



**Form of Proxy
Joint Special Meeting of Unitholders**

This proxy is solicited by, or on behalf, of management of InnVest Real Estate Investment Trust (the "REIT") and InnVest Operations Trust ("IOT" and, together with the REIT, "InnVest") for use at the joint special meeting of holders of units ("Unitholders") of the REIT and IOT to be held on Thursday, February 23, 2012 at 4:00 p.m. (Toronto time) at St. Andrew's Club & Conference Centre, 150 King Street West, 16th Floor (Conservatory Suite) (the "Meeting") or any adjournment(s) or postponement(s) thereof.

THIS PROXY MUST BE RECEIVED NO LATER THAN 4:00 P.M. (TORONTO TIME) ON TUESDAY, FEBRUARY 21, 2012 OR, IF THE MEETING IS POSTPONED OR ADJOURNED, NO LATER THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING. SEE BACK FOR DELIVERY INSTRUCTIONS.

The undersigned Unitholder hereby revokes any proxy previously given and appoints Kenneth D. Gibson, President and Chief Executive Officer of the REIT and IOT, or failing him, Tamara Lawson, Chief Financial Officer and Corporate Secretary of the REIT and IOT, or, instead of either of them, _____ (the "proxyholder"), as attorney, with full power of substitution, to attend, act and vote for and on behalf of the undersigned in respect of all matters that may come before the Meeting, or any adjournment(s) or postponement(s) thereof, to the same extent and with the same powers as if the undersigned were present at the Meeting, or any adjournment(s) or postponement(s) thereof, with the authority to vote at said proxyholder's discretion.

The Board of Trustees of each of the REIT and IOT unanimously recommends you vote FOR items 1 and 2 below:

In respect of the REIT:

1. To approve a special resolution authorizing a reorganization of InnVest (the "Reorganization") involving, among other things, a plan of arrangement to be effected under the *Canada Business Corporations Act*, the declarations of trust governing the business and affairs of the REIT and IOT and the *Trustee Act* (Ontario), the amendment and restatement of the declaration of trust governing the business and affairs of the REIT and the amendment and restatement of the REIT's unitholder rights plan, the text of which is set out at pages 16 to 17 of the accompanying management information circular of InnVest ("Circular"). FOR AGAINST

In respect of IOT:

2. To approve a special resolution authorizing the Reorganization and the amendment and restatement of the declaration of trust governing the business and affairs of IOT, the text of which is set out at page 18 of the Circular. FOR AGAINST

The instructions on the reverse are incorporated into and form part of this proxy.

Date

Unitholder's Signature

INSTRUCTIONS FOR COMPLETION OF PROXY

**YOU MUST ACT QUICKLY FOR YOUR VOTE TO COUNT – THIS PROXY
MUST BE RECEIVED PRIOR TO 4:00 P.M. (TORONTO TIME) ON
TUESDAY, FEBRUARY 21, 2012**

1. This proxy should be read in conjunction with the accompanying documentation provided by management of InnVest.
2. This proxy must be signed by you, as the registered Unitholder, or by your attorney authorized in writing, or, if you are a body corporate or association, this proxy must be executed by an officer or attorney thereof properly authorized. A copy of such authorization should accompany this proxy.
3. Where units of the REIT and IOT are held in the name of two or more persons, each person must sign.
4. If this proxy is not dated in the space provided on the front of this proxy, it shall be deemed to bear the date on which it was mailed by InnVest.
5. Persons signing as executors, administrators, trustees, attorneys or guardians should so indicate and give their full title as such and may be required to provide documentation evidencing their authority to sign.
6. **A Unitholder desiring to appoint some other person or company, other than a person designated in this proxy, to attend and act on behalf of the Unitholder at the Meeting may do so by inserting such other person or company's name in the blank space provided above on this proxy. The person or company so designated need not be a Unitholder, but must attend the Meeting to vote on your behalf.**
7. The units of the REIT and IOT represented by this proxy will be voted for, or against or withheld from voting, as the case may be, in accordance with the instructions of the Unitholder on any ballot that may be called for and, if the Unitholder specified a choice with respect to the matters referred to in Items 1 and 2 on the previous page, the units will be voted accordingly. **Where no choice is specified in a properly executed proxy, and the Unitholder has not appointed a proxyholder other than the two persons named on this proxy, the proxy will be voted FOR items 1 and 2.**
8. This proxy confers authority to vote in the proxyholder's discretion with respect to each matter or group of matters identified in the accompanying notice of Meeting where the Unitholder does not specify a choice with respect to any matter to be acted on, any amendments or variations to the matters identified in the notice of Meeting and such other matters which may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.
9. This proxy is valid only in respect of the Meeting, or any adjournment(s) or postponement(s) thereof.
10. Please complete this proxy and return it in the envelope provided or by facsimile to Computershare Investor Services Inc. toll-free at **1-866-249-7775**, in each case prior to 4:00 p.m. (Toronto time) on Tuesday, February 21, 2012 or such later time as the Chairman of the Meeting may determine.