



## **DUNDEE REIT ISSUES MANAGEMENT INFORMATION CIRCULAR, ANNOUNCES KEY DATES AND FILES AMENDED FORM OF ASSET MANAGEMENT AGREEMENT**

### **FOR IMMEDIATE RELEASE**

**TORONTO, JULY 20, 2007, DUNDEE REIT (D.UN – TSX)** today announced that it has commenced the mailing of its management information circular and related materials in respect of the special meeting (“the Meeting”) of unitholders to be held on August 15, 2007. The Meeting is being held to consider and vote on the previously announced sale of Dundee REIT’s portfolio of real estate assets located primarily in Ontario, Québec and Newfoundland to GE Real Estate and various amendments to Dundee REIT’s declaration of trust, including to provide for a one-time redemption and transfer of outstanding units. As previously announced, the board of trustees has fixed July 12, 2007, as the record date for the determination of unitholders entitled to receive notice of and to vote at the special meeting. A copy of the management information circular and related materials will be filed today with the Canadian provincial securities regulatory authorities and will be available on SEDAR and on the Dundee REIT web site.

If Unitholder approval is obtained and the sale transaction is completed, Dundee REIT will use the cash proceeds of up to approximately \$1.5 billion, subject to adjustment, received on the closing date to redeem a fixed number of issued and outstanding units for \$47.50 cash per unit and a further 3,473,684 issued and outstanding units will be transferred to GE Real Estate for \$47.50 cash per unit in accordance with Dundee REIT’s amended declaration of trust.

The closing date of the sale transaction will occur a few days before the end of the month in which the conditions to completion of the sale transaction, including regulatory approvals, have been satisfied or waived. The closing date is currently anticipated to be Friday, August 24, 2007, but may be postponed if any conditions are not satisfied or waived by that date, but in any event, no later than October 31, 2007. The redemption and transfer will be effective at 8:00 a.m. (Toronto time) on the next business day following the closing date, and is anticipated to be August 27, 2007.

In connection with the redemption and transfer of outstanding units, unitholders will be able to elect, from among a limited number of pre-determined choices, the percentage of their units that they wish to have acquired by Dundee REIT and GE Real Estate. Unitholders wishing to participate on a pro rata basis will be entitled to do so. If no election is made, the unitholder will be deemed to have elected to have none of its units acquired. Elections will be subject to the requirement that all of the cash proceeds from the sale transaction and GE Real Estate’s investment of \$165 million will be and must be used to acquire outstanding units. Accordingly, a pro rata acquisition of an additional number of units may be implemented. Unitholders who wish to make an election will be required to deliver a completed and validly executed letter of transmittal and election form, and accompanying unit certificate, to Computershare Investor Services Inc. by 5:00 p.m. (Toronto time) on the closing date, which is anticipated to be August 24, 2007. Surrendering units through CDS Clearing and Depository Services’ book-based transfer system will be possible. A copy of the letter of transmittal and election form will accompany the management information circular mailed to unitholders.

If the sale of the assets is completed on August 24, 2007 and the redemption and transfer is completed on August 27, 2007, it is anticipated that the delivery of cash and new unit certificates will occur on or before August 29, 2007.

Since the initial announcement of the transaction on June 4, 2007, management of Dundee REIT has received feedback from a number of investors and industry participants regarding the transaction and, as a result, made recommendations to the board of trustees with respect to the form of asset management agreement to be entered into with Dundee Realty Corporation (“DRC”) at closing. Dundee REIT and DRC have agreed to amend the terms of the asset management agreement to be entered into between them on closing as set forth in an amendment dated July 13, 2007, to the original purchase agreement between Dundee REIT, certain of its subsidiaries and GE Real Estate.

The amendments to the asset management agreement include the elimination of the standard and additional disposition fees, an increase in the threshold AFFO for the incentive fee, amendments to the term and termination rights of the agreement and amendments to the amount and structure of certain fees related to acquisitions, financings and management of capital expenditures. In addition, a provision was added that allows Dundee REIT the right to acquire a minimum 50% interest in any office or industrial property in Canada identified by DRC for purchase.

Letter agreements amending the original side letter and lock-up agreement among the parties to account for the amendment to the purchase agreement and modified form of asset management agreement have also been entered into by the respective parties. A copy of the amendment to the purchase agreement, together with the modified form of asset management agreement, and the letter agreements amending the side letter and lock-up agreement will also be filed today with the Canadian provincial securities regulatory authorities.

If unitholders have any questions about the information contained in the Management Information Circular or require assistance in completing their proxy form, they may contact Georgeson, the proxy solicitation agent retained by Dundee REIT, at 1-888-605-7619.

Dundee REIT is an unincorporated, open-ended real estate investment trust and is Canada’s leading provider of high quality, affordable business premises. It is focused on owning, acquiring, leasing and managing mid-sized urban and suburban office and industrial properties in Canada. Dundee REIT’s diversified portfolio consists of approximately 22.2 million square feet of gross leasable area, located primarily in its target markets of Toronto, Ottawa, Montréal, Calgary and Edmonton. Dundee REIT’s portfolio is well diversified by geographic location and tenant mix. For more information, please visit [www.dundeereit.com](http://www.dundeereit.com).

For further information, please contact:

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