



COMINAR REAL ESTATE INVESTMENT TRUST

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This circular is submitted in connection with the solicitation of proxies by or on behalf of management of Cominar Real Estate Investment Trust (the "**REIT**") for use at the annual meeting (the "**Meeting**") of Unitholders (the "**Unitholders**") of the REIT to be held on Wednesday, May 10, 2000 in the Outremont room at the "Hilton Montreal Bonaventure" hotel, 1, Bonaventure Place, Montreal, Quebec, at 11:00 a.m. (Montreal time), and any adjournment thereof for the purposes set forth in the accompanying notice of the Meeting (the "**Notice**"). It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally or by telephone, fax or other electronic means, by the Trustees, officers or other employees of the REIT. The costs of solicitation if any, will be borne by the REIT. Except as otherwise stated, the information contained herein is given as of March 15, 2000.

Enclosed with this information circular and the attached Notice is a copy of the 1999 Annual Report of the REIT and a form of proxy for use in connection with the Meeting.

APPOINTMENT AND REVOCATION OF PROXIES

If it is not your intention to be present in person at the Meeting, you are asked to complete and return the form of proxy enclosed. The proxy must be executed by the 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, General Trust of Canada, 1100 University street, 9th floor, Montreal, (Quebec), H3B 2G7, or to the head office of the REIT, 455 Marais street, Vanier (Quebec), G1M 3A2, not later than 5:00 p.m. (Montreal time), Tuesday, on May 9, 2000 or, if the Meeting is adjourned, the last business day preceding the day of any adjournment thereof.

The persons named in the enclosed form of proxy are Trustees and officers of the REIT. A Unitholder may appoint a proxyholder other than any person designated in the form of proxy, to attend and act on such Unitholder's behalf at the Meeting, either by inserting such other desired proxyholder's name in the space provided on the form of proxy and deleting the names printed thereon or by substituting another form of proxy.

A proxy given by a Unitholder for use at the Meeting may be revoked at any time prior to its use. A proxy may be revoked by an instrument in writing executed by the Unitholder or by his or her attorney in writing; if the Unitholder is a corporation, the revocation must be executed by an officer duly authorized in writing or, if the Unitholder is an association, by an attorney duly authorized in writing, and deposited with the REIT's transfer agent at any time up to and including the last business day preceding the Meeting or any adjournment thereof at which the proxy is to be used or with the Chairman of the Meeting on the date of the Meeting or any adjournment thereof, and upon either of such deposits, the proxy is revoked.

VOTING OF UNITS

Units represented by proxies will be voted or withheld from voting as specified 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 will be voted accordingly. If no specification is made to withhold the said units from voting, a proxyholder will vote the units for (i) the election of the persons to be nominated by management as "Independent Trustees" of the REIT and, (ii) the appointment of auditors and the authorization of the Trustees to fix the remuneration of the auditors, all as described in this circular. If a choice to the contrary is not specified by a Unitholder, such units will be voted in favour of such matters. The Trustees know of no matters to come before the Meeting, other than the matters referred to in the Notice of Meeting. However, if any other matters which are not known to the Trustees should properly come before the Meeting, the units represented by the proxies in favour of proxyholder will be voted on such matters in accordance with the best judgment of proxyholder.

VOTING AT MEETING AND QUORUM

On March 15, 2000, fourteen million five hundred one thousand one hundred and three (14,501,103) units of the REIT were issued and outstanding. Each unit entitles its holder to one vote at Meetings of Unitholders of the REIT. Holders of units of record at the close of business on March 31, 2000, the record date established for Notice of Meeting, will be entitled to vote at the Meeting, or any adjournment thereof, either in person or by proxy.

Unless otherwise required in the Contract of Trust (the "**Contract of Trust**"), every question coming before the Meeting or any adjournment thereof shall be decided by the majority of the votes duly cast on the question. The quorum at the Meeting or any adjournment thereof shall consist of at least two (2) individuals present in person, each of whom is a Unitholder or a proxyholder representing a Unitholder, and who hold or represent by proxy not less than 25% of the total number of outstanding units.

PRINCIPAL HOLDERS OF UNITS

To the knowledge of the Trustees and officers of the REIT, there is no beneficial owner of, nor any person who exercises control or direction over, units carrying more than 10% of the votes attached to the outstanding units of the REIT, except:

Unitholder	Approximate number of units beneficially owned or over which control or direction is exercised	Approximate percentage of outstanding units
AM Total Investments (GP) ⁽¹⁾	6,407,400	44.18
CDS & Co.	8,093,703	55.82
NOTE: (1) The units of “AM Total Investments (GP)”, previously known as “Cominar (senc)” are indirectly held by members of the Dallaire family of Quebec.		

ELECTION OF “INDEPENDENT TRUSTEES”

The Contract of Trust provides that the assets and operations of the REIT will be subject to the control and authority of a minimum of nine (9) and a maximum of eleven (11) Trustees (including the “Cominar Trustees” and the “Independent Trustees”, such as defined under the heading "Corporate Governance".)

Presently, there are nine (9) Trustees of the REIT. Of this number, four (4) were appointed by "Groupe Cominar Inc." (presently known as “Groupe Financier Alpha (GFA) Inc.”), namely Jules Dallaire, Michel Berthelot, Michel Dallaire and Michel Paquet; and two (2) of the “Independent Trustees”, namely Yvan Caron and Ghislaine Laberge shall hold office for a term expiring at the close of the 2000 Annual Meeting of Unitholders. Consequently, only three (3) “Independent Trustees”, namely Robert Després, Pierre Gingras and Richard Marion, whose respective terms expire at the close of the 1999 Annual Meeting of Unitholders, will be nominated by management for election as “Independent Trustees” at the Meeting.

It is the intention of the persons named in the enclosed form of proxy for use at the Meeting intend to vote in favour of the election of Robert Després, Pierre Gingras and Richard Marion as “Independent Trustees”, to hold office until the close of the 2001 Annual Meeting of Unitholders, or until their successors are duly elected or appointed in accordance with the Contract of Trust. Management does not contemplate that any of such nominees will be unable to serve as “Independent Trustees” but, if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy will vote for another nominee as management may recommend unless the Unitholder has specified in the form of proxy that his units are to be withheld from voting in the election of “Independent Trustees”.

The following table sets forth informations of such three (3) nominees as “Independent Trustees”, the names of each current Trustee, all other positions and offices with the REIT currently held by them, their principal occupations and their employment during the last five (5) years, the year they first became Trustees of the REIT and the approximate number of units of the REIT they have advised are beneficially owned, directly or indirectly, by them or over which they exercise control or direction as of the date of this circular.

Name, Municipality of residence and office	Principal occupation	Year first became a Trustee	No. of units of the REIT beneficially owned or over which control or direction is exercised ⁽¹⁾
JULES DALLAIRE Charlesbourg (Quebec) Cominar Trustee, President and Chief Executive Officer	President and Chief Executive Officer of the REIT	1998	---
MICHEL BERTHELOT, c.a. Cap-Rouge (Quebec) Cominar Trustee, Executive Vice- President and Chief Financial Officer	Executive Vice-President and Chief Financial Officer of the REIT	1999	4,400
MICHEL DALLAIRE, eng. ⁽²⁾ Beauport (Quebec) Cominar Trustee, Executive Vice- President, Operations	Executive Vice-President, Operations of the REIT	1998	6,428,100 ⁽⁴⁾
Me MICHEL PAQUET Sainte-Foy (Quebec) Cominar Trustee, Executive Vice- President, Legal Affairs and Secretary	Executive Vice-President, Legal Affairs and Secretary of the REIT	1998	8,500
YVAN CARON ⁽²⁾⁽³⁾ Quebec (Quebec) Independent Trustee	Director of «Place Desjardins inc.»	1998 ⁽⁵⁾	---
ROBERT DESPRÉS, o.c. ⁽²⁾ Quebec (Quebec) Independent Trustee	Chairman of the Board of «Alliance Forest Products inc.»	1998	10,000
PIERRE GINGRAS ⁽³⁾ Ste-Pétronille Ile d'Orléans (Quebec) Independent Trustee	President of « Placements Moras inc.», director of «Impérial, Life Insurance» and Director of «Fédération des caisses populaires Desjardins de Québec»	1998	42,000
GHISLAINE LABERGE ⁽³⁾ Verdun (Quebec) Independent Trustee	Consultant in real estate investments, Director of «Cadim inc.», «Hypothèques CDPQ inc.» and «Cadev inc. », members of the group of «Caisse de dépôt et placement du Québec»	1998 ⁽⁵⁾	---
RICHARD MARION Dollard-des-Ormeaux (Quebec) Independent Trustee	President of «Actigest inc.» and General Manager of «Société en commandite immobilière Solim»	1998	---
NOTES : (1) Individual Trustees have furnished information as to units beneficially owned by them or over which they exercise control or direction. (2) Member of the Audit Committee. (3) Member of Compensation and Governance Committee. (4) Comprises 6,407,400 units of the REIT held by “AM Total Investments (GP)”, previously known as “Cominar (senc)”. The units held by “AM Total Investments (GP)” are indirectly held by members of the Dallaire Family of Quebec. (5) Will hold office as “Independent Trustees” for a term expiring at the close of the 2000 Annual Meeting of Unitholders .			

Each of the Trustees listed above has held his principal occupation for at least five (5) preceding years, except: (i) Michel Berthelot who, from January 1997 to January 1999, was President of "Michel Berthelot and Associates inc." and prior to 1997, was Vice-President and General Manager of "Forkem inc.", a manufacturer and distributor of industrial and commercial sanitary products.

Management of the REIT and Trustees as a group (6 persons), owned beneficially 95,600 units or exercised control or direction over 6,417,400 units, or approximately 44.9% of the outstanding units as of March 15, 2000.

REMUNERATION OF TRUSTEES

A person who is employed by and receives a salary from the REIT does not receive any remuneration from the REIT for serving as a Trustee. Trustees who were not so employed received remuneration in the amount of eight thousand dollars (\$8,000) and five hundred dollars (\$500.00) for each meeting of Trustees attended by the Trustee. Each "Independent Trustee", as members of the Audit Committee and Compensation and Governance Committee have received \$500 for each meeting attended. In all cases, Trustees are entitled to reimbursement from the REIT of their out-of-pocket expenses incurred in acting as Trustee. During financial year ended December 31, 1999, the aggregate remuneration paid by the REIT to the Trustees for their services in their capacity as Trustees was \$63,520.00.

In the same financial year, the Trustees were granted options to purchase 615,000 units. The Contract of Trust provides that at all relevant times, it is intended that at least one Trustee will not be, directly or indirectly, a Unitholder or a person who owns an option to acquire units.

TRUSTEES' AND OFFICERS' LIABILITY INSURANCE

The REIT purchased insurance which covers Trustees' and officers' liability for five million dollars (\$5,000,000) for a period of one (1) year expiring on December 31, 2000, for an annual premium of twelve thousand three hundred dollars (\$12,300). The premium was paid entirely by the REIT and has not been allocated among the insures. The REIT retains a risk of ten thousand dollars (\$10,000) per loss on its coverage. As of March 15, 2000, no claim has ever been presented or paid under such policy.

SUMMARY COMPENSATION TABLE

The following table sets forth all compensation earned by the President and Chief Executive Officer who is the only officer of the REIT whose total salary and bonus exceeded \$100,000 during the year ended December 31, 1999.

NAME AND POSITION	ANNUAL COMPENSATION			LONG TERM COMPENSATION			
	Year	Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Options Granted	Options Exercise d	Other Annual Compensation (\$)
JULES DALLAIRE President and Chief Executive Officer	1999	128 125	---	---	300,000	---	---
	1998	(1) 97,910 (2)	75,000 (2)	---	21,000	---	---
NOTES :							
(1) Amount disclosed under the heading "Annual Compensation" for 1999 corresponds to the compensation paid by "Les Services Administratifs Cominar Inc.", a wholly-owned subsidiary of the REIT.							
(2) Amounts disclosed under the heading "Annual Compensation" for 1998 correspond to the compensation paid from May 21, 1998 to December 31, 1998 by "Les Services Administratifs Cominar Inc." a wholly-owned subsidiary of the REIT, and paid from January 1, 1998 to May 20, 1998 by corporations related to "Groupe Cominar Inc." (presently known as "Groupe Financier Alpha (GFA) Inc.").							

UNIT OPTION PLAN

On May 21, 1998, the REIT has adopted the Unit Option Plan (the "**Unit Option Plan**"). Participation in the Unit Option Plan is restricted to an "Eligible Person" which means: (i) a Trustee, officer or employee of the REIT or any subsidiary (an "eligible individual"), (ii) a corporation controlled by an eligible individual the issued and outstanding voting Units of which are, and will continue to be, beneficially owned, directly or indirectly, by such eligible individual and/or the spouse, minor children and/or minor grandchildren of such eligible individual, or (iii) a family trust of which the sole Trustee is an eligible individual and the beneficiary(ies) are any one or combination of such eligible individual and/or the spouse, minor children, and/or minor grandchildren of such eligible individual.

The granting of options is made by the Trustees. The options have a maximum term of 5 years and are exercisable at a price not less than the fair market value of the units at the time of grant. The options are exercisable in respect of 33 1/3% of the units subject to such options after each anniversary of the granting of such options. The maximum number of units reserved for issuance pursuant to the Unit Option Plan is currently 1,450,000 units. During the year ended December 31, 1999, the REIT granted to fourteen (14) persons, a total of 735,000 options at an exercise price of \$9.25 per unit. The maximum number of units reserved for issuance pursuant to the Unit Option Plan during the financial year ended December 31, 1999 is 505,000 units.

The following tables provide information with regard to the grant of options to the named executive officer during the year ended December 31, 1999 and with regard to unexercised options held by such officer at the completed financial year end.

UNIT OPTION PLAN – OPTIONS GRANTED DURING THE FINANCIAL YEAR ENDED DECEMBER 31, 1999					
NAME	SECURITIES UNDER OPTIONS GRANTED	% OF TOTAL OPTIONS GRANTED IN FINANCIAL YEAR 1999	EXERCISE OR BASE PRICE (\$/Security)	MARKET VALUE OF SECURITIES UNDERLYING OPTIONS ON THE DATE OF GRANT (\$/Security)	EXPIRATION DATE
Jules Dallaire	300,000	40.8%	\$9.25	\$9.25	May 21, 2004

UNIT OPTION PLAN - OPTION EXERCISES DURING THE FINANCIAL YEAR ENDED DECEMBER 31, 1999 AND THE FINANCIAL YEAR END OPTION VALUES				
NAME	SECURITIES ACQUIRED ON EXERCISE	AGGREGATE VALUE REALIZED (\$)	UNEXERCISED OPTIONS AT DECEMBER 31, 1999 EXERCISABLE/ UNEXERCISABLE	VALUE OF UNEXERCISED IN THE MONEY OPTIONS AT DECEMBER 31, 1999 EXERCISABLE/ UNEXERCISABLE (\$)
Jules Dallaire	---	---	7000 / 14000	63,700 / 127,400

CORPORATE GOVERNANCE

The Trustees of the REIT believe that sound governance practices are essential to the proper functioning of the REIT and to its Unitholders, and that these practices should be reviewed regularly to ensure that they are appropriate. The REIT's governance practices are as follow and are in accordance with the guidelines adopted by the Toronto Stock Exchange.

In this Circular, the term “**Independent Trustee**” has the meaning given in the Contract of Trust, namely a Trustee (i) who is not a member of the Dallaire family, or an associate, director, officer or employee of a corporation or partnership comprising Cominar or an affiliate thereof; (ii) who is not related (as defined in the "Toronto Stock Exchange" guidelines on corporate governance) to Cominar; (iii) who is not a person who is a “related person” (within the meaning of the "Tax Act") in relation to Cominar or to any member of the Dallaire family; (iv) who has no material business relationships with the REIT (other than his election or appointment as Trustee or, subject to the provisions hereof, his being a Unitholder), Cominar or any member of the Dallaire family, and (v) who represents to the REIT, upon his election or appointment as a Trustee, that he meets the foregoing criteria.

The term “**Cominar Trustee**” has the meaning given in the Contract of Trust, namely, is a nominee of Cominar, appointed as Trustee.

In this circular, the term “**Cominar**” unless otherwise specified, means “AM Total Investments (GP)” (previously known as “Cominar (senc)”) which is under control of corporations, which are themselves controlled by members of the Dallaire Family of Quebec.

MANAGEMENT OF THE REIT

Entirely Integrated Real Estate Investment Trust

The REIT operates as a fully integrated real estate investment trust which is not subject to any third party management contracts.

In the opinion of the REIT, this structure reduces the potential for conflict between the interests of Management and the REIT. The REIT also believes that adopting a fully internalized management structure allows the harmonization of the interests of Management and employees with those of Unitholders.

Mandate of the Trustees

The Trustees shall exercise their powers and carry out their functions honestly, in good faith, with a view to the best interests of the REIT and the Unitholders and, they exercise that degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Trustee Composition

The Contract of Trust provides that there shall be a minimum of nine (9) and a maximum of eleven (11) Trustees. The initial number of Trustees has been set at nine (9). “Groupe Financier Alpha (GFA) Inc.” (previously known as “Groupe Cominar Inc.”) is entitled to appoint four (4) Trustees so long as the percentage of units that Cominar holds is at least 10% of the units then outstanding. The remaining Trustees are to be elected by resolution passed by a majority of the votes cast at a meeting of the Unitholders. Such Trustees will serve two year staggered terms. A majority of the Trustees must be “Independent Trustees”, be resident Canadians and have at least five (5) years substantial experience in the real estate industry. The “Independent Trustees” are Yvan Caron, Robert Després, Pierre Gingras, Ghislaine Laberge and Richard Marion.

“Independent Trustee” Matters

Pursuant to the Contract of Trust, all “Independent Trustee” matters will require the approval of a majority of the “Independent Trustees” only. “Independent Trustee” matter means any decision:

- (i) to enter into arrangements in which Cominar (as defined in the Contract of Trust) has a material interest;
- (ii) to appoint, where permitted under the Contract of Trust, an “Independent Trustee” to fill a vacancy among the “Independent Trustees”, and to recommend to the Unitholders that the number of Trustees be increased or decreased and, if applicable, to nominate for election by the Unitholders individuals as “Independent Trustees” to fill any office of Trustee so created;
- (iii) to increase the compensation of management;
- (iv) to grant options under any Unit Option Plan approved by the Trustees, including, without limitation, the Unit Option Plan;
- (v) to enforce any agreement entered into by the REIT with a Trustee who is not an “Independent Trustee”, or with an associate of a non-Independent Trustee; or

- (vi) in relation to a claim by or against Cominar (as defined in the Contract of Trust), any member of the Dallaire Family or any affiliate or associate of any of the foregoing or in which the interest of one of the foregoing differs from the interests of the REIT.

“Cominar Trustees”

Pursuant to the Contract of Trust, "Groupe Cominar Inc." (presently known as “Groupe Financier Alpha (GFA) Inc.”), is entitled to appoint four (4) Trustees on behalf of Cominar, provided that Cominar holds at least ten percent (10%) of the units then outstanding.

Investment Committee

The Contract of Trust provides that the Trustees may, subject to applicable law, from time to time appoint from among their number an Investment Committee consisting of at least three Trustees. At least two-thirds of the members of the Investment Committee must have had at least five (5) years substantial experience in the real estate industry. In addition, a majority of the members of the Investment Committee must be “Independent Trustees” and one member must be a Cominar Trustee (for so long as Cominar owns at least ten percent (10%) of the units then outstanding).

The Trustees decided unanimously not to form an investment committee for the time being, preferring to leave all the latitude required to the board of Trustees to approve or reject proposed transactions including proposed acquisitions and dispositions of investments and borrowings (including the assumption or granting of any immovable hypothec) by the REIT.

Audit Committee

The Contract of Trust requires the creation, subject to applicable law, of an Audit Committee, consisting of at least three (3) Trustees, to review the financial statements of the REIT. A majority of the members of the Audit Committee must be “Independent Trustees” and one member must be a Cominar Trustee (for so long as Cominar owns at least ten per cent (10%) of the units then outstanding). The Trustees have appointed an Audit Committee consisting of three (3) Trustees, namely Robert Després (President), Yvan Caron and Michel Dallaire.

Compensation and Governance Committee

The Contract of Trust requires the creation, subject to applicable law, of a Compensation and Governance Committee, consisting of at least three (3) Trustees, to review Management's compensation and the governance of the REIT. All of the members of the Compensation and Governance Committee must be “Independent Trustees”. The Trustees have appointed a Compensation and Governance Committee consisting of three (3) Trustees, namely Yvan Caron (president), Pierre Gingras and Ghislaine Laberge.

Communication with Unitholders

The President and Chief Executive Officer of the REIT is the highest ranking officer of the REIT responsible for communication with Unitholders on matters concerning the REIT; however, the Trustees recognize the importance of maintaining effective communication with Unitholders and, to this end, review the annual report, the management’s analysis of the financial situation and operating results,

the management proxy information circular, the annual information form, the quarterly financial statements and the press releases on important events before they are distributed.

Employment Agreements

The REIT entered into an employment agreement effective as of May 21, 1998 with Mr. Jules Dallaire who is the REIT's President and Chief Executive Officer. Under this agreement, Mr. Dallaire is entitled to receive an annual base salary of \$125,000 (reviewable annually) and is entitled to be granted options to acquire up to 5% of the outstanding units of the REIT pursuant to the Unit Option Plan. In addition to the foregoing compensation, Mr. Dallaire is entitled to participate in any benefit plan of the REIT made available from time to time.

On May 21, 1998, the REIT entered into an employment agreement with Mr. Michel Dallaire, Executive Vice-President, Operations of the REIT. The terms of his contract are the same as Mr. Jules Dallaire, with the exception of the base salary of \$87,000 (reviewable annually).

REPORT ON EXECUTIVE COMPENSATION

Composition of the Compensation and Governance Committee

For the year ended December 31, 1999 the Compensation and Governance Committee (the "**Committee**") consisted of Yvan Caron, Pierre Gingras and Ghislaine Laberge.

Mandate of the Committee

This Committee of the REIT, which was formed on August 25, 1998, is entrusted with examining matters related to compensation of executive officers, including that of the Chairman, President and Chief Executive Officer. The Committee makes also recommendations to the board of Trustees with regard to the grant of options. The Committee examines annually the plans of relief and development for the Chairman and President and Chief Executive Officer and for executive officers. The Committee is responsible for examining the terms and conditions of compensation which includes three components: base salary, annual bonus and long-term incentive.

Base salary

Base salaries are established at levels which are meant to be competitive with other entities of comparable size to the REIT in the Greater Quebec City Area. Base salaries are determined following an assessment of each executive officer's past performance, experience and level of responsibility to the REIT. Base salaries are reviewed annually by the Committee.

Annual bonus

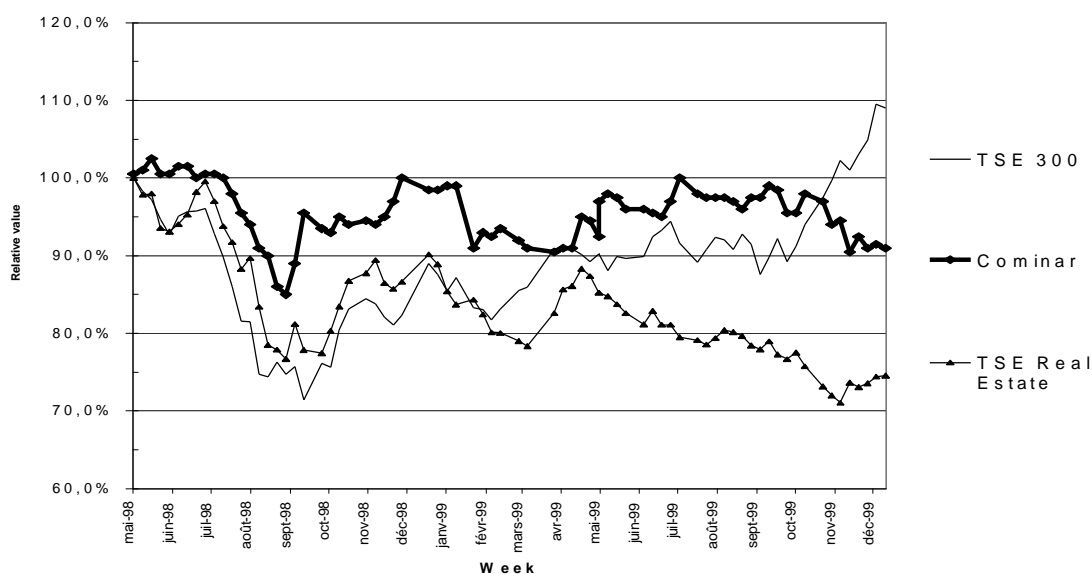
The annual bonus is based on the financial results and the achievement of the strategic objectives of the REIT. These objectives are set each year as part of the revision of REIT strategies.

Long-term Incentive

Long-term incentives are provided through the grant of options pursuant to the Unit Option Plan. The options granted to eligible persons are generally based on the recommendations of the Committee. The Committee is of the view that the grant of options is a financial incentive for such persons to consider the long-term interest of the REIT and its Unitholders.

PERFORMANCE CHART

The following graph illustrates the REIT's total return to the Unitholders for the period from May 21, 1998 (being the date of commencement of operations by the REIT and the date of its initial public offering) to December 31, 1999. The REIT's performance is compared to the total return of the TSE300 Composite Index and the TSE Real Estate and Construction Index.



	May 21, 1998	December 31, 1998	December 31, 1999
Cominar REIT	100	100	89 ⁽¹⁾
TSE 300 Composite Index	100	85	109
TSE Real Estate and Construction Index	100	85	68

NOTE :

(1) The units began trading on the Toronto Stock Exchange (the « TSE ») on May 21, 1998 and were traded on the Montreal Stock Exchange (the « MSE ») until December 3, 1999. Prior thereto, such units were represented by instalment receipts which were then posted for trading on the TSE and MSE. Accordingly, for comparison purposes, the total return as at December 31, 1999 is calculated by using the closing price of the instalments receipts on the TSE and MSE on such date plus the amount of the final instalment payment.

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

Apart from the information provided in this circular or in the consolidated financial statements for the financial year ended December 31, 1999, the REIT has no knowledge of any material interest of a Trustee or of a current or proposed member of management in any operation since its creation, on March 31, 1998, or in a projected operation that could affect or will affect it considerably.

Jules Dallaire and Michel Dallaire, both Trustees and officers of the REIT, are indirectly shareholders of the corporations "Dalcon Inc." and "9007-5847 Québec Inc.". Michel Paquet, also Trustee and officer of the REIT, is associated with these corporations as an officer.

During the financial year ended December 31, 1999, the REIT has registered leasing revenues of \$441,308 from "Dalcon Inc." and "9007-5847 Québec Inc.". The REIT incurred \$282,588 in interest expenses related to a loan of \$16,600,000 contracted from "Immeubles Cominar Inc." (presently known as "Corporation Financière Alpha (CFA) Inc.") and guaranteed by the rights and entitlements of the REIT on the second instalments and by the pledge of the receipt units. This loan was reimbursed on May 21, 1999 from the proceeds generated from the reimbursement of receipt units. The REIT incurred an expense of \$4,848,000 for the realization of tenant improvements for its tenants made on its behalf by "Dalcon Inc.".

APPOINTMENT OF AUDITORS

The persons named in the accompanying form of proxy intend to vote for the re-appointment of "PricewaterhouseCoopers, LLP" as the auditors of the REIT to hold office until the close of the next annual meeting of Unitholders and to authorize the Trustees of the REIT to fix the remuneration of the auditors. "PricewaterhouseCoopers, LLP" was first appointed the auditors of the REIT in March 31, 1998

GENERAL

The consolidated financial statements of the REIT for the financial year ended December 31, 1999, together with the report of the auditors thereon, will be sent to Unitholders prior to the Meeting where they will be presented.

Copies of the REIT's 1998 annual report containing the REIT's audited consolidated financial statements for the financial year ended December 31, 1998, the REIT's interim financial statements for the period subsequent to the end of the REIT's last financial year, this circular and the REIT's most recent annual information form may be obtained by writing to the Chief Financial Officer of the REIT.

APPROVAL OF THE TRUSTEES

The contents and the distribution of this circular have been approved by the board of Trustees of the REIT.

DATED the 15th day of March, 2000.

BY ORDER OF THE BOARD OF TRUSTEES,
The Secretary,

Michel Paquet