



CIRCULAR 144-19
November 13, 2019

**ANTICIPATED CONTRACT ADJUSTMENT
First Capital Realty Inc. (FCR & FFR)
Plan of Arrangement**

THE FOLLOWING INFORMATION IS PREPARED FOR THE CONVENIENCE OF CANADIAN DERIVATIVES CLEARING CORPORATION (CDCC) MEMBERS AND BOURSE DE MONTRÉAL INC. (THE BOURSE) APPROVED PARTICIPANTS. THIS DOCUMENT IS AN UNOFFICIAL SUMMARY OF CERTAIN TERMS OF THE AFOREMENTIONED ADJUSTMENT. CDCC AND THE BOURSE ACCEPT NO RESPONSIBILITY FOR THE ACCURACY OR COMPLETENESS OF THE SUMMARY. CDCC MEMBERS AND BOURSE APPROVED PARTICIPANTS MUST ENSURE THEY HAVE REVIEWED THE DOCUMENTATION PUBLISHED BY THE ISSUERS INVOLVED IN THIS CORPORATE ACTION.

The Bourse and CDCC wish to inform you that First Capital Realty Inc. (the "Company") (TSX: FCR), announced that upon receipt of a fairness opinion, its Board of Directors (the "Board") has unanimously approved the previously announced reorganization of the Company into a real estate investment trust to be named First Capital Real Estate Investment Trust ("First Capital REIT" or the "REIT").

Under the terms of the Arrangement, the Company's shareholders will receive one unit of the REIT (a "REIT Unit") for each common share of the Company held, unless a qualifying shareholder elects to receive exchangeable limited partnership units ("Exchangeable Units") in a limited partnership controlled by First Capital REIT in exchange for their common shares of the Company.

The proposed reorganization will be effected by way of a plan of arrangement under the *Business Corporations Act* (Ontario) (the "Arrangement") and, among other approvals, will be subject to shareholder approval at the Special Meeting.

In addition to the requisite shareholder and court approvals, the completion of the Arrangement and exchange of the Company's common shares for either REIT Units or Exchangeable Units will be contingent on receipt of all necessary third party and regulatory approvals and receipt of approval from the TSX to list the applicable REIT Units on the TSX.

The Company anticipates the REIT conversion to be completed on or about December 30, 2019.

PLEASE ENSURE THAT ALL CLIENTS WHO HAVE EITHER LONG OR SHORT POSITIONS IN THIS OPTION CLASS ARE ADVISED OF THIS NOTICE.

For further information, please contact Market Operations Department at (514) 871-7877. Clearing members may contact the CDCC Corporate Operations Department.

Gladys Karam
Director, Equity Derivatives
Financial Markets