



## DUNDEE INDUSTRIAL REIT ENTERS AGREEMENT TO ACQUIRE REMAINING SHARES OF C2C INDUSTRIAL PROPERTIES INC.

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**TORONTO, JUNE 20, 2013, DUNDEE INDUSTRIAL REIT (TSX: DIR.UN) AND C2C INDUSTRIAL PROPERTIES INC. (TSXV:CCH)** today announced that Dundee Industrial REIT, through its subsidiary Dundee Industrial Atlantic Acquisition Inc. ("Dundee Industrial Atlantic"), has entered into an agreement that will position it to acquire the remaining outstanding shares of C2C Industrial Properties Inc. ("C2C").

On June 19, 2013, Dundee Industrial Atlantic and C2C entered into an amalgamation agreement pursuant to which, among other things, Dundee Industrial Atlantic and C2C agreed to amalgamate (the "Amalgamation") under the *Business Corporations Act* (Ontario). The Amalgamation constitutes the subsequent acquisition transaction to the offer by Dundee Industrial Atlantic dated April 5, 2013 to purchase all of the issued and outstanding common shares of C2C for 0.4485 units of Dundee Industrial REIT per common share of C2C (the "Offer"). Pursuant to the Offer, Dundee Industrial Atlantic took up 95% of the outstanding C2C common shares on May 15, 2013.

If the Amalgamation is implemented, the company resulting from the Amalgamation, which will be named DIR Industrial Properties Inc. ("Amalco"), will be a subsidiary of Dundee Industrial REIT. As a result of the Amalgamation, and in accordance with the Amalgamation Agreement, each of the common shares previously held by common shareholders of C2C (other than dissenting shareholders and Dundee Industrial Atlantic) will be converted into one redeemable preference share of Amalco, which in turn will be redeemed in exchange for 0.4485 units of Dundee Industrial REIT. No fractional units of Dundee Industrial REIT will be issued and holders who would otherwise be entitled to a fraction of a unit of Dundee Industrial REIT will receive a cash payment equal to the product of such fraction multiplied by the closing price of the units on the TSX on the trading day immediately preceding the effective date of the Amalgamation.

Pursuant to the Amalgamation, the warrants and convertible debentures of C2C will become obligations of Amalco. In accordance with the terms of the convertible debentures of C2C, following the Amalgamation the convertible debentures of C2C will become convertible into redeemable preference shares of Amalco at the conversion price of \$5.55 per share and, in accordance with the terms of such shares, each redeemable preference share of Amalco will be redeemed immediately following its issuance for 0.4485 units of Dundee Industrial REIT. In accordance with the terms of the warrants of C2C, following the Amalgamation each warrant of C2C will entitle the holder to acquire one redeemable preference share of Amalco at the exercise price of \$5.00 per share and, in accordance with the terms of such shares, each redeemable preference share of Amalco will be redeemed immediately following its issuance for 0.4485 units of Dundee Industrial REIT.

The Amalgamation is subject to various conditions including obtaining approval of the common shareholders of C2C at a meeting on July 18, 2013. At the meeting, common shareholders of C2C will be asked to consider, and if deemed advisable, approve, among other things, the Amalgamation. Full particulars of the Amalgamation are described in the management information circular (the "Management Information Circular") for the special meeting of common shareholders of C2C which C2C expects to mail to common shareholders of C2C on June 20, 2013.

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### About Dundee Industrial REIT

Dundee Industrial REIT is an unincorporated, open-ended real estate investment trust. Dundee Industrial REIT owns a portfolio of 206 primarily light industrial properties comprising approximately 15.7 million square feet of gross leasable area in key industrial markets across Canada. Its objective is to build upon and grow its

portfolio and to provide stable, sustainable and growing distributions to its unitholders. For more information, please visit [www.dundeeindustrial.com](http://www.dundeeindustrial.com).

### **About C2C Industrial Properties Inc.**

C2C is a real estate investment corporation specializing in the acquisition, ownership and operation of light industrial properties across Canada.

*This press release contains forward-looking statements with respect to Dundee Industrial REIT and C2C and its operations, strategy, financial performance and financial condition, as well as with respect to the acquisition of the C2C portfolio. These statements generally can be identified by the use of forward-looking words such as “forecast”, “may”, “will”, “expect”, “estimate”, “anticipate”, “intend”, “believe” or “continue” or the negative thereof or similar variations. The actual results and performance of Dundee Industrial REIT and C2C’s portfolio of assets discussed herein could differ materially from those expressed or implied by such statements. See the risk factors in the public filings of Dundee Industrial REIT and C2C. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Some important factors that could cause actual results to differ materially from expectations include, among other things, general economic and market factors, competition, the failure to receive any required approvals or consents in connection with the acquisition of the C2C portfolio or the failure to satisfy or waive any other condition to the acquisition of the C2C portfolio, the failure of Dundee Industrial REIT to realize expected benefits from the acquisition of the C2C portfolio, the performance of the C2C portfolio generally, changes in securities or other laws or regulations or the application thereof. The cautionary statements qualify all forward-looking statements attributable to Dundee Industrial REIT and persons acting on its behalf. The assumptions made in making forward-looking statements are referred to in the public filings of Dundee Industrial REIT and C2C. Unless otherwise stated, all forward-looking statements speak only as of the date of this press release. Except as required by applicable law, Dundee Industrial REIT and C2C specifically disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise.*

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