

PLYMOUTH REALTY CAPITAL CORP. PROVIDES UPDATE ON ITS QUALIFYING TRANSACTION

Boston, MA. (February 18, 2016) – Plymouth Realty Capital Corp. (“Plymouth”) (TSXV: PH.P), a capital pool company, is providing the following update in connection with its proposed acquisition of a mixed-use plaza located in Mississauga, Ontario (the “Initial Property”), which acquisition constitutes its “Qualifying Transaction” (as that term is defined in TSX Venture Exchange (“TSXV”) Policy 2.4 – *Capital Pool Companies*).

As previously disclosed, the Initial Property is located at 1945 Dundas Street East in Mississauga, and contains 57,960 square feet of large retail space (ground floor), office space (second floor) and basement space. The Dundas Street East catchment area boasts an average annual household income of approximately \$91,000 and is a high-frequency location for retailers.

The seller of the Initial Property, Churchill IV Real Estate Limited Partnership, and Plymouth have agreed to a reduction of the purchase price from \$7.8 million to \$7.5 million, being the market value for the Initial Property as determined pursuant to a recent appraisal prepared by a third party appraiser.

Plymouth has engaged Desjardins Capital Markets to act as lead agent, on a best efforts basis, with respect to a common share financing (the “Financing”) for minimum gross proceeds of approximately \$3.0 million to be undertaken by Plymouth in order to fund the cash portion of the above-noted purchase price. The common shares to be issued pursuant to the Financing will be subject to a four month hold period commencing from closing of such Financing and are initially proposed to be issued at \$0.05 per share (with minimum investment of \$5,000), which would result in a minimum of 60 million common shares of Plymouth being issued pursuant to the Financing.

The acquisition will not be a Non-Arm’s Length Qualifying Transaction (as that term is defined in TSXV Policy 2.4) and approval of the Plymouth shareholders will not be required under such policy. On closing (the “Closing”) of the acquisition of the Initial Property, Plymouth anticipates meeting the “Tier 2” initial listing requirements of the TSXV. Closing is currently anticipated to be in the first half of 2016.

On Closing, Plymouth is expected to enter into a seven year management agreement with Churchill Real Estate Inc. (“Churchill”) pursuant to which Churchill will act as manager for Plymouth. Pursuant to such agreement, Churchill will provide the services of a senior management team to Plymouth currently comprising Philip Langridge as Chairman and Chief Executive Officer and Brad Wise as President, Chief Financial Officer and Secretary. It is also expected that pursuant to such agreement, Churchill will be entitled to receive: (i) an asset management fee in the amount of: 0.75% of the “gross book value” up to \$150 million, to be paid in Plymouth common shares; 0.65% of the “gross book value” between \$150 million and \$300 million, to be paid 50% in Plymouth common shares and 50% in cash; and 0.50% of the “gross book value” over \$300 million, to be paid 100% in cash; (ii) a construction management fee payable on capital projects of 5% of all hard construction costs incurred on a project, excluding any maintenance capital expenditures; (iii) an acquisition fee of 0.50% of the purchase price of any property acquired by Plymouth; and (iv) a property management fee in an amount that is deemed recoverable and recovered from the tenants, payable in cash on a cost recovery basis. The management agreement may be terminated upon Plymouth achieving a \$500 million market capitalization. Further, upon a change of control of Plymouth, it is intended that Churchill will be entitled to a lump sum payment equal to the anticipated fees payable for the remaining term of the management agreement but in any event, no less than two years of fees.

Churchill is an affiliate company of Churchill International Property Corporation (“CIPC”), a Vancouver based real estate asset management company that has owned, operated, developed and sold over \$1 billion in real estate (including shopping centres, enclosed malls, office buildings, medical buildings, multi-family residential, warehouses and refrigerated facilities) since 1972. Its current portfolio under management consists of 26 income producing properties representing approximately 1.5 million square feet of leasable area and with a book value of approximately \$250 million.

On Closing, the board of directors of Plymouth is expected to comprise of Messrs. Jeff Witherell and Kelly Hanczyk (both current Plymouth board members), as well as Messrs. Langridge and Wise.

About Plymouth

Plymouth is currently designated as a Capital Pool Company by the TSXV. The company has not commenced commercial operations and has no assets other than cash. Upon completion of its “Qualifying Transaction”, Plymouth intends to carry on the business of investing in income-producing commercial real estate properties located in Canada or the United States and at an appropriate time in the future, intends to carry on such business as a real estate investment trust.

Cautions Regarding Future Plans and Forward Looking Information

Completion of the proposed transaction is subject to a number of conditions, including but not limited to TSXV acceptance and if applicable pursuant to TSXV requirements majority of the minority approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the proposed transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Plymouth should be considered highly speculative.

The TSXV has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release. Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

This press release contains forward-looking information within the meaning of Canadian securities laws. Such information includes, without limitation, information regarding the completion of the proposed transaction and the business strategies of Plymouth. Although Plymouth believes that such information is reasonable, it can give no assurance that such expectations will prove to be correct.

Forward looking information is typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or are those, which, by their nature, refer to future events. Plymouth cautions investors that any forward-looking information provided by Plymouth is not a guarantee of future results or performance, and that actual results may differ materially from those in forward looking information as a result of various factors, including, but not limited to: Plymouth’s ability to complete the proposed transaction; the state of the real estate sector in the event the

proposed transaction is completed; recent market volatility; Plymouth's ability to secure the necessary financing or to be fully able to implement its business strategies and other risks and factors that Plymouth is unaware of at this time. The reader is referred to Plymouth's initial public offering prospectus and other continuous disclosure documents for a more complete discussion of risk factors relating to Plymouth and their potential effects, copies of which may be accessed through Plymouth's page on SEDAR at www.sedar.com. This news release shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

For further information please contact Jeff Witherell, CEO of Plymouth Realty Capital Corp. at (617) 340-3826.