No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. These securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any state securities laws, and accordingly will not be offered, sold or delivered, directly or indirectly within the United States of America, its possessions and other areas subject to its jurisdiction, except in limited circumstances. See "Plan of Distribution".

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. *Copies of the documents incorporated herein by reference may be obtained on request without charge from the Secretary of Dundee REIT at 30 Adelaide Street East, Suite 1600, Toronto, Ontario, M5C 3H1 (telephone 416-365-3535), and are also available electronically at www.sedar.com.*

SHORT FORM PROSPECTUS

New Issue March 21, 2012

DUNDEE R·E·I·T™

DUNDEE REAL ESTATE INVESTMENT TRUST

$201,495,000

5,700,000 REIT Units, Series A

This short form prospectus qualifies the distribution of 5,700,000 REIT Units, Series A ("Units") of Dundee Real Estate Investment Trust ("Dundee REIT"), at a price of $35.35 per Unit, including 364,800 Units to be purchased by Dundee Corporation pursuant to the exercise of its pre-emptive right under our Declaration of Trust, at a price of $35.35 per Unit.

Dundee REIT is an unincorporated, open-ended real estate investment trust governed by the laws of Ontario. Our head office is located at 30 Adelaide Street East, Suite 1600, Toronto, Ontario, M5C 3H1.

Our outstanding Units are listed on the Toronto Stock Exchange (the "TSX") under the symbol "D.UN". The closing price of the Units on the TSX on March 7, 2012, the last trading day prior to Dundee REIT's announcement of this offering, was $35.98. The TSX has conditionally approved the listing of the Units. Listing is subject to Dundee REIT fulfilling all of the requirements of the TSX on or before June 15, 2012.

PRICE: $35.35 per Unit

	Price to the Public	Underwriters' Fee(1)	Net Proceeds to Dundee REIT(2)
Per Unit	$ 35.35	$ 1.414	$ 33.936
Total(3)	$201,495,000	$7,543,973	$193,951,027

Notes:

(1) The Underwriters will not receive any fee in respect of the 364,800 Units to be purchased under this prospectus by Dundee Corporation pursuant to its pre-emptive right under our Declaration of Trust. See "Plan of Distribution".

(2) After deducting the Underwriters' fee but before deducting expenses of this offering, estimated to be $600,000, which will be paid from the proceeds of this offering. Dundee Properties LP will reimburse Dundee REIT for the Underwriters' fee and for the expenses of this offering.

(3) We have granted the Underwriters an option (the "Over-Allotment Option"), exercisable in whole or in part for a period of 30 days from the closing of this offering, to purchase up to 855,000 additional Units on the same terms as set forth above solely to cover over-allotments, if any. If the Over-Allotment Option is exercised in full, the total Price to the Public, Underwriters' Fee and Net Proceeds to Dundee REIT will be $231,719,250, $8,752,943 and $222,966,307, respectively. This prospectus qualifies the grant of the Over-Allotment Option and the issuance of Units on the exercise of the Over-Allotment Option. A purchaser who acquires Units forming part of the Underwriters' over-allocation position acquires such Units under this prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See "Plan of Distribution".

The price of the Units offered under this prospectus was established by negotiation between us and TD Securities Inc., Scotia Capital Inc., CIBC World Markets Inc., RBC Dominion Securities Inc., BMO Nesbitt Burns Inc., Canaccord Genuity Corp., Dundee Securities Ltd., HSBC Securities (Canada) Inc., Brookfield Financial Corp., GMP Securities L.P. and National Bank Financial Inc. (collectively, the "Underwriters").

In connection with this offering, the Underwriters may effect transactions that stabilize or maintain the market price of the Units at levels other than those which otherwise might prevail on the open market. **The Underwriters may offer the Units at a price lower than that stated above. See "Plan of Distribution".**

There are certain risks inherent in an investment in our Units and in our activities. Prospective investors should carefully consider these risk factors before purchasing Units. See "Risk Factors". In the opinion of Counsel, the Units will, on closing of this offering, be qualified investments under the Tax Act for Plans as set out under, and based upon the assumptions set out under, "Eligibility for Investment".

A return on an investment in Units is not comparable to the return on investment in a fixed income security. The recovery of your investment in Units is at risk, and the anticipated return on your investment in Units is based on many performance assumptions. Although we intend to make distributions of our available cash to holders of Units, these cash distributions may be reduced or suspended, depending on numerous factors disclosed in our continuous disclosure documents. In addition, the market value of the Units may decline if we are unable to meet our cash distribution targets in the future, and that decline may be significant.

It is important for you to consider the particular risk factors that may affect the real estate industry, and therefore the stability of the distributions that holders of Units receive. See, for example, "Risk Factors" in this short form prospectus, "Risks Inherent in the Real Estate Industry May Affect Our Financial Performance" under the section "Risk Factors" in our annual information form dated March 31, 2011 and "Risks and Our Strategy to Manage" in our 2011 MD&A. That section also describes our assessment of certain of those risk factors, as well as the potential consequences if a risk should occur.

The after-tax return from an investment in Units to holders subject to Canadian income tax will depend, in part, on the composition for income tax purposes of distributions paid by Dundee REIT on its Units, portions of which may be fully or partially taxable or may constitute tax-deferred distributions which are not subject to tax at the time of receipt but reduce a holder's adjusted cost base in the Unit for tax purposes. The composition may change over time, thus affecting a holder's after-tax return. Distributions of the taxable income of Dundee REIT are generally taxed as ordinary income in the hands of a holder. Distributions in excess of the taxable income of Dundee REIT are generally tax-deferred (and reduce a holder's adjusted cost base in the Unit for tax purposes).

We are not a trust company and are not registered under applicable legislation governing trust companies as we do not carry on the business of a trust company. The Units are not "deposits" within the meaning of the *Canada Deposit Insurance Corporation Act* and are not insured under the provisions of that Act or any other legislation.

The Underwriters, as principals, conditionally offer the Units, subject to prior sale, if, as and when issued, sold and delivered by us and accepted by the Underwriters in accordance with the conditions of the Underwriting Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters on our behalf by Osler, Hoskin & Harcourt LLP, with respect to securities and other matters, and Wilson & Partners LLP, a law firm affiliated with PricewaterhouseCoopers LLP, with respect to tax matters, and on behalf of the Underwriters by Torys LLP.

Subscriptions will be received subject to rejection or allotment in whole or in part, and the Underwriters reserve the right to close the subscription books at any time without notice. It is anticipated that definitive certificates representing the Units will be available for delivery at closing, which is expected to occur on or about March 28, 2012, or such other date as we and the Underwriters may agree, but in any event no later than March 30, 2012.

Underwriters' Position	Maximum number of securities held	Exercise period/ acquisition date	Exercise price or average acquisition price
Over-Allotment Option	855,000	30 days from closing of this offering	$35.35 per Unit
Compensation option	N/A	N/A	N/A
Any other option granted by issuer or insider of issuer	N/A	N/A	N/A
Total securities under option	855,000	30 days from closing of this offering	$35.35 per Unit
Other compensation securities	N/A	N/A	N/A

One of the Underwriters, Dundee Securities Ltd., is a related issuer of our asset manager, Dundee Realty Corporation. **Accordingly, we are a connected issuer to Dundee Securities Ltd. for the purposes of applicable Canadian securities legislation**. In addition, each of TD Securities Inc., Scotia Capital Inc., CIBC World Markets Inc. and RBC Dominion Securities Inc. (collectively, the "Specified Dealers") is a subsidiary of a Canadian chartered bank that is a lender to us under certain bridge loan credit facilities we obtained in connection with the acquisition of Whiterock Real Estate Investment Trust. We will use a portion of the net proceeds of this offering to repay a portion of the indebtedness incurred under those credit facilities and for certain other purposes. **As a result, we may be considered to be a "connected issuer" of the Specified Dealers under applicable securities legislation.** See "Recent Developments", "Use of Proceeds" and "Plan of Distribution".

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All dollar amounts set forth in this short form prospectus are in Canadian dollars, except where otherwise indicated.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents, filed with the various securities commissions or similar authorities in the provinces of Canada, are specifically incorporated by reference into and form an integral part of this short form prospectus:

(a) the annual information form of Dundee REIT dated March 31, 2011;

(b) the management information circular of Dundee REIT dated April 18, 2011 prepared in connection with the annual meeting of unitholders held on May 12, 2011;

(c) the audited consolidated financial statements of Dundee REIT as at December 31, 2011, December 31, 2010 and January 1, 2010 and for the years ended December 31, 2011 and December 31, 2010, together with the notes thereto and the independent auditor's report thereon;

(d) the 2011 MD&A;

(e) the material change report of Dundee REIT dated January 18, 2012;

(f) the material change report of Dundee REIT dated March 9, 2012;

(g) the business acquisition report of Dundee REIT dated August 15, 2011; and

(h) the business acquisition report of Dundee REIT dated March 14, 2012.

Any documents of the type referred to above, any comparative interim financial statements, any business acquisition reports and any material change reports (excluding confidential material change reports, if any) filed by Dundee REIT with the provincial securities commissions or similar authorities in Canada after the date of this short form prospectus and prior to the termination of this offering shall be deemed to be incorporated by reference into and form an integral part of this short form prospectus. **Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this short form prospectus to the extent that a statement contained herein or in any other subsequently filed document that also is incorporated or is deemed to be incorporated by reference herein, modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or omission to state a material fact that was required to be stated or that is necessary to make a**

statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall be deemed, except as so modified or superseded, not to constitute a part of this short form prospectus.

FORWARD-LOOKING INFORMATION

This prospectus includes or incorporates by reference certain statements that are "forward-looking information" within the meaning of applicable securities legislation. All statements, other than statements of historical fact, in this prospectus that address activities, events, developments or financial performance that we or a third party expect or anticipate will or may occur in the future, including our future growth, results of operations, performance and business prospects and opportunities, and the assumptions underlying any of the foregoing, are forward-looking statements and constitute forward-looking information. Forward-looking information is based upon a number of assumptions and is subject to a number of risks and uncertainties, many of which are beyond our control, that could cause actual results to differ materially from those that are disclosed in or implied by such forward-looking information. These risks and uncertainties include, but are not limited to: general and local economic and business conditions; the financial condition of tenants; our ability to refinance maturing debt; leasing risks, including those associated with the ability to lease vacant space; our ability to source and complete accretive acquisitions; interest and currency rate fluctuations; and those that are described under the heading "Risk Factors" in this short form prospectus, under the heading "Risk Factors" in our annual information form dated March 31, 2011 and under the heading "Risks and Our Strategy to Manage" in our 2011 MD&A.

Although the forward-looking statements contained in this prospectus are based upon what we believe are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements. Our material assumptions made in preparing the forward-looking information contained in this prospectus include the assumptions that: the Canadian economy will remain stable; interest rates will remain stable; conditions in the real estate market, including competition for acquisitions, will be consistent with the current climate; and capital markets will continue to provide us with ready access to equity and/or debt.

All forward-looking information in this short form prospectus speaks as of the date of this prospectus. We do not undertake to update any such forward-looking information whether as a result of new information, future events or otherwise, except as required by law. Additional information about these assumptions and risks and uncertainties is contained in our filings with securities regulators, including our latest annual information form, which are available on SEDAR at www.sedar.com. These filings are also available on our website at www.dundeereit.com.

TERMS USED TO DESCRIBE DUNDEE REIT AND ITS ACTIVITIES

Dundee REIT's investment and operating activities are limited, because our operating activities are carried out by Dundee Properties LP, our principal operating subsidiary. We hold our interest in Dundee Properties LP through two limited partnerships, Partnership A and Partnership B. For simplicity, we use terms in this prospectus to refer to our activities and operations as a whole. Accordingly, in this prospectus, unless the context otherwise requires, when we use terms such as "we", "us" and "our", we are referring to Dundee REIT and its subsidiary entities, including trusts and partnerships in which Dundee REIT owns directly or indirectly more than a 50% equity interest. When we use expressions such as "our activities", we are referring to the activities of Dundee REIT and these subsidiary entities as a whole. When we use expressions such as "our properties", "our portfolio", "we own" or "we invest in" in relation to our properties, we are referring to Dundee REIT's ownership of and investment in our properties indirectly through Dundee Properties LP. When we use expressions such as "we operate" in relation to the operations of Dundee REIT, we are referring to Dundee REIT's operation through its indirect interest in Dundee Properties LP.

MARKET AND INDUSTRY DATA

Certain market information has been obtained from the CB Richard Ellis MarketView, Fourth Quarter 2011, a publication prepared by a commercial firm that provides information relating to the real estate industry. Although we believe this information is reliable, the accuracy and completeness of this information is not guaranteed. Neither we nor the Underwriters have independently verified this information and make no representation as to its accuracy.

DUNDEE REIT

We are a provider of high quality, affordable business premises. Our portfolio comprises central business district and suburban office properties as well as industrial and prestige industrial properties. Our assets are predominantly located in major urban centres across Canada. At December 31, 2011, our portfolio consisted of approximately 19 million square feet of gross leasable area. Through Dundee Management LP, we currently provide property management services to our tenants and others.

Dundee REIT is an unincorporated, open-ended real estate investment trust governed by the laws of Ontario. Dundee REIT is a "mutual fund trust" as defined in the Tax Act, but is not a "mutual fund" within the meaning of applicable Canadian securities legislation. Our head office is located at 30 Adelaide Street East, Suite 1600, Toronto, Ontario, M5C 3H1. A copy of our Declaration of Trust is available from our Secretary during the period of distribution of the Units and is available on SEDAR at www.sedar.com.

Overview of Our Properties

The table below sets forth information concerning the office and industrial properties comprising our portfolio.

	Owned Gross Leasable Area (sq. ft.) December 31, 2011	
	Total	**%**
Western Canada	4,051,214	21
Calgary	5,224,634	28
Toronto	6,239,806	33
Eastern Canada	3,425,940	18
Total(1)	**18,941,594**	**100**

Notes:

(1) Excludes redevelopment properties.

Office Rental Properties

At December 31, 2011, our ownership interests consisted of 118 office properties (134 buildings) comprising approximately 15.3 million square feet located in Halifax, Montréal, Ottawa, Kitchener-Waterloo, Toronto, Saskatoon, Regina, Calgary, Edmonton, Vancouver and Yellowknife. These office properties can generally be categorized as high-quality, affordable, central business district and suburban buildings. At December 31, 2011, the average occupancy rate across our office portfolio was 95.4%. The national industry average occupancy rate was 91.9% (CB Richard Ellis, Canadian Office MarketView, Fourth Quarter 2011). Our occupancy rates include lease commitments for space that is currently being readied for occupancy but for which rent is not yet being recognized.

Industrial Rental Properties

At December 31, 2011, our portfolio also consisted of 54 prime suburban industrial properties (57 buildings) comprising approximately 3.7 million square feet, in Calgary, Edmonton, London, Toronto, Ottawa, Montréal and Halifax. At December 31, 2011, the average occupancy rate across our industrial portfolio was 96.6%, ahead of the national industry average of 93.4% (CB Richard Ellis, Canadian Industrial MarketView, Fourth Quarter 2011). Our occupancy rates include lease commitments for space that is currently being readied for occupancy but for which rent is not yet being recognized.

Objectives

We are committed to:

- managing our investments to provide growing cash flow and stable and sustainable returns through adapting our strategy and tactics to changes in the real estate industry and the economy;
- building and maintaining a diversified, growth-oriented portfolio of office and industrial properties in Canada, based on an established platform;

- providing predictable and sustainable cash distributions to unitholders and prudently managing distributions over time; and
- maintaining a REIT that satisfies the REIT Exception under the SIFT Legislation in order to provide certainty to unitholders with respect to taxation of distributions.

Strategy

Our core strategy is investing in the office and industrial sectors in key markets across Canada and providing a solid platform for stable and growing cash flows. The majority of our portfolio currently comprises central business district office properties concentrated in nine of Canada's top ten office markets. The execution of our strategy is continuously reviewed including acquisitions and dispositions, our capital structure, and our analysis of current economic conditions. Our executive team is seasoned, knowledgeable and highly motivated to continue to increase the value of our portfolio and provide stable, reliable and growing returns for our unitholders. In addition we are steadfast in maintaining Dundee REIT's status as a real estate investment trust under the SIFT Legislation.

Dundee REIT's methodology to meet its strategy and objectives includes:

Investing in high-quality office and industrial properties

We have an established presence in key urban markets across the country. Our portfolio comprises high-quality properties that are well-located, attractively priced and produce consistent cash flow. When considering acquisition opportunities we look for quality tenancies, strong occupancy, the appeal of the property to future tenants, how it complements our existing portfolio and how we can create additional value.

Optimizing the performance, value and cash flow of our portfolio

We manage our properties to optimize long-term cash flow and value. With fully internalized property management, we offer a strong team of highly experienced real estate professionals who are focused on achieving more from our assets. Occupancy rates across our portfolio have remained steady and strong for a number of years. We view this as strong evidence of the appeal of our properties and our ability to meet and exceed tenant expectations. We have a proven ability to identify and execute value-add opportunities.

Diversifying our portfolio to mitigate risk

Over the past two years, we have carefully repositioned our portfolio through a significant number of accretive acquisitions. In addition to expanding and diversifying our geographic footprint across the country, the acquisitions have served to enhance the stability of our business: diversifying and strengthening the quality of our revenue stream and increasing cash flow. We will continue to pursue opportunities for growth, but only when it enhances our overall portfolio, further improves the sustainability of distributions, strengthens our tenant profile and mitigates risk. We have experience in each of Canada's key markets and have the flexibility to pursue acquisitions in whichever markets offer compelling investment opportunities.

Maintaining and strengthening our conservative financial profile

We have always operated our investments in a disciplined manner, with a keen eye on financial analysis and balance sheet management to ensure that we maintain a prudent capital structure. We continue to generate cash flows sufficient to fund our distributions while maintaining a conservative debt ratio and staggered debt maturities.

RECENT DEVELOPMENTS

Completion of Whiterock Acquisition

On March 2, 2012, we completed the acquisition of all of the outstanding units of Whiterock Real Estate Investment Trust ("Whiterock"). Whiterock unitholders were able to elect to receive either cash or Units for their units of Whiterock, in each case subject to limits on the maximum total cash amount payable by Dundee REIT and maximum total number of Units issuable by Dundee REIT as consideration. In total, Dundee REIT has issued 12,580,347 Units in connection with the acquisition of Whiterock. Whiterock is now wholly-owned by Dundee REIT. With the completion of the Whiterock acquisition and, assuming the completion of this offering (excluding any Units issued on the exercise of the Over-Allotment Option), Dundee REIT would be the fourth largest REIT in Canada measured by market capitalization. The Whiterock acquisition further solidifies our position as the largest provider of office space in the Canadian REIT market.

In order to fund the cash portion of the purchase price and related transaction costs, we borrowed $220.0 million under our pre-existing bridge loan credit facilities provided by a syndicate of lenders in connection with the Whiterock acquisition. Subsequent to completing the Whiterock acquisition, we had undrawn credit facilities of approximately $100.0 million.

In connection with the Whiterock acquisition, we assumed the principal amount outstanding under each of Whiterock's debentures which includes convertible and non-convertible debentures. The conversion prices under the convertible debentures have been adjusted in accordance with their terms. The 6.0% Series F Debentures are now convertible at an exercise price of approximately $27.96, the 7.0% Series G Debentures are now convertible at an exercise price of approximately $18.37 and the 5.5% Series H Debentures are now convertible at an exercise price of approximately $36.69. As at the close of business on March 1, 2012, there was outstanding $6,625,000 aggregate principal amount of 6.0% Series F Debentures, $2,112,000 aggregate principal amount of 7.0% Series G Debentures and $51,190,000 aggregate principal amount of 5.5% Series H Debentures. As of March 1, 2012, there was outstanding $35,000,000 aggregate principal amount of 5.95% Senior Unsecured Debentures, Series K and $10,000,000 aggregate principal amount of 5.95% Senior Unsecured Debentures, Series L.

On March 5, 2012, we made an offer to purchase all of the outstanding convertible and non-convertible debentures that we assumed in connection with the Whiterock acquisition for a purchase price of 101% of the principal amount thereof, payable in cash. Our offer will expire at 5:00 p.m. (Toronto time) on March 29, 2012.

In separate transactions unrelated to this offering, we understand that the Underwriters intend to sell 1,356,356 previously issued Units at a price of $35.35 per Unit for gross proceeds of $47,947,185 (the "Whiterock Sales"). These Units were issued in connection with our acquisition of Whiterock, and are being sold on behalf of former unitholders of Whiterock who are non-residents of Canada. Such unitholders were ineligible to directly receive Units as consideration in connection with the Whiterock acquisition, as more fully described in the circular dated January 26, 2012 relating to the acquisition. The Whiterock Sales will be made through the facilities of the TSX. We will not receive any proceeds from the Whiterock Sales. Net proceeds of the Whiterock Sales will be delivered by the Underwriters to the depositary on behalf of non-resident former unitholders of Whiterock. Units sold pursuant to Whiterock Sales are not being sold under this prospectus and purchasers thereof will not have the benefit of the purchasers' statutory rights of withdrawal and rescission described in this prospectus.

Under applicable Canadian securities laws, the acquisition of Whiterock was considered a "significant acquisition". The business acquisition report of Dundee REIT relating to the acquisition is incorporated by reference into this prospectus.

Overview of the Whiterock Portfolio

We believe that the Whiterock portfolio is an excellent strategic fit with Dundee REIT's existing portfolio. Whiterock provides high-quality office, retail, and industrial properties in Canada and, to a lesser extent, in the United States. As at December 31, 2011, Whiterock REIT's portfolio totalled approximately 7.1 million square feet of gross leasable area across Canada and in the United States (including Whiterock's share of co-owned and long-term leased properties) and had a 96.7% occupancy rate. The office real estate properties included 45 properties totalling approximately 4.6 million square feet, located in British Columbia, Alberta, Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia. The industrial real estate properties included 20 properties totalling approximately 1.4 million square feet, located in Saskatchewan, Alberta, Ontario, Québec and New Brunswick. The retail real estate properties included ten properties totalling approximately 0.4 million square feet, located in British Columbia, Alberta, Saskatchewan, Ontario, Prince Edward Island and Nova Scotia. The portfolio also included one office and one industrial property totalling 0.9 million square feet in the United States.

In January 2012, Whiterock completed two previously announced acquisitions. It acquired a 40% interest (with Whiterock's usual co-owner acquiring the remaining 60% interest) in 9 office properties located in Edmonton, Alberta consisting of 0.2 million square feet of gross leasable area and the freehold interest in Airway Centre 2-4, Mississauga, Ontario (an office property in which Whiterock had the leasehold interest as at December 31, 2011).

The geographic profile of the Whiterock portfolio strengthens our position in our existing markets and also provides us with presence in new markets. We believe that the lease maturity profile of the Whiterock portfolio is balanced and provides us with additional opportunities to capitalize on gaps between in-place and market rents. Similar to our tenant profile before the acquisition of Whiterock, almost 30% of the gross rent from the Whiterock portfolio comes from government entities and other stable, credit-worthy tenants.

Comparing the indebtedness we assumed in connection with the Whiterock acquisition to our other indebtedness, the term to maturity of the Whiterock indebtedness is generally shorter and the average interest rate is generally higher, which provides an opportunity to capitalize on more favourable interest rates as the Whiterock indebtedness matures, provided that the current interest rate environment continues. This has the potential to allow us to reduce our interest rate costs on the Whiterock indebtedness more quickly than with our other indebtedness. We believe there are other potential cost savings that could be achieved through our integration of the Whiterock portfolio, such as through operational and leasing synergies and additional revenue from the internalization of property management for certain of the Whiterock assets that are currently managed by third parties.

Assuming the completion of this offering (excluding any Units issued on the exercise of the Over-Allotment Option) and, if we use the net proceeds to repay indebtedness, we anticipate that our debt-to-gross book value will be approximately 51%.

Acquisitions in 2012

To date in 2012, we have closed, agreed to acquire or are at various stages of due diligence with respect to a total of $1.6 billion of acquisitions. The following table provides an overview of the acquisitions we have closed or for which we have entered into a contract to purchase in 2012.

Property Name	Property Type	Approximate GLA (sq. ft.)	Occupancy at date of Acquisition	Purchase Price ($000's)(1)	Date Acquired
5001 Yonge Street, Toronto	Office	310,600	100%	$107,800	January 19, 2012
67 Richmond Street, Toronto	Office	50,100	100%	$13,500	January 30, 2012
Whiterock portfolio	Office, industrial, retail	7,364,970	97.6%	$ 1,419,889	March 2, 2012
234 1st Avenue South, 120 20th Street East and 263 - 271 2nd Avenue South, Saskatoon	n/a	n/a		$18,000	March 12, 2012
Total closed in 2012		**7,725,670**		**$1,559,189**	
Acquisition pipeline	Office	236,000		$35,300	
TOTAL CLOSED AND ACQUISITION PIPELINE		**7,961,670**		**$1,594,489**	

Notes:
(1) Excludes transaction costs.

Current discussions and agreements regarding proposed acquisitions and dispositions

Consistent with our past practices and in the normal course, we are engaged in discussions with respect to possible acquisitions of new properties and dispositions of existing properties in our portfolio. However, there can be no assurance that any of these discussions will result in a definitive agreement and, if they do, what the terms or timing of any acquisition or disposition would be. We expect to continue current discussions and actively pursue other acquisition, investment and disposition opportunities.

The following summarizes additional details on acquisitions and dispositions we completed subsequent to December 31, 2011, other than the acquisition of Whiterock described above. Details of our acquisitions in 2011 can be found in our most recent annual information form and the 2011 MD&A.

5001 Yonge Street, Toronto, Ontario

On January 19, 2012, we completed the acquisition of 5001 Yonge Street, a 20-storey, 310,600 square foot Class A office building in North York, Ontario, for approximately $107.8 million (excluding transaction costs). At the time of acquisition, the property was 100% leased and had an average lease term of 5.2 years.

67 Richmond Street, Toronto, Ontario

On January 30, 2012, we completed the acquisition of 67 Richmond Street, a 7-storey, 50,100 square foot office building in downtown Toronto, Ontario, for approximately $13.5 million (excluding transaction costs). At the time of acquisition, the property was 100% leased and had an average lease term of 3.9 years.

234 1st Avenue South, 120 20th Street East and 263-271 2nd Avenue South, Saskatoon, Saskatchewan

On March 12, 2012, we completed the acquisition of 234 1st Avenue South, 120 20th Street East and 263-271 2nd Avenue South in Saskatoon, Saskatchewan for $18.0 million (excluding transaction costs). These properties include a 4-storey parking structure with commercial units at ground level, and two surface parking lots. All are in close proximity to properties already owned by Dundee REIT in Saskatoon.

7236 – 10th Street NE, Calgary, Alberta

On February 2, 2012, we completed the sale of the ARAM Building (7236 – 10th Street NE), a 36,400 square foot office building in Calgary, Alberta, for approximately $7.7 million (excluding transaction costs).

Surrender of Dundee Corporation Board Appointment Rights

In December 2011, one of our unitholders, Dundee Corporation irrevocably agreed to permanently give up its right to appoint up to one less than a majority of our trustees (although this will not impact the current term of any of Dundee Corporation's appointees to our board). This right existed since Dundee REIT became a publicly-traded entity in 2003. In lieu thereof, Dundee Corporation is entitled to nominate (but not appoint) up to one less than a majority of our trustees provided that Dundee Corporation and its affiliates continue to beneficially own, in the aggregate, at least 2,000,000 REIT Units or an aggregate number of REIT Units that, upon surrender or exchange of its LP Class B Units, Series 1, would equal at least 2,000,000 REIT Units or an equivalent number resulting from any consolidation, subdivision, or division of REIT Units. This nomination right is different than Dundee Corporation's former board appointment right in that all voting unitholders of Dundee REIT will be entitled to vote on any nominees proposed by Dundee Corporation. Dundee Corporation has also agreed to take any and all action as may be reasonably required by Dundee REIT in order to implement the foregoing, including voting in favour of a resolution to amend the Declaration of Trust, if required.

CONSOLIDATED CAPITALIZATION

The changes in our consolidated capitalization from January 1, 2012 to March 20, 2012 are as follows:

- Indebtedness increased by $1,033.2 million, mainly as a result of the assumption of $714.8 million of Whiterock mortgages and other acquisitions in the period, the assumption of $59.9 million in Whiterock convertible debentures, the assumption of $45.0 million in Whiterock non-convertible debentures, drawing on the Whiterock bridge facility for $220.0 million and drawing on our operating line for $12.2 million. Increases were offset by $13.0 million of scheduled and lump sum repayments of mortgage financing and $0.2 million of conversions of 6.5% Debentures, $0.2 million of conversions of 6.0% Debentures, $0.4 million of conversions of 5.7% Debentures, $4.8 million of conversions of 6.0% Series F Debentures and $0.1 million of conversions of 7.0% Series G Debentures; and
- Unitholders' equity increased due to (i) the issuance of 12,580,347 Units pursuant to the acquisition of Whiterock; (ii) the issuance of 230,085 Units pursuant to the DRIP; (iii) the issuance of 8,880 Units as a result of the conversion of $222,000 principal amount of 6.5% Debentures, the issuance of 13,232 Units as a result of the conversion of $397,000 principal amount of 5.7% Debentures, the issuance of 4,347 Units as a result of the conversion of $180,000 principal amount of 6.0% Debentures, the issuance of 170,236 Units as a result of the conversion of $4,759,000 principal amount of 6.0% Series F Debentures and the issuance of 5,988 Units as a result of the conversion of $110,000 principal amount of 7.0% Series G Debentures; (iv) the issuance of 22,802 Units pursuant to the deferred unit incentive plan and the unit purchase plan; and (v) net income for the period, offset by distributions paid.

As a result of the planned issuance of Units under this offering, Unitholders' equity would increase by approximately $193.4 million ($222.4 million if the Over-Allotment Option is exercised in full).

PLAN OF DISTRIBUTION

Pursuant to the Underwriting Agreement between the Underwriters and us, we have agreed to sell and the Underwriters have severally agreed to purchase, subject to the terms and conditions contained in the Underwriting Agreement, on March 28, 2012 or on such other date as may be agreed between Dundee REIT and the Underwriters but, in any event, not later than March 30, 2012, a total of 5,700,000 Units at a price of $35.35 per Unit, payable in cash to Dundee REIT against delivery. The Underwriting Agreement provides that we will pay to the Underwriters an aggregate fee of $7,543,973 in respect of all of the Units offered or $1.414 per Unit in consideration of their services in connection with this offering. The Underwriters will not receive any fee in respect of the 364,800 Units to be purchased under this prospectus by Dundee Corporation pursuant to its pre-emptive right under our Declaration of Trust.

The obligations of the Underwriters under the Underwriting Agreement are several and may be terminated at their discretion on the basis of their assessment of the state of the financial markets and may also be terminated on the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Units if any of such Units are purchased under the Underwriting Agreement.

We have granted to the Underwriters an option (the "Over-Allotment Option"), exercisable in whole or in part for a period of 30 days from the closing of this offering, to purchase up to 855,000 additional Units on the same terms as set out above solely to cover over-allotments, if any. We have agreed to pay to the Underwriters a fee of $1.414 per Unit with respect to Units issued under the Over-Allotment Option. This prospectus qualifies the grant of the Over-Allotment Option and the issuance of Units on the exercise of the Over-Allotment Option. A purchaser who acquires Units forming part of the Underwriters over-allocation position acquires such Units under this prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

This offering is being made in each of the provinces of Canada. The Units have not and will not be registered under the 1933 Act or any state securities laws and, subject to certain exceptions, may not be offered or sold in the United States. The Underwriters have agreed that they will not offer or sell the Units within the United States of America, its territories, its possessions and other areas subject to its jurisdiction, except, in accordance with the Underwriting Agreement, pursuant to an exemption from the registration requirements of the 1933 Act provided by Rule 144A thereunder and/or to a limited number of institutional "accredited investors" (as defined in Rule 501(a)(1),(2),(3) or (7) of Regulation D under the 1933 Act) in transactions that are exempt from the registration requirements under the 1933 Act, and, in each case, in compliance with applicable state securities laws. This prospectus does not constitute an offer to sell or solicitation of an offer to buy any of the Units in the United States. In addition, until 40 days after the commencement of the offering of the Units pursuant to this prospectus, an offer or sale of Units within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the 1933 Act if such offer is made otherwise than in compliance with Rule 144A.

We have agreed to indemnify the Underwriters and their directors, officers and employees against certain liabilities pursuant to the Underwriting Agreement, including liabilities under Canadian securities legislation.

We have agreed that we will not, directly or indirectly, without the prior written consent of TD Securities Inc., on behalf of the Underwriters, issue, offer, sell, grant any option to purchase or otherwise dispose of (or announce any intention to do so) any equity securities or any securities convertible into, or exchangeable or exercisable for equity securities, for a period commencing on the date of the Underwriting Agreement and ending on the date that is 90 days after the closing of this offering, except (i) pursuant to the exercise of convertible or exchangeable securities, options or warrants to purchase units which are outstanding on the date hereof or have been issued with the consent of TD Securities Inc.; (ii) as full or partial consideration for arm's length acquisitions of assets or shares; (iii) units issued pursuant to our DRIP or Deferred Unit Incentive Plan; and (iv) units issued pursuant to the DRIP like arrangements in the Dundee Properties LP limited partnership agreement.

The TSX has conditionally approved the listing of the Units. Listing is subject to Dundee REIT fulfilling all of the requirements of the TSX on or before June 15, 2012.

GE Canada Real Estate Equity has waived its pre-emptive right under the Declaration of Trust in connection with this offering. Dundee Corporation has exercised its pre-emptive right under the Declaration of Trust in connection with this offering and, in accordance with its notice of exercise, will purchase 364,800 Units under this prospectus at the offering price.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice.

The Underwriters propose to offer the Units initially at the offering price specified on the cover page of this prospectus. After the Underwriters have made a reasonable effort to sell all of the Units at the price specified on the cover page, the offering price may be decreased and may be further changed from time to time to an amount not greater than that set out on the cover page, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Units is less than the price paid by the Underwriters to Dundee REIT.

Pursuant to policy statements of certain securities regulators, the Underwriters may not, throughout the period of distribution, bid for or purchase Units other than pursuant to the Underwriting Agreement. The foregoing restriction is subject to certain exceptions including: (i) a bid or purchase permitted under the Universal Market Integrity Rules for Canadian Marketplaces of the Investment Industry Regulatory Organization of Canada; and (ii) a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of the distribution, provided that the bid or purchase was not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, such securities.

In connection with this offering, the Underwriters may over-allot or effect transactions that stabilize or maintain the market price of the Units offered hereby at levels other than those which otherwise might prevail on the open market, including:

- stabilizing transactions;
- short sales;
- purchases to cover positions created by short sales;
- imposition of penalty bids; and
- syndicate covering transactions.

Stabilizing transactions consist of bids or purchases made for the purpose of preventing or retarding a decline in the market price of Units while this offering is in progress. These transactions may also include making short sales of Units, which involve the sale by the Underwriters of a greater number of Units than they are required to purchase in this offering. Short sales may be "covered short sales", which are short positions in an amount not greater than the Over-Allotment Option, or may be "naked short sales", which are short positions in excess of that amount.

The Underwriters may close out any covered short position either by exercising the Over-Allotment Option, in whole or in part, or by purchasing Units in the open market. In making this determination, the Underwriters will consider, among other things, the price of Units available for purchase in the open market compared to the price at which they may purchase Units through the Over-Allotment Option. The Underwriters must close out any naked short position by purchasing Units in the open market. A naked short position is more likely to be created if the Underwriters are concerned that there may be downward pressure on the price of the Units in the open market that could adversely affect investors who purchase in this offering. Any naked short position would form part of the Underwriters' over-allocation position.

As a result of these activities, the price of the Units offered hereby may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the Underwriters at any time. The Underwriters may carry out these transactions on the TSX, in the over-the-counter market or otherwise.

One of the Underwriters, Dundee Securities Ltd., is a related issuer of our asset manager, Dundee Realty Corporation. Accordingly, we are a connected issuer to Dundee Securities Ltd. for the purposes of applicable Canadian securities legislation. The terms of the offering of the Units were negotiated at arm's-length between TD Securities Inc. (of which we are neither a related issuer nor a connected issuer) and us. The Underwriters participated in the drafting of this prospectus, the negotiation of the pricing of the Units and the due diligence process in respect of this offering. Dundee Securities Ltd. will not receive any benefit in connection with this offering other than as described in this prospectus.

Each of the Specified Dealers is a subsidiary of a Canadian chartered bank that is a lender to us under certain bridge loan credit facilities (the "Bridge Facilities") we obtained in connection with the acquisition of Whiterock. See "Recent Developments". Drawings under the Bridge Facilities were used to partially fund our acquisition of Whiterock. We will use the net proceeds of this offering to repay a portion of the indebtedness incurred under the Bridge Facilities and for certain other purposes. Because we will use a portion of the net proceeds of this offering to repay a portion of such indebtedness, we may be considered to be a "connected issuer" of the Specified Dealers under applicable securities legislation. See "Use of Proceeds".

As at the date of this prospectus, the indebtedness outstanding under the Bridge Facilities was approximately $220.0 million. We are in compliance in all material respects with the terms of the agreements governing the Bridge Facilities and no breach of such agreements has ever been waived by any of the chartered bank affiliates of the Specified Dealers. Certain of our indebtedness under the Bridge Facilities is secured by, among other things, certain mortgages and charges, a general assignment of leases and rents and a general security agreement, in each case, with respect to certain of our real properties. Except as otherwise disclosed in this prospectus, including in the documents incorporated herein by reference, our financial position has not changed in any material respect since we incurred the indebtedness under the Bridge Facilities.

We made the decision to offer the Units under this prospectus, and the determination of the terms of this offering was made through negotiations between us and TD Securities Inc., as referred to above. The Underwriters' involvement in the offering is also outlined above. None of the chartered bank affiliates of the Specified Dealers has had any involvement in such decision or determination, although the chartered bank affiliates of the Specified Dealers may be advised of this offering and the terms thereof. The net proceeds of this offering may be paid to one or more of the charted bank affiliates of the Specified Dealers. The Specified Dealers will receive their proportionate share of the underwriters' fee payable to the Underwriters.

In order for Dundee REIT to maintain its status as a mutual fund trust as defined in the Tax Act, it must not be established or maintained primarily for the benefit of non-residents of Canada within the meaning of the Tax Act. The Declaration of Trust provides constraints on the ownership of our units for this purpose. See "Declaration of Trust and Description of REIT Units — Limitation on Non-Resident Ownership" in our latest annual information form. We monitor ownership of our Units which are held by non-residents by periodically obtaining and reviewing unit ownership reports from our transfer agent or other service providers.

USE OF PROCEEDS

The net proceeds from the sale of Units under this short form prospectus are estimated to be approximately $193,351,027 ($222,366,307 if the Over-Allotment Option is exercised in full) after deduction of the Underwriters' fee and the estimated expenses of this offering. The Underwriters' fee and the expenses of this offering will be paid out of the proceeds of this offering. We will use the net proceeds of this offering to repay a portion of the debt incurred to fund our acquisition of the outstanding units of Whiterock, to fund potential future acquisitions and for general trust purposes. We have not determined how much of the net proceeds of this offering will be used to repay the debt incurred to fund our acquisition of Whiterock and for those other purposes.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Wilson & Partners LLP, a law firm affiliated with PricewaterhouseCoopers LLP and special tax counsel to Dundee REIT, and Torys LLP, counsel to the Underwriters (together, the "Counsel"), the following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations generally applicable under the Tax Act to the acquisition, holding and disposition of Units by a holder who acquires such Units pursuant to this offering. This summary is applicable to a holder who at all relevant times, for purposes of the Tax Act, deals at arm's length and is not affiliated with Dundee REIT and its Affiliates and holds the Units as capital property (in this section, a "Unitholder"). Generally, the Units will be considered to be capital property to a Unitholder provided the Unitholder does not hold the Units in the course of carrying on a business and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Unitholders who do not hold their Units as capital property should consult their own tax advisors regarding their particular circumstances.

This summary is not applicable to a Unitholder: (i) that is a "financial institution" for purposes of the mark-to-market rules; (ii) that is a "specified financial institution"; (iii) that has elected to determine its Canadian tax results in accordance with a "functional currency"; or (iv) an interest in which is a "tax shelter investment", as each term is defined in the Tax Act. Such Unitholders should consult their own tax advisors to determine the tax consequences to them of the acquisition, holding and disposition of Units acquired pursuant to this offering. In addition, this summary does not address the deductibility of interest by an investor who has borrowed money to acquire Units under this offering.

This summary is based upon the provisions of the Tax Act and the regulations thereunder (the "Regulations"), a certificate as to certain factual matters from an officer of Dundee REIT, and Counsel's understanding, based on publicly available published materials, of the administrative policies and assessing practices of the CRA, all in effect as of the date of this prospectus. This summary takes into account all specific proposals to amend the Tax Act and the Regulations that have been publicly announced by or on behalf of the Minister prior to the date of this prospectus (the "Tax Proposals"). Except for the Tax Proposals, this summary does not otherwise take into account or anticipate any changes in law, whether by legislative, governmental or judicial decision or action, or changes in CRA's administrative policies and assessing practices, nor does it take into account provincial, territorial or foreign tax legislation or considerations, which may differ significantly from those discussed herein. This summary assumes that the Tax Proposals will be enacted as currently proposed, but no assurances can be given that this will be the case. There can be no assurances that CRA will not change its administrative policies and assessing practices.

This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in Units. Moreover, the income and other tax consequences of acquiring, holding or disposing of Units will vary depending on the Unitholder's particular circumstances. Accordingly, this summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any prospective investor of Units. Consequently, a prospective investor should consult the investor's own tax advisor for advice with respect to the tax consequences of an investment in Units based on the prospective investor's particular circumstances.

Status of Dundee REIT

Qualification as a "Mutual Fund Trust"

Based on representations as to certain factual matters from an officer of Dundee REIT, Dundee REIT qualifies as a "mutual fund trust" as defined in the Tax Act, and is expected to continue to qualify at all times as a "mutual fund trust" under the provisions of the Tax Act. This summary assumes this to be the case.

To qualify as a mutual fund trust, Dundee REIT, among other things, must be a "unit trust" as defined by the Tax Act, must not be established or maintained primarily for the benefit of non-residents, and must restrict its undertaking to: (i) the investing of its funds in property (other than real property or an interest in real property or an immovable or a real right in an immovable), (ii) the acquiring, holding, maintaining, improving, leasing or managing of any real property (or interest in real property or of any immovable or real right in immovables) that is capital property of Dundee REIT, or (iii) any combination of the activities described in (i) and (ii), and Dundee REIT must comply on a continuous basis with certain minimum requirements respecting the ownership and dispersal of its Units.

If Dundee REIT were not to qualify as a mutual fund trust at any particular time, the income tax considerations described below would, in some respects, be materially different.

Qualification as a "Real Estate Investment Trust"

SIFT Legislation

The SIFT Legislation effectively taxes certain income of a publicly-traded trust or partnership that is distributed to its investors on the same basis as would have applied had the income been earned through a taxable corporation and distributed by way of dividend to its shareholders. These rules apply only to "SIFT trusts", "SIFT partnerships" (each as defined in the Tax Act) and their investors.

A trust resident in Canada will generally be a SIFT trust for a particular taxation year for purposes of the Tax Act if, at any time during the taxation year, investments in the trust are listed or traded on a stock exchange or other public market and the trust holds one or more "non-portfolio properties" (as defined in the Tax Act). Non-portfolio properties generally include certain investments in real properties situated in Canada and certain investments in corporations and trusts resident in Canada and in partnerships with specified connections to Canada. However, a trust will not be considered a SIFT trust for a taxation year if it qualifies as a "real estate investment trust" (as defined in the Tax Act) for that year (the "REIT Exception") (discussed below).

Where the SIFT Legislation applies, distributions of a SIFT trust's "non-portfolio earnings" are not deductible in computing the SIFT trust's net income. Non-portfolio earnings are generally defined as income attributable to a business carried on by the SIFT trust in Canada or to income (other than certain dividends) from, and taxable capital gains from the disposition of, non-portfolio properties. The SIFT trust is itself liable to pay income tax on an amount equal to the amount of such non-deductible distributions at a rate that is substantially equivalent to the combined federal and provincial general tax rate applicable to taxable Canadian corporations. Such non-deductible distributions paid to a holder of units of the SIFT trust are generally deemed to be taxable dividends received by such holder from a taxable Canadian corporation. Such deemed dividends will qualify as "eligible dividends" for purposes of the enhanced gross-up and dividend tax credit available under the Tax Act to individuals resident in Canada. Distributions that are paid as returns of capital will generally not attract the tax under the SIFT Legislation.

REIT Exception

A trust that satisfies the REIT Exception is excluded from the definition of a SIFT trust in the Tax Act and is therefore not subject to the SIFT Legislation. On December 16, 2010, Tax Proposals were released for public comment with respect to the rules to qualify for the REIT Exception. If enacted as proposed, the amendments, which are generally relieving in nature, will be effective for the 2011 and subsequent taxation years and also on an elective basis for earlier taxation years.

Assuming that the Tax Proposals are enacted as proposed, the following five criteria must be met in order for a trust to qualify for the REIT Exception in a year subsequent to 2010, as well as prior to 2011 if the trust elects in the prescribed manner and within the prescribed time:

(i) at each time in the taxation year, the total fair market value at that time of all "non-portfolio properties" that are "qualified REIT properties" held by the trust must be at least 90% of the total fair market value at that time of all non-portfolio properties held by the trust;

(ii) not less than 90% of the trust's "gross REIT revenue" for the taxation year must be from one or more of the following: "rent from real or immovable properties", interest, capital gains from the disposition of "real or immovable properties", dividends, royalties and gains from dispositions of "eligible resale properties";

(iii) not less than 75% of the trust's gross REIT revenue for the taxation year must be from one or more of the following: rent from real or immovable properties, interest from mortgages, or hypothecs, on real or immovable properties, and capital gains from dispositions of real or immovable properties;

(iv) at each time in the taxation year an amount that is equal to 75% or more of the equity value of the trust at that time, is the amount that is the total fair market value of all properties held by the trust each of which is real or immovable properties, cash, deposits (within the meaning of the *Canada Deposit Insurance Corporation Act* or with a branch in Canada of a bank or a credit union), indebtedness of a Canadian corporation represented by a banker's acceptance, and debt issued or guaranteed by the Canadian government or issued by a province, municipal government or certain other qualifying public institutions; and

(v) investments in the trust must be, at any time in the taxation year, listed or traded on a stock exchange or other public market.

The SIFT Legislation contains specific rules under which a trust could qualify for the REIT Exception where it holds its real properties indirectly through intermediate entities, provided that, other than with respect to the listing or trading requirement, each such entity, assuming it were a trust, would satisfy the REIT Exception.

The REIT Exception in the SIFT Legislation contains a number of technical tests and the determination as to whether Dundee REIT qualifies for the REIT Exception in any particular taxation year can only be made at the end of that taxation year. Based on representations as to certain factual matters from an officer of Dundee REIT, Dundee REIT has, at all times since December 31, 2007 and throughout 2011, qualified for the REIT Exception under the SIFT Legislation as currently enacted and management of Dundee REIT has advised Counsel that Dundee REIT has qualified, and expects to continue to qualify under the REIT Exception, as proposed to be amended, throughout 2011 and subsequent taxation years and that each direct or indirect Subsidiary of Dundee REIT qualifies, and is expected to continue to qualify as an "excluded subsidiary entity" as defined in the Tax Act throughout 2012 and subsequent taxation years. The balance of this summary assumes this to be the case. If Dundee REIT does not so qualify or ceases to qualify as a real estate investment trust under the REIT Exception, or each direct or indirect Subsidiary of Dundee REIT were not to qualify as an excluded subsidiary entity, the income tax considerations described below would, in some respects, be materially different.

Taxation of Dundee REIT

The taxation year of Dundee REIT is the calendar year. In addition, Dundee REIT had a taxation year end on March 2, 2012 as a consequence of the acquisition of Whiterock. In each taxation year, Dundee REIT will generally be subject to tax under Part I of the Tax Act on its income for the year, including net taxable capital gains for that year and its allocated share of the income from its underlying partnerships for the fiscal period of such underlying partnerships ending in, or coinciding with the year end of Dundee REIT, less the portion thereof that it deducts in respect of the amounts paid or payable, or deemed to be paid or payable, to Unitholders in the year. An amount will be considered to be payable to a Unitholder in a taxation year if it is paid to the Unitholder in the year by Dundee REIT or if the Unitholder is entitled in that year to enforce payment of the amount.

In computing its income for purposes of the Tax Act, Dundee REIT may deduct reasonable administrative costs and other reasonable expenses incurred by it for the purpose of earning income. Dundee REIT may also deduct from its income for the year a portion of any reasonable expenses incurred by Dundee REIT to issue Units. The portion of such issue expenses deductible by Dundee REIT in a taxation year is 20% of such issue expenses, pro-rated where Dundee REIT's taxation year is less than 365 days.

Having regard to the present intention of Dundee REIT's trustees, Dundee REIT makes distributions in each year to Unitholders in an amount sufficient to ensure that Dundee REIT will generally not be liable for tax under Part I of the Tax Act in any year (after taking into account any applicable tax refunds to Dundee REIT). Where income of Dundee REIT in a taxation year exceeds the total cash distributions for that year, such excess income may be distributed to Unitholders in the form of additional Units. Income of Dundee REIT payable to Unitholders, whether in cash, additional Units or otherwise, will generally be deductible by Dundee REIT in computing its taxable income.

An *in specie* redemption of any Subsidiary Securities and the transfer by Dundee REIT of Subsidiary Securities to redeeming Unitholders will each be treated as a disposition by Dundee REIT of such Subsidiary Securities for proceeds of disposition equal to the fair market value thereof. Dundee REIT will realize a capital gain (or a capital loss) to the extent that the proceeds from these dispositions exceed (or are less than) the adjusted cost base of the Subsidiary Securities, as the case may be, and any reasonable costs of disposition.

Losses incurred by Dundee REIT cannot be allocated to Unitholders, but can be deducted by Dundee REIT in future years in computing its taxable income, in accordance with the Tax Act. In the event Dundee REIT would otherwise be liable for tax on its net taxable capital gains realized by Dundee REIT for a taxation year, it will be entitled for each taxation year to reduce (or receive a refund in respect of) its liability, if any, for such tax by an amount determined under the Tax Act based on the redemption of units of Dundee REIT during the year (the "capital gains refund"). In certain circumstances, the capital gains refund in a particular taxation year may not completely offset Dundee REIT's tax liability for the taxation year arising in connection with the transfer of property *in specie* to redeeming Unitholders on the redemption of Units and the related *in specie* redemption by Dundee REIT of any Subsidiary Securities. The Declaration of Trust provides that all or a portion of any capital gain or income realized by Dundee REIT in connection with such redemptions may, at the discretion of the trustees, be treated as capital gains or income paid to, and designated as capital gains or income of, the redeeming Unitholder. Such income or the taxable portion of any capital gain so designated must be included in the income of the redeeming Unitholders (as income or taxable capital gains) and will be deductible by Dundee REIT in computing its income.

Taxation of Unitholders Resident in Canada

This portion of the summary is generally applicable to a Unitholder who at all relevant times, for the purposes of the Tax Act, is or is deemed to be resident in Canada. Certain Unitholders who might not otherwise be considered to hold their Units as capital property may, in certain circumstances, be entitled to make an irrevocable election in accordance with subsection 39(4) of the Tax Act to have such Units, and any other "Canadian security" (as defined in the Tax Act) owned in the taxation year in which the election is made and in subsequent taxation years, deemed to be capital property.

Trust Distributions

A Unitholder is generally required to include in computing income for a particular taxation year the portion of the net income of Dundee REIT for the taxation year of Dundee REIT ending on or before the particular taxation year end of the Unitholder, including net taxable capital gains (determined for the purposes of the Tax Act), that is paid or payable, or deemed to be paid or payable, to the Unitholder in the particular taxation year, whether or not those amounts are received in cash, additional Units or otherwise.

The non-taxable portion of any net capital gains of Dundee REIT that is paid or payable, or deemed to be paid or payable, to a Unitholder in a taxation year will not be included in computing the Unitholder's income for the year. Any other amount in excess of the net income and net taxable capital gains of Dundee REIT that is paid or payable, or deemed to be paid or payable, by Dundee REIT to a Unitholder in a taxation year, including the further bonus distribution reinvested in Units under the DRIP, will not generally be included in the Unitholder's income for the year. A Unitholder will be required to reduce the adjusted cost base of its Units by the portion of any amount (other than proceeds of disposition in respect of the redemption of Units and the non-taxable portion of net capital gains) paid or payable to such Unitholder that was not included in computing the Unitholder's income and will realize a capital gain to the extent that the adjusted cost base of the Unitholder's Units would otherwise be a negative amount.

Provided that appropriate designations are made by Dundee REIT, such portions of the net taxable capital gains, taxable dividends received, or deemed to be received, on shares of taxable Canadian corporations and foreign source income as are paid or payable, or deemed to be paid or payable, by Dundee REIT to the Unitholders will effectively retain their character and be treated and taxed as such in the hands of the Unitholders for purposes of the Tax Act, and Unitholders may be entitled to claim a foreign tax credit for foreign taxes paid by Dundee REIT. To the extent that amounts are designated as having been paid to Unitholders out of the net taxable capital gains of Dundee REIT, such designated amounts will be deemed for tax purposes to be received by Unitholders in the year as a taxable capital gain and will be subject to the general rules relating to the taxation of capital gains described below. To the extent that amounts are designated as having been paid to Unitholders out of taxable dividends received, or deemed to be received, on shares of taxable Canadian corporations, they will be subject to the normal gross-up and dividend tax credit provisions in respect of Unitholders who are individuals, to the refundable tax under Part IV of the Tax Act in respect of Unitholders that are private corporations and certain other corporations controlled directly or indirectly by or for the benefit of an individual (other than a trust) or related group of individuals (other than trusts), and to the deduction in computing taxable income in respect of Unitholders that are corporations. A Unitholder that is a Canadian-controlled private corporation (as defined in the Tax Act) throughout its taxation year may also be liable to pay an additional refundable tax on certain investment income, including taxable capital gains. Unitholders should consult their own tax advisors for advice with respect to the potential application of these provisions.

Certain taxable dividends received by individuals from a corporation resident in Canada will be eligible for the enhanced dividend tax credit to the extent certain conditions are met and designations are made, such as the dividend being sourced out of income that is subject to tax at the general corporate tax rate. This may apply to distributions made by Dundee REIT to the Unitholders that have as their sources eligible dividends received from a corporation resident in Canada, to the extent Dundee REIT makes the appropriate designation to have such eligible dividends deemed received by the Unitholder and provided that the corporate dividend payer makes the required designation to treat such taxable dividends as eligible dividends.

Dispositions of Units

On the disposition or deemed disposition of a Unit by a Unitholder, whether on redemption or otherwise, the Unitholder will generally realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition exceed (or are less than) the aggregate of the Unitholder's adjusted cost base of the Unit and any reasonable costs of disposition. Proceeds of disposition will not include an amount payable by Dundee REIT that is otherwise required to be included in the Unitholder's income (such as an amount designated as payable by Dundee REIT to a redeeming Unitholder out of capital gains or income of Dundee REIT as described above).

For the purpose of determining the adjusted cost base to a Unitholder, when a Unit is acquired, the cost of the newly-acquired Unit will be averaged with the adjusted cost base of all of the Units owned by the Unitholder as capital property immediately before that acquisition. The adjusted cost base of a Unit to a Unitholder will include all amounts paid by the Unitholder for the Unit, with certain adjustments. The cost to a Unitholder of Units received in lieu of a cash distribution of income of Dundee REIT will be equal to the amount of such distribution that is satisfied by the issuance of such Units. The cost of Units acquired on the reinvestment of distributions under the DRIP will be the amount of such investment. There will be no net increase or decrease in the aggregate adjusted cost base of all of a Unitholder's Units as a result of the receipt of the further bonus distribution reinvested in Units under the DRIP; however, the adjusted cost base per Unit will be reduced.

Where the redemption price for Units is paid and satisfied by way of a distribution *in specie* to the Unitholders of Subsidiary Securities, the proceeds of disposition to the Unitholder of the Units will be equal to the fair market value of the property so distributed less any income or capital gain realized by Dundee REIT as a result of the redemption of those Units to the extent such income or capital gain is designated by Dundee REIT to the redeeming Unitholder. Where income or capital gain realized by Dundee REIT as a result of the redemption of Units has been so designated by Dundee REIT, the Unitholder will be required to include in computing the Unitholder's income for tax purposes, the income and the taxable portion of the capital gain so designated. The cost of any Subsidiary Security distributed by Dundee REIT to a Unitholder upon a redemption of Units will generally be equal to the fair market value of such Subsidiary Security at the time of distribution.

Taxation of Capital Gains

One-half of any capital gains realized by a Unitholder and the amount of any net taxable capital gains designated by Dundee REIT in respect of a Unitholder will be included in the Unitholder's income as a taxable capital gain. One-half of any capital loss realized by a Unitholder on a disposition, or deemed disposition of Units, may generally be deducted only from taxable capital gains of the Unitholder in the year of disposition, in the three preceding taxation years or in any subsequent taxation years, to the extent and under the circumstances described in the Tax Act.

Where a Unitholder that is a corporation or a trust (other than a mutual fund trust) disposes of a Unit, the Unitholder's capital loss from the disposition will generally be reduced by the amount of any dividends received by Dundee REIT previously designated by Dundee REIT to the Unitholder, to the extent and under the circumstances prescribed in the Tax Act. Analogous rules apply where a corporation or trust (other than a mutual fund trust) is a member of a partnership that disposes of Units.

Alternative Minimum Tax

In general terms, net income of Dundee REIT, paid or payable, or deemed to be paid or payable, to a Unitholder who is an individual or trust (other than certain specified trusts), and that is designated as taxable dividends or as net taxable capital gains, and capital gains realized on the disposition of Units may increase the Unitholder's liability for alternative minimum tax.

Taxation of Unitholders Not Resident in Canada

This portion of the summary is generally applicable to a Unitholder who at all relevant times, for the purpose of the Tax Act, is not and is not deemed to be, resident in Canada, does not use or hold the Units in a business carried on in Canada and is not an insurer that carries on business in Canada and elsewhere (a "Non-Resident Unitholder").

Distributions on Units

A Non-Resident Unitholder will be subject to Canadian withholding tax at the rate of 25% on any income and capital gains distributions (including income and capital gains distributions in respect of the redemption of Units) paid or credited, or deemed to be paid or credited, in respect of a Unit by Dundee REIT to the Non-Resident Unitholder, whether such distributions are paid in cash or Units, and at the rate of 15% on any other distributions paid or credited, or deemed to be paid or credited, in respect of a Unit by Dundee REIT to the Non-Resident Unitholder. The 25% rate of withholding tax referred to above is subject to reduction pursuant to the provisions of an applicable tax convention. For example, the reduced rate under the Canada-U.S. tax convention is generally 15%.

Dundee REIT withholds such taxes as required by the Tax Act and remits such payments to the CRA on behalf of the Non-Resident Unitholder. **Non-Resident Unitholders should consult with their own tax advisors with regard to the availability of any applicable foreign tax credits in respect of any Canadian withholding taxes.**

Disposition of Units

A Non-Resident Unitholder will not be subject to tax under the Tax Act on any capital gain realized on the disposition, or deemed disposition, whether on redemption or otherwise, of Units unless the Units are taxable Canadian property to the Non-Resident Unitholder. The Units will not be taxable Canadian property to a Non-Resident Unitholder if the Non-Resident Unitholder, persons with whom the Non-Resident Unitholder does not deal at arm's length (within the meaning of the Tax Act), or the Non-Resident Unitholder together with such persons, do not own 25% or more of the issued units of Dundee REIT at any time during the 60 month period immediately preceding the disposition.

ELIGIBILITY FOR INVESTMENT

Units

In the opinion of Counsel, based on representations of Dundee REIT as to certain factual matters and subject to the qualifications and assumptions given under the heading "Certain Canadian Federal Income Tax Considerations", Units will be qualified investments under the Tax Act for Plans. If Dundee REIT ceases to qualify as a mutual fund trust and as a registered investment under the Tax Act and the Units cease to be listed on a designated stock exchange (which includes the TSX), the Units will not be qualified investments under the Tax Act for Plans. Subsidiary Securities received as a result of a redemption *in specie* of Units may not be qualified investments for Plans, and this may give rise to adverse consequences to such Plan or the holder of or the annuitant or beneficiary under that Plan. Accordingly, Plans that own Units should consult their own tax advisors before deciding to exercise the redemption rights attached to the Units.

The Units will not be a "prohibited investment" (as defined in the Tax Act) for a trust governed by a TFSA, RRSP or RRIF provided the holder of the TFSA or the annuitant under the RRSP or RRIF, as the case may be, deals at arm's length with Dundee REIT for purposes of the Tax Act and does not have a significant interest (as defined in the Tax Act for the purposes of the prohibited investment rules) in Dundee REIT or in any person or partnership with which Dundee REIT does not deal at arm's length for purposes of the Tax Act. Individuals who hold or intend to hold Units in a TFSA, RRSP or RRIF should consult their own tax advisers regarding the potential application of the prohibited investment rules to their particular circumstances.

PRIOR SALES

All information in this section is provided as of March 20, 2012.

During the 12-month period before the date of this prospectus, Dundee REIT has completed the following distributions of Units and securities that are convertible into Units:

On March 2, 2012, Dundee REIT issued 12,580,347 Units in connection with the acquisition of Whiterock (see "Recent Developments — Completion of Whiterock Acquisition").

On December 20, 2011, Dundee REIT completed a bought deal public offering of Units at a price of $32.75 per Unit, resulting in a total of 4,393,000 Units being issued for gross proceeds of $143,870,750.

On August 15, 2011, Dundee REIT completed a bought deal public offering of Units at a price of $32.40 per Unit, resulting in a total of 5,037,000 Units being issued for gross proceeds of $163,198,800.

On June 14, 2011, Dundee REIT completed a bought deal public offering of Units at a price of $33.30 per Unit, resulting in a total of 4,660,000 Units being issued for gross proceeds of $155,178,000. On June 29, 2011, Dundee REIT issued another 699,000 Units at $33.30 per Unit upon the exercise of the over-allotment option granted to the Underwriters for proceeds of $23,276,700.

Dundee REIT distributes Units on a monthly basis to existing unitholders who elect to reinvest their monthly distributions in Units pursuant to the DRIP. In addition, holders of LP Class B Units, Series 1 may elect to reinvest the monthly distributions on their LP Class B Units, Series 1 in Units pursuant to DRIP-like arrangements provided for in the Dundee Properties LP agreement. During the 12-month period before the date of this prospectus, Dundee REIT has issued 825,984 Units pursuant to the DRIP and the DRIP-like arrangements under the Dundee Properties LP agreement. Units distributed pursuant to the DRIP and the DRIP-like arrangements under the Dundee Properties LP agreement are issued at a price equal to the weighted average closing price of the Units on the TSX for the five trading days immediately proceeding the relevant distribution payment date. Unitholders who participate in the DRIP or the DRIP-like arrangements under the Dundee Properties LP agreement receive a "bonus" distribution with each reinvestment equal to 4.0% of the amount of the distribution reinvested in the form of additional Units.

Dundee REIT also has a Deferred Unit Incentive Plan, pursuant to which it grants Deferred Units to its Trustees and senior officers and certain of its employees. Units are issued to participants in the Deferred Unit Incentive Plan upon vesting of the Deferred Units, unless deferred in accordance with the terms of the Deferred Unit Incentive Plan. During the 12-month period before the date of this prospectus, Dundee REIT has issued 31,104 Units pursuant to the Deferred Unit Incentive Plan.

Pursuant to the terms of the Debentures, the 6.5% Debentures are convertible into Units at a conversion price of $25.00 per Unit (being a conversion ratio of 40 Units per $1,000 principal amount), the 5.7% Debentures are convertible into Units at a conversion price of $30.00 per Unit (being a conversion ratio of 33.33333 Units per $1,000 principal amount) and the 6.0% Debentures are convertible into Units at a conversion price of $41.40 per Unit (being a conversion ratio of 24.15459 Units per $1,000 principal amount). During the 12-month period before the date of this prospectus, Dundee REIT has issued 24,640 Units upon the conversion of 6.5% Debentures, 22,129 Units upon the conversion of 5.7% Debentures and 4,347 Units upon the conversion of 6.0% Debentures.

In connection with the Whiterock acquisition, we assumed the principal amount outstanding under each of Whiterock's debentures, which includes convertible and non-convertible debentures. The conversion prices under the convertible Debentures have been adjusted in accordance with their terms. A total of 176,224 Units have been issued by Dundee REIT in respect of these convertible Debentures.

Holders of LP Class B Units, Series 1 of Dundee Properties LP have the right to exchange such units for REIT Units, Series B on a one-for-one basis. Each REIT Unit, Series B is convertible at any time at the option of the holder into one fully-paid and non-assessable Unit. During the 12-month period before the date of this prospectus, no LP Class B Units, Series 1 were exchanged for REIT Units, Series B.

MARKET FOR SECURITIES

Trading Price and Volume

The REIT Units, Series A are listed on the TSX under the symbol "D.UN". The following table sets forth the high and low reported trading prices and the trading volume of the REIT Units, Series A on the TSX for each month of the 12-month period before the date of this prospectus:

Period	High ($)	Low ($)	Volume
March 2011	33.60	30.21	3,999,866
April 2011	33.51	31.11	1,811,030
May 2011	34.87	32.90	2,259,972
June 2011	33.45	31.64	1,559,427
July 2011	33.85	32.03	1,898,711
August 2011	32.42	27.90	4,312,204
September 2011	32.30	30.76	3,982,617
October 2011	33.24	29.10	2,392,551
November 2011	33.26	31.90	2,048,907
December 2011	32.90	32.45	3,019,795
January 2012	35.20	32.60	4,694,275
February 2012	34.77	33.51	3,797,946
Up to March 20, 2012	37.44	34.88	8,699,185

The 6.5% Debentures are listed on the TSX under the symbol “D.DB”. The following table sets forth the high and low reported trading prices and the trading volume of such Debentures on the TSX for each month of the 12-month period before the date of this prospectus:

Period	High ($)	Low ($)	Volume
March 2011	132.75	123.82	960
April 2011	134.00	126.04	1,900
May 2011	135.80	133.00	690
June 2011	132.97	127.55	580
July 2011	130.14	128.39	810
August 2011	123.83	123.83	50
September 2011	127.44	125.17	100
October 2011	—	—	—
November 2011	131.28	128.46	1,060
December 2011	—	—	—
January 2012	127.02	122.04	480
February 2012	125.02	124.02	380
Up to March 20, 2012	145.98	135.00	200

The 5.7% Debentures are listed on the TSX under the symbol “D.DB.A”. The following table sets forth the high and low reported trading prices and the trading volume of such Debentures on the TSX for each month of the 12-month period before the date of this prospectus:

Period	High ($)	Low ($)	Volume
March 2011	110.38	102.75	750
April 2011	110.85	106.88	750
May 2011	112.25	110.37	580
June 2011	109.99	105.79	670
July 2011	109.60	108.70	400
August 2011	106.73	100.00	1,020
September 2011	106.00	103.83	500
October 2011	110.00	101.00	1,300
November 2011	110.20	109.58	270
December 2011	109.43	108.50	1,500
January 2012	115.24	112.43	310
February 2012	115.29	112.32	930
Up to March 20, 2012	124.00	115.95	1,090

The 6.0% Debentures are listed on the TSX under the symbol “D.DB.B”. The following table sets forth the high and low reported trading prices and the trading volume of such Debentures on the TSX for each month of the 12-month period before the date of this prospectus:

Period	High ($)	Low ($)	Volume
March 2011	104.25	103.25	10,940
April 2011	104.00	103.00	8,830
May 2011	104.50	102.30	6,160
June 2011	104.01	103.05	3,840
July 2011	104.00	102.80	6,080
August 2011	103.75	101.75	7,590
September 2011	104.00	102.00	6,650
October 2011	103.50	100.00	7,210
November 2011	104.50	102.90	27,980
December 2011	105.00	103.75	6,700
January 2012	104.60	103.75	8,300
February 2012	105.01	103.00	7,100
Up to March 20, 2012	105.00	103.00	820

The 6.0% Series F Debentures are listed on the TSX under the symbol "D.DB.F". The following table sets forth the high and low reported trading prices and the trading volume of such Debentures on the TSX for each month of the 12-month period before the date of this prospectus:

Period	High ($)	Low ($)	Volume
March 2011	106.00	102.75	2,170
April 2011	105.00	103.50	3,630
May 2011	104.56	102.96	3,330
June 2011	102.00	101.25	250
July 2011	101.50	101.25	720
August 2011	100.00	99.50	390
September 2011	100.00	100.00	300
October 2011	102.00	98.00	1,630
November 2011	101.51	100.01	1,360
December 2011	102.05	101.68	530
January 2012	122.99	119.70	3,770
February 2012	122.75	121.06	60,470
Up to March 20, 2012	131.99	128.97	2,060

The 7.0% Series G Debentures are listed on the TSX under the symbol "D.DB.G". The following table sets forth the high and low reported trading prices and the trading volume of such Debentures on the TSX for each month of the 12-month period before the date of this prospectus:

Period	High ($)	Low ($)	Volume
March 2011	161.00	145.00	2,680
April 2011	158.00	155.00	1,350
May 2011	160.00	155.88	2,440
June 2011	154.40	150.00	2,150
July 2011	151.30	146.70	2,320
August 2011	147.00	130.84	1,250
September 2011	150.00	137.75	6,060
October 2011	146.54	131.26	1,090
November 2011	153.15	141.01	930
December 2011	154.40	146.92	1,600
January 2012	185.08	151.95	5,830
February 2012	186.66	184.25	2,850
Up to March 20, 2012	202.02	190.00	460

The 5.5% Series H Debentures are listed on the TSX under the symbol "D.DB.H". The following table sets forth the high and low reported trading prices and the trading volume of such Debentures on the TSX for the period of December 9, 2011 (the date of issuance of the 5.5% Series H Debentures) to March 13, 2012:

Period	High ($)	Low ($)	Volume
December 2011 (from December 9)	99.40	97.16	16,570
January 2012	102.75	99.50	68,800
February 2012	103.41	102.10	14,860
Up to March 20, 2012	106.49	102.50	17,130

RISK FACTORS

An investment in Units is subject to a number of risks, including those set forth in our most recent annual information form and in our 2011 MD&A. Prospective investors should carefully consider these risks before purchasing Units.

Dilution

While the net proceeds of this offering are expected to be applied towards the uses specified in "Use of Proceeds", to the extent that any of the net proceeds of this offering remain uninvested pending their use, or are used to pay down indebtedness with a low interest rate, this offering may result in dilution, on a per Unit basis, to our net income and other measures used by us.

LEGAL MATTERS

Certain legal matters in connection with the Units offered hereby will be passed upon for us by Osler, Hoskin & Harcourt LLP, with respect to securities and other matters, and Wilson & Partners LLP, a law firm affiliated with PricewaterhouseCoopers LLP, with respect to certain tax matters, and for the Underwriters by Torys LLP.

The partners and associates of Osler, Hoskin & Harcourt LLP, as a group, Wilson & Partners LLP, as a group, and Torys LLP, as a group, each beneficially own, directly and indirectly, less than 1% of the outstanding securities of Dundee REIT and its affiliates and associates.

AUDITORS, REGISTRAR AND TRANSFER AGENT

Our auditors are PricewaterhouseCoopers LLP, Chartered Accountants, Licensed Public Accountants located in Toronto, Ontario.

The transfer agent and registrar of the Units is Computershare Trust Company of Canada at its principal offices in Toronto, Ontario.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment thereto. In several of the provinces, securities legislation further provides the purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. A purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

AUDITOR'S CONSENT

We have read the short form prospectus of Dundee Real Estate Investment Trust ("Dundee REIT") dated March 21, 2012 relating to the issue and sale of REIT Units, Series A of Dundee REIT. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned short form prospectus of our report to the unitholders of Dundee REIT on the consolidated balance sheets of Dundee REIT as at December 31, 2011, December 31, 2010 and January 1, 2010 and the consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2011 and December 31, 2010. Our report is dated February 22, 2012.

(Signed) PricewaterhouseCoopers LLP
Chartered Accountants
Licensed Public Accountants

Toronto, Ontario
March 21, 2012

AUDITOR'S CONSENT

We have read the short form prospectus of Dundee Real Estate Investment Trust ("Dundee REIT") dated March 21, 2012 relating to the issue and sale of REIT Units, Series A of Dundee REIT. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned short form prospectus of our report to the partners of Blackstone/Slate Canadian Portfolio of Real Estate Partnerships (the "Partnerships") on the combined balance sheets of the Partnerships as at December 31, 2010 and 2009 and the combined statements of operations, partners' capital and cash flows for the years then ended. Our report is dated June 29, 2011.

(Signed) Deloitte & Touche LLP
Chartered Accountants
Licensed Public Accountants

Toronto, Ontario
March 21, 2012

AUDITORS' CONSENT

We have read the short form prospectus of Dundee Real Estate Investment Trust ("Dundee REIT") dated March 21, 2012 qualifying the distribution of REIT Units, Series A of Dundee REIT. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned short form prospectus of our report to the unitholders of Whiterock Real Estate Investment Trust ("Whiterock") on the consolidated balance sheets of Whiterock as at December 31, 2011 and 2010 and January 1, 2010, and the consolidated statements of income and comprehensive income, unitholders' equity and cash flows for the years ended December 31, 2011 and 2010. Our report is dated March 14, 2012.

(Signed) Scarrow & Donald LLP
Chartered Accountants

Winnipeg, Canada
March 21, 2012

GLOSSARY OF TERMS

When used in this short form prospectus, the following terms have the meanings set forth below unless expressly indicated otherwise.

"1933 Act" means the United States Securities Act of 1933;

"2011 MD&A" means management's discussion and analysis of the financial condition and results of operations of Dundee REIT for the year ended December 31, 2011;

"**5.5% Series H Debentures**" means the 5.5% Series H Convertible Unsecured Subordinated Debentures of Whiterock due March 31, 2017 assumed by Dundee REIT;

"5.7% Debentures" means the Series 2005-1 5.7% convertible unsecured subordinated debentures of Dundee REIT due March 31, 2015;

"6.0% Debentures" means the 6.0% convertible unsecured subordinated debentures of Dundee REIT due December 31, 2014;

"**6.0% Series F Debentures**" means the 6% Redeemable Subordinated Convertible Debentures, Series F of Whiterock due July 15, 2012 assumed by Dundee REIT;

"6.5% Debentures" means the 6.5% convertible unsecured subordinated debentures of Dundee REIT due June 30, 2014;

"**7.0% Series G Debentures**" means the 7% Series G Convertible Unsecured Subordinated Debentures of Whiterock due December 31, 2014 assumed by Dundee REIT;

"Affiliate" has the meaning ascribed to that term in National Instrument 45-106 — *Prospectus and Registration Exemptions* of the Canadian Securities Administrators;

"CRA" means the Canada Revenue Agency;

"Debentures" means the 6.5% Debentures, the 5.7% Debentures, the 6.0% Debentures, the 6.0% Series F Debentures, the 7.0% Series G Debentures and/or the 5.5% Series H Debentures.

"Declaration of Trust" means the amended and restated declaration of trust of Dundee REIT dated as of March 31, 2011, as amended or amended and restated from time to time;

"Deferred Unit Incentive Plan" means the deferred unit incentive plan of Dundee REIT;

"Deferred Units" means deferred trust units and income deferred trust units under the Deferred Unit Incentive Plan;

"DRIP" means our distribution reinvestment and unit purchase plan pursuant to which holders of Units and REIT Units, Series B are entitled to elect to have cash distributions in respect of such units automatically reinvested in additional Units and to make optional cash purchases of additional Units;

"Dundee Management LP" means Dundee Management Limited Partnership, a limited partnership formed under the laws of the Province of Ontario;

"Dundee Properties LP" means Dundee Properties Limited Partnership, a limited partnership formed under the laws of the Province of Ontario;

"Dundee REIT" means Dundee Real Estate Investment Trust, an open-ended real estate investment trust formed under the laws of the Province of Ontario;

"LP Class B Units, Series 1" means the LP Class B, Series 1 limited partnership units of Dundee Properties LP;

"Minister" means the Minister of Finance (Canada);

“NI 51-102” means National Instrument 51-102 — *Continuous Disclosure Obligations*;

“Partnership A” means Dundee Properties OTA Limited Partnership, a limited partnership formed under the laws of the Province of Ontario;

“Partnership B” means Dundee Properties OTB Limited Partnership, a limited partnership formed under the laws of the Province of Ontario;

“Plans” means trusts governed by RRSPs, RRIFs and deferred profit sharing plans, registered education savings plans, registered disability savings plans and TFSAs under the Tax Act;

“REIT” means a real estate investment trust;

“REIT Exception” means the exception under the SIFT Legislation applicable to certain real estate investment trusts that satisfy certain specified conditions relating to the nature of their income and investments;

“REIT Units” means, collectively, the Units, the REIT Units, Series B and the Special Trust Units;

“REIT Units, Series A” means the REIT Units, Series A of Dundee REIT, each representing an undivided beneficial interest in any distributions from Dundee REIT;

“REIT Units, Series B” means the REIT Units, Series B of Dundee REIT, each representing an undivided beneficial interest in any distributions from Dundee REIT;

“RRIF” means a registered retirement income fund;

“RRSP” means a registered retirement savings plan;

“SIFT” means a specified investment flow-through trust or partnership for purposes of the Tax Act;

“SIFT Legislation” means the provisions of the Tax Act that apply to a SIFT, taking into account all Tax Proposals with respect to such provisions, including the amendments announced on July 20, 2011;

“Special Trust Units” means the Special Trust Units of Dundee REIT issued to the holders of LP Class B Units, Series 1 providing rights to vote (and only a nominal economic interest) as a unitholder of Dundee REIT, all of which are currently indirectly held by Dundee Corporation;

“Subsidiary” has the meaning ascribed to that term in National Instrument 45-106 — *Prospectus and Registration Exemptions* of the Canadian Securities Administrators;

“Subsidiary Securities” means securities of a Subsidiary of Dundee REIT;

“Tax Act” means the *Income Tax Act* (Canada), R.S.C. 1985, c. 1 (5^{th} supplement) as amended;

“TFSA” means a tax-free savings account;

“TSX” means the Toronto Stock Exchange;

“Underwriters” means TD Securities Inc., Scotia Capital Inc., CIBC World Markets Inc., RBC Dominion Securities Inc., BMO Nesbitt Burns Inc., Canaccord Genuity Corp., Dundee Securities Ltd., HSBC Securities (Canada) Inc., Brookfield Financial Corp., GMP Securities L.P. and National Bank Financial Inc.;

“Underwriting Agreement” means the underwriting agreement dated March 14, 2012 between Dundee REIT, Dundee Properties LP and the Underwriters;

“Unitholders” means holders of Units, but **“unitholders”**, when used in lower case type, refers to all holders of REIT Units;

“Units” means the REIT Units, Series A of Dundee REIT; and

“U.S.” or **“United States”** means United States of America.

CERTIFICATE OF DUNDEE REIT

Dated: March 21, 2012

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada.

DUNDEE REAL ESTATE INVESTMENT TRUST

(Signed) Michael J. Cooper Chief Executive Officer	(Signed) Mario Barrafato Senior Vice President and Chief Financial Officer

On Behalf of the Board of Trustees

(Signed) DONALD K. CHARTER Trustee	(Signed) ROBERT G. GOODALL Trustee

CERTIFICATE OF UNDERWRITERS

Dated: March 21, 2012

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada.

TD SECURITIES INC.

By: (Signed) ARMEN FARIAN

SCOTIA CAPITAL INC.

By: (Signed) STEPHEN SENDER

CIBC WORLD MARKETS INC.

By: (Signed) MARK G. JOHNSON

RBC DOMINION SECURITIES INC.

By: (Signed) WILLIAM WONG

BMO NESBITT BURNS INC.

By: (Signed) DEREK DERMOTT

CANACCORD GENUITY CORP.

By: (Signed) JUSTIN BOSA

DUNDEE SECURITIES LTD.

By: (Signed) ONORIO LUCCHESE

HSBC SECURITIES (CANADA) INC.

By: (Signed) LAURA MCELWAIN

BROOKFIELD FINANCIAL CORP.

By: (Signed) MARK MURSKI

GMP SECURITIES L.P.

By: (Signed) ANDREW KIGUEL

NATIONAL BANK FINANCIAL INC.

By: (Signed) ANDREW WALLACE

DUNDEE
R·E·I·T™