

STARLIGHT U.S. MULTI-FAMILY (NO. 2) CORE PLUS FUND ANNOUNCES ACHIEVEMENT OF MINIMUM OFFERING, FILES INITIAL PUBLIC OFFERING FINAL PROSPECTUS AND SETS CLOSING DATE FOR OFFERING



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Toronto – **March 22, 2021** – /CNW/ - Starlight U.S. Multi-Family (No. 2) Core Plus Fund (the “**Fund**”) announced today that it has received expressions of interest and commitments that in the aggregate exceed the minimum offering amount of US\$85.4 million (approximately C\$106.8 million) and has filed with the securities commissions of all provinces in Canada, and obtained a receipt for, a final prospectus for an initial public offering of limited partnership units (the “**Offering**”). The final prospectus qualifies the distribution of a minimum of US\$85.4 million and a maximum of US\$170.8 million of Class A Units, Class U Units, Class D Units, Class E Units, Class F Units, Class G Units and/or Class C Units of the Fund at a price of C\$10.00 per Class A Unit, Class D Unit, Class F Unit and Class C Unit and US\$10.00 per Class U Unit, Class E Unit and Class G Unit. It is expected that the Offering will close on March 31, 2021.

The Fund was established for the primary purpose of directly or indirectly acquiring, owning and operating a portfolio primarily composed of income-producing multi-family properties that demonstrate value based on pricing and local supply and demand trends to achieve the Fund’s target metrics or that can achieve significant increases in rental rates as a result of undertaking high return, light value-add capital expenditures and active asset management. The Fund intends to acquire properties that are located primarily in Arizona, California, Colorado, Florida, Georgia, Idaho, Nevada, North Carolina, Oregon, South Carolina, Tennessee, Texas, Utah and Washington. Following completion of the Offering, the Fund intends to acquire two multi-family residential properties that comprise a total of 675 suites located in the states of Colorado and Florida in the markets of Denver and Orlando, respectively (the “**Initial Portfolio**”). The balance of the net proceeds of the Offering, if any, 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.

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 currently owns and/or manages C\$20.5 billion in assets in Canada and the United States, including more than 600 properties, approximately 70,000 multi-residential suites (of which approximately 10,000 multi-residential suites are located in the United States and primarily in Sunbelt and Mountain states spread across 23 properties and having a current value of approximately C\$2.5 billion), and approximately 8,000,000 square feet of commercial space in Canada through various entities spread across eight provinces and two territories, including in partnership with several global institutional investors and family offices. Starlight has extensive experience overseeing and working with publicly listed entities and currently provides services to three publicly listed entities: True North Commercial REIT (TSX: TNT.UN); Northview Canadian High Yield Residential Fund (TSX: NHF.UN); and Starlight U.S. Multi-Family (No. 1) Core Plus Fund (TSX-V: SCPO.UN). Starlight has been among North America’s most active real estate investors since its inception in 1995 and employs more than 300 professionals, including more than 23 professionals in U.S. multi-residential real estate with expertise in investments, asset management, finance and legal. Starlight has completed transactions having an aggregate value of over C\$30.0 billion, with a transaction volume of approximately 110,000 multi-residential suites with over C\$9.0 billion of invested capital.

The Fund has received commitments from senior management of Starlight and other investors known to Starlight to subscribe for a minimum of C\$16.9 million of Class C Units. The syndicate of agents for the Offering is being led by CIBC World Markets Inc. and includes Scotia Capital Inc., RBC Dominion Securities Inc., TD Securities Inc., BMO Nesbitt Burns Inc., Canaccord Genuity Corp., National Bank Financial Inc., Richardson Wealth Limited, Desjardins Securities Inc., iA Private Wealth Inc., Laurentian Bank Securities Inc. and Raymond James Ltd. (collectively, the “**Agents**”). The Fund has granted to the Agents an over-allotment option, exercisable in whole or in part and from time to time for a period of 30 days following the closing of the Offering, to purchase additional units in a number equal to up to 15% of the aggregate number of initial Units distributed pursuant to the Offering under this Prospectus at a price of C\$10.00 per Class A Unit, Class D Unit and/or Class F Unit and US\$10.00 per Class E Unit, Class G Unit and/or Class U Unit.

The Fund has received conditional approval from the TSX Venture Exchange (the “**Exchange**”) to list the Class A Units and Class U Units distributed under the Offering on the Exchange under the symbols “SCPT.A” and “SCPT.U”, respectively. Listing of the Class A Units and Class U Units is subject to the Fund fulfilling all of the requirements of the Exchange.

The Fund is also pleased to announce that effective March 19, 2021, Harry Rosenbaum and Kelly Smith have joined Daniel Drimmer as directors of the general partner of the Fund. Following Ms. Smith’s appointment, the board of directors of the general partner has now achieved the 30% Club Canada’s aim for better gender balance at the board level. Ms. Smith has over 30 years of commercial real estate experience. Most recently, until January 2020, she was Chief Executive Officer for Strathallen Capital Corp., a fully integrated Canadian real estate management platform, focused on retail properties, with over C\$1.4 billion in assets under management. Ms. Smith is currently a member of the board of trustees of TSX-listed CT REIT and an independent member of the investment committee for BRE Fund, part of BMO’s Merchant Banking Group. Ms. Smith was previously a member of the board of trustees of the formerly TSX-listed Agellan Commercial REIT. Ms. Smith holds both an M.B.A. (1991) and an H.B.A. (1986) from Western University (formerly the University of Western Ontario) and holds the ICD.D designation from the Institute of Corporate Directors.

This press release does not constitute an offer to sell or the solicitation of an offer to buy securities of the Fund in the United States, nor shall there be any sale of the securities of the Fund in any jurisdiction in which such offer, solicitation or sale would be unlawful. 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.

This Offering is only being made to the public by prospectus. A prospectus containing important information relating to these securities has been filed with securities commissions or similar authorities in each of the provinces of Canada. Copies of the prospectus may be obtained from any of the Agents and is available on SEDAR at www.sedar.com. Investors should read the prospectus before making an investment decision.

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 commitments and expressions of interest, the subscription by senior management of Starlight and others, the closing of the Offering and the timing thereof, the use of proceeds of the Offering, the timing of the acquisition of properties by the Fund and the commencement of trading of the Class A Units and Class U 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 ability to deploy the remaining proceeds from the Offering, if any, to acquire additional properties; the Fund’s current expectations about: the impact of COVID-19 on the properties to be acquired by the Fund as well as the impact of COVID-19 on the markets in which the Fund intends to operate; the applicability of any government regulation concerning tenants or rents at properties the Fund intends to acquire as a result of COVID-19 or otherwise; the availability of core-plus properties for acquisition (other than the Initial Portfolio) and the price at which such properties may be acquired; the availability of mortgage financing and current interest rates; 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 preliminary prospectus, 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 the impact of COVID-19, 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.

About Starlight U.S. Multi-Family

Starlight U.S. Multi-Family was formed for the primary purpose of indirectly acquiring, owning and operating a portfolio of diversified income producing rental properties in the U.S. multi-family real estate market through private, public and institutional vehicles. Starlight U.S. Multi-Family owns and asset manages a portfolio consisting of approximately 10,000 multi-residential units across the United States comprising over C\$2.5B in assets under management. Please visit us at www.starlightus.com.

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