

STARLIGHT U.S. MULTI-FAMILY (NO. 1) CORE PLUS FUND COMPLETES MAXIMUM SIZE INITIAL PUBLIC OFFERING AND RAISES APPROXIMATELY CDN\$218.2 MILLION



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Toronto – **February 28, 2020** – /CNW/ - Starlight U.S. Multi-Family (No. 1) Core Plus Fund (the “**Fund**”) announced today that it has completed its initial public offering (the “**Offering**”) for the maximum amount of gross proceeds permitted by the securities regulatory authorities, including the exercise in full of an over-allotment option granted to the agents. Pursuant to the Offering and a concurrent private placement, the Fund issued an aggregate of approximately C\$218.2 million of limited partnership units, comprised of 5,125,325 Class A Units, 1,685,000 Class C Units, 7,608,790 Class D Units, 397,500 Class E Units, 3,114,570 Class F Units, 2,500,000 Class I Units and 939,000 Class U Units of the Fund at a price of C\$10.00 per Class A Unit, Class C Unit, Class D Unit, Class F Unit and Class I Unit and US\$10.00 per Class E Unit and Class U Unit.

The units of the Fund were offered to the public through a syndicate of agents led by CIBC and which included Scotia Capital Inc., BMO Nesbitt Burns Inc., National Bank Financial Inc., Raymond James Ltd., RBC Dominion Securities Inc., Stifel Nicolaus Canada Inc., TD Securities Inc., Canaccord Genuity Corp., Desjardins Securities Inc., Industrial Alliance Securities Inc. and Laurentian Bank Securities Inc.

The Fund was established for the primary purpose of indirectly acquiring, owning and operating a portfolio primarily comprised of income-producing multi-family properties that can achieve significant increases in operating income as a result of undertaking high return, light value-add capital expenditures and active asset management, and are located primarily in the States of Arizona, California, Colorado, Florida, Georgia, Nevada, North Carolina, Oregon, South Carolina, Tennessee, Texas, Utah and Washington. The Fund is currently in the process of acquiring three multi-family residential properties located in the States of Florida, Georgia and Tennessee in the markets of Tampa, Atlanta and Nashville, respectively, comprising 950 multi-family residential units for an aggregate purchase price of approximately US\$187.5 million (the “**Properties**”) and expects to close the acquisition of the Properties on or about February 28, 2020. The balance of the net proceeds of the Offering will be used to subsequently acquire one or more additional income-producing, multi-family properties in the above-noted target markets within the United States, consistent with the primary purpose of the Fund, and for working capital purposes.

The Fund also announced today that it has received final approval for the listing of the Class A Units on the TSX Venture Exchange (under the symbol “SCPO”). The Class C Units, Class D Units, Class E Units, Class F Units, Class I Units and Class U Units will not be listed by the Fund on any stock exchange, but the Class C Units, Class D Units, Class F Units and Class I Units are each convertible into Class A Units of the Fund, subject to compliance with the terms and conditions in the Fund’s limited partnership agreement. The Class A Units are convertible into Class D Units. Following completion of the acquisition of the Properties, the Fund expects its Class A Units to commence trading on or about February 28, 2020.

Starlight Group Property Holdings Inc. (“**Starlight**”) is the promoter of the Fund and an affiliate of Starlight will act as manager of the Fund. Starlight is a privately held real estate investment and asset management company that is driven by an experienced team comprised of approximately 200 professionals. Starlight currently owns and asset manages C\$14.0 billion of real estate in Canada and the United States, including its partnerships with a number of institutional investors, high net worth investors and international family offices. Starlight has completed transactions having an aggregate value of over C\$25.0 billion, with a transaction volume of approximately 85,000 suites since its inception.

The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**1933 Act**”), and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act and applicable state securities laws.

Gross proceeds noted in this press release have been calculated based on a rate of exchange of C\$1.33706 for US\$1.00000.

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 income producing rental properties in the United States multi-family real estate market.

Forward-looking Statements

This news release contains statements that include forward-looking information within the meaning of Canadian securities laws. These forward-looking statements reflect the current expectations of the Fund and Starlight regarding future events, including statements concerning the expecting closing of the Fund's acquisition of the Properties, the acquisition by the Fund of additional income producing multi-family properties and the commencement of trading of the Class A Units on the Exchange.

In some cases, forward-looking statements can be identified by terms such as "may", "might", "will", "could", "should", "would", "occur", "expect", "plan", "anticipate", "believe", "intend", "seek", "aim", "estimate", "target", "project", "predict", "forecast", "potential", "continue", "likely", "schedule", or the negative thereof or other similar expressions concerning matters that are not historical facts.

Material factors and assumptions used by management of the Fund to develop the forward-looking information include, but are not limited to, the Fund's current expectations about: the availability of properties for acquisition and the price at which such properties may be acquired; the availability of mortgage financing; the capital structure of the Fund; the global and North American economic environment; foreign currency exchange rates; and governmental regulations or tax laws. While management considers these assumptions to be reasonable based on currently available information, they may prove to be incorrect.

Although management believes the expectations reflected in such forward-looking statements are reasonable and represent the Fund's internal projections, expectations and beliefs at this time, such statements involve known and unknown risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities may not be achieved. A variety of factors, many of which are beyond the Fund's control, could cause actual results in future periods to differ materially from current expectations of estimated or anticipated events or results expressed or implied by such forward-looking statements. Such factors include the risks identified in the Fund's final prospectus dated January 31, 2020, including under the heading "Risk Factors" therein, as well as, among other things, risks related to the availability of suitable properties for purchase by the Fund, the availability of mortgage financing for such properties, and general economic and market factors, including interest rates, prospective purchasers of real estate, business competition, use of derivatives, changes in government regulations or income tax laws. Readers are cautioned against placing undue reliance on forward-looking statements. Except as required by applicable Canadian securities laws, the Fund undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

To learn more about the Fund, visit www.starlightus.com or contact:

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