



**COMINAR
REAL ESTATE INVESTMENT TRUST**

**NOTICE OF ANNUAL AND SPECIAL MEETING
OF UNITHOLDERS
AND
MANAGEMENT PROXY CIRCULAR**

March 20, 2002



COMINAR REAL ESTATE INVESTMENT TRUST

MANAGEMENT PROXY CIRCULAR

SOLICITATION OF PROXIES

This management proxy circular (the "Circular") is furnished 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 and Special Meeting (the "Meeting") of holders of Units of the REIT (the "Unitholders") to be held on Tuesday, May 14, 2002 in the Salon A of Le Centre Sheraton, 1201, René-Lévesque Blvd. West, Montreal, Québec, 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 (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 13, 2002.

Enclosed with this Circular and the attached Notice is a copy of the 2001 Annual Report of the REIT and a form of proxy for use in connection with the Meeting.

Units of the REIT are herein referred to as "**Units**".

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, National Bank Trust Inc., 1100 University street, 9th floor, Montreal, Québec, H3B 2G7, or at the head office of the REIT, 455 Marais street, Vanier, Québec, G1M 3A2, no later than 5:00 p.m. (Montreal time), Monday, May 13, 2002 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.



COMINAR REAL ESTATE INVESTMENT TRUST

MANAGEMENT PROXY CIRCULAR

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 three nominees of the management as Independent Trustees (as defined below), (ii) the appointment of auditors and the authorization of the Trustees to fix their remuneration, (iii) the reconfirmation and approval of the Unitholders Rights Plan, 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 proxies will be voted on such matters in accordance with the best judgement of the proxyholder.

VOTING AT MEETING AND QUORUM

On March 13, 2002, 25,601,687 Units were issued and outstanding. Each Unit entitles its holder to one vote at meetings of Unitholders. Unitholders of record at the close of business on April 5, 2002, 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. However, to the extent that a person transfers the ownership of any Units after that date and the transferee of those Units produces properly endorsed Unit certificates or otherwise establishes that it owns the Units and demands, no later than 10 days before the Meeting, that its name be included in the list of Unitholders to vote at the Meeting, the transferee will be entitled to vote such Units at the Meeting or any adjournment thereof.

Unless otherwise required in the Contract of Trust pertaining to the REIT dated March 31, 1998, as amended, supplemented or restated from time to time (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 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, except:



COMINAR REAL ESTATE INVESTMENT TRUST

MANAGEMENT PROXY CIRCULAR

Unitholder	Approximate number of Units beneficially owned or over which control or direction is exercised	Approximate percentage of outstanding Units
AM Total Investments, general partnership ⁽¹⁾	6,707,400	26.2%
CDS & Co.	18,894,287	73.8%

NOTE:

(1) The Units of AM Total Investments, general partnership, formerly known as Société en nom collectif Cominar, are indirectly held by Michel Dallaire, Alain Dallaire, Sylvie Dallaire and Linda Dallaire, being the children of Jules Dallaire.

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 and a maximum of eleven Trustees (including the AM Total Investments Trustees and the Independent Trustees, as such terms are defined under the heading Corporate Governance).

Presently, there are nine Trustees of the REIT. Of this number, pursuant to the Contract of Trust, four were appointed by Corporation Financière Alpha (CFA) Inc., resulting of the amalgamation of Corporation Financière Alpha (CFA) Inc. and Groupe Financier Alpha (GFA) Inc. (formerly known as Groupe Cominar Inc.) on behalf of AM Total Investments, general partnership, namely Jules Dallaire, Michel Berthelot, Michel Dallaire and Michel Paquet. Two of the Independent Trustees, namely Yvan Caron and Ghislaine Laberge shall hold office for a term expiring at the close of the Annual Meeting of Unitholders for the financial year ending December 31, 2002. Consequently, three Independent Trustees, namely Robert Després, Pierre Gingras and Richard Marion, whose respective terms expire at the close of the Annual Meeting of Unitholders for the financial year ended December 31, 2001, 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 Annual Meeting of Unitholders for the financial year ending December 31, 2003, 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 on the election of Independent Trustees.

The following table sets forth information of such three nominees as Independent Trustees, the names of each current Trustee, all other positions and offices within the REIT currently held by them, their principal occupations and their employment during the last five years, the year they first became Trustees of the REIT and the approximate number of Units they have advised are beneficially owned, directly or indirectly, by them or over which they exercise control or direction as at March 13, 2002.



COMINAR REAL ESTATE INVESTMENT TRUST

MANAGEMENT PROXY CIRCULAR

Name, Municipality of residence And office	Principal occupation	Year first became a Trustee	Number of Units Beneficially owned or over which control or direction is exercised
Jules Dallaire Charlesbourg, Québec AM Total Investments Trustee, President and Chief Executive Officer of the REIT	President and Chief Executive Officer of the REIT	1998	41,600 ⁽⁵⁾
Michel Berthelot, c.a. Cap-Rouge, Québec AM Total Investments Trustee, Executive Vice-President and Chief Financial Officer of the REIT	Executive Vice-President and Chief Financial Officer of the REIT	1999	12,625
Michel Dallaire, eng. ⁽²⁾ Beauport, Québec AM Total Investments Trustee, Executive Vice-President, Operations of the REIT	Executive Vice-President, Operations of the REIT	1998	6,763,974 ⁽⁶⁾
Me Michel Paquet Sainte-Foy, Québec AM Total Investments Trustee, Executive Vice-President, Legal Affairs and Secretary of the REIT	Executive Vice-President, Legal Affairs and Secretary of the REIT	1998	9,452
Yvan Caron ⁽²⁾⁽³⁾ Quebec, Québec Independent Trustee	Director of Place Desjardins inc.	1998 ⁽⁴⁾	---
Robert Després, o.c. ⁽²⁾ Quebec, Québec Independent Trustee	Chairman of the Board of McWatters Mining Inc.	1998	16,500
Pierre Gingras ⁽³⁾ Ste-Pétronille Ile d'Orléans, Québec Independent Trustee	President of Placements Moras inc., director of Desjardins Sécurité Financière and of Reliure Sélect Inc.	1998	61,914 ⁽⁷⁾
Ghislaine Laberge ⁽³⁾ Verdun, Québec Independent Trustee	Consultant in real estate investments, director of CDP Capital – Banque d'Affaires Immobilière, member of the group of the Caisse de dépôt et placement du Québec	1998 ⁽⁴⁾	---
Richard Marion Dollard-des-Ormeaux, Québec 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 the 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) Will hold office as an Independent Trustee for a term expiring at the close of the Annual Meeting of Unitholders for the financial year ending December 31, 2002.
- (5) Comprises 41,600 Units held by Corporation Financière Alpha (CFA) Inc., resulting of the amalgamation of Corporation Financière Alpha (CFA) Inc. and Groupe Financier Alpha (GFA) Inc. (formerly known as Groupe Cominar Inc.).
- (6) Comprises 41,600 Units held by Corporation Financière Alpha (CFA) Inc., resulting of the amalgamation of Corporation Financière Alpha (CFA) Inc. and Groupe Financier Alpha (GFA) Inc. (formerly known as Groupe Cominar Inc.) and 6,707,400 Units held by AM Total Investments, general partnership. The Units held by AM Total Investments, general partnership, are indirectly held by Michel Dallaire, Alain Dallaire, Sylvie Dallaire and Linda Dallaire, being the children of Jules Dallaire.
- (7) Comprises 10,000 Units held by Placements Moras inc.



COMINAR REAL ESTATE INVESTMENT TRUST

MANAGEMENT PROXY CIRCULAR

Each of the Trustees listed above has held his principal occupation for at least five preceding years, except: for 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 the Trustees as a group (eight persons), owned beneficially, or exercised control or direction over 6,887,810 Units, or approximately 26.9% of the outstanding Units as at March 13, 2002.

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 \$8,000 per annum and an additional \$500 for each meeting of Trustees attended by the Trustee. Each Independent Trustee, as members of the Audit Committee and/or the Compensation and Governance Committee 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 a Trustee. During financial year ended December 31, 2001, the aggregate remuneration paid by the REIT to the Trustees for their services in their capacity as Trustees was \$62,020.

In the same financial year, no option have been granted to the Trustees to purchase Units of the REIT. 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 \$5,000,000 for a period of one year expiring on December 31, 2002, for an annual premium of \$26,915. The premium was paid entirely by the REIT and has not been allocated among the insured. The REIT retains a risk of \$10,000 per loss on its coverage. As at March 13, 2002, 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 of the REIT (the "**Named Executive Officer**") who is the only officer of the REIT whose total salary and bonus exceeded \$100,000 during the financial year ended December 31, 2001.



COMINAR REAL ESTATE INVESTMENT TRUST

MANAGEMENT PROXY CIRCULAR

NAME AND POSITION	ANNUAL COMPENSATION				LONG TERM COMPENSATION		
	Year	Salary	Bonus	Other Annual Compensation	Options Granted	Options Exercised	Other Annual Compensation
		(\$)	(\$)	(\$)			(\$)
Jules Dallaire President and Chief Executive Officer	2001	135,928 (1)	---	---	---	---	---
	2000	131,821 (1)	---	---	36,000	---	---
	1999	128,125 (1)	---	---	300,000	---	---

NOTES :

- (1) Amounts disclosed under the heading Annual Compensation for 2001, 2000 and 1999 correspond to the compensation paid by Les Services Administratifs Cominar Inc., a wholly-owned subsidiary of the REIT.

UNIT OPTION PLAN

On May 21, 1998, the REIT adopted a 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 five 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. During the year ended December 31, 2001, the REIT granted to 16 persons, a total of 439,000 options including 49,000 options at an exercise price of \$10.20 per Unit of the REIT and 390,000 options at an exercise price of \$11.00 per Unit of the REIT. At the close of financial year ended December 31, 2001, 440,000 options were available for issuance under the terms of the Unit Option Plan.

The following tables provide information with regard to the grant of options to the Named Executive Officer during the financial year ended December 31, 2000 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, 2001					
NAME	SECURITIES UNDER OPTIONS GRANTED	% OF TOTAL OPTIONS GRANTED IN FINANCIAL YEAR 2000	EXERCISE OR BASE PRICE (\$/Security)	MARKET VALUE OF SECURITIES UNDERLYING OPTIONS ON THE DATE OF GRANT (\$/Security)	EXPIRATION DATE
Jules Dallaire	---	---	---	---	---



COMINAR REAL ESTATE INVESTMENT TRUST

MANAGEMENT PROXY CIRCULAR

UNIT OPTION PLAN - OPTION EXERCISES DURING THE FINANCIAL YEAR ENDED DECEMBER 31, 2001 AND THE FINANCIAL YEAR END OPTION VALUES				
NAME	SECURITIES ACQUIRED ON EXERCISE	AGGREGATE VALUE REALIZED (\$)	UNEXERCISED OPTIONS AS AT DECEMBER 31, 2000 EXERCISABLE/ UNEXERCISABLE	VALUE OF UNEXERCISED IN THE MONEY OPTIONS AS AT DECEMBER 31, 2000 EXERCISABLE/ UNEXERCISABLE (\$)
Jules Dallaire	---	---	233,000 / 124,000	2,164,700 / 1,130,200

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 follows and are in accordance with the guidelines adopted by the Toronto Stock Exchange (the "TSE").

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 (as defined below), or an associate, director, officer or employee of a corporation or partnership comprising the Dallaire Group (as defined below) or an affiliate thereof, (ii) who is not related (as defined in the TSE guidelines on corporate governance) to the Dallaire Group, (iii) who is not a person who is a "related person" (within the meaning of the *Income Tax Act* (Canada)) in relation to the Dallaire Group 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 thereof, his being a Unitholder), the Dallaire Group 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.

In this Circular, the expression "**Dallaire Family**" means Jules Dallaire, his wife, their children and the spouses of such children.

In this Circular, the expression "**Dallaire Group**" includes AM Total Investments, general partnership, Corporation Financière Alpha (CFA) Inc. and Société en Commandite Alpha-Québec.

In this Circular, the expression "**AM Total Investments Trustee**" has the meaning given to the expression Cominar Trustee in the Contract of Trust, namely, a nominee appointed as Trustee by Corporation Financière Alpha (CFA) Inc., resulting of the amalgamation of Corporation Financière Alpha (CFA) Inc. and Groupe Financier Alpha (GFA) Inc. (formerly known as Groupe Cominar Inc.) on behalf of AM Total Investments, general partnership.



COMINAR REAL ESTATE INVESTMENT TRUST

MANAGEMENT PROXY CIRCULAR

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 exercise that degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Composition

The Contract of Trust provides that there shall be a minimum of nine and a maximum of 11 Trustees. The initial number of Trustees has been set at nine. Corporation Financière Alpha (CFA) Inc., resulting of the amalgamation of Corporation Financière Alpha (CFA) Inc. and Groupe Financier Alpha (GFA) Inc. (formerly known as Groupe Cominar Inc.) is entitled to appoint four Trustees on behalf of AM Total Investments, general partnership, so long as the percentage of Units that AM Total Investments, general partnership, 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 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 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. An Independent Trustee matter means any decision:

- (i) to enter into arrangements in which the Dallaire Group 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 Unitholders that the number of Trustees be increased or decreased and, if applicable, to nominate for election by 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;



COMINAR REAL ESTATE INVESTMENT TRUST

MANAGEMENT PROXY CIRCULAR

- (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; and
- (vi) in relation to a claim by or against the Dallaire Group, 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.

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 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 an AM Total Investments Trustee (for so long as AM Total Investments, general partnership owns at least 10% of the Units then outstanding).

The Trustees have unanimously decided 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 transaction, 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 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 an AM Total Investments Trustee (for so long as AM Total Investments, general partnership, owns at least 10% of the Units then outstanding). The Trustees have appointed an Audit Committee consisting of three 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 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 Trustees, namely Yvan Caron (President), Pierre Gingras and Ghislaine Laberge.

Communication with Unitholders

The President and Chief Executive Officer, and the Executive Vice-President and Chief Financial Officer of the REIT, are the highest ranking officers 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 annual reports, management's analysis of the financial situation and operating results, management proxy circulars, annual information forms, quarterly financial statements and important press releases of the REIT before they are distributed or filed.



COMINAR REAL ESTATE INVESTMENT TRUST

MANAGEMENT PROXY CIRCULAR

Employment Agreements

The REIT entered into an employment agreement effective as of May 21, 1998 with Jules Dallaire, the President and Chief Executive Officer of the REIT. 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 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. Mr. Dallaire's current base salary is \$135,928.

In addition, on May 21, 1998, the REIT entered into an employment agreement with Michel Dallaire, the Executive Vice-President, Operations of the REIT. The terms of his agreement are the same as Jules Dallaire, with the exception of the base salary of \$87,000 (reviewable annually). Mr. Dallaire's current base salary is \$93,994.

REPORT ON EXECUTIVE COMPENSATION

Composition of the Compensation and Governance Committee

For the financial year ended December 31, 2001, the Compensation and Governance Committee (the "**Committee**") consisted of Yvan Caron, Pierre Gingras and Ghislaine Laberge.

Mandate of the Committee

This Committee is entrusted with examining matters related to compensation of executive officers, including that of the Chairman, and the President and Chief Executive Officer of the REIT. The Committee makes also recommendations to the board of Trustees with regard to the granting of options. The Committee examines annually plans for succeeding to and the development of the Chairman, the President and Chief Executive Officer and the other executive officers of the REIT. 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 that are meant to be competitive with other entities of comparable size to the REIT in the Greater Québec City Area. Base salaries are determined following an assessment of each executive officer's past performance, experience and level of responsibility within 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.



COMINAR REAL ESTATE INVESTMENT TRUST

MANAGEMENT PROXY CIRCULAR

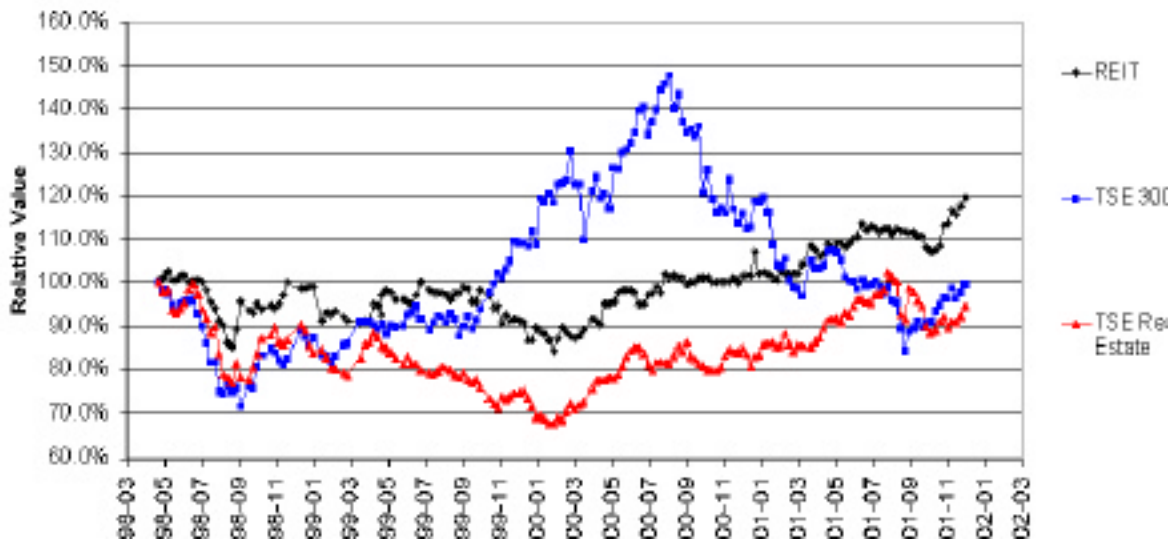
Long-term Incentive

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 Unitholders for the period from December 31, 1998 to December 31, 2001. The REIT's performance is compared to the total return of the TSE300 Composite Index and the TSE Real Estate and Construction Index.

Comparison of Cumulative Total Return



	May 21, 1998	December, 31 1998	December 31, 1999	December 31, 2000	December 31, 2001
REIT	100	100 ⁽¹⁾	89	101.5	119.5
TSE 300 Composite Index	100	85	109	115.7	99.4
TSE Real Estate and Construction Index	100	85	68	84.7	94.4

NOTE :

- (1) The Units began trading on the TSE on May 21, 1998 and traded on the Montreal Exchange (the "ME") until December 3, 1999. Prior thereto, the Units were represented by instalment receipts, which were then posted for trading on the TSE and ME. Accordingly, for comparison purposes, the total return as at December 31, 1999 was calculated by using the closing price of the instalment receipts on the TSE and ME on such date and adding thereto the amount of the final instalment payment.



COMINAR REAL ESTATE INVESTMENT TRUST

MANAGEMENT PROXY CIRCULAR

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

Apart from the information provided in this Circular or in the consolidated financial statements of the REIT for the financial year ended December 31, 2001, the REIT has no knowledge of any material interest of a Trustee or of a member of management, current or proposed, in any transaction, or in a proposed transaction, that could or would materially affect the REIT.

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

During the financial year ended December 31, 2000, the REIT recorded leasing revenues of \$500,040 from Dalcon Inc. and 9007-5847 Québec Inc. The REIT incurred an expense of \$19,277,000 for the realization by Dalcon Inc. on its behalf of tenant improvements for tenants of the REIT and \$4,162,000 for the construction of a property and the development of others completed on its behalf by Dalcon.

RECONFIRMATION AND APPROVAL OF THE UNITHOLDERS RIGHTS PLAN AGREEMENT

At the last annual and special meeting of Unitholders of the REIT held on May 15, 2001, the Unitholders reconfirmed and approved an amended and restated Unitholders Rights Plan (herein called the "Rights Plan") and all rights issued pursuant to the Rights Plan until the next annual meeting of Unitholders of the REIT to be held on May 14, 2002.

According to the provisions of the Rights Plan, the REIT will ask the Unitholders to reconfirm and approve the Rights Plan.

Trustees' Recommendation

The Trustees have determined that the reconfirmation and approval of the Rights Plan is in the best interest of the REIT and its Unitholders, and unanimously recommend that Unitholders vote in favour of the reconfirmation and approval of the Rights Plan.

Background and Purposes of the Rights Plan

The objectives of the Rights Plan are to ensure, to the extent possible, that all Unitholders are treated equally and fairly in connection with any take-over bid for the REIT. Take-over bids may not always result in Unitholders receiving equal or fair treatment or full value for their investment. In addition, Canadian securities legislation will soon only require a take-over bid to remain open for 35 days. The Trustees believe that this period would be insufficient for the Trustees to evaluate a bid, pursue alternatives which could maximize Unitholder value and make informed recommendations to the Unitholders.

The Rights Plan discourages discriminatory or unfair take-over bids for the REIT and gives the Trustees time, if appropriate, to pursue alternatives to maximize Unitholder value in the event of an unsolicited take-over bid for the REIT. The Rights Plan encourages an offeror to proceed



COMINAR REAL ESTATE INVESTMENT TRUST

MANAGEMENT PROXY CIRCULAR

by way of a permitted bid or to approach the Trustees with a view to negotiation, by creating the potential for substantial dilution of the offeror's position. The permitted bid provisions of the Rights Plan are designed to ensure that, in any take-over bid, all Unitholders are treated equally, receive the maximum value for their investment and are given adequate time to properly assess the take-over bid on a fully informed basis.

The reconfirmation and approval of the Rights Plan is not being proposed in response to, or in anticipation of, any acquisition or take-over bid. Furthermore, in proposing the reconfirmation and approval of the Rights Plan, the Trustees do not intend to prevent a take-over of the REIT, to secure continuance of current management or the Trustees in office or to deter fair offers for the Units. The reconfirmation and approval of the Rights Plan may, however, increase the price to be paid by a potential offeror to obtain control of the REIT and may discourage certain transactions, including a take-over bid for less than all the Units. Accordingly, the reconfirmation and approval of the Rights Plan may deter some take-over bids.

The Rights Plan is not intended to, and ultimately does not, deter full and fair offers for the Units. The reconfirmation and approval of the Rights Plan does not impose any additional burden on the REIT's operations or financial capacity. The reconfirmation and approval of the Rights Plan will not in any way lessen or affect the duty of the Trustees to act honestly and in good faith with a view to the best interests of the REIT and its Unitholders.

Unitholders' Approval

The text of the ordinary resolution reconfirming and approving the Rights Plan is set forth in Schedule "A" to this Circular. As at March 13, 2002, AM Total Investments, general partnership, was the beneficial owner of 6,707,400 Units representing 26.2% of the issued and outstanding Units of the REIT. To be effective, this resolution must be passed by a majority of the votes cast by Unitholders present in person or represented by proxy at the Meeting without giving effect to the votes attached to Units held directly or indirectly by AM Total Investments, general partnership.

APPOINTMENT OF AUDITORS

On March 13, 2002, the Audit Committee and the board of Trustees of the REIT approved the replacement of the present auditors of the REIT, PricewaterhouseCoopers LLP, and resolved not to propose PricewaterhouseCoopers LLP for re-appointment to the position of auditors of the REIT. At the Meeting, it is proposed that Unitholders appoint Ernst & Young LLP, Québec, Québec as successor auditors of the REIT until the next annual meeting of Unitholders, at such remuneration as may be fixed by the Trustees. There were no reportable events in connection with the proposed change of auditors and there have been no reservations in the audit reports issued by PricewaterhouseCoopers LLP in relation to the financial statements of the REIT for the REIT'S two most recently completed financial years.

Attached herewith as Schedule "B" of the Circular are: (i) a Notice of Change of Auditors (the "Notice"); (ii) a letter from PricewaterhouseCoopers LLP confirming their agreement with the information contained in the Notice, based on their knowledge of the information as at the date of their letter; (iii) a letter from Ernst & Young LLP confirming their agreement with the statements



COMINAR REAL ESTATE INVESTMENT TRUST

MANAGEMENT PROXY CIRCULAR

contained in the Notice; and (iv) a written confirmation that the Notice and the aforementioned letters from PricewaterhouseCoopers LLP and Ernst & Young LLP have been reviewed by the board of Trustees.

The persons named in the enclosed form of proxy intend to vote FOR the appointment of Ernst & Young LLP, as auditors of the REIT to hold office until the next annual meeting of Unitholders and authorizing the Trustees to fix the remuneration of the auditors.

GENERAL

The consolidated financial statements of the REIT for the financial year ended December 31, 2001, together with the report of the auditors thereon, will be presented to the Unitholders at the Meeting for their consideration.

Copies of the REIT's 2001 annual report containing the REIT's audited consolidated financial statements for the financial year ended December 31, 2001, this Circular and the REIT's most recent annual information form may be obtained by writing to the Secretary 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 at Quebec, Québec, the 20th day of March, 2002.

BY ORDER OF THE BOARD OF TRUSTEES,
The Secretary,

Michel Paquet



COMINAR REAL ESTATE INVESTMENT TRUST

MANAGEMENT PROXY CIRCULAR

SCHEDULE "A"

RESOLUTION TO RECONFIRM AND APPROVE THE UNITHOLDERS RIGHTS PLAN

RESOLVED:

1. THAT the Unitholders Rights Plan Agreement of the REIT reconfirmed and approved at the last annual and special meeting of Unitholders of the REIT held on May 15, 2001, be and it is hereby reconfirmed and approved until the third annual meeting of Unitholders of the REIT following this Meeting and all rights issued pursuant thereto are hereby approved, ratified and confirmed; and
2. THAT any trustee or officer of the REIT be and he/she is hereby authorized and empowered to take or cause to be taken, for and on behalf of the REIT and the Trustees of the REIT, all such additional or other actions, and to execute, deliver and/or file, or cause to be executed, delivered and/or filed, all plans or other documents or instruments, as may be deemed by such person in his or her discretion as necessary, advisable or appropriate in carrying into effect the intents and purposes of the foregoing resolution.