



INNVEST REAL ESTATE INVESTMENT TRUST
Suite 2200
200 Bay Street
Toronto, Ontario M5J 2J1

NOTICE OF ADJOURNED MEETING OF SERIES F DEBENTUREHOLDERS

NOTICE IS HEREBY GIVEN that the quorum requirement was not met for the June 28, 2016 meeting (the "**Original Meeting**") of the holders (the "**Series F Debentureholders**") of the 5.75% convertible unsecured subordinated debentures, series F, due March 30, 2018 (the "**Series F Debentures**") issued by InnVest Real Estate Investment Trust ("**InnVest**"), and as a result, in accordance with the terms of the indenture governing the Series F Debentures, the Original Meeting has been adjourned to Monday, July 18, 2016 at 11:00 a.m. (Toronto time) (the "**Adjourned Meeting**") and will be held at the offices of Norton Rose Fulbright Canada LLP located at Suite 3800, Royal Bank Plaza, South Tower, 200 Bay Street, Toronto, Ontario M5J 2Z4.

At the Adjourned Meeting, in accordance with the terms of the trust indenture governing the Series F Debentures, a quorum is established by Series F Debentureholders who are present in person or by proxy, notwithstanding that they may not represent 25% of the principal amount of the outstanding Series F Debentures. As a result, at the Adjourned Meeting, the Series F Debentureholders present and in person or represented by proxy shall constitute a quorum and may transact the business for which the Original Meeting was called, which is as follows:

- 1 **TO CONSIDER** and, if deemed advisable, to pass, with or without variation, an extraordinary resolution (the "**Series F Resolution**") to approve certain amendments to the trust indenture dated March 15, 2011 among InnVest, InnVest Operations Trust and Computershare Trust Company of Canada (as supplemented by the first supplemental indenture) governing the Series F Debentures, as set out in a supplemental trust indenture (the "**Series F Supplemental Indenture**"), which, if passed, will require InnVest to redeem all of the Series F Debentures for cash, at a redemption price of 101% of the aggregate principal amount thereof, plus accrued (but unpaid) interest thereon, and on the other terms and conditions described in the Circular dated May 30, 2016 (the "**Circular**"), on or about the date of the closing of the acquisition of all of the trust units of InnVest by Bluesky Hotels and Resorts Inc.; and
- 2 to transact such other business as may properly be brought before the meeting (including at any postponement(s) or adjournment(s) thereof).

Series F Debentureholders are referred to the Circular for more detailed information with respect to the foregoing matters to be considered at the Adjourned Meeting. The Circular, which was originally sent to Series F Debentureholders in respect of the Original Meeting and remains available under InnVest's SEDAR profile at www.sedar.com, provides information regarding the business to be considered at the Adjourned Meeting and includes the full text of the Series F Resolution and the Series F Supplemental Indenture, attached thereto as Schedule "F-1" and Schedule "F-2", respectively.

The record date for the purpose of determining Series F Debentureholders entitled to receive notice of and to vote at the Adjourned Meeting remains May 24, 2016. Only Series F Debentureholders of record at the close of business on the record date, or their duly appointed proxyholder(s), will be entitled to vote at the Adjourned Meeting (including at any further adjournment(s) or postponement(s) thereof).

All of the Series F Debentures are registered in the name of CDS & Co. (the registration name for CDS). Accordingly, in order for a beneficial holder of Series F Debentures to have such Series F Debentures voted at the Adjourned Meeting, it must complete and sign the applicable instrument of proxy or other voting instruction form provided by its investment dealer, broker or other nominee and return such instrument of proxy or other voting instruction form in accordance with the instructions provided therein well in advance of the Adjourned Meeting. Failure to do so will result in its Series F Debentures not being voted at the Adjourned Meeting.

Series F Debentureholders who previously voted in respect of the above referenced Series F Resolution do not need to take any further action in order to have their vote counted at the Adjourned Meeting. Series F Debentureholders who have yet to vote may do so by no later than the proxy cut-off for the Adjourned Meeting of 11:00 a.m. (Toronto time) on Thursday, July 14, 2016.

If you have any questions or require assistance completing your proxy or voting instruction form, you may also contact Laurel Hill Advisory Group, the proxy solicitation agent, by toll-free telephone in North America at 1-877-452-7184, collect call outside North America at 416-304-0211 or by email at assistance@laurelhill.com. See "*General Proxy Matters*" in the Circular.

The Circular provides additional information relating to matters to be dealt with at the Adjourned Meeting and is deemed to form part of this Notice.

BY ORDER OF THE BOARD

(signed) "*Andrew C. Coles*"

Andrew C. Coles
President and Chief Executive Officer

Toronto, Ontario
June 29, 2016

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