

ALLIED PROPERTIES REAL ESTATE INVESTMENT TRUST

602 King Street West, Ground Floor
Toronto, Ontario
M5V 1M6

NOTICE OF ANNUAL AND SPECIAL MEETING OF UNITHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders (the “**Unitholders**”) of units (the “**Units**”) of Allied Properties Real Estate Investment Trust (the “**Trust**”) will be held at Sheraton Centre Toronto Hotel, 123 Queen Street West, Toronto, Ontario M5H 2M9 on Tuesday, May 8, 2007 at the hour of 3:30 p.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Trust for the year ended December 31, 2006, together with the report of the auditor thereon;
2. to elect the trustees of the Trust;
3. to re-appoint BDO Dunwoody LLP, Chartered Accountants, as auditor of the Trust for the ensuing year and to authorize the trustees of the Trust to fix their remuneration;
4. to consider and, if thought advisable, to pass, with or without variation, a resolution approving certain amendments to the long term incentive plan of the Trust, each amendment as more fully described in the accompanying management information circular;
5. to consider and, if thought advisable, to pass, with or without variation, a resolution approving certain amendments to the unit option plan of the Trust, each amendment as more fully described in the accompanying management information circular;
6. to consider and, if thought advisable, to pass, with or without variation, a resolution ratifying, confirming and approving the rights plan of the Trust, as more fully described in the accompanying management information circular; and
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The record date for the determination of those Unitholders entitled to the Notice of Annual and Special Meeting and to vote at the Meeting is the close of business on April 4, 2007.

Accompanying this Notice of Annual and Special Meeting is a management information circular dated March 31, 2007, a form of proxy and a copy of the financial statements of the Trust for the financial year ended December 31, 2006, together with the report of the auditor thereon.

A Unitholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the transfer agent and registrar of the Trust, CIBC Mellon Trust Company, 199 Bay Street, Commerce Court West, Securities Level, Toronto, Ontario, M5L 1G9, Attention: Courier Window, by no later than 12:00 p.m. (noon) (Toronto time) on the last business day before the Meeting, or deliver it to the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof.

Unitholders who are unable to be present personally at the Meeting are urged to sign, date and return the enclosed form of proxy in the envelope provided for that purpose. If you plan to be present personally at the Meeting, you are requested to bring the enclosed form of proxy for identification.

DATED the 31st day of March, 2007.

By Order of the Board of Trustees

(Signed) MICHAEL R. EMORY
President and Chief Executive Officer