MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

C2C Industrial Properties Inc. (formerly Sargasso Capital Corporation) ("**C2C Industrial**")
2 Bloor Street West, Suite 1001
Toronto, Ontario
M4W 3E2

Item 2. Date of Material Change

March 19, 2013.

Item 3. News Release

A news release was disseminated via Canada NewsWire on March 19, 2013.

Item 4. Summary of Material Change

On March 19, 2013, C2C Industrial announced that it has entered into a support agreement dated March 19, 2013 (the "**Support Agreement**") with Dundee Industrial Real Estate Investment Trust ("**Dundee Industrial REIT**") and an affiliate of Dundee Industrial REIT. The Support Agreement provides for an affiliate of Dundee Industrial REIT to acquire all of the issued and outstanding shares of C2C Industrial by way of a take-over bid in exchange for units of Dundee Industrial REIT (the "**Offer**").

Item 5. Full Description of Material Change

On March 19, 2013, C2C Industrial announced that it has entered into a support agreement dated March 19, 2013 (the "**Support Agreement**") with Dundee Industrial Real Estate Investment Trust ("**Dundee Industrial REIT**") and an affiliate of Dundee Industrial REIT. The Support Agreement provides for an affiliate of Dundee Industrial REIT to acquire all of the issued and outstanding shares of C2C Industrial by way of a take-over bid in exchange for units of Dundee Industrial REIT (the "**Offer**").

The Offer, which will be made through an affiliate of Dundee Industrial REIT, is expected to be made on or about April 5, 2013. The Offer will be open for acceptance for a period of not less than 35 days from its commencement and will be conditional upon, among other things, valid acceptances of the Offer in respect of shares of C2C Industrial representing not less than 66 2/3% of the C2C Industrial shares on a fully diluted basis. In addition, the Offer will be subject to certain customary conditions, including receipt of relevant regulatory approvals and the absence of a material adverse change with respect to C2C Industrial. Once the 66 2/3% acceptance level is met, C2C Industrial intends to take steps available to it under applicable law to acquire any outstanding shares of C2C Industrial. Subject to applicable laws, the affiliate of Dundee Industrial REIT reserves the right to withdraw the Offer and not take up and pay for shares of C2C Industrial deposited under the Offer unless each of the conditions of the Offer is satisfied or waived at or prior to 12:01 a.m. (Toronto time) on the 36^{th} day after the commencement of the Offer or such other time as Dundee Industrial REIT's affiliate may agree to further extend the time for deposit of the C2C Industrial shares.

The board of directors of C2C Industrial and the board of trustees of Dundee Industrial REIT have unanimously approved the entering into of the Support Agreement. The board of directors of C2C Industrial has unanimously determined that the Offer is in the best interests of C2C Industrial and recommends that shareholders of C2C Industrial tender to the Offer. The special committee of the board of trustees of C2C Industrial has received an opinion of National Bank Financial Inc. to the effect that, as of the date of such opinion and subject to the assumptions, limitations and qualifications in such opinion, the consideration offered to C2C Industrial shareholders pursuant to the Support Agreement is fair, from a financial point of view, to C2C Industrial shareholders.

Each of the directors and senior management of C2C Industrial, as well as Alberta Investment Management Corp. and Sentry Investments Inc., key shareholders of C2C Industrial, who collectively beneficially own or control approximately 41% of the outstanding shares of C2C Industrial, have agreed to tender their shares to the Offer.

The Offer is for outstanding shares of C2C Industrial. Holders of outstanding option, warrants and convertible debentures of C2C Industrial wishing to participate in the Offer must exercise or convert, as applicable, their outstanding options, warrants or convertible debentures in accordance with their terms and tender their shares to the Offer.

The Offer will be made only to residents of Canada. Shareholders of C2C Industrial in the United States or elsewhere outside of Canada will not be able to tender their shares to the Offer.

The Support Agreement includes customary representations and warranties and restrictive covenants on the activities of each of C2C Industrial and Dundee Industrial REIT prior to completion of the transaction. C2C Industrial is not permitted to solicit acquisition proposals in respect of C2C Industrial but is permitted to respond, in certain circumstances and subject to certain restrictions, to unsolicited superior proposals subject to the right of Dundee Industrial REIT to match any superior proposal and to be paid a termination fee of $4.0 million in certain circumstances including the acceptance by C2C Industrial of an unsolicited superior proposal which Dundee Industrial REIT is not prepared to match. Dundee Industrial REIT is also entitled to be reimbursed for its expenses in certain circumstances.

Further information regarding the Offer will be contained in a Dundee Industrial REIT take-over bid circular and a C2C Industrial directors' circular, both of which are expected to be mailed to registered shareholders of C2C Industrial on or about April 5, 2013 and to beneficial shareholders of C2C Industrial on or about April 11, 2013.

Item 6. <u>Reliance on subsection 7.1(2) of National Instrument 51-102</u>

Not applicable.

Item 7. <u>Omitted Information</u>

Not applicable.

Item 8. <u>Executive Officer</u>

Chris Ross, President
Telephone: (416) 646-7353

Item 9. Date of Report

March 28, 2013