

Starlight U.S. Multi-Family (No. 1) Core Plus Fund Receives Overwhelming Unitholder Approval of Proposed Transaction



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Toronto, Ontario – October 19, 2021 – Starlight U.S. Multi-Family (No. 1) Core Plus Fund (TSXV: SCPO) (the “Fund”) is pleased to announce the voting results from the special meeting of Fund unitholders (“Unitholders”) held on October 19, 2021 (the “Meeting”).

At the Meeting, Unitholders voted in favour of a resolution (the “Transaction Resolution”) approving the transaction (the “Transaction”), announced by the Fund on September 10, 2021, pursuant to which Sherrin U.S. Multi-Family (No. 1) Holding LP (the “Purchaser”), will acquire the Fund’s portfolio of seven class “A” institutional quality multi-family properties totaling 2,219 units located in the United States that will provide all-cash consideration to the Unitholders. The Transaction is valued at approximately US\$600.0 million with gross cash consideration of approximately US\$269.6 million payable to the Fund after certain deductions (the “Purchase Price Deduction”). The Transaction Resolution required approval of a simple majority of the votes cast by Unitholders, as well as a simple majority of the votes cast by disinterested Unitholders, in each case, voting as a single class.

The Transaction Resolution was approved by the affirmative vote of approximately 99.99% of all votes represented at the Meeting, and by approximately 99.99% of the votes cast by disinterested Unitholders represented at the Meeting.

The Transaction is expected to close on or about October 26, 2021, subject to the satisfaction or waiver of certain closing conditions including: receipt of Fund lender consents, approval of the Transaction from the TSX-V and certain other customary closing conditions. The Class A Units of the Fund are expected to be delisted from the TSX Venture Exchange (“TSX-V”) effective as of the date of closing.

About Starlight U.S. Multi-Family (No. 1) Core Plus Fund

The Fund is a limited partnership formed under the Limited Partnerships Act (Ontario) for the primary purpose of indirectly acquiring, owning and operating a portfolio of value-add, income producing rental properties in the U.S. multi-family real estate market. The Fund currently owns seven class “A” institutional quality multi-family properties totaling 2,219 units located in the United States, with an average year of construction of 2003.

For the Fund’s complete consolidated financial statements and management’s discussion and analysis (“MD&A”) for the second quarter ended June 30, 2021 and any other information relating to the Fund, please visit www.sedar.com. Further details regarding the Fund’s unit performance and distributions, market conditions where the Fund’s properties are located, performance by the Fund’s properties and a capital investment update are also available in the Fund’s August 2021 Newsletter which is available on the Fund’s profile at www.starlightus.com.

Forward-looking Statements

This press release contains forward-looking statements and information relating to expected future events, including statements regarding the closing of the Transaction. Such forward-looking information is typically indicated by the use of words such as “will”, “may”, “expects” or “intends”.

The forward-looking statements and information contained in this press release include, without limitation, statements regarding the Transaction; the expected timing for closing of the Transaction; and the estimated Purchase Price Deduction. Such forward-looking information and statements involve risks and uncertainties and are based on Fund management’s current expectations, intentions and assumptions in light of its understanding of relevant current market conditions, investee business plans, and the Fund’s prospects. If unknown risks arise, or if any of the assumptions underlying the forward-looking information and statements prove incorrect, actual results may differ materially from management expectations as projected in such forward-looking information and statements. Examples of such risks and uncertainties include, but are not limited to, the occurrence of any event,

change or other circumstances that could give rise to the termination of the Transaction; the outcome of any legal proceedings that may be instituted against the Purchaser or the Fund related to the Transaction; the inability to complete the Transaction due to the failure to satisfy the conditions to closing of the Transaction; the possibility of not receiving final approval from the TSX-V; the disruption of management's attention from the Fund's ongoing business operations due to the Transaction; the effect of the announcement of the Transaction on the Fund's relationships with its customers, operating results and business generally; the effects of local and national economic, credit and capital market conditions, including changes in interest rates, foreign exchange rates, government regulations or in tax laws; and other risk factors described in the management information circular and the Fund's continuous disclosure materials from time to time, available on SEDAR at www.sedar.com. Accordingly, although management believes that the Fund's anticipated future results, performance or achievements expressed or implied by the forward-looking statements and information are based upon reasonable assumptions and expectations, the reader should not place undue reliance on forward-looking statements and information. COVID-19 and any guidelines, recommendations, or measures to prevent its spread have cast additional uncertainty on the Fund's assumptions, expectations, future outlook, anticipated events and projections. There can be no assurance that such assumptions will continue to be valid, including if and to the extent COVID-19 or any guidelines, recommendations, or measures to prevent its spread impact the Transaction and closing of the Transaction. The Fund disclaims any intention or obligation to update or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless required by applicable law.

Neither the TSX-V nor its Regulation Services Provider (as that term is defined in policies of the TSX-V) accepts responsibility for the adequacy or accuracy of this release.

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