

CHC REALTY CAPITAL CORP.
53 Yonge Street, 5th Floor
Toronto, Ontario M5E 1J3

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting of the shareholders (the “**Meeting**”) of CHC Realty Capital Corp. (the “**Corporation**”) will be held at the offices of Wildeboer Dellelce LLP, Suite 800, Wildeboer Dellelce Place, 365 Bay Street, Toronto, Ontario, M5H 2V1 on October 9, 2014, at 11:00 a.m. (EDT) for the following purposes:

1. to receive the audited financial statements of the Corporation for the period from April 12, 2013 (date of incorporation) to December 31, 2013, together with the report of the auditors thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint Deloitte LLP, Chartered Accountants, as auditors of the Corporation and to authorize the directors of the Corporation to fix the auditors’ remuneration;
4. to consider and, if deemed advisable, to approve, with or without variation, a resolution, the full text of which is set forth in the accompanying information circular dated the date hereof (the “**Circular**”), approving the Corporation’s stock option plan, all as more particularly set forth and described in the Circular;
5. to consider and, if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the Circular, approving an amendment to the articles of the Corporation so that it will qualify as a “mutual fund corporation”, all as more particularly set forth and described in the Circular; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is at the close of business on September 8, 2014 (the “**Record Date**”). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

The Corporation has not elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 to distribute Meeting materials to shareholders of the Corporation.

A shareholder may attend the Meeting or any adjournment thereof in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the form of proxy for the Meeting must be deposited with the Corporation’s registrar and transfer agent, TMX Equity Transfer Services, Proxy Department, at 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, Facsimile No. (416) 595-9593, no later than 4:00 p.m. (EDT) on October 7, 2014 or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) before any adjournment or postponement of the Meeting.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or the shareholder’s attorney authorized in writing or, if the shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized.

The persons named in the form of proxy for the Meeting are directors and/or officers of the Corporation. Each shareholder of the Corporation has the right to appoint a proxyholder other than such persons, who need not be a shareholder, to attend and to act for such shareholder and on such shareholder's behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder's appointee should be legibly printed in the blank space provided.

DATED at Toronto, Ontario as of the 10th day of September, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

"Mark Hansen"

Mark Hansen
President and Chief Executive Officer

CHC REALTY CAPITAL CORP.
53 Yonge Street, 5th Floor
Toronto, Ontario M5E 1J3

MANAGEMENT INFORMATION CIRCULAR

Dated September 10, 2014

SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR (the “**Circular**”) is furnished in connection with the solicitation by the management of CHC Realty Capital Corp. (the “**Corporation**”) of proxies to be used at the annual and special meeting of shareholders (the “**Meeting**”) of the Corporation to be held at the time and place and for the purposes set forth in the enclosed notice of annual and special meeting of shareholders (the “**Notice of Meeting**”). While it is expected that the solicitation will be primarily by mail, proxies may also be solicited personally by regular employees of the Corporation at nominal cost. The cost of solicitation by management will be borne directly by the Corporation. The information contained herein is given as of September 10, 2014, unless indicated otherwise.

The Corporation may pay the reasonable costs incurred by persons and companies who are the registered owners of common shares of the Corporation (the “**Common Shares**”) (such as brokers, dealers, other registrants under applicable securities laws, nominees and/or custodians) in sending or delivering copies of the Notice of Meeting, this Circular and the form of proxy (the “**Meeting Materials**”) to the beneficial owners of such Common Shares. The Corporation will provide, without cost to such persons and companies, upon request to the Secretary of the Corporation, additional copies of the Meeting Materials required for this purpose.

A quorum for the transaction of business at the Meeting shall be present if there are two or more persons present in person, each being a shareholder entitled to vote or a duly appointed proxyholder, and together holding or representing by proxy not less than 10% of the outstanding Common Shares entitled to vote at the Meeting.

The Corporation has not elected to use the “notice-and-access” provisions under National Instrument 54-101 and National Instrument 51-102 for distribution of this Circular and other Meeting Materials to shareholders of the Corporation.

NON-REGISTERED HOLDERS

Only registered holders of Common Shares (the “**Shareholders**”) as at September 8, 2014 or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a “**Beneficial Holder**”) are registered either: (i) in the name of an intermediary (an “**Intermediary**”) with whom the Beneficial Holder deals in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101, the Corporation will have distributed copies of the Meeting Materials to Intermediaries and clearing agencies for onward distribution to Beneficial Holders.

Intermediaries are required to forward the Meeting Materials to Beneficial Holders. Beneficial Holders will be given, in substitution for the form of proxy otherwise contained in the Meeting Materials, a request for voting instructions form (“**VIF**”) which, when properly completed and signed by the Beneficial Holder and returned to the Intermediary, will constitute voting instructions which the Intermediary must follow.

The purpose of this procedure is to permit Beneficial Holders to direct the voting of the Common Shares which they beneficially own. **Beneficial Holders receiving a VIF cannot use that form to vote Common Shares directly at the Meeting.** Although a Beneficial Holder may not be recognized directly at the Meeting for the purpose of voting Common Shares registered in the name of their Intermediary, a Beneficial Holder may attend the Meeting as proxyholder for the Intermediary and vote the Common Shares in that capacity. Should a Beneficial Holder who

receives a VIF wish to attend the Meeting or have someone else attend on their behalf, the Beneficial Holder may request a legal proxy as set forth in the VIF, which will grant the Beneficial Holder or their nominee the right to attend and vote at the Meeting. **Beneficial Holders who wish to attend the Meeting and indirectly vote their Common Shares as a proxyholder, should enter their own names in the blank space on the form of proxy or VIF provided to them by their Intermediary and return the same in accordance with the instructions provided by their Intermediary well in advance of the Meeting.**

Beneficial Holders should carefully follow the instructions of their Intermediary, including those regarding when and where a proxy or VIF is to be delivered. Beneficial Holders should ensure that instructions respecting the voting of their Common Shares are communicated in a timely manner and in accordance with the instructions provided by their Intermediary. Every Intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Holders in order to ensure that their Common Shares are voted at the Meeting.

Under NI 54-101, the Corporation is permitted to forward meeting materials directly to Beneficial Holders who are “non-objecting beneficial owners” (“**NOBOs**”). If the Corporation or its agent has sent these materials directly to you (instead of through a nominee), your name, address and information about your holding of securities has been obtained in accordance with applicable securities regulatory requirements from the nominee holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the nominee holding on your behalf) has assumed responsibility for delivering materials to you and executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions. The meeting materials for Beneficial Holders who are “objecting beneficial owners” (“**OBOs**”) will be distributed through clearing houses and Intermediaries, who often use a service company such as Broadridge Financial Solutions to forward meeting materials to non-registered shareholders. The Company does not intend to pay for Intermediaries to forward the proxy-related materials and the request for voting instructions made by Intermediaries to OBOs under NI 54-101. Accordingly, OBOs will not receive the materials unless the OBOs’ Intermediary assumes the cost of delivery.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the form of proxy are directors and/or officers of the Corporation. **A shareholder desiring to appoint some other person (who need not be a shareholder) to represent him, her or it at the Meeting may do so** either by inserting such person’s name in the blank space provided in the form of proxy and crossing out the names of the nominees of management, or by completing another proper form of proxy and, in either case, depositing the completed proxy at the office of the Corporation’s registrar and transfer agent, TMX Equity Transfer Services (“**TMX Equity**”), Proxy Department, at 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, Facsimile No. (416) 595-9593, no later than 4:00 p.m. (EDT) on October 7, 2014 or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) before any adjournment or postponement of the Meeting, or delivering the completed proxy to the Chairman of the Meeting on the day of the Meeting or any adjournment or postponement thereof prior to the time of voting.

A shareholder may also submit a proxy by using the Internet through the website of TMX Equity at www.voteproxyonline.com. Registered Shareholders must follow the instructions that appear on the screen and refer to the proxy form for the Meeting for the Holder ID and Holder Code and the proxy access number.

A Shareholder who has given a proxy has the power to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by such proxy and may do so either:

1. by delivering another properly executed form of proxy bearing a later date and depositing it as described above;
2. by depositing an instrument in writing revoking the proxy executed by him, her or it: (a) with TMX Equity at the address and/or facsimile above, at any time up to and prior to the close of business on the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used; or (b) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, prior to the commencement of the Meeting or any adjournment thereof, as applicable; or

3. in any other manner permitted by law.

Only a Shareholder has the right to revoke a proxy. A Beneficial Holder who wishes to change his, her or its vote must arrange for the Intermediary to revoke the proxy on his, her or its behalf in accordance with the instructions of such Intermediary set out in the voting instructions form.

A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

In the event of a strike, lockout or other work stoppage involving postal employees, all documents required to be delivered by a shareholder should be delivered by facsimile to TMX Equity at (416) 595-9593.

EXERCISE OF DISCRETION BY PROXIES

The Common Shares represented by proxies in favour of management nominees or any appointed nominees will be voted for, withheld from voting or voted against in accordance with the instructions of the Shareholder on any ballot that may be called for and, if a Shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the Common Shares represented by the proxy shall be voted accordingly. **Where no choice is specified, the proxy will confer discretionary authority and will be voted FOR the election of the nominee directors, FOR the appointment of auditors and the authorization of the directors to fix the auditors' remuneration, and FOR each item of special business, as stated elsewhere in this Circular.**

The accompanying form of proxy for the Meeting also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may properly come before the meeting in such manner as such nominee in his judgment may determine. At the time of printing this Circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

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

No person who has been a director or executive officer of the Corporation at any time since the beginning of its last completed financial year, no proposed nominee for election as a director of the Corporation and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors or the approval of the stock option plan of the Corporation as disclosed in this Circular.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Corporation consists of an unlimited number of Common Shares. As at the date of this Circular, the Corporation had 123,390,693 Common Shares issued and outstanding (following the automatic conversion on September 8, 2014 of 68,390,693 subscription receipts issued under a private placement by the Corporation in August 2014 into Common Shares on the basis of one Common Share for each subscription receipt). Each Common Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting.

The record date for the purpose of determining the Shareholders entitled to receive the Notice of Meeting and to vote at the Meeting has been fixed as September 8, 2014 (the "**Record Date**"). In accordance with the provisions of the *Business Corporations Act* (Ontario), the Corporation will prepare a list of Shareholders as at the close of business on the Record Date. Each holder of Common Shares named in the list will be entitled to vote, on all resolutions put forth at the Meeting for which such Shareholder is entitled to vote, the shares shown opposite his, her or its name on such list. The failure of a Shareholder to receive the Notice of Meeting does not deprive him, her or it of the right to vote at the Meeting.

To the knowledge of the directors and executive officers of the Corporation, as at the date of this Circular, no person or company beneficially owns, or exercises control or direction over, directly or indirectly, securities carrying 10% or more of the voting rights attached to any class of outstanding voting securities of the Corporation.

MATTERS TO BE ACTED UPON AT THE MEETING

1. Financial Statements

The audited financial statements of the Corporation for the period from April 12, 2013 (date of incorporation) to December 31, 2013 together with the auditors' report thereon will be presented to shareholders at the Meeting.

2. Election of Directors

The articles of the Corporation provide for a minimum of one and a maximum of ten directors. At present, the board of directors of the Corporation (the "**Board of Directors**") is comprised of four directors, being Mark Hansen, who is also the President and Chief Executive Officer of the Corporation, Vaughn MacLellan, who is also the Corporate Secretary of the Corporation, Thomas Murphy and Craig Smith. At the Meeting, the Board of Directors has fixed the number of directors to be elected at five, and it is intended that the Board of Directors will be reorganized whereby Messrs. Hansen, MacLellan and Murphy will not stand for re-election (Mr. Hansen will remain as President and Chief Executive Officer and Mr. MacLellan will remain as Corporate Secretary), and the nominees whose names appear below (the "**Nominees**") will be elected as directors. It is proposed that each of the nominees will be individually elected as a director at the Meeting. Management does not contemplate that any of the Nominees will be unable to serve as a director of the Corporation. **Unless authority to do so is withheld, the persons named in the accompanying proxy intend to vote FOR the election of the Nominees as directors of the Corporation.**

The following table provides the names of the Nominees, their municipalities of residence, all positions and offices in the Corporation held by each of them, their principal occupations, the date on which each was first elected a director of the Corporation and the approximate number of Common Shares that are beneficially owned, or controlled or directed, directly or indirectly, by each Nominee. Information regarding the principal occupation, business or employment of each Nominee within the preceding five years is set out following such table. Each elected director will hold office from the date on which he is elected until the close of the next annual meeting of Shareholders of the Corporation or until his successor is duly elected or appointed unless his office is earlier vacated in accordance with the Corporation's by-laws and the *Business Corporations Act* (Ontario).

Name, Municipality of Residence and Position with the Corporation	Principal Occupation	Director Since	Common Shares Beneficially Owned Directly or Indirectly or Controlled
Craig Smith Toronto, Ontario Director	President of Ashlar Urban Realty Inc. and Smycorp Investments Inc.	April 12, 2013	4,928,237 ⁽²⁾
Louis Forbes ⁽¹⁾ Toronto, Ontario Nominee Director	Senior Vice President and Chief Financial Officer of CT REIT.	N/A	227,273
Philip Gillin ⁽¹⁾ Toronto, Ontario Nominee Director	Senior Managing Director and Portfolio Manager, Canadian Property Investments, Sun Life Investment Management Inc.	N/A	150,000
Gordon Pridham Toronto, Ontario Nominee Director	President, Edgewater Capital Inc.	N/A	1,363,636
Ronald Schwarz ⁽¹⁾ Toronto, Ontario Nominee Director	Independent investor and capital markets consultant.	N/A	2,500,000

Notes:

- (1) Proposed member of the Audit Committee.
- (2) 3,110,055 of these Common Shares are owned of record by Smycorp Investments Inc. (“**Smycorp**”), a corporation owned (with immediate family) and controlled by Mr. Smith, and 1,000,000 of these Common Shares are owned of record by Mr. Smith’s wife.
- (3) The Corporation also wishes to disclose that: (i) Mark Hansen, President and Chief Executive Officer of the Corporation, beneficially owns, directly or indirectly, or controls 2,500,000 Common Shares; (ii) Robert Waxman, Chief Financial Officer of the Corporation, beneficially owns, directly or indirectly, or controls 2,475,000 Common Shares; and (iii) Vaughn MacLellan, Corporate Secretary of the Corporation, beneficially owns, directly or indirectly, or controls 1,227,273 Common Shares.
- (4) The information with respect to Common Shares beneficially owned, controlled or directed by the individuals noted above is based on information furnished by the individuals.

The following is biographical information relating to the Nominees, including their principal occupations for the past five years:

Craig Smith – Director. Mr. Smith is a recognized real estate industry professional with over 20 years of real estate experience specializing in investment sales and downtown office leasing in Toronto’s financial core and periphery areas. He is the President and Broker of Record of Ashlar Urban Realty Inc. (“**Ashlar**”), which he founded in July 1999. Ashlar is a full service 40 person commercial real estate firm in Toronto, Ontario, specializing in asset sales of land and buildings as well as downtown Toronto office and retail leasing. Mr. Smith is also a co-founder and director of CHC Realty Investments, a market leader in Canadian student housing that focuses on acquiring and managing purpose-built multi-residential student housing properties in close proximity to Canadian universities and colleges. Prior to founding Ashlar in July 1999, Mr. Smith was the general manager of both the Knowlton Realty and Torode Realty organizations. He has achieved success in several areas of commercial real estate over the past 20 years, ranging from entrepreneurial target acquisitions to institutional portfolio dispositions. Mr. Smith sits on various industry related boards, including the NAIOP Commercial Real Estate Development Association (Greater Toronto Chapter), and is active with several organizations, including Slate Properties, as an acquisitions advisor. Mr. Smith’s family holding company, Smycorp Investments Inc., has been active in over a dozen joint venture partnerships with the Canadian real estate community and over the years, these various partnerships have made acquisitions from debt instruments (certificates) to hard assets such as office buildings and development sites. Mr. Smith holds a Bachelor of Arts from the University of Western Ontario.

Louis Forbes – Nominee Director. Mr. Forbes is Senior Vice President and Chief Financial Officer of CT REIT and has over 20 years of real estate and finance experience. Prior to his appointment as Chief Financial Officer of CT REIT, Mr. Forbes was the Executive Vice President and Chief Financial Officer of Primaris Retail REIT from 2003 to 2013. Prior to serving in that role, Mr. Forbes was Vice President, Director and Senior Canadian Real Estate Equities Analyst of Merrill Lynch Canada, where he was responsible for covering North American real estate securities. Mr. Forbes also served as Vice President Finance and Chief Financial Officer of Revenue Properties Company Limited. Mr. Forbes holds a Bachelor of Science from McMaster University, a Master of Business Administration from Queen's University and is a Chartered Accountant. Mr. Forbes completed the Chartered Director Program at the Directors College, McMaster University.

Philip Gillin – Nominee Director. Mr. Gillin is Senior Managing Director and Portfolio Manager, Canadian Property Investments for Sun Life Investment Management Inc. He is a portfolio manager for the Sun Life Canadian Real Estate Fund and Sun Life Canadian Commercial Mortgage Fund, with responsibility for the management and performance of these funds. He is also Senior Managing Director and Portfolio Manager, Canadian Property Investments for Sun Life Assurance Company of Canada (“Sun Life Assurance”), with responsibility for its large portfolio of Canadian commercial mortgages and real estate investments. In addition, Mr. Gillin has an enterprise role as Chairman of the company’s International Sustainability Council. Mr. Gillin has 35 years’ experience in the property investment sector. He joined Sun Life Assurance in 1998 as Vice-President of Canadian Real Estate, overseeing the growth and enhancing the management of the portfolio, and was appointed as Senior Managing Director and Head of Canadian Real Estate in 2007. His responsibilities were expanded in 2012 to also include Canadian commercial mortgages. Prior to joining Sun Life Assurance, Mr. Gillin managed the real estate assets at one of Canada’s largest retailers, and prior to that he with was one of North America’s largest real estate companies. Mr. Gillin speaks frequently on property investment topics and is very active in industry and community organizations. Among others, he is a member of the Commercial Real Estate Development Association (known as NAIOP) and the International Council of Shopping Centers, serves on the Real Estate Advisory Board of the Schulich School of Business, and is a director of the Real Property Association of Canada. Mr. Gillin holds a

Bachelor of Arts from the University of Western Ontario and a Master of Business Administration from the Schulich School of Business. He is also a Certified Management Accountant.

Gordon Pridham – Nominee Director (and proposed Chairman of the Board of Directors). Mr. Pridham has been President and Chief Executive Officer of Edgewater Capital Inc., a private investment company since 2003. From September 2011 to August 2012, Mr. Pridham was Executive Chairman and interim CEO of U.S. Silver and Gold Corporation (a mining company) and from 2001 until 2003 he was President and Chief Executive Officer of IPC Securities Corporation. Mr. Pridham has over 25 years experience in the financial services sector having financed and advised companies in public and private markets across a broad range of industry sectors. He has an extensive background in the energy and natural resources sectors, having worked in the Energy and Minerals group of Chemical Bank and National Bank in New York, Calgary and Toronto. Mr. Pridham built and ran the investment banking groups at Deutsche Morgan Grenfell, Research Capital Corporation and Raymond James Ltd. Mr. Pridham serves as a director of Newalta Corporation, which is listed on the Toronto Stock Exchange. Newalta Corporation is Canada's largest provider of industrial waste management and environmental services focused on maximizing the value inherent in oilfield and industrial waste through the recovery of saleable products and recycling. Mr. Pridham is also a Chairman of the board of directors of U.S. Silver and Gold Inc., Chairman of the board of directors of Titanium Corporation, a director of RoxGold Inc. and an advisory board member of EnerTech Capital, a clean technology venture capital fund. Mr. Pridham is a graduate of the Institute of Corporate Directors.

Ronald Schwarz - Nominee Director. Mr. Schwarz is an independent investor and capital markets professional with over 20 years of industry experience. From 2009 until 2012, he served as Executive Director of UBS Global Asset Management Canada where he was responsible for a Canadian Small Cap Equity fund. Prior to that, he was Managing Director and Head of Canadian Cash Equities at CIBC Wholesale Bank where he was responsible for equity sales, trading, research and prime brokerage and electronic trading operations. Mr. Schwarz received his undergraduate degree in Finance at Concordia University and has earned his Chartered Financial Analyst (CFA) designation. He is currently a director and Chair of the Audit Committee of Noble Iron Inc., a TSX-V listed rental equipment company, and on the advisory board of Stack Wines LLC, a privately held branded wine and packaging technology company. Mr. Schwarz also serves as a director on the board of CFA Society Toronto where he Chairs the Society's Communications Committee. In addition, he is a two-term member of the Ontario Securities Commission's Small-Medium Enterprise Committee.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No Nominee is, as at the date hereof, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation) that, (a) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days that was issued while the Nominee was acting in the capacity as director, chief executive officer or chief financial officer; or (b) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No Nominee: (a) is, as at the date hereof, or has been within 10 years before the date hereof, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has, within the 10 years before the date of hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the Nominee.

No Nominee has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a Nominee.

If any of the Nominees is for any reason unavailable to serve as a director, proxies in favour of management will be voted for another nominee in their discretion unless the Shareholder has specified in the proxy that his, her or its Common Shares are to be withheld from voting in the election of directors.

3. Appointment and Remuneration of Auditors

The Shareholders will be asked at the Meeting to approve a resolution appointing Deloitte LLP, Chartered Accountants, as auditors of the Corporation and to authorize the directors to fix the auditors' remuneration. Deloitte LLP, Chartered Accountants are the present auditors of the Corporation and were first appointed as auditors on September 18, 2013.

Unless authority to do so is withheld, the persons named in the accompanying proxy intend to vote FOR the appointment of Deloitte LLP, Chartered Accountants as auditors of the Corporation to hold office until the next annual meeting of shareholders, and to authorize the directors to fix the auditors' remuneration. A majority of the votes cast by Shareholders at the Meeting is required to approve the appointment of the auditors and to authorize the directors to fix their remuneration.

4. Special Business – Approval of Stock Option Plan

At the Meeting, Shareholders will be asked to approve a resolution approving the Corporation's stock option plan (the "**Stock Option Plan**"). The Stock Option Plan was originally adopted by the Board of Directors on November 18, 2013 in connection with the Corporation's initial public offering and listing on the TSX Venture Exchange (the "**TSXV**"). A summary of the Stock Option Plan is set out in "*Statement of Executive Compensation – Option Based Awards – Summary of the Stock Option Plan*".

The Stock Option Plan is a "rolling" option plan. Pursuant to the requirements of the TSXV for "rolling" option plans, the Corporation must obtain shareholder approval for the Stock Option Plan on an annual basis, as described in Policy 4.4 of the TSXV. Accordingly, at the Meeting, Shareholders will be asked to approve a resolution approving the Stock Option Plan (the "**Stock Option Plan Resolution**"), the full text of which is as follows:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. the stock option plan of CHC Realty Capital Corp. dated November 18, 2013 is hereby confirmed, ratified and approved; and
2. any one director or officer of the Corporation, is hereby authorized, for and on behalf of the Corporation, to execute and deliver all such documents and instruments and to do all other things as in the opinion of such directors or officers may be necessary or desirable to implement this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such document or instrument, and the taking of any such action."

The Board of Directors has concluded that the Stock Option Plan is in the best interests of the Corporation. Accordingly, the Board of Directors recommends that Shareholders vote in favour of the Stock Option Plan Resolution.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the approval of the Stock Option Plan Resolution. A majority of the votes cast by Shareholders at the Meeting is required to approve the Stock Option Plan Resolution

5. Special Business – Approval of Articles of Amendment

The Board of Directors has approved in principle the amendment of the articles of incorporation of the Corporation (the “**Amendment**”) so that it will be able to qualify as a “mutual fund corporation” (“**Mutual Fund Corporation**”) as defined in the *Income Tax Act* (Canada) and the regulations thereunder (the “**Tax Act**”), subject to the approval of the Shareholders of the Corporation at the Meeting and the receipt of all required regulatory approvals, including that of the TSXV and any required securities regulatory authorities. In particular, the Amendment will add retraction rights to the share conditions attaching to the Common Shares, which is one of the conditions for the Corporation to qualify as a Mutual Fund Corporation as described below.

Background and Considerations Relating to the Amendment

Since completing its Qualifying Transaction, the Corporation has been evaluating various corporate structures. In doing so, management’s objective has been to determine the corporate structure that would maximize shareholder value and provide the best possible vehicle for future growth in a manner appropriate for the Corporation’s present circumstances, stage of development and anticipated plans. After consultation with tax, accounting and legal advisors, management has determined that a Mutual Fund Corporation is the appropriate vehicle to achieve these objectives at present.

As a result of the Corporation qualifying as a Mutual Fund Corporation, the Shareholders of the Corporation may benefit from certain provisions of the Tax Act designed to permit the flow-through of Canadian dividend income and capital gains realized by Mutual Fund Corporations. The addition of retraction rights to the share conditions attaching to the Common Shares may also provide the Shareholders with additional liquidity. Qualification as a Mutual Fund Corporation may also provide the Corporation with more flexibility to make tax-free return of capital distributions to the Shareholders. In addition, qualification as a Mutual Fund Corporation could facilitate a tax-deferred conversion of the Corporation into a mutual fund trust at a later date, if so desired. Furthermore, the Corporation will retain the ability to fund future acquisitions through the issuance of share capital. The Board of Directors considers this ability to fund acquisitions through the issuance of Common Shares an important factor for the future growth of the Corporation. For additional information, see “*Canadian Federal Income Tax Considerations*” below.

In order for the Corporation to qualify as a Mutual Fund Corporation, the following conditions must be met:

- the Corporation must be a Canadian corporation that is a public corporation,
- the Corporation’s only undertaking must be: (i) the acquiring, holding, maintaining, improving, leasing or managing of any real property (or interest in real property) that is capital property of the Corporation; (ii) the investing of its funds in property (other than real property or an interest in real property); or (iii) any combination of (i) and (ii),
- the Corporation’s issued shares having a fair market value of not less than 95% of the total fair market value of all of the issued shares of the Corporation must have conditions attached thereto that require the Corporation to redeem the shares at the demand of the holder (i.e. a retraction) and at prices determined and payable in accordance with the conditions, and
- the Corporation cannot reasonably be considered to be established or maintained primarily for the benefit of non-resident persons.

The Amendment, by virtue of the addition of retraction rights to the share conditions attaching to the Common Shares in accordance with the provisions set out in the draft articles of amendment attached as Schedule “C” to this Circular and as described below, will permit the Corporation to qualify as a Mutual Fund Corporation. The Board has approved in principle the Amendment, which also requires and is subject to the approval of the Shareholders. Accordingly, at the Meeting, which is the Corporation’s first shareholders meeting since incorporation and completion of its Qualifying Transaction, Shareholders will be requested to consider and, if thought fit, approve a special resolution to effect the Amendment by amending the Corporation’s articles to add such retraction rights to

the share conditions attaching to the Common Shares. This special resolution will not be effective unless approved by at least two-thirds of the votes cast at the Meeting in person or by proxy by Shareholders.

If approved by the Shareholders, and subject to receipt of all required regulatory approvals including the approval of the TSXV (the Corporation has received the conditional approval of the TSXV to the filing of the articles of amendment, which remains subject to final acceptance by the TSXV), the articles of amendment are expected to be filed with the Director under the *Business Corporations Act* (Ontario) (the “**OBCA**”) as soon as practicable following the Meeting.

Details of Retraction Rights

The retraction rights proposed to be added to the share conditions attaching to the Common Shares provide that subject to certain solvency requirements of the OBCA, each holder of Common Shares may, at his, her or its option and in the manner hereinafter provided, require that the Corporation redeem at any time all or, from time to time, any part of the Common Shares held by such holder and that the Corporation pay, for each share to be redeemed, the Retraction Price (as hereinafter defined) thereof together with all declared and unpaid dividends thereon. To exercise this retraction right, the holder must surrender the certificate or certificates representing the Common Shares to be redeemed at the registered office of the Corporation accompanied by a notice in writing signed by such holder requiring the Corporation to redeem all or a specified number of the Common Shares represented thereby. As soon as practicable following the receipt of the said notice, but not more than 60 days thereafter, the Corporation will be required to pay or cause to be paid to the order of the registered holder of the Common Shares to be redeemed, the Retraction Price thereof. Upon retraction, all of the holder’s rights in respect of the Common Shares tendered for retraction will cease and the holder will be entitled to receive from the Corporation the Retraction Price for each Common Share so tendered.

The Retraction Price for each Share will be equal to the lesser of: (a) 95% of the Market Price (as hereinafter defined) calculated as at the date of the surrender of Common Shares for retraction; and (b) 95% of the most recent Closing Market Price (as hereinafter defined) on the date of the surrender of Common Shares for retraction. “Market Price” at any time, means an amount per Common Share equal to the weighted average of the Closing Market Prices for the Common Shares during the 180 immediately preceding trading days on the principal market on which the Common Shares were listed or quoted for trading, and the “Closing Market Price” means the last trading price per share of the Common Shares on any day on which there was a trade of the Common Shares.

The aggregate Retraction Price payable by the Corporation in respect of any Common Shares tendered for retraction will be fully satisfied by payment in cash or by promissory notes (the “**Retraction Notes**”). Whether the Retraction Price is paid in cash or by Retraction Notes will be at the sole option of the Corporation. Because of the illiquid nature of the Corporation’s real estate assets, payment by way of Retraction Notes will allow the Corporation sufficient time to sell and convert to cash such of its assets as it deems necessary to satisfy the Retraction Price. The Retraction Notes will bear interest at a rate equal to the prescribed rate of interest under the Tax Act that is used to calculate taxable benefits for employees and shareholders from interest-free and low-interest bearing loans. The said prescribed rate of interest is published quarterly by Canada Revenue Agency and the prescribed rate for the current 2014 quarter is 1%. The Retraction Notes will have a one year term but may be prepaid by the Corporation at any time without penalty. The Retraction Notes will not be listed on any stock exchange and no market is expected to develop for them.

Redemption Right

In connection with the Amendment, the Corporation also wishes to amend the Corporation’s articles to add to the share conditions attaching to the Common Shares the right for the Corporation to redeem any Common Shares owned by a Shareholder in accordance with the provisions set out in the draft articles of amendment attached as Schedule “C” to this Circular, if the redemption of the Common Shares is considered necessary by the directors of the Corporation to ensure that the Corporation complies with the provisions of the Tax Act governing Mutual Fund Corporations or other legislation or regulatory requirements applicable to the Corporation or to ensure that the Corporation does not become subject to the legislation of a foreign jurisdiction. As noted above, in order to qualify as a Mutual Fund Corporation, the Corporation cannot reasonably be considered to be established or maintained primarily for the benefit of non-resident persons.

Canadian Federal Income Tax Considerations

The following is a general summary of the principal Canadian federal income tax considerations, as of the date hereof, for the Corporation and an individual Shareholder (other than a trust) who, for the purposes of the Tax Act, is resident in Canada, holds Common Shares of the Corporation as capital property and deals with the Corporation at arm's length. This summary is based upon the current provisions of the Tax Act and regulations thereunder, as they presently exist. Subsequent events could alter the income tax consequences to Shareholders. Furthermore, income tax consequences to Shareholders will vary depending on the province in which the Shareholder is liable for provincial income tax and the legal status of the Shareholder. This summary does not take into account or anticipate any other changes in law, whether by legislative, administrative or judicial action, and it does not take into account provincial or foreign income tax legislation or considerations.

This summary is not exhaustive of all possible Canadian federal income tax considerations. This summary is of a general nature only and is not intended, nor should it be construed, to be legal or tax advice to any particular Shareholder. Shareholders should consult their own tax advisors having regard to their individual circumstances.

Generally, the qualification of the Corporation as a Mutual Fund Corporation should have no direct income tax effect on Shareholders of the Corporation as the addition of the retraction feature to the Common Shares will not in and of itself deem the holders of the Common Shares to have disposed of all or part of these Common Shares.

This summary outlines the tax considerations applicable to a Mutual Fund Corporation. If the Corporation does not qualify as a Mutual Fund Corporation under the Tax Act at any time, the tax considerations may in some respects be materially different from those described herein.

Taxation of the Corporation

As a Mutual Fund Corporation, the Corporation would have the ability to flow through capital gains and certain dividend income through certain refundable tax mechanisms available to Mutual Fund Corporations.

The taxable portion of capital gains (net of any applicable allowable capital losses) realized by the Corporation will be subject to tax at corporate tax rates applicable to Mutual Fund Corporations. As a Mutual Fund Corporation, the Corporation will maintain a capital gains dividend account. The Corporation may recover all tax paid by it on net realized taxable capital gains distributed or deemed to have been distributed to Shareholders in the form of capital gains dividends or distributed as proceeds of disposition on the redemption or retraction of Common Shares, subject to the detailed rules in that regard in the Tax Act.

The Corporation will be subject to tax on taxable dividends received by it from taxable Canadian corporations under Part IV of the Tax Act in an amount equal to 33-1/3% of such dividends, which tax will be refundable on the basis of \$1 for each \$3 of taxable dividends paid by the Corporation to the Shareholders. With respect to other income (net of deductible expenses), the Corporation will be subject to tax at corporate tax rates applicable to Mutual Fund Corporations.

Taxation of Shareholders

A redemption or retraction of Common Shares is treated as a disposition of the shares to the Corporation by the Shareholder. If a Shareholder disposes of a Common Share (including a disposition to the Corporation in consequence of an exercise of retraction rights), the Shareholder will realize a capital gain (or a capital loss) to the extent that the proceeds of disposition, less any costs of disposition, are greater (or less) than the adjusted cost base to the Shareholder of the Common Share. In the case of a disposition of Common Shares, generally one-half of a capital gain must be included in the Shareholder's income as a taxable capital gain and the allowable portion of a capital loss may be used to offset taxable capital gains subject to, and in accordance with, the provisions of the Tax Act.

A Shareholder will be required to include in computing his or her income for tax purposes taxable dividends paid by the Corporation to the Shareholder, other than capital gains dividends. The dividend gross-up and tax credit treatment normally applicable to taxable dividends paid by a taxable Canadian corporation will apply to such

dividends, including, if applicable, the enhanced gross-up and credit for ordinary dividends designated by the Corporation as eligible dividends. The Corporation may also make distributions to Shareholders of realized capital gains by way of capital gains dividends. Capital gains dividends paid by the Corporation will be treated as realized capital gains in the hands of Shareholders and will be subject to the general rules relating to the taxation of capital gains.

The amount of any payment received by a Shareholder from the Corporation as a return of capital on a Common Share will not be required to be included in computing income of the Shareholder. Instead, such amount will reduce the adjusted cost base of the Common Shares held by the Shareholder. To the extent that the adjusted cost base to the Shareholder would otherwise be a negative amount, the Shareholder will be considered to have realized a capital gain at that time and the Shareholder's adjusted cost base will be increased by the amount of such deemed capital gain.

The Tax Act provides for an alternative minimum tax applicable to individuals and trusts. Individuals and certain trusts are required to compute their "adjusted taxable income" which includes certain amounts which, for general income tax purposes, would be exempt or deductible. Taxable dividends (without application of the dividend gross-up) and 80% of capital gains are included in "adjusted taxable income". If the minimum tax so calculated exceeds the tax otherwise payable, the minimum tax is payable.

Eligibility for Investment

The qualification of the Corporation as a Mutual Fund Corporation should have no impact upon the Common Shares qualifying as qualified investments under the Tax Act for trusts governed by registered retirement savings plans, registered retirement income funds, registered disability savings plans, deferred profit sharing plans, registered education savings plans and tax-free savings accounts as defined in the Tax Act, as the addition of the retraction feature to the Common Shares will not in and of itself affect the listing of the Common Shares on a designated stock exchange (which includes the TSXV). However, Shareholders are advised that any Retraction Notes issued by the Corporation in the event of any retractions of Common Shares will not qualify as qualified investments under the Tax Act for such trusts.

Procedure for Retraction of Common Shares

Should any Shareholder at any time after the filing of the articles of amendment to effect the Amendment wish to retract his, her or its Common Shares pursuant to the retraction rights outlined under "Details of the Retraction Rights", he, she or it should notify the Corporation by written request at the following address:

CHC Realty Capital Corp.
53 Yonge Street, 5th Floor
Toronto, Ontario M5E 1S3
Attention: Chief Financial Officer

The written request must be accompanied by the certificate or certificates representing the Common Shares tendered for retraction. On receipt of the request, the Corporation will calculate the Retraction Price using the formula outlined in the "Details of Retraction Rights" and will forward to the shareholder within 60 days of the receipt of the request either a Retraction Note or cash payment. The Common Shares tendered for retraction will be cancelled on the date the retraction request is received by the Corporation and at that date all the shareholder's rights in respect of such shares will cease.

Conditions Precedent to the Amendment

The amendment of the Corporation's articles to effect the Amendment will become effective upon filing the articles of amendment with the Director under the OBCA, which is expected to occur as soon as practicable following the Meeting. The filing of the articles of amendment is subject to a number of conditions precedent including:

- (a) Shareholders approving the filing of the articles of amendment by special resolution;

- (b) the TSXV approving the filing of the articles of amendment (the Corporation has received the conditional approval of the TSXV to the filing of the articles of amendment, which remains subject to final acceptance by the TSXV);
- (c) the receipt of all necessary regulatory approvals, if any, including any exemption orders required from applicable securities regulators in respect of the redemption by the Corporation of its Common Shares and the issuance by the Corporation of the Retraction Notes; and
- (d) the articles of amendment in prescribed form being filed with the Director under the OBCA.

If any of these conditions is not met, the Amendment will not proceed.

Amendment Resolution

At the Meeting, Shareholders will be asked to approve a special resolution approving the articles of amendment to effect the Amendment (the “**Amendment Resolution**”), the full text of which is as follows:

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the Corporation amend the terms and conditions attaching to its Common Shares, including to provide the right to each holder of Common Shares to cause the Corporation to redeem his, her or its shares, in accordance with the provisions set out in the draft articles of amendment attached as Schedule “C” to the management information circular of the Corporation dated September 10, 2014;
2. any officer or director of the Corporation is hereby authorized to take such steps as may be necessary to implement the aforesaid amendment, including, but not limited to the filing of articles of amendment under the *Business Corporations Act* (Ontario);
3. the directors of the Corporation be and they are hereby authorized to postpone delivery to the Director under the *Business Corporations Act* (Ontario), without further approval by the shareholders of the Corporation, at any time prior to the issuance of articles of amendment by the Director under the *Business Corporations Act* (Ontario), if such postponement or abandonment is deemed in the absolute discretion of the directors to be in the best interests of the Corporation; and
4. any one director or officer of the Corporation, is hereby authorized, for and on behalf of the Corporation, to execute and deliver all such documents and instruments and to do all other things as in the opinion of such directors or officers may be necessary or desirable to implement this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such document or instrument, and the taking of any such action.”

Recommendation of Board of Directors

The Board of Directors has concluded that the Amendment is in the best interests of the Corporation. Accordingly, the Board of Directors recommends that Shareholders vote in favour of the Amendment Resolution.

Required Shareholder Approval

As a special resolution, at least two-thirds of the votes cast by Shareholders at the Meeting are required to approve the Amendment Resolution. **Unless otherwise directed, the persons named in the accompanying proxy intend to vote FOR the Amendment Resolution.**

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”), the Corporation is required to disclose the compensation paid to its “named executive officers”. This means the Corporation’s Chief Executive Officer and Chief Financial Officer (or individuals who served in similar capacities) for any part of the Corporation’s most recently completed financial year, and the three most highly compensated executive officers (or individuals who served in similar capacities), other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 (and each individual who would be a “named executive officer” but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of the financial year).

For the financial year ended December 31, 2013, the “named executive officers” of the Corporation were Mark Hansen, the President and Chief Executive Officer of the Corporation and Robert Waxman, the Chief Financial Officer of the Corporation (the “**Named Executive Officers**” or “**NEOs**”).

The Company was incorporated under the *Business Corporations Act* (Ontario) on April 12, 2013. On November 28, 2013, the Company completed an initial public offering as a Capital Pool Company (“**CPC**”) pursuant to Policy 2.4 (the “**CPC Policy**”) of the TSXV and a final prospectus dated November 19, 2013. The Common Shares were listed and posted for trading on the TSXV commencing on December 4, 2013. As a CPC, prior to the completion of its “**Qualifying Transaction**” (as defined under the CPC Policy), the business of the Company was restricted to the identification and evaluation of potential opportunities with a view to completing a Qualifying Transaction. The Company subsequently completed its Qualifying Transaction on April 3, 2014 through the acquisition of the “Liberty Terrace” student housing property located in Kingston, Ontario from an arm’s length vendor. In connection with the closing of the transaction, the Company received final acceptance of the acquisition as the Company’s Qualifying Transaction from the TSXV, and commenced trading on the TSXV as a Tier 2 Real Estate Issuer. With its Qualifying Transaction completed, CHC has been pursuing the expansion of its student housing business, focusing on strategically acquiring additional student housing properties in Canada.

Given its stage of development, the Corporation has to date operated without any formal executive compensation arrangements. Moreover, neither of the Named Executive Officers has received any compensation from the Corporation other than receiving stock options of the Corporation in connection with the completion of its initial public offering.

As noted above, it is intended that the Board of Directors will be reorganized at the Meeting. Following the reorganization of the Board of Directors, it is contemplated that the Board of Directors will establish an executive compensation program for the Corporation and negotiate employment agreements between the Corporation and the Named Executive Officers as the Corporation completes additional acquisitions of student housing properties. The objective of the Corporation’s compensation program will be to provide suitable compensation for executives that is competitive to other junior real estate issuers that are at a similar stage of development to that of the Corporation and which reflects the achievements of the Corporation’s executives. This approach will be designed to retain the Named Executive Officers and to attract and retain other highly qualified individuals who are able to carry out the Corporation’s business objectives. The compensation program will aim to ensure total remuneration is competitive by market standards and link rewards with the short-term and long-term strategic goals and performance of the Corporation by providing compensation arrangements that are comprised of both a fixed component and an at-risk component, with the at-risk component being composed of certain incentives. It is contemplated that the Corporation will use the granting of stock options or similar security based compensation arrangements to offer incentive and compensation for services as part of its compensation strategy.

In connection with these initiatives, it is anticipated that the Board of Directors as reorganized following the Meeting will establish a Compensation and Corporate Governance Committee which will, among other matters, provide recommendations to the Board of Directors for the remuneration of the Named Executive Officers.

Option-Based Awards

Option-Based Awards

The Board of Directors has the responsibility to administer the compensation policies related to the executive management of the Corporation, including option-based awards. The Corporation's Stock Option Plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of executive officers as well as their impact or contribution to the longer-term operating performance of the Corporation. During the period leading up to the Corporation's initial public offering and including the awards granted at the time of the initial public offering, there was no formal process in place that the Corporation used to grant stock options to executive officers. In connection with the Corporation's initial public offering, options were approved and granted by the Board of Directors taking into consideration the efforts and services provided to the Corporation, the amount of options previously granted and the total number of options reserved for issuance under the Stock Option Plan. The Corporation has not granted any option-based awards since its initial public offering.

Summary of the Stock Option Plan

The Corporation's Stock Option Plan is designed to motivate and retain directors, officers, key employees, and other service providers, and to align their interests with those of the Corporation's Shareholders. Participation in the Stock Option Plan rewards overall corporate performance, as measured through the price of the Common Shares. In addition, the Stock Option Plan enables executives, including directors, to develop and maintain a significant ownership interest in the Corporation. All options that have been granted under the Stock Option Plan have been issued at an exercise price not less than the closing market price of the Common Shares on the date prior to the date of the grant.

Long-term incentives for executive officers and directors have been provided through options granted under the Stock Option Plan. As the Corporation's business is currently focused on building a portfolio of revenue generating student housing properties, options are used to provide incentives to the directors and executive officers of the Corporation and are intended to be an important part of compensation. The Corporation may amend its stock option policies as it completes additional acquisitions of student housing properties and builds its revenue base.

The Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the rules and regulations of the TSXV, grant to directors and officers of the Corporation, and *bona fide* Employees, Consultants, or Management Company Employees (all as defined in the policies of the TSXV) of the Corporation, non-transferable options to purchase Common Shares for a period of up to ten years from the date of the grant; provided, that the number of Common Shares reserved for issuance may not exceed 10% of the issued Common Shares at the time of the grant of an option.

The securities offered under the Stock Option Plan consist of options to acquire up to a maximum of 10% of the issued Common Shares at the time of the grant of an option. The aggregate number of Common Shares to be delivered upon the exercise of all options granted under the Stock Option Plan will not exceed the maximum number of Common Shares permitted under the rules of any stock exchange on which the Common Shares are then listed or the rules of any other regulatory body having jurisdiction over the Common Shares. If any option granted under the Stock Option Plan expires or terminates for any reason without having been exercised in full, the unpurchased Common Shares subject thereto will again be available for the purpose of the Stock Option Plan. Each option granted under the Stock Option Plan is non-assignable and non-transferable.

The number of Common Shares subject to an option granted to any participant will be determined by the Board of Directors or a committee authorized under the Stock Option Plan, but no participant, where the Corporation is listed on any stock exchange, will be granted an option which exceeds the maximum number of shares permitted under any stock exchange on which the Common Shares are then listed or other regulatory body having jurisdiction, which maximum number of shares is presently an amount equal to 5% of the then issued and outstanding Common Shares (on a non-diluted basis) in any 12-month period, unless disinterested shareholder approval is obtained.

The maximum number of Common Shares subject to an option granted to any participant who is a Consultant is presently limited to an amount equal to 2% of the then issued and outstanding Common Shares (on a non-diluted basis) in any 12-month period. The number of options granted to all persons in aggregate who are employed to perform Investor Relations Activities (as defined in the policies of the TSXV) is presently limited to an amount equal to 2% of the then issued and outstanding Common Shares (on a non-diluted basis) in any 12 month period. Options granted to Consultants performing Investor Relations Activities must vest in stages over a 12 month period with no more than 25% of the options vesting in any three month period.

The exercise price of the Common Shares covered by each option shall be determined by the Board of Directors. The exercise price will not be less than the price permitted by any stock exchange on which the Common Shares are then listed or other regulatory body having jurisdiction. Currently, the TSXV requires that the exercise price of the options must be equal to or greater than the Discounted Market Price (as defined in the policies of the TSXV). The exercise price of options is solely payable in cash.

The ability of the options to be exercised and the obligation of the Corporation to issue and deliver Common Shares in accordance with the Stock Option Plan is subject to any approvals which may be required from the Shareholders of the Corporation, or any regulatory authority or stock exchange having jurisdiction over the securities of the Corporation.

So long as it remains a policy of the TSXV, the Corporation must obtain disinterested shareholder approval for: (i) any reduction in the exercise price of an option if the relevant participant in the Stock Option Plan is an insider of the Corporation at the time of the proposed amendment; or (ii) the grant of options if the Stock Option Plan, together with all of the Corporation's previously established and outstanding stock option plans or grants, could result at any time in the grant to insiders of the Corporation, within a 12 month period, of a number of options exceeding 10% of the then issued Common Shares.

If a participant ceases to be a director, officer, Employee or Consultant, as the case may be, of the Corporation for any reason (other than death), she/he may exercise her/his option to the extent that she/he was entitled to exercise it at the date of such cessation, but only for a period determined by the Board of Directors of up to one year following her/his ceasing to be a director, officer, Employee or Consultant. In the case of an optionee's death, the optionee's heirs or administrators can exercise any portion of the options for up to six months from the optionee's death. Nothing contained in the Stock Option Plan, nor in any option granted pursuant to the Stock Option Plan, will confer upon any participant any right with respect to continuance as a director, officer, employee or consultant of the Corporation or of any affiliate.

Appropriate adjustments in the number of Common Shares issuable upon exercise of outstanding options and in the exercise price of the options shall be made to give effect to adjustments in the number of Common Shares resulting from any subdivisions, consolidations or reclassifications of the Common Shares, the payment of stock dividends by the Corporation or other relevant changes in the capital structure of the Corporation.

Summary Compensation Table

The following table sets forth information concerning compensation earned for services rendered by the Named Executive Officers for the period from April 12, 2013 (date of incorporation) to December 31, 2013.

Summary Compensation Table								
Name and Principal Position	Year	Salary	Share-Based Awards	Option-Based Awards	Non-Equity Incentive Plan Compensation	Pension Value	All Other Compensation	Total Compensation
Mark Hansen ^{(1),(2)} President and Chief Executive Officer	2013	Nil	Nil	\$77,250	Nil	Nil	Nil	\$77,250
Robert Waxman ^{(1),(3)} Chief Financial Officer	2013	Nil	Nil	\$51,500	Nil	Nil	Nil	\$51,500

Notes:

- (1) As noted above, given its stage of development, to date the Corporation has operated without any formal executive compensation arrangements, and neither of the Named Executive Officers has received any executive compensation from the Corporation other than receiving stock options of the Corporation in connection with the completion of its initial public offering.
- (2) On November 28, 2013, Mr. Hansen was awarded 1,031,250 stock options. The fair value of these options was \$77,250 and was determined using the Black Scholes model using the following assumptions and estimates: exercise price of \$0.10, fully vested, expected life of options of 5 years, risk-free rate of interest of 1.78%, expected dividend yield of 0% and expected volatility of 100%.
- (3) On November 28, 2013, Mr. Waxman was awarded 687,500 stock options. The fair value of these options was \$51,500 and was determined using the Black Scholes model using the following assumptions and estimates: exercise price of \$0.10, fully vested, expected life of options of 5 years, risk-free rate of interest of 1.78%, expected dividend yield of 0% and expected volatility of 100%.

For a description of the agreements or arrangements that are in place with respect to the Named Executive Officers, see “*Compensation Discussion and Analysis*” and “*Termination and Change of Control Benefits*”.

Long-Term Incentive Plan Awards and Stock Appreciation Rights

The Corporation does not maintain any long-term incentive plans and does not grant stock appreciation rights.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth the details regarding the incentive awards for each NEO outstanding as of December 31, 2013, including awards granted before the most recently completed financial year.

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-Money Options (\$) ⁽¹⁾	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)	Market or Payout Value of Vested Share-Based Awards Not Paid or Distributed (\$)
Mark Hansen President and Chief Executive Officer	1,031,250	\$0.10	Nov. 28, 2018	\$123,750	N/A	N/A	N/A
Robert Waxman Chief Financial Officer	687,500	\$0.10	Nov. 28, 2018	\$82,500	N/A	N/A	N/A

Note:

- (1) The market price of the Common Shares on December 31, 2013 was \$0.22 based on the closing price of the Common Shares on the TSXV on December 31, 2013.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth the details regarding the value vested or earned of incentive plan awards for each Named Executive Officer for the period from April 12, 2013 (date of incorporation) to December 31, 2013.

Name	Option-Based Awards – Value Vested During the Year (\$)	Share-Based Awards – Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
Mark Hansen President and Chief Executive Officer	\$77,250	Nil	Nil
Robert Waxman Chief Financial Officer	\$51,500	Nil	Nil

Pension Plan Benefits

The Corporation does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

Termination and Change of Control Benefits

As noted above, given its stage of development, the Corporation has to date operated without any formal executive compensation arrangements. Following the reorganization of the Board of Directors at the Meeting, it is contemplated that the Board of Directors will establish an executive compensation program for the Corporation and negotiate employment agreements between the Corporation and the Named Executive Officers as the Corporation completes additional acquisitions of student housing properties. It is expected that the employment agreements between the Corporation and the Named Executive Officers will contain termination and change of control benefits entitling the Named Executive Officers to receive lump sum payments in the event of their termination without cause or upon a change of control comparable to those provided to executive officers by comparable issuers.

Director Compensation

Director Compensation Table

The following table sets forth information concerning compensation earned for services rendered by the directors for the period from April 12, 2013 (date of incorporation) to December 31, 2013, excluding Mark Hansen who is a Named Executive Officer.

Summary Compensation Table								
Name	Year	Fees Earned	Share-Based Awards	Option-Based Awards ⁽⁴⁾	Non-Equity Incentive Plan Compensation	Pension Value	All Other Compensation	Total Compensation
Vaughn MacLellan ⁽¹⁾	2013	Nil	Nil	\$51,500	Nil	Nil	Nil	\$51,500
Thomas Murphy ⁽²⁾	2013	Nil	Nil	\$51,500	Nil	Nil	Nil	\$51,500
Craig Smith ⁽³⁾	2013	Nil	Nil	\$77,250	Nil	Nil	Nil	\$77,250

Notes:

- (1) On November 28, 2013, Mr. MacLellan was awarded 687,500 stock options. The fair value of these options was \$51,500 and was determined using the Black Scholes model using the following assumptions and estimates: exercise price of \$0.10, fully vested, expected life of options of 5 years, risk-free rate of interest of 1.78%, expected dividend yield of 0% and expected volatility of 100%.
- (2) On November 28, 2013, Mr. Murphy was awarded 687,500 stock options. The fair value of these options was \$51,500 and was determined using the Black Scholes model using the following assumptions and estimates: exercise price of \$0.10, fully vested, expected life of options of 5 years, risk-free rate of interest of 1.78%, expected dividend yield of 0% and expected volatility of 100%.
- (3) On November 28, 2013, Mr. Smith was awarded 1,031,250 stock options. The fair value of these options was \$77,250 and was determined using the Black Scholes model using the following assumptions and estimates: exercise price of \$0.10, fully vested, expected life of options of 5 years, risk-free rate of interest of 1.78%, expected dividend yield of 0% and expected volatility of 100%.

Narrative Discussion

Given its stage of development, to date the Corporation has operated without any formal compensation arrangements for its directors, and none of the directors has received any compensation from the Corporation other than receiving stock options of the Corporation in connection with the completion of its initial public offering.

Following the Meeting and in connection with the reorganization of the Board of Directors as described in this Circular, it is anticipated that the Board of Directors will review and adopt compensation arrangements for the directors which will include annual non-executive directors' fees, additional fees for participation on committees of the Board of Directors and option-based awards (as well as reimbursement of directors for out-of-pocket expenses related to their attendance at meetings).

Directors Share-Based Awards and Option-Based Awards

The following table sets forth the details regarding the incentive plan awards for each non-executive director of the Corporation outstanding as of December 31, 2013.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-Money Options (\$) ⁽¹⁾	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)
Vaughn MacLellan	687,500	\$0.10	Nov. 28, 2018	\$82,500	Nil	N/A
Thomas Murphy	687,500	\$0.10	Nov. 28, 2018	\$82,500	Nil	N/A
Craig Smith	1,031,250	\$0.10	Nov. 28, 2018	\$123,750	Nil	N/A

Note:

(1) The market price of the Common Shares on December 31, 2013 was \$0.22 based on the closing price of the Common Shares on the TSXV on December 31, 2013.

Directors Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth the details regarding the value vested or earned of incentive plan awards for each non-executive director of the Corporation for period from April 12, 2013 (date of incorporation) to December 31, 2013.

Name	Option-Based Awards – Value Vested During the Year (\$)	Share-Based Awards – Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
Vaughn MacLellan	Nil	Nil	Nil
Thomas Murphy	Nil	Nil	Nil
Craig Smith	Nil	Nil	Nil

**SECURITIES AUTHORIZED FOR
ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets forth as of December 31, 2013, the number of Common Shares to be issued upon exercise of outstanding options, the weighted exercise price of such outstanding options and the number of securities remaining available for future issuance under all equity compensation plans previously approved by the Corporation's Shareholders and all equity plans not approved by the Corporation's Shareholders.

Plan Category	Equity Compensation Plan Information		
	Number of Common Shares to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of Common Shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
<i>Equity compensation plans approved by securityholders</i>	Nil	Nil	Nil
<i>Equity compensation plans not approved by securityholders</i>	4,125,000 ⁽¹⁾	N/A	1,375,000 ⁽²⁾
Total	4,125,000	\$0.10	1,375,000

Notes:

- (1) Common Shares issuable upon exercise of stock options granted under the Stock Option Plan. The Stock Option Plan has not yet been approved by Shareholders but approval of the Stock Option Plan is being sought at the Meeting as described in this Circular.
- (2) Based on 10% of the number of Common Shares issued and outstanding at December 31, 2013 there were 5,500,000 shares reserved for issuance pursuant to the Stock Option Plan.

AUDIT COMMITTEE

National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) requires that certain information regarding the Audit Committee of a “venture issuer” (as that term is defined in NI 52-110) be included in the management information circular to be sent to the shareholders of a venture issuer in connection with the solicitation by management for the purpose of electing directors to its board of directors.

Audit Committee Charter

The Audit Committee of the Board of Directors operates under a written charter that sets out its responsibilities and composition requirements. A copy of the Audit Committee’s charter is attached as Schedule “A” to this Circular.

Composition of Audit Committee

The Audit Committee of the Corporation is presently comprised of Thomas Murphy (Chair), Vaughn MacLellan and Craig Smith. As described above, at the Meeting, it is intended that Messrs. Murphy and MacLellan will not stand for re-election as directors, and that the Nominees will be elected as directors. Following the Meeting, it is expected that the Audit Committee will be reconstituted to include Ronald Schwarz (Chair), Louis Forbes and Philip Gillin.

As proposed to be reconstituted, the Audit Committee has been structured to comply with NI 52-110. Each member of the Audit Committee will be independent within the meaning of NI 52-110. In addition, each member of the Audit Committee will be financially literate within the meaning of NI 52-110. In considering criteria for the determination of financial literacy, the Board of Directors looks at the ability to read and understand financial statements that present the breadth and level of complexity of accounting issues that are generally comparable to those issues that can be reasonably expected to be raised by the Corporation’s financial statements.

Relevant Education and Experience

As proposed to be reconstituted, each member of the Corporation’s Audit Committee will have adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, education and experience that have provided the member with: (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves; (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation’s financial statements or experience actively supervising individuals engaged in such activities; and (c) an understanding of internal controls and procedures for financial reporting.

In particular: (i) Mr. Schwarz is a Chartered Financial Analyst and holds a Bachelor’s degree in Finance and has over 20 years of experience with financial reporting, financial statement analysis and public companies as a capital markets professional (equity analyst and portfolio manager) and independent investor; (ii) Mr. Forbes is a Chartered Accountant, holds a Master’s Degree in Business Administration, has many years of experience with financial reporting, financial statement analysis and public companies, and he is currently Chief Financial Officer of CT REIT and before that served as Chief Financial Officer of Primaris Retail REIT; and (iii) Mr. Gillin is a certified Management Accountant, holds a Master’s Degree in Business Administration, and has many years of experience with financial reporting and financial statement analysis as a real estate and mortgage fund portfolio manager. In these capacities, the members of the Corporation’s Audit Committee will have had experience preparing, analyzing or evaluating financial statements for public companies or actively supervising individuals engaged in such activities, and have developed an understanding of the accounting principles used by the Corporation to prepare its financial statements and an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

During the fiscal year ended December 31, 2013, all recommendations of the present Audit Committee to nominate or compensate the Corporation's external auditor were adopted by the Board of Directors.

Pre-Approval Policies and Procedures

The Audit Committee is responsible for reviewing and pre-approving all non-audit services to be provided to the Corporation by its external auditor. However, the Audit Committee has not yet adopted any specific policies or procedures for the engagement of non-audit services.

External Auditor Service Fees

The following table summarizes the fees billed by Deloitte LLP, Chartered Accountants, 181 Bay Street, Suite 1400, Toronto, Ontario, M5J 2V1, the external auditors of the Corporation, for the period from April 12, 2013 (date of incorporation) to December 31, 2013:

Category	Year ended December 31, 2013
Audit Fees	\$53,000
Audit Related Fees	Nil
Tax Fees	Nil
All Other Fees	\$53,000

CORPORATE GOVERNANCE

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* requires the Corporation to disclose annually its corporate governance practices.

The Board of Directors is committed to a high standard of corporate governance practices. The Board of Directors believes that this commitment is not only in the best interest of the Corporation's Shareholders but that it also promotes effective decision making at the Board of Directors level.

Board of Directors

The Board of Directors has responsibility for the stewardship of the Corporation. In carrying out this mandate, the Board of Directors meets regularly and a broad range of matters are discussed and reviewed for approval. These matters include overall corporate plans and strategies, budgets, internal controls and management information systems, risk management as well as interim and annual financial and operating results. The Board of Directors is also responsible for the approval of all major transactions, including equity issuances, acquisitions and dispositions, as well as the Corporation's debt and borrowing policies. The Board of Directors strives to ensure that actions taken by management correspond closely with the objectives of the Board of Directors and the Corporation's Shareholders.

The Board of Directors of the Corporation is currently comprised of four members, being Mark Hansen, the President and Chief Executive Officer of the Corporation, Vaughn MacLellan, who is also Corporate Secretary of the Corporation, Thomas Murphy and Craig Smith. As President and Chief Executive Officer, Mr. Hansen is not independent, and Mr. MacLellan is not considered independent as he is also Corporate Secretary and a partner in the law firm Wildeboer Dellelce LLP, which acts as counsel to the Corporation. Messrs. Murphy and Smith are considered to be independent directors.

As described above, at the Meeting, it is intended that the Corporation will reorganize the Board of Directors whereby Messrs. Hansen, MacLellan and Murphy will not stand for re-election (Mr. Hansen will remain as President and Chief Executive Officer and Mr. MacLellan will remain as Corporate Secretary), and the Nominees will be elected as directors. All of the Nominees will be considered to be independent directors.

The following Nominees currently serve on the boards of other reporting issuers (or the equivalent) as listed below:

Name	Name of Reporting Issuer	Exchange
Gordon Pridham	Newalta Corporation Roxgold Inc. Titanium Corporation U.S. Silver and Gold Inc.	TSX TSXV TSXV TSX
Ronald Schwarz	Noble Iron Inc.	TSXV

Board Mandate

The written mandate of the Board of Directors is attached as Schedule “B” to this Circular.

Board Committees

The Corporation has no current or proposed standing committees other than the Audit Committee and the contemplated Compensation and Corporate Governance Committee to be formed following the reorganization of the Board of Directors at the Meeting.

Position Descriptions

The Board of Directors has not developed written position descriptions for the chair of each committee of the Board of Directors. In addition, while the Chief Executive Officer reports to the Board of Directors, the Board of Directors and its Chief Executive Officer have not developed a written position description for the Chief Executive Officer. The Board of Directors and the Chief Executive Officer will consider the development of written position descriptions as the Corporation further develops, taking into consideration the size of the Corporation and its Board of Directors, the stage of the Corporation’s development and its ability to enable the Board of Directors and its committees to operate in an efficient and flexible manner. In the meantime, the Board of Directors expects the Chairman of the Board of Directors to provide leadership and to manage the Board of Directors and ensure that it carries out its duties and responsibilities in accordance with its mandate. Similarly, the Board of Directors expects the chairman of each committee to provide leadership and to manage the committee and ensure that the committee carries out its duties and responsibilities according to its mandate.

Orientation and Continuing Education

The Corporation does not have a formal orientation and education program for new directors. The Corporation has not held a formal orientation for the members of its Board of Directors, but the Nominees have been made aware of the Corporation and its operations, activities and plans. The Corporation attempts to make directors aware of developments in disclosure, governance and reporting guidelines and regulations from time to time, and directors are also encouraged to keep informed of new developments individually. Members of the Board of Directors are also encouraged to communicate with management, auditors and technical consultants as required.

Ethical Business Conduct

The Corporation is committed to conducting its business in accordance with applicable laws, rules and regulations, and in accordance with industry standards of business ethics, and to full and accurate disclosure in compliance with applicable securities laws. In furtherance of the foregoing, the Corporation plans to adopt a written Code of Business Conduct and Ethics (the “Code”) following the reorganization of the Board of Directors at the Meeting, which will apply to all directors, officers and employees of the Corporation and set forth specific policies to guide such individuals in the performance of their duties. A copy of the Code will be able to be obtained by contacting the Corporation.

Under applicable corporate laws, any director or executive officer that has a material interest in a transaction or agreement that is being considered by the Corporation is required to declare a conflict of interest and is excluded from voting and from the decision making process with respect to that issue.

Nomination of Directors and Compensation

The Board of Directors does not currently have a Compensation and Nomination Committee. Following the reorganization of the Board of Directors at the Meeting as described above, it is contemplated that the Board of Directors will form a Compensation and Corporate Governance Committee comprised of independent directors.

The Compensation and Corporate Governance Committee will oversee the remuneration, nomination and appointment policies and practices of the Corporation. The principal responsibilities of the Compensation and Corporate Governance Committee will include: (a) considering the Corporation's overall remuneration strategy and, where information is available, verifying the appropriateness of existing remuneration levels using external sources for comparison; (b) comparing the nature and amount of the Corporation's directors' and executive officers' compensation to performance against goals set for the year, while considering relevant comparative information, independent expert advice and the financial position of the Corporation; (c) making recommendations to the Board of Directors in respect of director and executive officer remuneration matters with the overall objective of ensuring maximum Shareholder benefit from the retention of high quality board and executive team members; (d) considering nominees for independent directors of the Corporation; and (e) planning for the succession of directors and executive officers of the Corporation, including appointing, training and monitoring senior management to ensure that the Board of Directors and management have appropriate skill and experience.

No compensation consultant or advisor has been retained by the Corporation to date.

Assessments

The Board of Directors has not conducted any assessment of the Board of Directors, its committees or individual directors. The Corporation will consider conducting such assessments as and when appropriate. The Corporation is at an early stage of development and also has a small Board of Directors, which provides the opportunity for all directors to actively interact and to become familiar with one another. It is expected that any issues with respect to effectiveness and contribution would readily become apparent in this environment.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No individual who is, or at any time during the most recently completed financial year of the Corporation was, a director or executive officer of the Corporation, no proposed nominee for election as a director of the Corporation and no associate of any such director, executive officer or proposed nominee for director is, or at any time since the beginning of the most recently completed financial year of the Corporation has been, indebted to the Corporation including indebtedness that would be the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this Circular, no informed person (as such term is defined in NI 51-102) of the Corporation, nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director has or had any material interest, direct or indirect, in any transaction since the beginning of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation.

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

Management knows of no matters to come before the Meeting of Shareholders other than as set forth in the Notice of Meeting. **However, if other matters which are not known to management should properly come before the Meeting, the accompanying proxy will be voted on such matters in accordance with the best judgment of the persons voting the proxy.**

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available under the Corporation's profile on SEDAR at www.sedar.com. Financial information is provided in the Corporation's audited financial statements and management's discussion and analysis for the period from April 12, 2013 (date of incorporation) to December 31, 2013. Copies of the Corporation's financial statements and management's discussion and analysis may be obtained under the Corporation's profile on SEDAR at www.sedar.com or upon written request to the Corporate Secretary at 53 Yonge Street, 5th Floor, Toronto, Ontario M5E 1J3.

DIRECTORS' APPROVAL

The contents of this Circular and the sending of it to each director of the Corporation, to the auditors of the Corporation and to the Shareholders of the Corporation entitled to notice of the Meeting, have been approved by the directors of the Corporation.

DATED as of the 10th day of September, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

"Mark Hansen"

Mark Hansen

President and Chief Executive Officer

SCHEDULE “A”

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

CHC REALTY CAPITAL CORP. (the “Corporation”)

I. Purpose

The Audit Committee is a committee of the Board of Directors which assists the Board in overseeing the Corporation’s financial controls and reporting and in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control and legal compliance functions of the Corporation. The Audit Committee’s primary duties and responsibilities are to:

- Oversee: (i) the integrity of the Corporation’s financial statements; (ii) the Corporation’s compliance with legal and regulatory requirements with respect to financial controls and reporting; and (iii) the auditors’ qualifications and independence.
- Serve as an independent and objective party to monitor the Corporation’s financial reporting processes and internal control systems.
- Review and appraise the audit activities of the Corporation’s independent auditors.
- Provide open lines of communication among the independent auditors, financial and senior management and the Board of Directors for financial reporting and control matters.

II. Composition

Members of the Audit Committee are appointed and removed by the Board of Directors. The Board shall designate annually the members of the Committee and a Chairman of the Committee. The Committee will be comprised of at least three directors, each of whom qualifies as an independent director, as determined by the Board¹. All members should have skills and/or experience which are relevant to the mandate of the Committee, as determined by the Board. All members of the Committee shall be financially literate at the time of their election to the Committee. “Financial literacy” shall be determined by the Board of Directors in the exercise of its business judgment, and shall include a working familiarity with basic finance and accounting practices and an ability to read and understand financial statements that present a breadth and level of complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements. Committee members, if they or the Board of Directors deem it appropriate, may enhance their understanding of finance and accounting by participating in educational programs conducted by the Corporation or an outside consultant or firm.

III. Responsibilities

The responsibilities of the Audit Committee shall generally include, but not be restricted to, undertaking the following:

¹ Determined in accordance with National Instrument 52-110 – *Audit Committees*.

Selection and Evaluation of Auditors

- (a) Recommending to the Board of Directors the external auditors (subject to shareholder approval) to be engaged to prepare or issue an auditor's report or performing other audit, review or attest services for the Corporation and the compensation of such external auditors.
- (b) Overseeing the independence of the Corporation's auditors and taking such actions as it may deem necessary to satisfy it that the Corporation's auditors are independent within the meaning of applicable securities laws by, among other things: (i) requiring the independent auditors to deliver to the Committee on a periodic basis a formal written statement delineating all relationships between the independent auditors and the Corporation; and (ii) actively engaging in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and taking appropriate action to satisfy itself of the auditors' independence.
- (c) Instructing the Corporation's independent auditors that: (i) they are ultimately accountable to the Committee (as representatives of the shareholders of the Corporation); (ii) they must report directly to the Committee; and (iii) the Committee is responsible for the appointment (subject to shareholder approval), compensation, retention, evaluation and oversight of the Corporation's independent auditors.
- (d) Ensuring the respect of legal requirements regarding the rotation of applicable partners of the external auditors, on a regular basis, as required.
- (e) Reviewing and pre-approving all audit and permitted non-audit services or mandates to be provided by the independent auditors to the Corporation or any of its subsidiaries, including tax services, and the proposed basis and amount of the external auditors' fees for such services, and determining which non-audit services the auditors are prohibited from providing (and adopting specific policies and procedures related thereto).
- (f) Reviewing the performance of the Corporation's independent auditors and replacing or terminating the independent auditors (subject to required shareholder approvals) when circumstances warrant.

Oversight of Annual Audit

- (a) Reviewing and accepting, if appropriate, the annual audit plan of the Corporation's independent auditors, including the scope, extent and schedule of audit activities, and monitoring such plan's progress and results during the year.
- (b) Confirming through private discussions with the Corporation's independent auditors and the Corporation's management that no management restrictions are being placed on the scope of the independent auditors' work.
- (c) Reviewing with the external auditors any audit problems or difficulties and management's response thereto and resolving any disagreement between management and the external auditors regarding accounting and financial reporting.
- (d) Reviewing with management and the external auditors the results of the year-end audit of the Corporation, including: (i) the annual financial statements and the audit report, the related management representation letter, the related "Memorandum Regarding Accounting Procedures and Internal Control" or similar memorandum prepared by the Corporation's independent auditors, any other pertinent reports and management's responses concerning such memorandum; and (ii) the qualitative judgments of the independent auditors about the appropriateness and not just the acceptability of accounting principles and financial disclosure practices used or proposed to be adopted by the Corporation including any alternative treatments of financial information that

have been discussed with management, the ramification of their use and the independent auditor's preferred treatment as well as any other material communications with management and, particularly, about the degree of aggressiveness or conservatism of its accounting principles and underlying estimates.

Oversight of Financial Reporting Process and Internal Controls

- (a) Reviewing with management and the external auditors the annual financial statements and accompanying notes, the external auditors' report thereon and the related press release, and obtaining explanations from management on all significant variances with comparative periods, before recommending approval by the Board and the release thereof.
- (b) Reviewing with management the quarterly financial statements and any auditors' review thereof before recommending approval by the Board and the release thereof.
- (c) Reviewing and periodically assessing the adequacy of the Corporation's procedures for the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, including reviewing the financial information contained in the annual information form, management proxy circular, management's discussion and analysis, prospectuses and other documents containing similar financial information before their public disclosure or filing with regulatory authorities, including the audit committee's report for inclusion in the Corporation's management information circular in accordance with applicable rules and regulations.
- (d) Periodically reviewing the Corporation's disclosure policy to ensure that it conforms with applicable legal and regulatory requirements.
- (e) Reviewing the adequacy and effectiveness of the Corporation's accounting and internal control policies and procedures through inquiry and discussions with the Corporation's independent auditors and management of the Corporation.
- (f) Monitoring the quality and integrity of the Corporation's disclosure controls and procedures and management information systems through discussions with management and the external auditors.
- (g) Overseeing management's reporting on internal controls and disclosure controls and procedures.
- (h) Reviewing on a regular basis and monitoring the Corporation's policies and guidelines which govern the Corporation's risk assessment and risk management, including the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures, including hedging policies through the use of financial derivatives.
- (i) Establishing and maintaining free and open means of communication between and among the Board of Directors, the Committee, the Corporation's independent auditors and management.

Other Matters

- (a) Assisting the Board with oversight of the Corporation's compliance with applicable legal and regulatory requirements, including meeting with general counsel and outside counsel when appropriate to review legal and regulatory matters, including any matters that may have a material impact on the financial statements of the Corporation.
- (b) Reviewing and approving any transactions between the Corporation and members of management and/or the Board as well as policies and procedures with respect to officers' expense accounts and perquisites, including the use of corporate assets. The Committee shall consider the results of any review of these policies and procedures by the Corporation's independent auditors.

- (c) Conducting or authorizing investigations into any matters within the Committee's scope of responsibilities, including retaining outside counsel or other consultants or experts as the Committee determines necessary to carry out its duties and to set and pay the compensation for these advisors.
- (d) Establishing procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
- (e) Establishing procedures for the review and approval of financial and related information of the Corporation.
- (f) Reviewing and approving the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.
- (g) Performing such additional activities, and considering such other matters, within the scope of its responsibilities, as the Committee or the Board of Directors deems necessary or appropriate.

IV. Meetings and Advisors

The Committee will meet as often as it deems necessary or appropriate to perform its duties and carry out its responsibilities described above in a timely manner, but not less than quarterly. The quorum at any meeting of the Committee shall be a majority of its members. All such meetings shall be held pursuant to the By-Laws of the Corporation with regard to notice and waiver thereof.

The Audit Committee shall meet on a regular basis without management or the external auditors. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. As part of its purpose to foster open communications, the Committee shall meet at least annually, and more frequently as required, with management and the Corporation's independent auditors in separate executive sessions to discuss any matters that the Committee or each of these groups or persons believe should be discussed privately. The independent auditors will have direct access to the Committee at their own initiative. The Chairman should work with the Chief Financial Officer and management to establish the agenda for Committee meetings.

Written minutes of each meeting of the Committee shall be filed in the Corporation's records. The Chairman of the Committee will report periodically to the Board of Directors.

The Committee shall, in appropriate circumstances and subject to advising the Chairman of the Board, have the authority to engage and obtain advice and assistance from advisors, including independent or outside legal counsel and accountants, as it determines is necessary or appropriate to carry out its duties. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of any compensation (i) to any independent auditors engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Corporation, and (ii) to any independent advisors employed by the Committee.

V. Disclosure of Charter

This charter shall be published in the Corporation's annual information form or information circular as required by applicable securities laws.

While the Committee has the duties and responsibilities set forth in this charter, the Committee is not responsible for planning or conducting the audit or for determining whether the Corporation's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Similarly, it is not the responsibility of the Committee to ensure that the Corporation complies with all laws and regulations.

Nothing contained in this charter is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Corporation or the members of the Audit Committee.

SCHEDULE “B”

MANDATE OF THE BOARD OF DIRECTORS

CHC REALTY CAPITAL CORP. (the “Corporation”)

I. General

The Board of Directors of the Corporation is responsible for the supervision of the management of the Corporation’s business and affairs, with the objective of increasing shareholder value.

The Board shall be constituted with a majority of “independent” directors, as that term is defined in applicable securities legislation and stock exchange rules. The Board’s independent directors will meet periodically without management and non-independent directors.

Directors are expected to attend all Board meetings and review all meeting materials in advance. They are expected to take an active part in Board decisions.

II. Composition

The Board shall be composed of a minimum of three members and such maximum number of directors as may be determined by the Board from time to time in accordance with the Corporation’s Articles and applicable laws. The Board shall be constituted with a majority of individuals who qualify as independent directors, as determined by the Board in accordance with applicable laws.

III. Responsibilities

The responsibilities of the Board of Directors shall generally include, but not be restricted to, undertaking the following:

With respect to strategic planning

- (a) Adopting a strategic planning process for the Corporation and approving the Corporation’s long-term strategy, taking into account, amongst other matters, business opportunities and risks.
- (b) Approving and monitoring the implementation of the Corporation’s annual business plan.
- (c) Advising management on strategic issues.

With respect to human resources and performance assessment

- (a) Choosing the Chief Executive Officer (“CEO”) and approving the appointment of other senior management executives.
- (b) Monitoring and assessing the performance of the CEO and of senior management and approving their compensation, taking into consideration the recommendations of the Compensation Committee and Board expectations and fixed goals and objectives.
- (c) Monitoring management and Board succession planning processes.
- (d) Monitoring the size and composition of the Board and its committees based on competencies, skills and personal qualities sought in Board members.

- (e) Approving the list of Board nominees for election by shareholders.

With respect to financial matters and internal control

- (a) Monitoring the integrity and quality of the Corporation's financial statements and the appropriateness of their disclosure.
- (b) Reviewing the general content of, and the Audit Committee's report on the financial aspects of, the Corporation's annual information form, management information circular, management's discussion and analysis, prospectuses and any other documents required to be disclosed or filed by the corporation before their public disclosure or filing with regulatory authorities.
- (c) Approving operating and capital budgets, the issuance of securities and, subject to the schedule of authority adopted by the Board, any transaction out of the ordinary course of business, including proposals on mergers, acquisitions or other major transactions such as investments or divestitures.
- (d) Determining dividend policies and procedures.
- (e) Taking all reasonable measures to ensure that appropriate systems are in place to identify business risks and opportunities and overseeing the implementation of processes to manage these risks and opportunities.
- (f) Monitoring the Corporation's internal control and management information systems and regulatory certification practices.
- (g) Monitoring the Corporation's compliance with applicable legal and regulatory requirements.
- (h) Reviewing at least annually the Corporation's disclosure policy and monitoring the operation of the disclosure policy.

With respect to corporate governance matters

- (a) Developing the Corporation's approach to corporate governance and reviewing, on a regular basis, appropriate corporate governance structures and procedures, including the identification of decisions requiring approval of the Board and, where appropriate, measures for receiving stakeholder feedback, and the adequate public disclosure thereof.
- (b) Taking all reasonable measures to satisfy itself as to the integrity of management and that management creates a culture of integrity throughout the Corporation.
- (c) Adopting and reviewing, on a regular basis, the Corporation's Code of Ethics and monitoring compliance with such code.
- (d) Taking all reasonable measures to ensure the annual performance assessment of the Board, Board committees, Board and committee chairs and individual directors.
- (e) Adopting orientation and continuing education programs for directors.

IV. Method of Operation

Meetings of the Board shall be held at least quarterly and as required. In addition, a special meeting of the Board shall be held, at least annually, to review the Corporation's strategic plan. The quorum at any meeting of the Board shall be a majority of directors in office. All such meetings shall be held pursuant to the By-Laws of the Corporation with regard to notice and waiver thereof.

The Board chair shall develop the agenda for each meeting of the Board, in consultation with the CEO in the event those two positions are held by separate individuals, or the lead independent director if such a position is held by an independent director. The agenda and the appropriate material shall be provided to directors of the Corporation on a timely basis prior to any meeting of the Board.

Independent directors shall meet periodically without management and other non-independent directors present.

The Board may delegate to a committee of the Board any of the Board's responsibilities and powers as it deems appropriate and in accordance with applicable laws and the Corporation's Articles and By-Laws.

Nothing contained in this mandate is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Corporation.

SCHEDULE "C"

ARTICLES OF AMENDMENT

The articles of the corporation be amended by deleting the rights, privileges, restrictions and conditions attached to the common shares and replacing them with the rights, privileges, restrictions and conditions set out below:

1. Voting

Each holder of common shares shall be entitled to receive notice of and to attend all meetings of shareholders of the corporation, except meetings at which only holders of other classes or series of shares are entitled to attend, and at all such meetings shall be entitled to one vote in respect of each common share held by such holder.

2. Distributions

The holders of common shares shall be entitled to receive, and the corporation shall pay thereon, distributions as and when declared by the directors of the corporation, out of the moneys of the corporation properly applicable to the payment of distributions, in an amount determined by the directors of the corporation. Such distributions may consist of ordinary dividends, capital gains dividends or distributions representing a return of capital or any combination thereof.

3. Liquidation

In the event of any liquidation, dissolution or winding-up of the corporation or other distribution of the assets of the corporation among its shareholders for the purpose of winding-up its affairs, the holders of common shares shall be entitled to receive the remaining property or assets of the corporation.

4. Redemption at the Option of the Holder

4.1 Subject to the provisions of subsection 32(2) of the *Business Corporations Act*, each holder of common shares may, at his option and in the manner hereinafter provided, require that the corporation redeem at any time all or, from time to time, any part of the said common shares held by such holder and that the corporation pay, for each share to be redeemed, the Retraction Price thereof (as hereinafter defined) together with all declared and unpaid distributions thereon.

4.2 In the case of a redemption of common shares under the provisions of clause 4.1 hereof, the holder thereof shall surrender the certificate or certificates representing such common shares at the registered office of the corporation or the transfer agent accompanied by a notice in writing signed by such holder requiring the corporation to redeem all or a specified number of the common shares represented thereby. As soon as practicable following the receipt of the said notice, but not more than 60 days thereafter, the corporation shall pay or cause to be paid to the order of the registered holder of the common shares to be redeemed, the Retraction Price thereof. If a part only of the shares represented by any certificate be redeemed at any time in a fiscal year of the corporation, a new certificate for the balance shall be issued on or before the end of the fiscal year, at the expense of the corporation.

4.3 The Retraction Price for each common share shall be the lesser of:

- (a) 95% of the Market Price (as hereinafter defined) calculated as at the date of the surrender of common shares for retraction; and
- (b) 95% of the most recent Closing Market Price (as hereinafter defined) on the date of the surrender of common shares for retraction;

and for the purposes of this clause, “Market Price” at any time, means an amount per common share equal to the weighted average of the Closing Market Prices for the common shares during the 180 immediately preceding trading days on the principal market on which the common shares were quoted for trading; and “Closing Market Price” means the last trading price per share of the common shares on any day on which there was a trade of the common shares.

- 4.4 The Retraction Price may be fully paid and satisfied, at the sole option of the corporation, by cash payment or by the issuance by the corporation of a promissory note (the “Retraction Note”) which shall bear interest at a rate equal to the prescribed rate of interest calculated pursuant to paragraph 4301(c) of the regulations promulgated under the *Income Tax Act* (Canada) in effect at the time of its issue and will mature and be fully repaid at the end of one year after issuance. The terms and conditions of the Retraction Notes will also provide that in all circumstances the Retraction Notes may be prepaid without penalty.

5. Redemption by Corporation

- 5.1 The corporation may, from time to time, without notice to a shareholder, redeem any common shares owned by the shareholder at the Redemption Price (as hereinafter defined) for each common share being redeemed, if the redemption of the common shares is considered necessary by the directors of the corporation to ensure that the corporation complies with the provisions of the *Income Tax Act* (Canada) governing mutual fund corporations or other legislation or regulatory requirements applicable to the corporation or to ensure that the corporation does not become subject to the legislation of a foreign jurisdiction.

- 5.2 The Redemption Price for each common share shall be the lesser of:

- (a) 100% of the Market Price calculated as at the date of the redemption of the common shares; and
- (b) 100% of the most recent Closing Market Price on the date of the redemption of the common shares;

and for the purposes of this clause, “Market Price” at any time, means an amount per common share equal to the weighted average of the Closing Market Prices for the common shares during the 180 immediately preceding trading days on the principal market on which the common shares were quoted for trading; and “Closing Market Price” means the last trading price per share of the common shares on any day on which there was a trade of the common shares.

- 5.3 In the case of a redemption of common shares under the provisions of clause 5.1 hereof, the corporation shall, as soon as practicable, pay or cause to be paid to the order of the registered holder of the common shares so redeemed, the Redemption Price thereof. If a part only of the shares represented by any certificate be redeemed at any time in a fiscal year of the corporation, a new certificate for the balance shall be issued on or before the end of the fiscal year, at the expense of the corporation.