

DUNDEE REAL ESTATE INVESTMENT TRUST
Suite 1600
30 Adelaide Street East
Toronto, Ontario
M5C 3H1

NOTICE OF ANNUAL MEETING OF UNITHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting (the "Meeting") of the unitholders of **DUNDEE REAL ESTATE INVESTMENT TRUST** (the "Trust") will be held:

on **Wednesday, May 5, 2004**

at **4:00 p.m. (Toronto time)**

at the **TSX Broadcast and Conference Centre**
The Exchange Tower
130 King Street West
Toronto, Ontario

for the following purposes:

1. to receive the audited consolidated financial statements of the Trust for the financial year ended December 31, 2003 together with the report of the auditor thereon;
2. to elect trustees of the Trust for the ensuing year;
3. to appoint the auditor of the Trust and its subsidiaries for the ensuing year and to authorize the trustees of the Trust to fix the remuneration of such auditor; and
4. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

If you are a registered Unitholder and you are unable to attend the Meeting in person, you are requested to complete, sign, date and return to Computershare Trust Company of Canada, the transfer agent and registrar of the Trust, the enclosed form of proxy. All instruments appointing proxies to be used at the Meeting or at any adjournment thereof must be deposited with Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 not later than 5:00 p.m. (Toronto time) on Monday, May 3, 2004, or otherwise at least 48 hours (excluding Saturdays and holidays) prior to the time set for any adjournment or postponement of the original meeting.

If you are a non-registered Unitholder (for example, if you hold units of the Trust in an account with a broker, dealer or other intermediary), you should follow the voting procedures described in the voting instruction form or other document accompanying the enclosed management information circular or call your broker, dealer or other intermediary for information on how you can vote your units.

The trustees of the Trust have fixed March 31, 2004 as the record date for the determination of Unitholders of the Trust entitled to receive notice of and vote at the Meeting.

DATED at Toronto, Ontario this 5th day of April, 2004.

By Order of the Board



Michael J. Cooper
President and Chief Executive Officer

DUNDEE REAL ESTATE INVESTMENT TRUST MANAGEMENT INFORMATION CIRCULAR

All information in this management information circular is presented as of March 10, 2004 unless otherwise indicated.

This Management Information Circular (the “Management Information Circular”) is furnished in connection with the solicitation of proxies by management of Dundee Real Estate Investment Trust (the “Trust” or “Dundee REIT”) for use at the annual meeting of unitholders of the Trust (the “Meeting”) to be held at the time and place and for the purposes set forth in the attached Notice of Meeting.

PART I - VOTING

SOLICITATION OF PROXIES

Proxies will be solicited primarily by mail and supplemented by telephone or other personal contact by the trustees and officers of the Trust and/or employees of subsidiaries of the Trust. These persons will not receive any extra compensation for these activities. The Trust may pay brokers or other persons holding units of the Trust in their own names, or in the names of nominees, for their reasonable expenses for sending proxies and this Management Information Circular to beneficial owners of units and obtaining voting instructions from them. The Trust will bear the cost of soliciting proxies.

No person is authorized to give any information or to make any representation other than those contained in this Management Information Circular and, if given or made, you should not rely upon that information or representation as having been authorized by the Trust. Information in this Management Information Circular that is current as of a particular date may have changed by the time you receive this document.

APPOINTMENT AND REVOCATION OF PROXIES

If you are a registered holder of REIT Units, Series A of the Trust (a “Unitholder”), you will have received a form of proxy with this Management Information Circular. The persons named in the form of proxy are trustees and/or officers of the Trust. Unitholders have the right to appoint a person or company (who does not need to be a Unitholder), other than the persons whose names appear on the form of proxy, to attend and act for and on behalf of that Unitholder at the Meeting and at any adjournment or postponement of the Meeting. This right may be exercised by either striking out the names of the persons specified in the form of proxy and inserting the name of the person or company to be appointed in the blank space provided in the form of proxy, or by completing another proper form of proxy and, in either case, delivering the completed and executed form of proxy in the manner described in the Notice of Annual Meeting of Unitholders which accompanies this Management Information Circular (the “Notice of Meeting”).

A Unitholder who has completed and delivered a proxy may revoke it by delivering a written instrument (such as another completed form of proxy). This instrument must be executed by the Unitholder or by his or her attorney authorized in writing or, if the Unitholder is a corporation, by an officer or attorney of the corporation properly authorized. This instrument must be delivered to Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, prior to 5:00 p.m. (Toronto time) on the second last business day preceding the day of the Meeting or any adjournment or postponement of the Meeting. A Unitholder may also revoke a proxy in any other manner permitted by law.

Only Unitholders or the persons they appoint are permitted to attend and vote at the Meeting. You are a “Non-Registered Unitholder” if you hold units that are registered either (a) in the name of an intermediary (an “Intermediary”), such as a broker, investment dealer, bank, trust company or trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan; or (b) in the name of a clearing agency, such as the Canadian Depository for Securities Limited, of which the Intermediary is a participant. Non-Registered Unitholders may have their units voted at the Meeting by following the instructions provided to them by or on behalf of their Intermediaries.

Typically, a Non-Registered Unitholder will receive a voting instruction form or other document with this Management Information Circular. This form allows you to provide voting instructions with respect to your units. The voting instruction form is similar to the form of proxy provided to Unitholders. However, its purpose is limited to instructing a registered Unitholder how to vote on your behalf. Intermediaries will typically make arrangements that will allow you to provide voting instructions by completing and returning a voting instruction form by mail or facsimile, calling a toll-free telephone number (1-800-474-7493) or by using the internet at www.proxyvotecanada.com. You should carefully follow the directions provided to you in order to ensure that your units are voted at the Meeting.

In general, Non-Registered Unitholders receiving a voting instruction form or other document from an Intermediary cannot use that document to vote units directly at the Meeting. Rather, the completed voting instruction form must be returned or voting instructions must otherwise be provided pursuant to the instructions accompanying the document well in advance of the deadline for the receipt of proxies set out in this Management Information Circular.

Please note that Non-Registered Unitholders seeking to attend the Meeting will not be recognized at the Meeting for the purpose of voting units registered in the name of an Intermediary or a clearing agency, unless the Non-Registered Unitholder appoints himself or herself as a proxyholder. In order to do this, the individual should follow the instructions on the voting instruction form regarding the manner in which voting instructions are to be provided and, in doing so, specify that individual's own name as the person whom he or she is appointing as proxy for the purposes of voting his or her units. For instance, if "John Smith" is a non-registered Unitholder, in the voting instruction form he receives from his Intermediary, he should insert the name "John Smith" in the space provided and follow the other procedures specified on the form.

Non-Registered Unitholders should communicate their voting instructions well in advance of the deadline for the receipt of proxies of 5:00 p.m. (Toronto time) on Monday, May 3, 2004 in order to allow their instructions to be processed before the deadline.

EXERCISE OF DISCRETION BY PROXIES

The units represented by a properly completed proxy will be voted on any ballot that may be conducted at the Meeting or at any adjournment or postponement of the Meeting in accordance with the instructions on the proxy. **In the absence of instructions, those units will be voted FOR each of the matters referred to on the proxy.**

The enclosed form of proxy confers discretionary authority on the persons named in the form of proxy to vote on any amendments to or variations of the matters identified in the Notice of Meeting and on other matters, if any, which may properly be brought before the Meeting or any adjournment or postponement of the Meeting. As at April 5, 2004, the date of the Notice of Meeting, management of the Trust does not know of any amendments, variations or other matters to be brought before the Meeting. However, if any other matters should properly be brought before the Meeting or any adjournment or postponement of the Meeting, the units represented by that proxy will be voted on those matters in accordance with the judgement of the person named as proxyholder in the proxy.

DOCUMENTS AVAILABLE UPON REQUEST

A copy of the following documents will be made available to any person upon request to the Chief Financial Officer of the Trust: (a) the most recent annual information form of the Trust, together with any documents incorporated by reference therein; (b) the most recent annual report of the Trust containing the Trust's audited comparative financial statements for the year ended December 31, 2003; (c) any interim financial statements of the Trust filed with Canadian securities regulators for any period after December 31, 2003; and (d) the management information circular of the Trust in respect of the most recent annual meeting of unitholders of the Trust. The Trust may require a person making a request who is not a security holder to pay a reasonable charge for providing these documents.

VOTING SECURITIES AND PRINCIPAL HOLDER

Description of REIT Units

The amended and restated declaration of trust governing Dundee REIT (the "Declaration of Trust") authorizes the issuance of an unlimited number of two classes of units: REIT units and special trust units ("Special REIT Units"). The REIT units are issuable in two series: REIT Units, Series A and REIT Units, Series B. As at March 10, 2004, there were 16,661,916 REIT Units, Series A and no REIT Units, Series B outstanding.

Special REIT Units may only be issued to holders of certain limited partnership units of Dundee Properties Limited Partnership ("Dundee Properties LP"), the Trust's principal operating subsidiary, and allow persons holding those limited partnership units to vote on matters relating to the Trust. As at March 10, 2004, there were 7,322,899 Special REIT Units outstanding. Each REIT Unit, Series A and Special REIT Unit entitles the holder of record to one vote per unit on each matter to be acted upon at the Meeting. In this Management Information Circular, REIT Units, Series A, REIT Units, Series B and Special REIT Units are referred to collectively as "REIT Units".

Record Date

The trustees of the Trust have fixed March 31, 2004 as the record date for the determination of Unitholders entitled to receive notice of and vote at the Meeting. Unitholders of record at the close of business on March 31, 2004 will be entitled to vote at the Meeting and at all adjournments and postponements of the Meeting, even if they have disposed of their units since the record date. Accordingly, any holder acquiring units after the record date will not be entitled to receive notice of and vote at the Meeting.

Principal Unitholder

To the knowledge of the trustees and senior officers of the Trust, the only person, firm or corporation which beneficially owns, directly or indirectly, or exercises control or direction over, voting securities of the Trust carrying more than 10% of the

voting rights attached to any class of outstanding voting securities of the Trust is as outlined in the table below. Dundee Realty Corporation is a subsidiary of Dundee Bancorp Inc., a corporation controlled by Ned Goodman of Innisfil, Ontario.

Table 1 – Principal Unitholder

Name and Municipality of Residence	Number and Class of Units	Percentage of Outstanding Class
Dundee Realty Corporation and Dundee Consolidated Properties (a limited partnership of which Dundee Realty Corporation is the sole general partner) Toronto, Ontario	7,322,899 Special REIT Units	100% (representing 30.5% of the outstanding voting securities of the Trust)

Management understands that the units registered in the name of CDS & Co. are beneficially owned by various dealers and other parties on behalf of clients and others. The names of the beneficial owners of such units are not known to the Trust.

Except as set out above, the trustees and officers of the Trust have no knowledge of any person or corporation which owns or excises control or direction over more than 10% of the outstanding units of the Trust.

PART II – BUSINESS OF THE MEETING

FINANCIAL STATEMENTS

The December 31, 2003 financial statements of the Trust are included in the annual report of the Trust, which has been mailed to unitholders with this Management Information Circular.

ELECTION OF TRUSTEES

Pursuant to the Declaration of Trust, Dundee REIT may have between five and 12 trustees at any given time, although a majority of the trustees must be resident Canadians. Dundee REIT currently has eleven trustees and the trustees have fixed the number of trustees at ten effective as of the date of the Meeting. Pursuant to the Declaration of Trust, Dundee Bancorp Inc. is entitled to appoint up to one less than a majority of the trustees, provided that Dundee Bancorp Inc. and its affiliates maintain an ownership interest in the Trust at a certain level. The remaining trustees will be elected by unitholders. Dundee Bancorp Inc. is also entitled to vote its Special REIT Units for the election of the remaining trustees. Pursuant to the Declaration of Trust, Dundee REIT's Chief Executive Officer and/or President may not be appointed as a trustee by Dundee Bancorp Inc., but may be elected as a trustee by unitholders.

Dundee Bancorp Inc. has opted to appoint only three trustees, whose names are set forth in Table 3. Unitholders will be asked to elect seven trustees for the ensuing year. The persons named in the form of proxy which accompanies this Management Information Circular intend to vote for the election of the seven nominees whose names are set forth in Table 2, unless the Unitholder who has given the proxy has directed that the units represented by the proxy be withheld from voting in respect of the

election of trustees of the Trust. Management of the Trust does not contemplate that any of the seven nominees listed below will be unable to serve as a trustee of the Trust for the ensuing year. However, if that should occur for any reason prior to the Meeting or any adjournment or postponement of the Meeting, the persons named in the form of proxy which accompanies this Management Information Circular intend to vote for the election of the remaining nominees and may vote for the election of a substitute nominee in their discretion. Other than the nominees of Dundee Bancorp Inc., trustees will hold office for a term expiring at the conclusion of the next annual meeting of unitholders of the Trust or until their successors are elected or appointed and will be eligible for re-election. Nominees of Dundee Bancorp Inc. will hold office for a term expiring at the next annual meeting unless removed prior to that meeting at the direction of Dundee Bancorp Inc. A trustee appointed by the trustees between meetings of unitholders or to fill a vacancy will be appointed for a term expiring at the conclusion of the next annual meeting or until his or her successor is elected or appointed and will be eligible for election or re-election.

Table 2 sets forth the names of the seven nominees to be elected by unitholders, their position with the Trust, their principal occupation or employment, the date upon which they became a trustee of the Trust and the approximate number of units beneficially owned by them, directly or indirectly, or over which control or direction is exercised by them.

Table 2 – Nominees to be Elected by Unitholders

Name and Position	Principal Occupation	Date Became Trustee	Units Owned or Controlled ⁽¹⁾	Meetings Attended
Dr. Günther Bautz Trustee	Counsellor on Intellectual Property to Braun GmbH, a manufacturer of small electric appliances	June 30, 2003	10,000	7/8
Detlef Bierbaum Trustee	Partner, Bankhaus Sal. Oppenheim jr. & Cie, KGaA, a private investment bank	June 30, 2003	4,702	6/8
Michael J. Cooper Trustee	President and Chief Executive Officer of Dundee REIT	June 30, 2003	707,321	8/8
Peter A. Crossgrove Trustee	Chairman, Masonite International Inc., a door manufacturing company	May 9, 2003	17,160	8/8
Robert G. Goodall Trustee	President, Canadian Mortgage Capital Corporation, a mortgage brokerage company	June 30, 2003	15,559	7/8
Duncan Jackman Trustee	Chairman and President, E-L Financial Corporation Limited, an insurance holding company	September 11, 2003	2,016	5/6 ⁽²⁾
Robert Tweedy Trustee	Chairman and Chief Executive Officer, Useppa Holdings Limited, a diversified management company, and Sklar Pepler Furniture Corporation, a furniture manufacturer	September 11, 2003	1,000	6/6 ⁽²⁾

⁽¹⁾ The respective nominee has furnished the information as to the number of units beneficially owned or over which control or direction is exercised.

⁽²⁾ Meetings attended since appointment.

Table 3 – Nominees of Dundee Bancorp Inc.

Name and Position	Principal Occupation	Date Became Trustee	Units Owned or Controlled ⁽¹⁾	Meetings Attended
Donald K. Charter Trustee	Chairman, President and Chief Executive Officer, Dundee Securities Corporation, an investment dealer, and Executive Vice-President, Dundee Bancorp Inc., a financial services company	June 30, 2003	33,453	6/8
David J. Goodman Trustee	President and Chief Executive Officer, Goodman & Company Investment Counsel Ltd., an investment management company and Executive Vice President, Dundee Bancorp Inc., a financial services company	June 30, 2003	7,118	6/8
Ned Goodman Chairman and Trustee	President and Chief Executive Officer, Dundee Bancorp Inc., a financial services company	June 30, 2003	100,343 ⁽²⁾	6/8

⁽¹⁾ The respective nominee has furnished the information as to the number of units beneficially owned or over which control or direction is exercised.

⁽²⁾ Does not include the units beneficially owned or over which control or direction is exercised by Dundee Bancorp Inc., an associate of Ned Goodman. See "Principal Unitholder".

Each of the individuals listed above has held his present principal occupation or a similar position with his present employer or its predecessors or affiliates for the past five years except for: Dr. Günther Bautz who, prior to January 2003, was Patent and Trademark Counsel for Braun GmbH, a manufacturer of small electric appliances; and Michael Cooper who, for the past five years has also held the position of President and Chief Executive Officer of Dundee Realty Corporation.

APPOINTMENT OF AUDITOR

Unitholders will be asked to approve the appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as the auditor of the Trust and the Trust's subsidiaries for the ensuing year and to authorize the trustees of the Trust to fix the remuneration of the auditor. The Trust's subsidiaries are Dundee Properties Operating Trust A, Dundee Properties Operating Trust B and Dundee Properties LP. PricewaterhouseCoopers LLP was initially appointed as the auditor of the Trust on June 23, 2003.

PART III – CORPORATE GOVERNANCE

TRUSTEES’ AND OFFICERS’ LIABILITY INSURANCE

Dundee REIT carries trustees’ and officers’ liability insurance with an annual aggregate policy limit of \$10,000,000. Under this insurance coverage, the Trust is reimbursed for payments made under indemnity provisions on behalf of trustees and officers contained in the Declaration of Trust, and pursuant to individual indemnity agreements between Dundee REIT and each officer and trustee (the “Indemnities”) subject to a deductible payable by the Trust of \$150,000 for each loss. The Declaration of Trust and the Indemnities provide for the indemnification in certain circumstances of trustees and officers from and against liability and costs in respect of any action or suit against them in respect of the execution of their duties of office.

Committees of the Trustees

The Declaration of Trust requires that committees of the trustees, other than the Investment Committee, be composed of a majority of “Independent Trustees”. An “Independent Trustee” is any trustee who is not or has not been an employee of Dundee Bancorp Inc. or any affiliate of Dundee Bancorp Inc. at any time or who is not directly employed by Dundee REIT or any of its affiliates. The Audit Committee of the trustees of the Trust is comprised of three Independent Trustees, being Messrs. Bautz, Crossgrove and Goodall, with Mr. Crossgrove being

the Chair. The Compensation Committee of the trustees of the Trust is comprised of four trustees, being Messrs. Crossgrove, Goodall, Silber-Bonz and Ned Goodman, with Mr. Goodall being the Chair. Messrs. Crossgrove, Goodall and Silber-Bonz are Independent Trustees. The Governance and Environmental Committee is comprised of three Independent Trustees, being Messrs. Bierbaum, Crossgrove and Tweedy, with Mr. Crossgrove being the Chair. The Investment Committee of the trustees of the Trust is comprised of three trustees, being Messrs. Bierbaum, Cooper and Ned Goodman, with Mr. Ned Goodman being the Chair.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Toronto Stock Exchange has adopted guidelines (the “TSX Guidelines”) with respect to corporate governance matters relating to listed companies. The TSX Guidelines were passed in response to the Report of the Toronto Stock Exchange Committee on Corporate Governance in Canada issued in December 1994. The TSX Guidelines are intended to assist listed entities in their approach to corporate governance. Listed entities must annually disclose their approach to corporate governance including any divergence from the TSX Guidelines.

TSX Corporate Governance Guideline	Does Dundee REIT Align?	Comments
1. The Board should explicitly assume responsibility for stewardship of the Trust and, as part of the overall stewardship responsibility, should assume responsibility for the following matters:		
(a) adoption of a strategic planning process;	Yes.	The overall operations and affairs of the Trust are subject to the control of the trustees. An investment and operating plan is presented to the board of trustees of the Trust (the “Board”) annually for its approval. Management and the Board discuss and develop the investment and operating plan. Management provides a complete update of the business and affairs of the Trust to the Board at meetings of trustees, which are held at least quarterly.
(b) the identification of the principal risks of the Trust’s business and ensuring the implementation of appropriate systems to manage these risks;	Yes.	Inherent in the Board’s overall control over the operations and affairs of the Trust is the identification and understanding of the principal risks of the Trust’s business and the oversight of management’s implementation of systems to manage those risks.
(c) succession planning, including appointing, training and monitoring senior management;	Yes.	The mandate of the Governance and Environmental Committee includes considering questions of management succession. The President and CEO of the Trust evaluates senior management of the Trust and its subsidiaries on an ongoing basis and reports to the Board at regular meetings when necessary.

TSX Corporate Governance Guideline	Does Dundee REIT Align?	Comments
(d) a communications policy for the Trust;	Yes.	The Trust has a disclosure policy which is designed to ensure that communications to the investing public are timely, factual and accurate and broadly disseminated in accordance with all applicable legal and regulatory requirements. This policy will be reviewed in conjunction with the Trust's general review of corporate governance practices, in anticipation of the changes to applicable legal and regulatory requirements expected to come into effect over the next few years.
(e) the integrity of the Trust's internal control and management information systems.	Yes.	Senior management of the Trust and of Dundee Realty Management Corp., in which the Trust has a joint interest with Dundee Realty Corporation, is primarily responsible for the maintenance of internal controls and management information systems. The Audit Committee and the Board monitor the Trust's internal controls on a regular basis. The Audit Committee reviews all financial statements prior to release and receives detailed financial information quarterly or more often, as required. Internal control and management information systems will be reviewed in anticipation of the changes to applicable legal and regulatory requirements expected to come into effect over the next few years.
2. The Board should be constituted with a majority of individuals who qualify as unrelated trustees. An unrelated trustee is a trustee who is independent of management and is free from any interest and any business or other relationship that could, or could reasonably be perceived to, materially interfere with the trustee's ability to act with a view to the best interests of the Trust, other than interests arising from unitholding. If the Trust has a significant unitholder, in addition to a majority of unrelated trustees, the board should include a number of trustees who do not have interests in or relationships with either the Trust or the significant unitholder and which fairly reflects the investment in the Trust by unitholders other than the significant unitholder. A significant unitholder is a unitholder with the ability to exercise a majority of the votes for the election of the board of trustees.	Yes.	<p>The Board is currently composed of eleven members. The Board has concluded that at least seven members are unrelated within the meaning of the TSX Guidelines.</p> <p>In addition, as is typical for a REIT, the Declaration of Trust requires that committees of the Board, other than the Investment Committee, consist of a majority of "Independent Trustees", as described in this Management Information Circular under "Committees of the Trustees". Dundee REIT is in compliance with these requirements and, in the case of the Audit Committee and the Governance and Environmental Committee, has exceeded these requirements, as those two committees are composed exclusively of Independent Trustees.</p> <p>The Declaration of Trust requires certain matters (such as matters involving parties related to the Trust) to be approved by at least a majority of Independent Trustees who have no interest in the matter.</p>

TSX Corporate Governance Guideline	Does Dundee REIT Align?	Comments
3. The Board will also be required to disclose on an annual basis the analysis of the application of the principles supporting the conclusion in item 2 above.	Yes.	<p>Mr. Cooper, the President and CEO of the Trust, is a related trustee by virtue of being an officer of the Trust.</p> <p>Messrs. Don Charter, David Goodman and Ned Goodman are officers of Dundee Bancorp Inc. Although Dundee Bancorp Inc. is not involved in the day-to-day management of the business of Dundee REIT, such individuals may be perceived to be related trustees by virtue of Dundee Bancorp Inc. and its subsidiaries having certain contractual relationships with the Trust. Dundee Bancorp Inc. has a pre-emptive right with respect to the issuance of units of the Trust and the right to have its nominee appointed as a director of the general partner of Dundee Properties LP, the Trust's principal operating subsidiary. In addition, Dundee Properties LP and Dundee Realty Corporation, a subsidiary of Dundee Bancorp Inc., are the sole limited partners in Dundee Management Limited Partnership ("Dundee Management LP"). Dundee Management LP provides property management, administrative and other services to Dundee Properties LP and Dundee Realty Corporation.</p> <p>Although the Trust does not have a significant unitholder as defined in the TSX Guidelines, Dundee Bancorp Inc. indirectly holds a 30.5% voting interest in the Trust. In addition, pursuant to the Declaration of Trust, Dundee Bancorp Inc. is entitled to appoint up to one less than a majority of the trustees, subject to maintaining its equity interest in the business of Dundee REIT at a certain level. Dundee Bancorp Inc. is also entitled to vote its units of the Trust for the election of the remaining trustees.</p>
4. The Board should appoint a committee of trustees composed exclusively of outside, i.e. non-management trustees, a majority of whom are unrelated trustees with the responsibility for proposing new nominees to the Board to the full Board and for assessing trustees on an ongoing basis.	Yes.	<p>The Governance and Environmental Committee is composed exclusively of non-management trustees, all of whom are unrelated trustees and all of whom are Independent Trustees within the meaning of the Declaration of Trust. The mandate of the Governance and Environmental Committee includes participating along with management in the recruitment and selection of candidates for trustees and assessing the effectiveness of the Board and each of its committees.</p>
5. The Board should implement a process to be carried out by the nominating committee or other appropriate committee for assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual trustees.	Yes.	<p>The mandate of the Governance and Environmental Committee includes assessing the effectiveness of the Board and each of its committees. The process for achieving this includes monitoring the quality of the relationship between management and the Board and recommending improvements, surveying the trustees regarding the effectiveness of the Board and reviewing, on an annual basis, the proposed Board and committee agendas and reviewing contributions of individual trustees.</p>
6. The Trust, as an integral element of the process for appointing new trustees, should provide an orientation and education program for new recruits to the Board.	Yes.	<p>While no formal orientation program is in place, newly appointed or elected trustees meet with management and other trustees to familiarize themselves with the business of the Trust and their responsibilities as trustees. The most recently appointed members of the board were appointed as trustees in September 2003.</p>

TSX Corporate Governance Guideline	Does Dundee REIT Align?	Comments
7. The Board should examine its size and, with a view to determining the impact of the number upon effectiveness, undertake where appropriate, a program to reduce the number of trustees to a number which facilitates more effective decision-making.	Yes.	The assessment of the composition of the Board and its effectiveness is the responsibility of the Governance and Environmental Committee. Following the acquisition by the Trust of its initial property portfolio from Dundee Realty Corporation in June 2003, the Board consisted of 9 trustees. The composition of the Board was considered by the Governance and Environmental Committee in September 2003. This consideration resulted in a decision by the Board to increase its size by two trustees in order to increase the number of available Independent Trustees and resident Canadian trustees for Board and committee purposes. The Governance and Environmental Committee further considered the composition of the Board and concluded that at this time ten members is appropriate to allow it to effectively carry out its duties and responsibilities. As a result, Mr. Silber-Bonz, currently a trustee of the Trust, will not be standing for re-election.
8. The Board should review the adequacy and form of the compensation of trustees and ensure the compensation realistically reflects the responsibilities and risk involved in being an effective trustee.	Yes.	The mandate of the Compensation Committee includes reviewing and making recommendations to the trustees concerning the level and nature of compensation payable to the trustees, as well as administering the Trust's deferred unit incentive plan. The Board periodically reviews the adequacy and form of compensation of trustees.
9. Committees of the Board should generally be composed of outside trustees, a majority of whom are unrelated trustees, although some Board committees, such as the Executive Committee, may include one or more inside trustees.	Yes.	The Audit Committee and the Governance and Environmental Committee are composed exclusively of outside trustees who are also unrelated trustees. The Compensation Committee is currently composed of four trustees, three of whom are outside and unrelated trustees. The Investment Committee is composed of one outside trustee who is also an unrelated trustee, one trustee, Mr. Cooper, who is a member of management and therefore a related trustee and one trustee, Mr. Ned Goodman, who may be perceived to be a related trustee. The Declaration of Trust also requires that a majority of the members of all of the committees of the Board, other than the Investment Committee, be Independent Trustees within the meaning of the Declaration of Trust, as described in this Management Information Circular under "Committees of the Trustees".
10. The Board should expressly assume responsibility for, or assign to a committee of trustees the general responsibility for, developing the Trust's approach to governance issues.	Yes.	The mandate of the Governance and Environmental Committee includes reviewing the governance policies of the Trust. These policies will be reviewed in anticipation of the changes to applicable legal and regulatory requirements expected to come into effect over the next few years.
11. (a) The Board, together with the CEO, should develop position descriptions for the Board and for the CEO, involving the definition of limits to management's responsibilities.		

TSX Corporate Governance Guideline	Does Dundee REIT Align?	Comments
(i) The Board.	Yes.	<p>As a trust, the overall operations and affairs of Dundee REIT are subject to the control of the trustees. The Declaration of Trust sets out, among other things, the limitations on the trustees' general powers, a description of the specific powers and authorities of the trustees and the standard of care to be met by trustees.</p> <p>As is typical for a REIT, the Declaration of Trust also requires certain matters (such as matters involving parties related to the Trust) to be approved by at least a majority of Independent Trustees who have no interest in the matter.</p>
(ii) The Chief Executive Officer.	Yes.	<p>The limits of management's responsibilities, including those of the CEO, are defined by the Board during the annual strategic planning process undertaken in conjunction with the preparation and presentation of the Trust's investment and operating plan.</p> <p>Some of the decision making powers of the general partner of Dundee Properties LP, the Trust's principal operating subsidiary, are subject to the oversight of the Board pursuant to the terms of a governance agreement between the Trust, the general partner and Dundee Bancorp Inc. For example, the general partner must obtain the approval of the Investment Committee of the Board in respect of investments, acquisitions or dispositions by Dundee Properties LP having a purchase price or investment price greater than \$5 million, net of assumed or arranged mortgage debt.</p>
(b) The Board should approve or develop the corporate objectives that the CEO is responsible for meeting.	Yes.	<p>The Board approves or develops the investment and operating plan of the Trust that the CEO is responsible for implementing. The Compensation Committee is responsible for assessing the performance of the CEO.</p>
12. The Board should have in place appropriate structures and procedures to ensure that the Board can function independently of management.	Yes.	<p>The Board has functioned, and is of the opinion that it can continue to function, independently of management. Only one trustee, Mr. Cooper, is a member of management. In addition, the Board and its various committees regularly devote time at their meetings to discuss matters without the presence of management.</p>
13. (a) The roles and responsibilities of the Audit Committee should be specifically defined so as to provide appropriate guidance to Audit Committee members as to their duties.	Yes.	<p>The roles and responsibilities of the Audit Committee are set out in the Declaration of Trust and include reviewing the Trust's procedures for internal control with the auditor and CFO of the Trust, reviewing the engagement of the auditor, reviewing and recommending to the trustees for their approval annual and quarterly financial statements and MD&A, assessing the Trust's financial and accounting personnel and reviewing any significant transactions outside the Trust's ordinary activities and all pending litigation involving the Trust.</p>
(b) The Audit Committee of the Board should be composed only of outside trustees.	Yes.	<p>All three members of the Audit Committee are outside and unrelated trustees, and are Independent Trustees within the meaning of the Declaration of Trust.</p>

TSX Corporate Governance Guideline	Does Dundee REIT Align?	Comments
14. The Board should implement a system that enables an individual trustee to engage an outside advisor at the expense of the Company.	Yes.	Individual trustees are encouraged to engage outside advisors when necessary. The Governance and Environmental Committee is responsible for considering and approving proposals by the trustees to engage outside advisors on behalf of the Board as a whole or on behalf of the Independent Trustees.

PART IV – COMPENSATION AND OTHER INFORMATION

COMPENSATION OF TRUSTEES

The compensation for the trustees, other than trustees who are also employees, is \$20,000 per year plus a meeting fee of \$1,500 per day for each meeting of the board of trustees or a committee thereof attended in person or via telephone conference and reimbursement for their out-of-pocket expenses incurred in acting as a trustee. The Chairman of the board of trustees, if not an employee of Dundee REIT or one of its subsidiaries, receives an annual fee of \$100,000, but does not receive any other fees for board or committee meetings attended. The chair of each committee (other than the chair of the Investment Committee when it is a committee of the board as a whole), if not an employee of Dundee REIT or one of its subsidiaries, receives an additional annual fee of \$5,000. In addition, trustees are entitled to receive remuneration for services rendered to Dundee REIT in any other capacity, except in respect of their service as trustees or directors of any of Dundee REIT's subsidiaries. Trustees who are employees of and who receive salary from Dundee REIT are not entitled to receive any remuneration for their services in acting as trustees but are entitled to reimbursement of their out-of-pocket expenses

incurred in acting as trustees.

For the financial year ended December 31, 2003 (not a full calendar year), non-management trustees were paid fees totaling approximately \$227,000. In addition, on September 22, 2003, non-management trustees were granted an aggregate of 29,000 Deferred Trust Units based on a closing price for the REIT Units, Series A of \$21.35. The dollar value of such Deferred Trust Units on the date of grant was \$619,150 and an aggregate of 720 Income Deferred Trust Units were credited to the trustees in 2003.

STATEMENT OF EXECUTIVE COMPENSATION

The following table sets forth all annual and long term compensation for services in all capacities rendered to the Trust and the subsidiaries thereof for the financial year ended December 31, 2003 in respect of each of the individuals who were, during the financial year ended December 31, 2003, the Chief Executive Officer of the Trust and each of the other executive officers of the Trust (collectively the "Named Executive Officers").

Table 4 – Summary Compensation

Name and Principal Position	Annual Compensation			Long Term Compensation
	Year⁽¹⁾	Salary⁽²⁾	Bonus (\$)	No. of Deferred Trust Units Granted⁽³⁾
Michael J. Cooper President and Chief Executive Officer	2003	\$420,000	\$420,000	20,000
Jeff Barnes Executive Vice President and Chief Financial Officer	2003	\$285,000	\$199,500	9,500
J. Michael Knowlton Executive Vice President and Chief Operating Officer	2003	\$285,000	\$199,500	9,500
Jane Gavan Executive Vice President, General Counsel and Secretary	2003	\$210,000	\$147,000	7,000

(1) Each of the senior officers above was employed by Dundee REIT for six months from June 30, 2003 to December 31, 2003.

- (2) The senior officers were paid only half of their annual salaries by the Trust in 2003. The aggregate value of perquisites and other personal benefits for each of the senior officers was less than the lesser of \$50,000 and 10% of total annual salary and bonus.
- (3) Dundee REIT has a deferred unit incentive plan, but does not have a unit option plan. See "Deferred Unit Incentive Plan". On September 22, 2003, each of Messrs. Cooper, Barnes and Knowlton and Ms. Gavan were granted Deferred Trust Units based on a closing price for the units of \$21.35. The dollar values of such Deferred Trust Units on the date of grant were \$427,000, \$202,825, \$202,825 and \$149,450, respectively. 503, 239, 239 and 176 Income Deferred Trust Units were credited to each of Messrs. Cooper, Barnes and Knowlton and Ms. Gavan in 2003.

Employment Agreements

The employment agreement of Michael J. Cooper, the President and Chief Executive Officer of the Trust, originally entered into with Dundee Realty Corporation and assumed by Dundee REIT on June 30, 2003, has an original five year term terminating on December 31, 2004, and renews automatically for successive three year periods unless terminated by the Trust or by Mr. Cooper on three months' notice. The agreement entitles Mr. Cooper to receive a lump sum payment of \$1.5 million if Mr. Cooper is terminated other than by reason of death, disability or voluntary resignation. In addition, the agreement provides that Mr. Cooper has the right to elect that there has been a termination in his employment and to receive the lump sum payment of \$1.5 million upon (i) any material diminution of his compensation, duties or responsibilities, (ii) the Trust's failure to comply with any material term of the agreement, or (iii) the Trust's failure to obtain the assumption of the agreement by any successor upon a change of control.

The employment agreement of Jane Gavan, Executive Vice President, General Counsel and Secretary of the Trust, originally entered into with Dundee Realty Corporation and assumed by Dundee REIT on June 30, 2003, was renewed on April 28, 2003 for a two year period and renews automatically for successive periods of two years unless terminated by the Trust or by Ms. Gavan on 60 days' notice. The agreement entitles Ms. Gavan to receive a lump sum payment in the amount of two times annual salary plus two times the then value of Ms. Gavan's benefits upon Ms. Gavan's termination without cause or the Trust's failure to renew the agreement. In addition, the agreement provides that Ms. Gavan has the right to elect that there has been a termination of her employment and to receive a lump sum payment upon the occurrence of certain events.

Deferred Unit Incentive Plan

The Trust has established a deferred unit incentive plan (the "Deferred Unit Incentive Plan"). The plan provides for the grant to the trustees, officers and employees of the Trust and the employees of the Trust's affiliates and service providers of the Trust and its affiliates ("Eligible Individuals") of deferred trust units ("Deferred Trust Units") and income deferred trust units ("Income Deferred Trust Units"). Up to a maximum of 500,000 Deferred Trust Units and Income Deferred Trust Units are issuable under the Deferred Unit Incentive Plan. To date, 88,200 Deferred Trust Units have been granted under the Deferred Unit Incentive Plan.

Deferred Trust Units will be granted to Eligible Individuals in the discretion of the trustees. Once vested, each Deferred Trust Unit and Income Deferred Trust Unit will entitle the holder to receive, and require the Trust to issue, a REIT Unit, Series A ("Unit") to the holder at no cost to the holder. One-fifth of the Deferred Trust Units granted to the trustees and officers and to employees of Dundee REIT and its affiliates in each year will vest on the anniversary of the grant. One-third of the Deferred Trust Units granted to all other Eligible Individuals in each year will vest on the anniversary of the grant. Subject to an election for certain Eligible Individuals to postpone receipt of Units, such Units will be issued immediately following the vesting of Deferred Trust Units and Income Deferred Trust Units.

Income Deferred Trust Units will be granted to holders of Deferred Trust Units and Income Deferred Trust Units based on distributions paid by the Trust on Units. The number of Income Deferred Trust Units granted to a holder of Deferred Trust Units will be calculated by multiplying the aggregate number of Deferred Trust Units and Income Deferred Trust Units held on the relevant distribution record date by the amount of distributions paid by the Trust on each Unit and dividing the result by the market price of the Units on the distribution record date. Income Deferred Trust Units will vest and be paid out in units on the same date as the Deferred Trust Units or Income Deferred Trust Units in respect of which they were credited.

Except in limited circumstances, any unvested Deferred Trust Units or Income Deferred Trust Units held by an Eligible Individual will be forfeited if the employment of the individual is terminated for any reason, whether voluntarily or involuntarily. However, pursuant to the Deferred Unit Incentive Plan, the trustees may, in their discretion if the circumstances warrant, accelerate the vesting of such units held by an individual whose employment is terminated. In addition, the trustees can accelerate the vesting of, or make other arrangements with respect to, Deferred Trust Units and Income Deferred Trust Units if Dundee REIT undergoes a change of control.

Composition of the Compensation Committee

The Declaration of Trust requires the board of trustees to have a Compensation Committee consisting of at least three trustees. The Chair of the Compensation Committee must be selected from the group of Independent Trustees who are resident Canadians. In addition to having responsibility for human resources and compensation policies, the Compensation Committee has primary responsibility for: (i) administering the Trust's deferred unit

incentive plan; (ii) assessing the performance of the Chief Executive Officer; (iii) reviewing and approving the compensation of senior management and consultants; and (iv) reviewing and making recommendations to the board of trustees concerning the level and nature of the compensation payable to the trustees. The Compensation Committee currently consists of Messrs. Crossgrove, Goodall, Silber-Bonz and Ned Goodman, with Mr. Goodall being the Chair.

Report on Executive Compensation

The primary goal of the Compensation Committee is to ensure that the overall compensation provided to the executive officers of the Trust is determined with regard to the business strategies and objectives of the Trust, such that the financial interest of the executive officers of the Trust is consistent with the financial interest of the unitholders of the Trust. The Trust seeks to attract and retain top quality executives by providing total compensation that is competitive with that paid by other real estate investment trusts and corporations of comparable size. The principal components of the executive compensation program of the Trust are base salary and annual and long-term incentives.

Base Salary

The Compensation Committee approves the base salaries for each of the executive officers of the Trust on an individual basis, taking into consideration the past, current and potential contribution to the success of the Trust, the position and responsibilities of the executive officers and competitive industry pay practices for other real estate investment trusts and corporations of comparable size.

Annual Incentives

The executive officers are eligible to be paid an annual bonus in an amount to be determined by the Compensation Committee based on qualitative and quantitative performance standards established and approved at the beginning of each financial year. The maximum bonus payable to Mr. Cooper is 100% of his annual salary, while the maximum bonus payable to each of the other executive officers is 70% of their respective salaries. The bonuses paid to the executive officers in respect of 2003 were accrued and paid at the maximum amount based on annual salary in recognition of the significant growth initiatives accomplished by the Trust during the year.

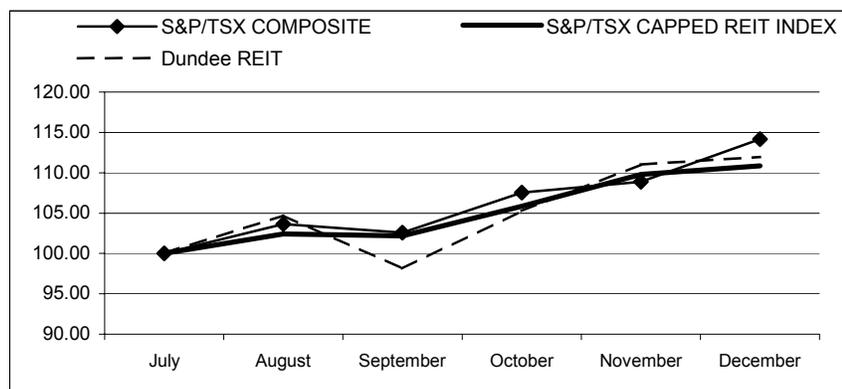
Long Term Incentives

The Deferred Unit Incentive Plan is designed to promote a greater alignment of interests between management of the Trust and unitholders. See "Deferred Unit Incentive Plan" in this Management Information Circular. The trustees, acting on the recommendation of the Compensation Committee, may designate individuals eligible to receive grants of deferred units which vest over a period of time. In determining grants of Deferred Trust Units, an individual's performance and contributions to the Trust's success, relative position, tenure and past grants are taken into consideration.

The current members of the Compensation Committee (Peter Crossgrove, Robert Goodall, Gert Silber-Bonz and Ned Goodman) have provided the foregoing report.

UNITHOLDER RETURN PERFORMANCE GRAPH

The following graph shows the percentage change in the cumulative Unitholder return on the REIT Units, Series A compared to the cumulative total return of the S&P/TSX Composite Total Return Index and the S&P/TSX Total Return Capped REIT Index since July 2, 2003, assuming an investment of \$100 on July 2, 2003. The REIT Units, Series A were listed on the Toronto Stock Exchange under the symbol "D.UN" on July 2, 2003.



	S&P/TSX Composite Total Return Index	S&P/TSX Capped REIT Total Return Sub-Index	Dundee REIT Units
July 31, 2003	100.00	100.00	100.00
Aug. 29, 2003	103.63	102.40	104.69
Sept. 30, 2003	102.59	102.19	98.13
Oct. 31, 2003	107.56	105.86	105.26
Nov. 28, 2003	108.90	109.78	111.00
Dec. 31, 2003	114.16	110.85	111.96

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

On November 5, 2003, the Trust completed a public offering of 2.6 million REIT Units, Series A at a price of \$21.70 per unit, for total net proceeds of approximately \$51.6 million. The underwriters for this offering received total fees of \$2.8 million.

On February 19, 2004, the Trust completed a public offering of 4,537,000 REIT Units, Series A at a price of \$24.25 per unit, for total net proceeds of approximately \$104.3 million. The underwriters for this offering received total fees of \$4.4 million.

Dundee Securities Corporation, an indirect subsidiary of Dundee Bancorp Inc., was a member of the underwriting syndicates for these public offerings. Three trustees of the Trust, being Messrs. Charter, David Goodman and Ned Goodman, are officers of Dundee Bancorp Inc. Mr. Charter is also President and Chief Executive Officer of Dundee Securities Corporation.

MANAGEMENT CONTRACTS

In order to support the officers of Dundee REIT in fulfilling their duties, the services of additional officers and personnel are provided by Dundee Management LP, with the assistance of its wholly-owned subsidiary, Dundee Realty Management. Dundee Properties LP, the Trust's principal operating subsidiary, owns a joint interest in Dundee Management LP, which provides a wide range of management and other services to Dundee REIT and to third parties. For more information about the management contracts relating to services provided by Dundee Management LP, please see the latest annual information form of Dundee REIT.

APPROVAL

The trustees of the Trust have approved the contents of this Management Information Circular and the sending thereof to the unitholders of the Trust.

By Order of the Board

A handwritten signature in black ink, appearing to read "M J Cooper", with a long horizontal flourish extending to the right.

Michael J. Cooper
President and Chief Executive Officer

April 5, 2004