

ALLIED PROPERTIES REAL ESTATE INVESTMENT TRUST

255 Adelaide Street West
Toronto, Ontario
M5H 1X9

NOTICE OF ANNUAL 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 the TSX Broadcast & Conference Centre, Gallery Facility, The Exchange Tower, 130 King Street West, Toronto, Ontario on Tuesday, May 11, 2010 at 4:30 p.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Trust for the year ended December 31, 2009, together with the report of the auditor thereon;
2. to elect the trustees of the Trust;
3. to re-appoint BDO Canada 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, the resolutions approving certain amendments to the amended and restated declaration of trust of the Trust dated October 25, 2002, and amended and restated on February 6, 2003 and May 14, 2008, 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 long term incentive plan of the Trust, 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 approving certain amendments to the unit option plan of the Trust (the “**Unit Option Plan**”), as more fully described in the accompanying management information circular;
7. 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
8. 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 Meeting and to vote at the Meeting is the close of business on March 30, 2010.

Accompanying this Notice of Annual Meeting is a management information circular dated April 12, 2010 and a form of proxy.

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, by mail at P.O. Box 721, Agincourt, Ontario M1S 0A1, or in person at 320 Bay Street, Banking Hall Level, Toronto, ON, M5H 4A6, or by facsimile at 416-368-2502, by no later than 5:00 p.m.

(Toronto time) on Friday, May 7, 2010 or if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used.

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 12th day of April, 2010.

By Order of the Board of Trustees

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