A final prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces of Canada. A copy of the final prospectus, and any further amendment, is required to be delivered with this document. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final prospectus and any amendments for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

All capitalized terms used but not defined herein shall have the meaning ascribed thereto in the accompanying final prospectus and any amendment.

Initial Public Offering March 19, 2021

Starlight U.S. Multi-Family (No. 2) Core Plus Fund

Term Sheet

Issuer:	Starlight U.S. Multi-Family (No. 2) Core Plus Fund (the "Fund")
Offering:	Class A Units and/or Class C Units and/or Class D Units and/or Class E Units and/or Class F Units and/or Class G Units and/or Class U Units
Issue Size:	Minimum Offering: US$85,400,000 of Units Maximum Offering: US$170,800,000 of Units
Price:	C$10.00 per Class A Unit C$10.00 per Class C Unit C$10.00 per Class D Unit US$10.00 per Class E Unit C$10.00 per Class F Unit US$10.00 per Class G Unit US$10.00 per Class U Unit
Minimum Subscription Amount:	Class A – C$1,000 (100 Class A Units) or Class C – C$1,000 (100 Class C Units) or Class D – C$10,000 (1,000 Class D Units) or Class E – US$1,000 (100 Class E Units) or Class F – C$1,000 (100 Class F Units) or Class G – US$10,000 (1,000 Class G Units) Class U – US$1,000 (100 Class U Units)
Over-Allotment Option:	The Fund has granted to the Agents an option, exercisable in whole or in part and from time to time for a period of 30 days following the closing of the Offering, to purchase additional Units in a number equal to up to 15% of the aggregate number of initial Units distributed pursuant to the Offering under this Prospectus at a price of C$10.00 per Class A Unit, Class D Unit and/or Class F Unit and US$10.00 per Class E Unit, Class G Unit and/or Class U Unit on the same terms as set forth above solely to cover the Agents' over-allocation position, if any, and for consequent market stabilization.
General Partner:	The general partner of the Fund is Starlight U.S. Multi-Family (No. 2) Core Plus GP, Inc. (the "General Partner")
The Manager:	Starlight Investments US AM Group LP (the "Manager")
Commitments:	The Fund has received commitments from senior management of Starlight Group Property Holdings Inc. ("Starlight Group"), the sponsor of the Fund and an affiliate of Starlight Investments US AM Group LP (the "Manager") and certain investors known to the Manager, to subscribe for a minimum of C$16,910,000 of Class C Units pursuant to this Prospectus or, at the discretion of the Fund, by way of a concurrent private placement. The Fund may also seek out commitments from certain institutional and other investors to subscribe for Class C Units or Class I Units, on a lead order or a private placement basis ("Lead Investors"). The Fund may issue additional limited partnership units, including limited partnership units of a new class (including Class I Units), by way of private placement concurrent with the closing of the Offering at a price of C$10.00 or US$10.00, as applicable, provided that the proceeds of any such private placements together with the proceeds of the Offering, do not exceed the Maximum Offering amount.
Investment Objectives:	The Fund's investment objectives are to: (a) directly or indirectly acquire, own, and operate a portfolio primarily composed of income-producing multi-family properties that demonstrate value based on pricing and local supply and demand trends to achieve the Fund's target metrics or that can achieve significant increases in rental rates as a result of undertaking high return, light value-add capital expenditures and active asset management, and are located primarily in Arizona, California, Colorado, Florida, Georgia, Idaho, Nevada, North Carolina, Oregon, South Carolina, Tennessee, Texas, Utah and Washington (the "Primary Markets"); (b) make stable monthly cash distributions; and

(c) increase rental rates through active asset management, which may include light value-add capital expenditures and revenue management software, enhance revenue through ancillary income opportunities and reduce operating expenses through active asset management, best-in-class property management and economies of scale, with the goal of ultimately directly or indirectly disposing of its interests in the assets by the end of the Term.

Investment Strategy:

Acquisition of Core-Plus U.S. Multi-Family Real Estate

(a) Identify acquisition opportunities in addition to the Initial Portfolio in the U.S. multi-family residential market through the Manager's strong pipeline of exclusive acquisition opportunities by leveraging the Manager's relationships with principals, operators, and brokers located in the Fund's target markets and by its ability to source "off market" opportunities.

(b) Target multi-family assets that are:

- (i) garden- and wrap-style, suburban, Class "A" institutional quality properties that represent exceptional values based on pricing and local supply and demand trends or that can achieve significant increases in rental rates as a result of undertaking high return, light value-add capital expenditures and active asset management;
- (ii) suburban and that have a vintage of 1990 or later, with no less than 200 suites to ensure economies of scale;
- (iii) strategically located properties in the Primary Markets, with a particular focus on the suburban areas of the Primary Submarkets, with strong long-term job, population and economic growth rates;
- (iv) strategically located properties within their respective suburban submarkets with barriers to new development; and
- (v) stabilized, with the potential to benefit from an active management strategy.

(c) Complete a comprehensive due diligence program, including cash flow and value-add return modeling, operating expense reviews, and third-party reports including market studies, structural and environmental assessments and appraisals.

(d) Conduct a broad canvass of the lending community, including lenders with whom the Manager enjoys long-term relationships, to secure debt financing on competitive terms.

(e) Explore, from time to time, co-investment opportunities involving the Fund and one or more co-investors.

Asset Value Enhancement Through Active Management Strategy

(a) Utilize the Manager's network to source attractive future acquisitions from private equity funds, operators, and other real estate asset managers

(b) Increase rental rates through value-add capital improvement programs, including targeted light value-add capital expenditures of an average of US$2,500 to US$7,500 per rental suite (e.g. kitchens, bathrooms, flooring, etc.) and US$500,000 to US$750,000 for common area upgrades (e.g. clubhouses and resident amenity spaces), as well as modernization improvements, and the use of yield management software.

(c) Implement revenue management software and seek ancillary income opportunities (e.g. ancillary fees on new leases, bulk cable, door-to-door waste pick-up service, smart home technology, pet rent, garage rent, storage rental fees, washers and dryers, implementation of identification and verification programs and package handling solutions for package delivery to tenants).

(d) Reduce Operating Expenses such as staffing, maintenance contracts, advertising, general and administrative expenses, and insurance through economies of scale.

(e) Utilize reputable best-in-class U.S.-based property managers.

Arizona, California, Colorado, Florida, Georgia, Idaho, Nevada, North Carolina, Oregon, South Carolina, Tennessee, Texas, Utah and Washington

The Manager will target acquisitions in the Primary Markets, with a particular focus on the suburban areas of the Primary Submarkets, where markets feature:

(a) compelling population, economic and employment growth rates;

(b) "landlord friendly" legal environments; and

(c) comfortable climates and quality of life.

The Fund expects to directly or indirectly acquire properties in the Primary Markets and the Manager believes that each of the Primary Markets and each of the submarkets comprising the Primary Submarkets exhibits one or more of the characteristics above.

Value Realization Through Strategic Dispositions

(a) Asset value increases are expected by the Manager to be realized through a combination of NOI growth, through, among other things, active asset management and capital expenditures resulting in increased rental rates and a pricing premium on the aggregated portfolio.

(b) The Manager, on behalf of the Fund, plans to execute dispositions throughout the Term on a single asset or portfolio basis through private and public market transactions to maximize value.

(c) The private real estate investment market and the public capital markets will be monitored to seek an exit strategy that can be executed with a view towards maximizing disposition proceeds.

Strategic U.S. Market and Asset Class Focus

The Manager believes:

(a) multi-family fundamentals are strong, featuring both strong occupancy rates and appealing long-term rental growth rates due to improving employment growth;

(b) declining home ownership affordability and positive demographic trends increasingly support strong demand for rental accommodation, which should enhance the sector's performance;

(c) the trend of migration towards the Sunbelt and Mountain markets has continued as people are attracted to these high-growth markets featuring strong job creation, high quality of life, rental housing affordability and comfortable climates;

(d) there has been an ongoing trend of tenant migration from the urban core of cities to the suburbs. This trend has accelerated as a result of the ongoing COVID-19 pandemic and people's desire to live in less densely populated areas;

(e) the multi-family asset class has demonstrated resiliency during the COVID-19 pandemic with occupancy and rent growth and collection levels above those of other real estate asset classes;

(f) attractive mortgage debt financing rates create positive leverage; and

(g) multi-family real estate provides strong, risk-adjusted, long term returns compared to other real estate asset classes.

Financing Strategy

The Fund is differentiated by its targeted three-year time horizon, and the goal is to align the term of debt to the investment holding period. As part of this strategy, the intent is to offer the portfolio unencumbered by any mortgages at the end of the holding period to prospective buyers. The Fund's financing strategy is to access portfolio or individual asset short-term financing at comparatively low floating interest rates (2.50% to 3.00%). The Fund will also consider fixed rate mortgage financings and could enter into interest rate swap arrangements to fix the rate on its floating rate mortgages depending on market conditions. Over the long-term, the Fund's mortgages on its properties will approximate 60% to 70% loan-to-value and may include a future funding component for the Fund's value-add capital expenditure program. At Closing, the Fund is targeting a 62.8% loan-to-value on the Initial Portfolio. In the event the Over-Allotment Option is exercised in full or in part, at least 50% of the proceeds raised from the sale of the Option Units will be applied by the Fund to reduce the principal amount of the Mortgage Loans on the Initial Portfolio.

Investment Highlights:

Optimal U.S. Submarkets – The Manager believes that Denver and Orlando exhibit optimal characteristics for targeted, core-plus multi-family investments.

According to the U.S. Census Bureau, the Denver/Aurora/Lakewood metropolitan statistical area ("MSA") is the largest MSA in Colorado and the 19th-largest MSA in the United States, with an estimated population of 2,967,239 as of 2019, and is one of the top performing MSAs in the United States from an economic-perspective. According to the U.S. Bureau of Labor Statistics, Denver is estimated to have lost 69,720 jobs from November 2019 to November 2020, representing a 4.2% decrease in total employment, primarily due to business closures stemming from COVID-19. From May 2020 to November 2020, Denver regained 63,101 jobs, representing an increase of 3.8% in total employment. The unemployment rate was 6.4% in November 2020. Although Denver's economy has been impacted by COVID-19, there has been continued growth in the manufacturing and professional/business services industry. The Denver/Aurora/Lakewood MSA is a top ten U.S. city for domestic migration and immigration driven by strong corporate relocations, affordability, and quality of life. Montane, one of the two Properties comprising the Initial Portfolio, is situated in the Parker Submarket with access to highways and easy access to the Denver Tech Center, one of the largest employment nodes in the entire MSA. Major employers in Denver and the Denver Tech Center include Comcast Corporation, Lumen Technologies, Lockheed Martin Corporation, Oracle Corporation, Denver International Airport, HealthOne Corporation and The Western Union Company.

According to the U.S. Census Bureau, the Orlando/Kissimmee/Sanford MSA is the third largest MSA in Florida and the 23rd -largest MSA in the United States, with an estimated population of 2,608,147 as of 2019, and is one of the top economically performing MSAs in the United States. According to the U.S. Bureau of Labor Statistics, Orlando is estimated to have lost 64,584 jobs from November 2019 to November 2020, representing a 4.8% decrease in total employment, primarily due to business closures stemming from COVID-19. From May 2020 to November 2020, Orlando regained 199,398 jobs, representing an increase of 14.9% in total employment. The unemployment rate was 7.7% in November 2020. Constant growth from the professional/business services industry, STEM industries and recovery of leisure/hospitality services has driven job creation. Hudson at East, one of the two Properties comprising the Initial Portfolio, is situated in the eastern part of the Greater Orlando area which features one of the most diverse employment bases in the metro. Major employers in Orlando include The Walt Disney Company, Comcast Corporation, Darden Restaurants, Inc., Lockheed Martin Corporation, SunTrust Banks, Inc. and Aon Hewitt, and both Disney and Universal Parks and Resorts, two of the largest local employers, have expanded their local entertainment and resort facilities within the last two years. To accommodate significant growth in the MSA, a number of public and private billion-dollar infrastructure projects have been announced, including interstate highway construction, railway systems and airport expansions.

Optimal U.S. Market Conditions – The Manager believes the U.S. multi-family real estate market exhibits conditions that are optimal for a targeted, core-plus investment program, particularly in suburban markets in the U.S. Sunbelt and Mountain states. While the U.S. economy experiences a post-pandemic recovery, the Manager believes multi-family property pricing will remain attractive Moreover, according to Marcus & Millichap, multi-family real estate sector fundamentals are strong, owing to increased demand for rental accommodation due to declining home ownership affordability and positive secular demographic trends.

Since the significant decline in home prices in 2007, prices have recovered across the U.S. and the market outlook remains positive. The Manager is of the view that a convergence of demographic and market factors will continue to force home prices up, creating an ideal environment for investing in multi-family real estate sector. As home prices become increasingly less affordable, demand for rental housing continues to increase. From 2009 to 2019 the number of renter households in the United States has increased by 6.6 million from 38 million to 45 million.

Higher Demand in Target Markets – Since the global financial crisis, the U.S. Sunbelt and Mountain markets have attracted increasing numbers of people by offering strong job creation, a high quality of life, rental housing affordability and comfortable climates. According to the U.S. Census Bureau, from 2010 to 2019, states in the South and West saw a positive migration of 4.2 million people from Northeast (2.5 million or 60%) and Midwest (1.7 million or 40%). Many major firms are expanding their presence in the Sunbelt and Mountain markets, to take advantage of more favourable tax and business policies, as well as a robust talent pool. For example, Oracle Corporation moved its global headquarters from Redwood Shores in Silicon Valley, California to Austin, Texas in December 2020 and AllianceBernstein Holding L.P. is moving its global headquarters from New York City, New York to Nashville, Tennessee in 2021. The Manager believes that this will accelerate as a result of the COVID-19 pandemic as will the widespread adoption of remote working resulting from the COVID-19 pandemic.

A Focus on Suburban Markets – Per PricewaterhouseCoopers LLP and RealPage Analytics, approximately 80% of the U.S. population currently lives in the suburbs, including approximately 75% of the 25-35 year old population. Additionally, the large majority of Americans work in suburbs and the suburbs have achieved a higher job growth rate. Furthermore, the Manager believes that the COVID-19 pandemic has led to an increased desire to live in less densely populated areas, further facilitated by the widespread adoption of remote working. From February 2020 to July 2020, dense, urban, gateway cities saw significant negative migration. New York City alone saw 154,000 people move-out, primarily for Sunbelt and Mountain markets. The Manager believes this trend has also been one of the catalysts for the outperformance of suburban rents compared to urban rents. From January 2020 to September 2020, rental rates for suburban multi-family properties in the Sunbelt states grew by 2% compared to rental rate growth of negative 3% for urban multi-family properties in the same states.

Defensive Nature of Multi-Family Sector – The Manager believes the multi-family real estate sector provides investors with favourable sector and industry characteristics in comparison to other asset classes. With a historically low vacancy rate compared to the office and retail asset classes, multi-family real estate investments have exhibited robust performance that has been driven by strong demand and limited new supply. Rent collections in multi-family have held steady, averaging approximately 95% for both Q3 and Q4 in 2019 and 2020.

Favourable Foreign Exchange Exposure – After trading close to or above par with the U.S. dollar due to high commodity prices and a relatively sound Canadian financial system, the Canadian dollar has lost ground to the U.S. dollar, which the Manager believes is at least partially attributable to improved growth prospects in the U.S. In prior decades, the Canadian dollar has typically traded significantly below the U.S. dollar; in January 2016, the Canadian dollar reached its lowest value since 2003. The average retail investor in Canada has been historically limited to the stock market for U.S. exposure and recent capital markets volatility has rendered this option potentially less desirable. The Manager believes an investment in Units will allow retail investors to take advantage of opportunities in the U.S. multi-family real estate market, while (other than in the case of the U.S. Dollar Units) also providing exposure to the U.S. dollar.

Attractive Mortgage Debt Financing Rates – Interest rates on mortgage debt remain well below historical levels, providing strong, positive leverage and enhancing levered returns for property owners that are able to obtain financing. Current mortgage rates are in the 2.50% to 3.00% range.

Constraints on Development – According to the U.S. Census Bureau, new residential construction, multi-family housing starts are still below historical levels, albeit recovering, since declining substantially in 2009. The Manager believes now is an opportune time for landlords to target higher rents and improving NOI margins amid decreasing supply due to increasing land and construction costs as well as more expensive construction financing.

The Initial Portfolio: Following the completion of the Offering, the Fund intends to acquire (indirectly through the U.S. REIT) interests in the Initial Portfolio, being a portfolio comprising an aggregate of 675 multi-family residential suites in two Properties, Montane and Hudson at East, located in Colorado and Florida, in the Denver and Orlando metropolitan areas, respectively. The Properties are institutional quality, in desirable geographic locations, well-tenanted and indicative of the types of properties the Fund intends to continue to acquire as part of its business strategy.

The following table highlights certain information about the Initial Portfolio:

Property	Year Completed	Fund Ownership Interest	Total Units	Rentable Area (Sq. Ft.)	Average Suite Size (Sq. Ft.)	Land Area (acres)	Purchase Price[1]	Appraised Price	Purchase Price Per Suite	Purchase Price Per Sq. Ft.	Occupancy	Average Monthly In Place Rent Per Sq. Ft.	Average Monthly In Place Rent Per Suite
Montane	2018	100%	400	368,174	920	22.16	US$139,000,000	US$140,100,000	US$347,500	US$378	95.8%[2]	US$1.69[3]	US$1,561[3]
Hudson at East	2019	100%	275	287,547	1,046	16.85	US$63,700,000	US$64,800,000	US$231,636	US$222	92.0%[4]	US$1.40[5]	US$1,469[5]
Totals		**100%**	**675**	**655,721**	**971**	**39.01**	**US$202,700,000**	**US$204,900,000**	**US$300,296**	**US$309**	**94.1%**	**US$1.57**	**US$1,524**

Notes:

(1) Montane and Hudson at East and are being indirectly acquired by the Fund from Rio Colorado and the Hudson East Vendor, respectively, each of which is an Affiliate of the Manager, at a purchase price below the cumulative appraised value of the Properties (see "Description of the Activities of the Fund – The Initial Portfolio – Purchase Agreements" in the Preliminary Prospectus). These amounts do not include estimated closing costs/adjustments relating to the acquisitions.
(2) As at December 31, 2020.
(3) Based on suites occupied, net of upfront concessions, as at December 31, 2020.
(4) As at December 28, 2020.
(5) Based on suites occupied, net of upfront concessions, as at December 28, 2020.

The Initial Portfolio has a Canadian equivalent Capitalization Rate of 4.19% based on the Manager's calculation of NOI.

The two Properties are well-located and well-maintained apartment properties with a wide array of amenities to attract and retain residents. Montane and Hudson at East are being indirectly acquired by the Fund from an Affiliate of the Manager.

The U.S. REIT will be financing a portion of the purchase price for the Initial Portfolio through a first mortgage loan with a U.S. Affiliate (as defined herein) of a Canadian chartered bank that is an Affiliate of the Lead Agent. In addition, the Canadian chartered bank Affiliate of the Lead Agent will be the counterparty to the derivative instruments to be acquired by the Fund in connection with the Canadian Dollar Unit Distribution Hedge. Consequently, the Fund may be considered a "connected issuer" of the Lead Agent, as such term is defined in National Instrument 33-105 – ***Underwriting Conflicts***

Leverage: The Manager believes the current U.S. multi-family rental property debt financing market offers debt financing at attractive interest rates that the Manager intends to utilize in order to seek an increased return on equity. The Manager will target an overall loan-to-value ratio of any Mortgage Loans of 60% to 70% of the purchase price of the Properties as a whole, plus the amount of any property improvement reserve account approved by the lenders. However, the Manager, having regard to all of the circumstances including the potential value of the Properties identified for investment, may cause the overall loan-to-value ratio of any Mortgage Loans to exceed this threshold. Notwithstanding the foregoing, the Fund LP Agreement limits total indebtedness of the Fund to no more than 75% of the Investable Funds (or, at the discretion of the General Partner, the appraised value of the Properties). In the event the Over-Allotment Option is exercised in full or in part, at least 50% of the proceeds raised from the sale of the Option Units will be applied by the Fund to reduce the principal amount of the Mortgage Loans on the Initial Portfolio.

Distributions: The Fund will target an annual pre-tax distribution yield of 4.0% on Gross Subscription Proceeds across all Unit classes and aim to realize a minimum 11% pre-tax investor internal rate of return across all Unit classes upon disposition (directly or indirectly) of the Fund's interests in its assets at or before the end of the targeted three-year investment horizon, although each of these figures will necessarily vary as between classes of Units based on the proportionate entitlements of each class of Unit, applicable Unit Class Expenses and any unhedged exposure to Canadian/U.S. dollar exchange rates. See "Risk Factors". An annual pre-tax distribution yield of 4.0% on Gross Subscription Proceeds would represent an expected AFFO payout ratio in the first year of operations of approximately 86.0%, assuming the Minimum Offering is achieved and based on the applicable Agents' Fee and costs of the Offering. The target AFFO payout ratio in the first year of operations, assuming the Maximum Offering is achieved and all funds are fully deployed, is forecasted to be 82.9%.

The achievement of the 11% pre-tax investor internal rate of return is based on the following assumptions:

(a) each Sample Target Property is acquired for approximately, on-average, US$70 million with a 4.22% Capitalization Rate (Canadian equivalent);

(b) the acquisitions of the Sample Target Properties are partially financed by way of Mortgage Loans that in an aggregate amount equal to, on average, approximately 60.0% of each Sample Target Property's value and at an average interest rate of approximately 2.65%;

(c) real estate closing costs in respect of each Sample Target Property are 2.0% of the purchase price; annual interest payments, capital expenditures and general and administrative expenses and asset management fees in respect of each Sample Target Property are equal to 3.1% of the purchase price; and

(d) capital appreciation of 6.7% in respect of each Sample Target Property (which is to be realized from approximately 4.25% NOI growth).

Accordingly, the pre-tax, investor internal rate of return from the Sample Target Property would comprise approximately 4.0% from ongoing distributions and excess cash flow and 7.0% from capital appreciation. In addition, further upside may be realized through achieving a portfolio premium upon the direct or indirect disposition of the Fund's interest in the Sample Target Property, above target NOI growth, Capitalization Rate compression and (in the case of the Canadian Dollar Units) U.S. dollar appreciation against the Canadian dollar.

The *pro rata* monthly distribution on the Units will commence following the end of the Fund's first full operating month after the Closing Date. The first distribution is expected to be paid in May 2021 following the Fund's first full month of operations, which is expected to commence in April 2021. The distribution amount per Unit will be determined in accordance with the Fund LP Agreement. Thereafter, the Fund intends to declare monthly cash distributions no later than seven Business Days prior to the end of each month, payable within 15 days following the end of the month (or the next Business Day if not a Business Day) in which the distribution is declared to Unitholders as at month-end. In the event the Gross Subscription Proceeds are greater than US$85,400,000, the net proceeds from the Offering and any concurrent private placements will be in excess of the amount required to complete the purchase of the Initial Portfolio and, therefore, initially, not all of the net proceeds from the Offering and any concurrent private placements will be deployed by the Fund to directly or indirectly acquire interests in income-producing properties. The net proceeds from the Offering and any concurrent private placements which exceed the amount required to complete the purchase of the Initial Portfolio are not expected to have an impact on Distributable Cash Flow and, accordingly, until such excess funds are deployed by the Fund to directly or indirectly acquire interests in income-producing property, the annualized pre-tax distribution yield per Unit can be expected to be less than the targeted yield per Unit.

The Fund will initially own all of the issued and outstanding Investment LP Units. The Investment LP will initially own all of the issued and outstanding Holding LP Units. The Holding LP will initially own all of the issued and outstanding U.S. REIT Common Stock and may also own U.S. REIT Notes.

Holders of U.S. REIT Common Stock will receive all dividends and returns of capital from their investment in U.S. REIT Common Stock, as and when declared, out of the assets of the U.S. REIT properly available for the payment of dividends and returns of capital as described herein. Holders of U.S. REIT Notes, if any, will receive all interest and repayments of principal on the U.S. REIT Notes.

Holders of Holding LP Units will be entitled to receive all the Distributable Cash, less the amount to be paid to the Holding GP in respect of the Carried Interest.

The partners of SICPP (currently being Starlight Group and the President of the General Partner), through SICPP's indirect interest in the Holding LP, are entitled to the Carried Interest, being 25% of the total of all amounts each of which is the amount, if any, by which (i) the aggregate amount of distributions which would have been paid on all Units of the Fund of a particular class if all Distributable Cash of the Holding LP were received by the Fund (through Investment LP and Investment GP), together with all other amounts distributable by the Fund (including Distributable Cash generated by investees of the Fund not held through the Holding LP, if any), and distributed by the Fund (net of any amounts required to provide for expenses and determined without reference to any applicable U.S. taxes payable by or on behalf of the Investment LP or any other investee partnership that is treated as a corporation for U.S. federal income tax purposes) to Unitholders of the Fund in accordance with the Fund LP Agreement, exceeds (ii) the aggregate Minimum Return in respect of such class of Units of the Fund (the calculation of which includes the amount of the Investors Capital Return Base), each such excess, if any, to be calculated in U.S. dollars and, in the case of Canadian Dollar Units, based on the applicable exchange rate on the date of distribution for actual distributions paid by the Fund and otherwise on the date of the applicable distribution by any relevant investee to the Fund, provided that, to the extent that the aggregate amount of distributions which would have been paid on all Units of the Fund of a particular class pursuant to the foregoing exceeds the Minimum Return for such class, the partners of SICPP (currently being Starlight Group and the President of the General Partner), through SICPP's indirect interest in the Holding LP, will be entitled to 50% of each such excess amount (i.e., a catch-up) until the amounts, if any, distributable to Unitholders in excess of the Investors Capital Return Base is equal to three times (i.e., 75%/25%) the catch-up payment receivable by the partners of SICPP in respect of such class. The ability of the Fund to make cash distributions on the Units and the actual amount distributed will depend on the ability of the Fund to directly or indirectly acquire the Properties as well as the ongoing operations of the Properties, and will be subject to various factors including those referenced in the "Risk Factors" section of this Prospectus. The aggregate Minimum Return of 7.0% per annum (determined on a per Unit basis, and calculated including the amount of the Investors Capital Return Base) for distribution proportionately to the Unitholders is a preferred return, but is not guaranteed and may not be paid on a current basis in each year or at all. The return on an investment in the Units is not comparable to the return on an investment in a fixed income security. Cash distributions, including a return of a Unitholder's original investment, are not guaranteed and the anticipated return on investment is based upon many performance assumptions.

Although the Fund intends to distribute its available cash to Unitholders, such cash distributions may be reduced or suspended. The ability of the Fund to pay Unitholders a targeted annual pre-tax distribution yield of 4.0% on Gross Subscription Proceeds across all Unit classes and the actual amount distributed or paid to Unitholders on termination of the Fund will vary as between the classes of Units based on the proportionate entitlements of each class of Unit, applicable Unit Class Expenses, any unhedged exposure to Canadian/U.S. dollar exchange rates and other adjustments as described herein, and will depend on the ability of the Fund to fully deploy the net proceeds of the Offering and any concurrent private placements to directly or indirectly acquire the Properties, create value through value-add initiatives and capital improvements, and manage the ongoing operations of the Properties. The Minimum Return is a preferred return, but is not guaranteed and may not be paid on a current basis in each year or at all. As a result, the cash distributions payable to Unitholders may not be paid on a current basis in each year or at all. The return on an investment in the Units is not comparable to the return on an investment in a fixed income security. Cash distributions, including a return of a Unitholder's original investment, are not guaranteed and their recovery by an investor is at risk and the anticipated return on investment is based upon many performance assumptions. It is important for Purchasers to consider the particular risk factors that may affect the real estate investment markets generally and therefore the availability and stability of the distributions to Unitholders.

Currency Hedging: Upon closing of the Offering, the Fund intends to acquire derivative instruments to hedge its foreign currency risk in respect of the U.S. dollar amounts it will be required to convert into Canadian dollars to pay distributions on the Canadian Dollar Units. Such derivative instruments are intended to provide the holders of Canadian Dollar Units with some protection against any weakening of the U.S. dollar as compared to the Canadian dollar between the Closing Date and each date of declaration in respect of distributions on the Canadian Dollar Units (the "Canadian Dollar Unit Distribution Hedge").

In addition, the Fund may from time to time, at the sole discretion of the Manager, enter into other derivative instruments which are intended to hedge, in whole or in part, its foreign currency risk and interest rate risk in respect of the U.S. dollar amounts it will be required to convert into Canadian dollars to pay expected distributions on the Canadian Dollar Units. There can be no assurance that the exercise date and notional amount underlying such derivative instruments would match the date of declaration, or the amount, of the distribution on any Canadian Dollar Units. The costs of any such derivative instruments would be allocated proportionately to each class of Canadian Dollar Units as a Unit Class Expense. The Fund may also enter into derivative transactions to hedge, in whole or in part, its foreign currency risk and interest rate risk or for any other purpose, including payment of expenses or transactions with the Manager, at no cost to the Fund, intended to ensure that holders of U.S. dollar denominated Units of the Fund (being the Class E Units, Class G Units and the Class U Units) are not exposed to fluctuations in the Canadian dollar relative to the U.S. dollar as a consequence of the Fund's structure, provided that the Manager determines that it would be in the best interests of the Fund and its Unitholders to do so.

Term: The Term of the Fund is targeted to be three years, subject to earlier termination as described below. The Term may also be extended (including following the exercise of the two one-year extensions by the General Partner) by Special Resolution of the Unitholders, subject to approval by the General Partner.

Notwithstanding the Term outlined above, the Fund may be wound down and terminated as soon as practicable following the direct or indirect disposition of all of the assets of the Fund.

Use of Proceeds: Following the completion of the Offering, the Fund intends to acquire (indirectly through the U.S. REIT) the Initial Portfolio using the Investable Funds.

Assuming the Minimum Offering is sold, the Gross Subscription Proceeds will be US$85,400,000 (net proceeds of US$81,999,388 before deduction of the expenses of the Offering estimated to be US$1,189,642 and not to exceed 1.5% of the Gross Subscription Proceeds and assuming a Canadian to U.S. dollar exchange rate of C$1.27 to US$1.00 as at the Closing Date) and assuming the Maximum Offering is sold, the Gross Subscription Proceeds will be US$170,800,000 (net proceeds of US$164,299,285 before deduction of the expenses of the Offering estimated to be US$1,708,000 and not to exceed 1.3% of the Gross Subscription Proceeds and a Canadian to U.S. dollar exchange rate of C$1.27 to US$1.00 as at the Closing Date). At least 50% of the Gross Subscription Proceeds will be utilized by the Fund to indirectly acquire the Initial Portfolio. The Fund will use the net proceeds to acquire Investment LP Units. The Fund may also temporarily hold cash and investments for the purposes of paying its expenses and liabilities and making distributions to Unitholders. In the event the Over-Allotment Option is exercised in full or in part, at least 50% of the proceeds raised from the sale of the Option Units will be applied by the Fund to reduce the principal amount of the Mortgage Loans on the Initial Portfolio.

The Investment LP will invest the proceeds from the issuance of Investment LP Units to the Fund to acquire Holding LP Units. The Holding LP will invest the proceeds from such issuance to acquire U.S. REIT Common Stock. The Holding LP may also acquire U.S. REIT Notes. The U.S. REIT will use the proceeds from the issuance of U.S. REIT Common Stock and U.S. REIT Notes (if any) to directly or indirectly acquire the Initial Portfolio and, from time to time, one or more additional Properties. As a result, an investment in Units will be an indirect investment in the acquisition, ownership and operation of the Properties, and the returns on and of capital payable in respect of the U.S. REIT Common Stock and any interest and repayment of principal on the U.S. REIT Notes (if any) will ultimately flow through to Unitholders (and, where applicable, any other Persons having a direct or indirect interest in such amounts, including the Holding GP through its general partnership interest in the Holding LP).

	The Manager is targeting deployment of the unallocated portion of the net proceeds of the Offering and any concurrent private placements (after completion of the acquisition of the Initial Portfolio), together with indebtedness, to fund the acquisition of one or more additional Properties within nine months following the Closing Date. The timing of such investment will depend, among other things, upon the identification of Properties meeting the Fund's criteria for acquisition. Pending its investment in the acquisition of Properties, the unallocated portion of the net proceeds of the Offering and any concurrent private placements and other funds not fully invested in the Properties from time to time will be held in cash, deposits with a Canadian chartered bank or trust company registered under the laws of a province of Canada, deposits with a savings institution, trust company, credit union or similar financial institution that is organized or chartered under the laws of the U.S. or a state of the U.S., short-term government debt securities or money market instruments maturing prior to one year from the date of issue and otherwise as permitted pursuant to the Investment Restrictions and Operating Policies of the Fund, under the supervision of the General Partner and the Manager.
Eligibility for Investment:	Based on the current provisions of the Tax Act, in the opinion of Blake, Cassels & Graydon LLP, counsel to the Fund, and Wildeboer Dellelce LLP, counsel to the Agents, the Class A Units and Class U Units would, if issued on the date hereof, be "qualified investments" under the Tax Act for trusts governed by Plans (which includes RRSPs, RESPs, RRIFs, DPSPs, RDSPs and TFSAs), *provided that* the Class A Units and Class U Units are listed at all relevant times on a "designated stock exchange" for purposes of the Tax Act (which currently includes Tier 1 and Tier 2 of the Exchange). The Class C Units, Class D Units, Class E Units, Class F Units and Class G Units likely are not "qualified investments" for Plans. Prospective Purchasers of Class C Units, Class D Units, Class E Units, Class F Units, and Class G Units should consult with their own tax advisors in this regard.
Liquidity:	The Fund will not be required to redeem the Units at any time. There is currently no market through which the Units may be sold, and such a market may not develop, and Purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing and liquidity of the securities in the secondary market, the transparency and availability of trading prices, and the extent of issuer regulation. **The Fund has received conditional approval from the Exchange to list the Class A Units and Class U Units distributed under the Offering and any concurrent private placements on the Exchange under the symbols "SCPT.A" and "SCPT.U", respectively. Listing is subject to the Fund fulfilling all of the requirements of the Exchange on or before May 25, 2021. As at the date of this Prospectus, the Fund does not have any of its securities listed or quoted and has not applied to list or quote any of its securities on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or any other marketplace within or outside Canada and the U.S**.
Agents' Fee:	C$0.525 (5.25%) per Class A Unit and Class D Unit, C$0.225 (2.25%) per Class F Unit, US$0.225 (2.25%) per Class E Unit and US$0.525 (5.25%) per Class G Unit and Class U Unit. The Agents' Fee for the Class A Units, Class D Units, Class G Units and Class U Units includes a selling concession of 3%. The Agents' Fee will be paid out of the Gross Subscription Proceeds. No Agents' Fee, selling concession or other commissions will be paid in connection with the issuance of Class C Units.
Closing:	On or about March 31, 2021 or such later date as the Fund and the Agents may agree, but in any event not later April 30, 2021.
Fees:	The Fund will be subject to various fees and expenses, including an asset management fee, an acquisition fee, a guarantee fee, property management and capital expenditure fees, and a capital project management fee. Prospective investors should refer to the description of fees and expenses included under the heading "Summary of Fees and Expenses" in the Prospectus and any amendment for further details.
Carried Interest:	The Manager and President of the Fund will indirectly be entitled to the Carried Interest, being 25% of the amounts calculated as being distributable above the Minimum Return (which is equal to an internal rate of return of 7.0% on the original investment in each Unit) in respect of each class of Units, subject to a catch-up wherein the relative amounts calculated as being distributable in excess of the Minimum Return will be split 50/50 as between Unitholders and the Carried Interest holders until the relative amounts calculated as being distributable in excess of the Investors Capital Return Base are 75% as to Unitholders of such class and 25% as to the Carried Interest holders.

An investment in the securities offered by the Prospectus and any amendments thereto is subject to certain risk factors as set out under the heading "Risk Factors" in the Prospectus or otherwise described in the Prospectus and any amendments thereto.

There will be no closing of the Offering unless the Minimum Offering is achieved. The Minimum Offering amount will be reduced by the aggregate subscription amount for Units sold pursuant to any private placement concurrent with the closing of the Offering. The closing of the Offering will not proceed unless all preconditions to the closing of the acquisitions of the Properties comprising the Initial Portfolio have been satisfied or waived. The distribution under the Offering will not continue for a period of more than 90 days after the date of the receipt obtained from the principal securities regulatory authority for the final prospectus for the Offering (the "Final Prospectus"). If one or more amendments to the Final Prospectus are filed and the principal securities regulatory authority has issued a receipt for any such amendment, the distribution under this Offering will not continue for a period of more than 90 days after the latest date of a receipt for any such amendment. In any case, the total period of distribution under the Offering will not continue for a period of more than 180 days from the date of the receipt for the Final Prospectus. If the Minimum Offering is not achieved during the 90 day period, subscription funds received by the Agents will be returned to subscribers without any deductions, unless the subscribers have otherwise instructed the Agents.