10% or more of the votes attached to the outstanding Voting Units of the REIT, other than: Mr. Kursat Kacira, who owns 784,958 Units, representing approximately 13.1% of the outstanding Units; Mr. Nick Kanji, who owns 840,624 Units, representing approximately 14.1% of the outstanding Units; Mr. Jamie Wentzell, who owns 992,863 Units, representing approximately 16.6% of the outstanding Units; and Mr. Oswald Pedde, who owns 684,507 Units, representing approximately 11.4% of the outstanding Units.

MATTERS TO BE ACTED UPON

Background

The REIT was founded in 2013 with a distinct vision for establishing a Canadian-based growth-oriented international real estate investment trust to pursue the then historic investment opportunities that were surfacing in the European commercial real estate market. Notwithstanding that Europe was becoming the epicentre of global private institutional real estate investing, attracting the world’s greatest share of inter-regional net capital flows, the opportunities remained very limited for Canadian public investors to participate in this phenomenon. The REIT was uniquely positioned to provide European commercial real estate investment exposure to these investors, through a scalable and tax-efficient cross-border operating platform, with best-in-class governance and managed by principals with a 20-year track record of building publicly listed real estate companies in Canada and Europe, ultimately valued at more than \$6 billion in aggregate. Furthermore, the REIT was poised to grow rapidly within its initial target market of the Netherlands, with a substantial identified acquisition pipeline concentrated on high-quality long-term leased income producing properties, producing superior risk-adjusted investment returns.

Despite the foregoing, the REIT has consistently faced a highly challenging environment in Canada to attract the public equity capital necessary to execute on its growth-oriented business plan. The Board believes that the REIT will continue to face such challenges as the public equity capital raising conditions in Canada remain depressed in the foreseeable future for small growth-oriented international real estate issuers like the REIT. Furthermore, given the small size of the REIT’s existing asset base, the Board believes that the REIT will continue to suffer from diseconomies of scale (the fixed costs of the REIT, including, among others, the costs of professional management, maintaining a listing on the TSXV and complying with the requisite disclosure obligations under

applicable securities laws, are allocated over the small asset base of the REIT), which will continue to severely limit the ability of the REIT to explore any other growth initiatives.

As a result of these factors, the Board has unanimously determined that the sale of the Property (the “Sale Transaction”) and the special distribution to Unitholders of the net cash proceeds from the sale of Property (the “Special Distribution”, and together with the Sale Transaction, the “Sale and Special Distribution Events”) are in the best interests of the Unitholders, and currently represents the best course of action to provide them with the maximum value and liquidity for their Units.

Sale and Special Distribution Events

As part of the REIT’s on-going value maximization process as approved by the Board, the REIT retained a Dutch real estate advisory firm (the “**Advisor**”) to assist the REIT with the Sale Transaction. After an extensive marketing process managed by the Advisor, the REIT executed on July 4, 2018, a non-binding, conditional purchase offer on the Property in the amount of €7,300,000 (the “**Purchase Offer**”) with an arm’s length European real estate private equity firm (the “**Proposed Purchaser**”). The Purchase Offer, which is fully financed and all cash, is principally conditional on the Proposed Purchaser’s due diligence on the Property, for which the Proposed Purchaser has been granted an exclusivity period of two months. Subject to the Proposed Purchaser waiving its due diligence condition, the REIT expects to negotiate and execute a binding purchase and sale agreement with the Proposed Purchaser (the “**Purchase Agreement**”) in due course.

Conditional upon the completion of the Sale Transaction, the Board believes that the Special Distribution is necessary and desirable to provide Unitholders with liquidity for their Units, expeditiously and in the most cost efficient manner possible. The Sale Transaction, upon closing, would monetize substantially all of the assets of the REIT, thereby providing substantially all of the cash available to the REIT to be distributed as part of the Special Distribution, after the liabilities and obligations of the REIT, including the costs associated with the Sale and Special Distribution Events, have either been discharged or provided for. Further information regarding the expected available cash that will be distributed to Unitholders following the completion of the Sale Transaction is set out below under the heading “*Estimated Special Distribution to Unitholders.*”

Approval of the Sale and Special Distribution Events

At the Meeting, Unitholders are being asked to consider the approval of the Sale and Special Distribution Events. Unitholders will be asked to pass, with or without variation, the resolution (the “**Sale and Special Distribution Resolution**”) set out in Appendix “A” of the Circular, approving the Sale and Special Distribution Events. In accordance with subsection 13.3(e) of the Declaration of Trust, the Sale and Special Distribution Resolution must be approved by at least 66⅔% of the votes cast by Unitholders present in person or represented by proxy at the Meeting. The approval of the Sale and Special Distribution Resolution will also constitute approval pursuant to subsection 5.14(c) of Policy 5.3 of the TSXV, as the sale of the Property constitutes more than 50% of the REIT’s assets.

The property transaction market is highly competitive in the Netherlands, with property sellers typically seeking offers from the most prominent, experienced and well-funded real estate private equity firms for greater transaction success, and with such firms typically seeking to acquire larger size properties for more efficient deployment of their capital. Given the foregoing and considering the small size of the Property, the REIT believes that it will be necessary and advisable for the REIT to be in a position to be able to negotiate and execute a binding purchase and sale agreement expeditiously. Accordingly, in the event that the Sale Transaction cannot be completed with the Proposed Purchaser, the Sale and Special Distribution Resolution also provides for the authorization and approval, for a period of twenty-four months from the date of the Meeting, for the sale of the Property to any arm’s length purchaser for a price of not less than €6,750,000, subject to any due diligence adjustments proposed by that purchaser and accepted by the REIT in its sole discretion, and subject to customary closing adjustments, on terms that the REIT deems advisable and acceptable in its sole discretion.

In the event that the Sale and Special Distribution Resolution is not passed by a sufficient number of eligible votes at the Meeting, the Sale and Special Distribution Events will not be completed and the REIT will continue to operate in the same manner as it presently does.

The Officers and Trustees, who collectively hold approximately 35.3% of the Units, have confirmed to the REIT, in writing, that they intend to vote FOR the Sale and Special Distribution Resolution.

Recommendation

The Board has unanimously approved the Sale Transaction and the Special Distribution, and has determined that the Sale and Special Distribution Events are in the best interests of Unitholders. Accordingly, the Board recommends that Unitholders vote FOR the Sale and Special Distribution Resolution.

Other Consequences of the Sale and Special Distribution Events

The completion of the Sale and Special Distribution Events will also result in the following:

Termination of Certain Employment Relationships

Upon completion of the Sale and Special Distribution Events, the employment of the Chief Financial Officer (the “**CFO**”) will be terminated without “just cause” by the REIT. Accordingly, the REIT will be responsible for severance obligations with respect to the CFO. The CFO is entitled to receive a severance payment upon the termination of her employment without “just cause” following a “change of control” (such entitlement also applies if the CFO resigns for “good reason” or if the CFO resigns at her sole discretion within a period of twelve months from the “change of control”). The Sale Transaction constitutes a “change of control” as defined under CFO’s employment agreement dated September 9, 2013 (the “**CFO Employment Agreement**”). In accordance with the CFO Employment Agreement, the CFO is entitled to receive from the REIT a one-time severance payment of \$190,000, payable in cash. The amount of the severance obligation payable by the REIT to the CFO is included in the estimated transaction costs in the calculation of the estimated special distribution to Unitholders. Following her termination, the CFO has agreed to continue providing her services to the REIT as Chief Financial Officer on a monthly consulting basis for an initial period of three months, extendible thereafter on a month-to-month basis as mutually agreed, based on a monthly remuneration as mutually agreed.

Future Plans

The REIT intends to continue operating for the foreseeable future, with a view to identifying new real estate investment opportunities. The REIT expects that it will have sufficient working capital to continue operating in this manner. Additionally, the REIT may consider strategic alternatives including, but not limited to, a merger, reorganization, privatization, change of business, reverse takeover, or any other such alternative, all of which would likely require Unitholder and regulatory approvals, respectively.

ESTIMATED SPECIAL DISTRIBUTION TO UNITHOLDERS

Sale Transaction

The table below sets out the REIT's current estimate of the net cash proceeds from the Sale Transaction based on a combination of actual and estimated liabilities and costs. All amounts are expressed in Euros and in thousands.

The actual net cash proceeds from the Sale Transaction will vary from this estimate and may be significantly lower.

Purchase price for the Property ⁽¹⁾	€7,300.0
Less:	
Estimated mortgages	(€3,550.0)
Estimated transaction costs	(€160.0)
Estimated capital gain tax	(€170.0)
Estimated net cash proceeds from the Sale Transaction	€3,420.0

(1) As per the Purchase Offer, subject to any due diligence adjustments proposed by the Proposed Purchaser and accepted by the REIT in its sole discretion, and subject to customary closing adjustments, on terms that the REIT deems advisable and acceptable in its sole discretion.

Special Distribution

The table below sets out the REIT's current estimate for the Special Distribution based on the estimated net cash proceeds from the Sale Transaction and a combination of actual and estimated liabilities and costs. All amounts are expressed in Canadian dollars and in thousands, except for per Unit amounts. All amounts that are converted from Euros to Canadian dollars are done so at the Bank of Canada exchange rate of 1.5361 (\$/€) on July 13, 2018.

The actual amount of the Special Distribution will vary from this estimate and may be significantly lower. The actual exchange rate used for converting the net cash proceeds from the Sale Transaction in Euros to Canadian dollars will likely vary from that used for purposes of this table and may be significantly lower.

Estimated net cash proceeds from the Sale Transaction	\$5,250.0
Less:	
Estimated net liabilities of the REIT	(\$80.0)
Estimated transaction costs	(\$220.0)
Estimated Special Distribution to Unitholders	\$4,950.0
Estimated Special Distribution per Unit ⁽²⁾	\$0.83

(2) Based on 5,980,037 outstanding Units as at the date of the Circular.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The following summary fairly presents, as of the date hereof, the principal Canadian federal income tax considerations under the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the “**Tax Act**”) arising in respect of the Special Distribution. This summary is generally applicable to a Unitholder who, for purposes of the Tax Act and at all relevant times, is or is deemed to be a resident of Canada, deals at arm’s length with, and is not affiliated, with the REIT, and holds their Units as capital property. Generally, Units will be considered to be capital property to a Unitholder provided such Unitholder does not hold Units in the course of carrying on a business of trading or dealing in securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary is not applicable to a Unitholder (i) that is a “financial institution” for purposes of the “mark-to-market rules” in the Tax Act, (ii) that is a “specified financial institution” (as defined in the Tax Act); (iii) an interest in which is a “tax shelter investment” (as defined in the Tax Act); (iv) that has elected to report its “Canadian tax results” (as defined in the Tax Act) in a currency other than Canadian currency; or (iv) that has entered into or will enter into a “derivative forward agreement” (as defined in the Tax Act) with respect to Units. Any such Unitholders should consult their own tax advisors.

This summary is of a general nature and is based upon the facts set out in this Circular, the provisions of the Tax Act in force, or proposed, at the date hereof and an understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency (the “**CRA**”) made publicly available prior to the date hereof (the “**Tax Proposals**”). This summary takes into account the Tax Proposals and assumes that the Tax Proposals will be enacted as proposed but no assurances can be given that the Tax Proposals will be enacted in their current form or at all. This summary does not otherwise take into account or anticipate any changes in law or in the administrative policies and assessing practices of the CRA, whether by legislative, governmental or judicial decision or action, and does not take into account any provincial, territorial or foreign tax legislation or considerations, which may differ significantly from those discussed in this Circular. Modification to or amendment of the Tax Act could significantly alter the tax implications of the Special Distribution on Unitholders.

This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to the Special Distribution. Moreover, the income and other tax consequences of the Special Distribution may vary depending on the Unitholder’s particular circumstances, including the province(s) in which the Unitholder resides or carries on business. Accordingly, this summary is of a general nature only and is not intended to be, nor should it be, construed to be legal or tax advice or representations to any Unitholder. Unitholders should consult their own tax advisers for advice with respect to the tax consequences to them of the Special Distribution based on their particular circumstances.

For the purposes of this summary, a reference to the “REIT” is a reference to Maplewood International Real Estate Investment Trust and is not a reference to any entity whose shares, units or other interests may be held directly or indirectly by Maplewood International Real Estate Investment Trust, including the LPs.

Status of the REIT

This summary assumes that the REIT currently qualifies as a “mutual fund trust” under the Tax Act and will continue to so qualify at all relevant times for purposes of this summary. If the REIT were to not qualify as a mutual fund trust at such times, the income tax considerations described below would in some respects be materially and adversely different.

Taxation of the REIT

The taxation year of the REIT is the calendar year. In each taxation year, the REIT will generally be subject to tax under the Tax Act on any taxable income (including net realized taxable capital gains from dispositions of property and the REIT’s allocated share of the income from underlying partnerships for the fiscal period of such underlying partnerships ending in, or coincident with, the year-end of the REIT), less the portion thereof that it deducts in respect of the amounts paid or payable, or deemed to be paid or payable, in the year to the Unitholders.

In computing its income, the REIT may generally deduct reasonable administrative costs and other reasonable expenses incurred by it for the purpose of earning income, as well as a portion of any reasonable

expenses incurred to issue Units, subject to the relevant provisions of the Tax Act. Losses incurred by the REIT cannot be allocated to the Unitholders but may generally be deducted by the REIT in future years in computing its taxable income, subject to the relevant provisions of the Tax Act.

The REIT's Declaration of Trust generally requires the REIT to distribute to the Unitholders in each year, its net income and net realized capital gains to such an extent that the REIT will not be liable in any year for income tax under Part I of the Tax Act, after taking into account any capital gains refund to which the REIT may be entitled for such year. Income of the REIT payable to the Unitholders will generally be deductible by the REIT in computing its taxable income.

Taxation of Unitholders

Distributions

A Unitholder will generally be required to include in income for a particular taxation year the portion of the net income of the REIT determined for purposes of the Tax Act for the taxation year ending on or before the particular taxation year-end of the Unitholder, including net realized taxable capital gains, that is paid or payable, or deemed to be paid or payable, to the Unitholder in the particular taxation year (and the REIT deducts in computing its income). Any loss of the REIT for purposes of the Tax Act cannot be allocated by the REIT to, or treated as a loss of, a Unitholder.

Provided that the appropriate designations are made by the REIT, such portion of the net taxable capital gain of the REIT as is paid or payable to a Unitholder will effectively retain its character and be treated as such in the hands of the Unitholder for purposes of the Tax Act.

A Unitholder that is a "Canadian-controlled private corporation" (as defined in the tax Act) may be liable to pay an additional refundable tax on its "aggregate investment income" for the year, which will include an amount in respect of taxable capital gains.

The non-taxable portion of any net realized capital gains of the REIT that is paid or payable, or deemed to be paid or payable, to a Unitholder in a taxation year will not be included in computing the Unitholder's income for the year and will not reduce the adjusted cost base of such Unitholder's Units. Any other amount in excess of the net income and net taxable capital gains of the REIT that is paid or payable, or deemed to be paid or payable, by the REIT to a Unitholder in a taxation year will not generally be included in the Unitholder's income for the year and will reduce the adjusted cost base of its Units by the portion of any such amount paid or payable to such Unitholder. To the extent that the adjusted cost base of a Unit would otherwise be less than zero, the negative amount will be deemed to be a capital gain realized by the Unitholder from the disposition of the Units and will be added to the adjusted cost base of the Units.

The REIT intends to designate in respect of the Special Distribution as net taxable capital gains paid to the Unitholders the taxable portion of any net realized capital gains arising from the Sale Transaction. In the event that the full amount of such net taxable capital gains cannot be so designated under the Tax Act, the relevant portion of the Special Distribution will be treated as a return of capital on the Units. A Unitholder will generally be required to include in income the net income of the REIT, including net realized taxable capital gains, that is included in the Special Distribution as described above. A Unitholder will be required to reduce its adjusted cost base of its Units by any portion of the Special Distribution received by such Unitholder that is treated as a return of capital. Unitholders should consult their own tax advisers for advice with respect to the tax consequences to them of the Special Distribution based on their particular circumstances.

Alternative Minimum Tax

A Unitholder may have an increased liability for alternative minimum tax as a result of net income of the REIT paid or payable, or deemed to be paid or payable, to the holder and that is designated as net taxable capital gains.

CERTAIN DUTCH TAX CONSEQUENCES

The following Dutch tax consequences are based upon the relevant provisions of the Dutch Corporate Income Tax Act 1969 (“**DCITA**”), Dutch Personal Income Tax Act 2001 (“**DPITA**”), Dutch Real Estate Transfer Tax Act 1970 (“**DRETTA**”) and its legislative history, judicial decisions, current administrative rulings and practices and other relevant materials, all as in effect on April 30, 2013. Dutch law may be amended or revoked at any time and any changes may or may not be retroactive with respect to the transactions entered into or contemplated prior to the date thereof and could cause the Dutch tax consequences to be or become incorrect, in whole or in part. There is and can be no assurance that such legislative, judicial or administrative changes will not occur in the future. The Dutch tax consequences do not contain to any new legislation which is not yet approved by the requisite authorities.

Maplewood International Holdings B.V.

Maplewood International Holdings B.V. was established in the Netherlands where its statutory seat and place of effective management is situated. Maplewood International Holdings B.V. is considered a domestic tax resident for Dutch tax purposes. Maplewood International Holdings B.V. holds the legal ownership of the Dutch Property, where the beneficial ownership of the Initial Property is held by Maplewood Operating LP.

Maplewood Operating LP

Maplewood Operating LP is considered a foreign tax resident for Dutch tax purposes with respect to the Dutch real estate it holds. Branches of foreign corporate entities are, in general, only subject to Dutch corporate income tax for certain categories of Dutch source income, such as Dutch real estate or a Dutch permanent establishment. Upon sale of the Dutch real estate, Maplewood Operating LP will be subject to Dutch corporate income tax to the extent of its taxable income for the period to date of sale. Taxable income will be computed in accordance with Dutch tax laws based on net operating profit (loss) for the period to date of sale, as well as any capital gain on disposition of the real estate. “Taxable profit” is defined as profit less deductible expenses and allowances. No distinction is made between trading income and capital gains, both are included in a company’s profit-and-loss account; hence both are included in taxable profit. The corporate income tax rate amounts to 25%, with a 20% rate on the first bracket (taxable profit up to an amount of €200,000). Any Dutch corporate income tax payable for the period to date of sale will be allocated pro-rata to unitholder of Maplewood Operating LP for foreign tax credit purposes.

INDEBTEDNESS OF TRUSTEES AND EXECUTIVE OFFICERS

No Trustees, executive officers or Nominees (or any associates thereof) are indebted to the REIT and the REIT has not guaranteed or otherwise agreed to provide assistance in the maintenance or servicing of any indebtedness of any Trustee, executive officer or Nominee (or any associates thereof).

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Other than the severance payment discussed above under the heading “*Matters to be Acted Upon – Other Consequences of the Sale and Special Distribution Events – Termination of Certain Employment Relationships*,” there are no material interests, direct or indirect, by way of beneficial ownership of securities or otherwise, of any Trustee, executive officer of the REIT or Nominee, any Unitholder that beneficially owns, or controls or directs, (directly or indirectly) more than 10% of the Units of the REIT, or any associate or affiliate of any of the foregoing persons, in any matter to be acted upon at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

There are no material interests, direct or indirect, of any Trustee, executive officer of the REIT or Nominee, any Unitholder that beneficially owns, or controls or directs, (directly or indirectly) more than 10% of the Units of the REIT, or any associate or affiliate of any of the foregoing persons, in any completed transaction since the commencement of the REIT’s most recently completed financial year or proposed transaction of the REIT that has materially affected or would materially affect the REIT or any of its subsidiaries.

ADDITIONAL INFORMATION

Additional information relating to the REIT can be found on SEDAR at www.sedar.com. Additional financial information is provided in the REIT's audited consolidated financial statements and management's discussion and analysis for the REIT's most recently completed financial year. Copies of the audited consolidated annual financial statements of the REIT as at and for the year ended December 31, 2017, and related management's discussion and analysis may be obtained without charge by writing to the CFO at 2425 Matheson Blvd East, Suite 791, Mississauga, Ontario, L4W 5K4.

APPROVAL OF THE TRUSTEES

The contents and the sending of this Circular have been approved by the Board.

DATED July 16, 2018

BY ORDER OF THE BOARD

(signed) KURSAT KACIRA
Chief Executive Officer

APPENDIX “A”

SALE AND SPECIAL DISTRIBUTION RESOLUTION

SPECIAL RESOLUTION OF THE UNITHOLDERS OF THE REIT

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The sale of all or substantially all of the assets of the REIT is hereby approved pursuant to subsection 13.3(e) of the amended and restated declaration of trust of the REIT dated September 9, 2103 (the “**Declaration of Trust**”);
2. The REIT is hereby authorized to enter into a binding purchase and sale agreement to sell the REIT’s sole investment property in the Netherlands (the “**Property**”) pursuant to a non-binding, conditional purchase offer with an arm’s length proposed purchaser (the “**Proposed Purchaser**”) for a price of €7,300,000 (the “**Sale Transaction**”), subject to any due diligence adjustments proposed by the Proposed Purchaser and accepted by the REIT in its sole discretion, and subject to customary closing adjustments, on terms that the REIT deems advisable and acceptable in its sole discretion, and to enter into such other agreements and do such other things as may be required to effect the Sale Transaction;
3. In the event the REIT is unable to complete the sale of the Property to the Proposed Purchaser, the REIT is hereby authorized, for a period of twenty-four months from the date of the Meeting, to enter into a binding purchase and sale agreement to sell the Property to any arm’s length purchaser, for a price of not less than €6,750,000, subject to any due diligence adjustments proposed by that purchaser and accepted by the REIT in its sole discretion, and subject to customary closing adjustments, on terms that the REIT deems advisable and acceptable in its sole discretion, and to enter into such other agreements and do such other things as may be required to effect that sale transaction;
4. Subject to the completion of the Sale Transaction with the Proposed Purchaser or with such other purchaser as provided above, the trustees of the REIT (the “**Trustees**”) are hereby authorized, in their sole discretion, to declare and pay a special distribution to Unitholders represented by the net cash proceeds from the Sale Transaction, less such amounts determined by the Trustees, including estimated net liabilities of the REIT and estimated transaction costs (the “**Special Distribution**”);
5. The Trustees are hereby authorized to make all such amendments, if any, to the Declaration of Trust as are in the opinion of such trustees, in their sole discretion, necessary or desirable to give effect to the foregoing resolution; and
6. Any Trustee or officer of the REIT is hereby authorized and directed to execute and deliver in the name of and on behalf of the REIT, all such certificates, instruments, agreements and other documents and do all such other acts and things as in the opinion of such person may be necessary or desirable in order to give effect to the foregoing resolution.

