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DUNDEE ACQUISITION LTD. AND CHC STUDENT HOUSING CORP. ANNOUNCE PROPOSED BUSINESS COMBINATION AND SERIES OF STUDENT HOUSING PROPERTY ACQUISITIONS TO CREATE CANADIAN STUDENT LIVING GROUP INC.

- **CSL to become one of the largest pure-play student housing owner/operators in Canada with up to 4,700 total student housing beds under management after up to approximately \$420 million of total transactions**
- **Management believes CSL will be well positioned to capitalize on the compelling growth opportunity that exists in the student housing market in Canada**
- **Completion of the transactions expected in November 2016**
- **Investor conference call scheduled for Thursday, August 25, at 11:00 a.m. EDT**

Toronto, August 25, 2016 – Dundee Acquisition Ltd. (TSX: DAQ.A, DAQ.WT) (“**DAQ**”), the first special purpose acquisition corporation (SPAC) to be listed in Canada, and CHC Student Housing Corp. (TSX-V: CHC) (“**CHC**”), the only pure-play publicly listed student housing company in Canada, are pleased to announce that they have entered into an arrangement agreement dated August 25, 2016 (the “**Arrangement Agreement**”) to effect a business combination by way of a court approved plan of arrangement (the “**Arrangement**”) and that DAQ has concurrently entered into a series of agreements to acquire additional student housing properties from various third party vendors.

The pro forma company would own an interest in up to 20 properties comprising 4,700 student housing beds located in strategic markets across Canada. The resulting issuer is expected to be renamed Canadian Student Living Group Inc. (“**CSL**”) and will continue to be led by CHC’s Chief Executive Officer, Mark Hansen and the current CHC management team.

Management believes CSL will provide investors with an attractive investment opportunity characterized by the following:

- Stable asset class with compelling market fundamentals
- Significant growth opportunities through market expansion and consolidation
- Premier company with best-in-class portfolio of assets
- Experienced management team

- Long-term value creation strategy
- Optimal capital structure to support growth
- Attractive valuation metrics

DAQ and CHC believe that student housing is a very attractive asset class and that the market is underdeveloped in Canada. DAQ and CHC management estimate that only 3% of Canadian post-secondary students live in purpose-built student housing, which is substantially below more developed markets such as the United States (12%) and the United Kingdom (23%). DAQ and CHC management believe that the Canadian market is in the early stages of growth and that CSL will be well positioned as the market leader to consolidate the sector and work with local developers to expand the country's supply of purpose-built student housing to support its growing local and international student population.

“Dundee Acquisition was created to leverage our team’s ability to identify and source a unique investment opportunity and to negotiate a complex transaction to create an investment opportunity that is expected to generate superior long-term returns for our shareholders,” said David Goodman, Chairman of DAQ.

The aggregate transaction value of up to \$420 million for the entire portfolio of assets will create one-of the largest pure-play student housing owner/operators in Canada. CSL is expected to own an interest in and manage up to 20 properties comprised of 4,700 student housing beds in 13 Canadian markets from Fredericton, New Brunswick to Windsor, Ontario. The CHC management team already manages approximately 60% of the pro forma total beds while the remaining assets to be acquired are well known to management.

DAQ and CHC management believe that the price/expected 2017 adjusted funds from operations (“**AFFO**”) multiple of CSL (assuming a price of \$10.08 per share at the time of the Arrangement) will be at a discount to its Canadian and global peers.

The properties proposed to be owned and managed by CSL offer an attractive, diversified portfolio of assets for investors with very strong operating metrics. The portfolio has a weighted average occupancy of over 96% and consists primarily of newly-constructed, purpose-built student housing with an average age of 7.2 years and an average distance to campus of 0.7 km.

“We are extremely excited about this transaction and believe it creates a strong platform going forward for the benefit of all current CHC stakeholders,” said Mark Hansen, CEO of CHC. “The DAQ team has done a great deal to help create CSL, and position it to be a market leader in Canadian student housing with a world class portfolio of high-quality operating assets. The current assets, their reputation in the student community, our management team, our capital structure and access to additional capital have positioned CSL to succeed in the long-term.”

Summary of the Transactions

DAQ and CHC have entered into the Arrangement Agreement pursuant to which DAQ and CHC have agreed to complete the Arrangement under which it is expected that, (i) the shareholders of DAQ will exchange their shares of DAQ for common shares of CHC at a ratio of 1.75304 CHC Shares for every one share of DAQ, (ii) DAQ will thereupon become a wholly-owned subsidiary of CHC and will then be amalgamated with CHC and a newly incorporated subsidiary of CHC to form an amalgamated corporation to be named Canadian Student Living Group Inc., (iii) the outstanding common shares of CSL will then be consolidated on the basis of 0.57044 post-consolidation shares for each one pre-consolidation shares.

A summary of the contemplated transactions is as follows:

- The merger between DAQ and CHC, which will provide CSL with four student housing properties;
- The purchase by CSL of four additional properties currently owned by CHC Student Housing Limited Partnership (a private partnership) and managed by the CHC management team (the "**CHC LP Properties**"); and,
- The purchase by CSL of up to 12 additional student housing properties, seven of which are subject to binding purchase agreements, two of which are subject to letters of intent and three of which are subject to agreements in principle (the "**Acquisition Properties**").

The above transactions are subject to the satisfaction of certain conditions including the execution of definitive documentation and, in the case of certain Acquisition Properties, finalizing due diligence and financing.

To complete the Arrangement, the acquisition of the CHC LP Properties and the Acquisition Properties (collectively, the "**Transactions**"), DAQ intends to use some of its cash held in escrow, newly issued shares of CSL, mortgage financing and other potential sources of capital.

Assuming that all of the Transactions are completed, CSL expects to have 100% ownership of 11 properties (comprising 3,100 beds) and a 50% interest in 9 co-owned properties (comprising 1,600 total beds). The remaining 50% interest in the 9 co-owned properties is anticipated to be held by an arm's length institutional private real estate investment firm focused on residential rental projects. Collectively, CSL would own an interest in up to 20 properties comprising 4,700 student housing beds (3,900 student housing beds on a pro rata basis).

In an effort to seek to ensure that CSL is positioned to take advantage of the long-term growth opportunity that DAQ and CHC believe uniquely exists in the Canadian student housing sector, the leverage at CSL is expected to be conservative, and CSL is planning on adopting a 50% distribution strategy, the lowest payout ratio of its peers, to seek to ensure that resources are available to CSL for additional acquisitions and development investments. CSL is planning to commence a monthly dividend to its shareholders after the Arrangement is completed.

Management has targeted long-term AFFO growth for its business of 10%¹ per annum, which is to come from, (i) same-store revenue growth, (ii) expense management and the realization of economies of scale across the company, (iii) balance sheet management, and (iv) post-distribution free cash-flow investment in acquisitions and/or development opportunities. CSL management has targeted multiple possible future acquisitions and targets owning/operating at least 10,000 beds financed with available cash flow and/or in value accretive transactions to our shareholders and anticipated co-ownership partner.

All of the directors and senior officers of both DAQ and CHC, along with Dundee Corporation, DAQ's sponsor, have agreed to support the Arrangement.

The boards of directors of each of DAQ and CHC have unanimously approved the Transactions and determined that they are fair and in the companies' respective best interests. Completion of the Arrangement, which is currently expected to close in November 2016, is subject to approval by DAQ shareholders, CHC shareholders (if required by the TSX Venture Exchange), and certain other closing conditions.

Conference Call Information

Senior management of DAQ and CHC will be hosting an investor conference call to allow shareholders an opportunity to hear from and ask questions of management.

Please call in at least 10 minutes prior to the call to register.

Date: Thursday, August 25, 2016 at 11:00 a.m. (EDT)
Dial: North America: 1-800-698-5954

DAQ's Qualifying Acquisition

The Arrangement constitutes DAQ's qualifying acquisition and must be approved by DAQ shareholders at a special meeting of shareholders (the "**Meeting**").

The founders of DAQ have agreed to make the transaction more attractive to shareholders by reducing the value of their Founders' Shares by 25% of what they currently own, by giving up their forfeitable shares.

¹ AFFO references are calculated in the same manner as CHC in its public disclosures. Please refer to CHC's Management's Discussion and Analysis of Financial Position and Results of Operations for the three months ended March 31, 2016 and 2015, filed on SEDAR, to see how AFFO is reconciled. As there is currently no standard industry-defined measure of AFFO, the method used for calculating AFFO may differ from that of other real estate entities, and accordingly, may not be comparable to such amounts reported by other issuers.

The founders of DAQ previously agreed to vote their Class B Shares of DAQ and any Class A Restricted Voting Shares of DAQ (the “**Class A Shares**”) they have acquired in favour of the Arrangement. In addition to DAQ shareholder approvals, completion of the Arrangement will be subject to the approval of the Ontario Court of Justice and applicable regulatory approvals, including the Ontario Securities Commission, the Toronto Stock Exchange and, if applicable, the TSX Venture Exchange.

The Arrangement will be implemented by way of a statutory plan of arrangement under the *Business Corporations Act* (Ontario) (the “**OBCA**”). As set out above, CHC will acquire all of the outstanding shares of DAQ in exchange for common shares of CHC pursuant to the terms of the Arrangement Agreement.

Pursuant to the Arrangement Agreement, DAQ and CHC have agreed to use commercially reasonable efforts to complete the Arrangement. The parties have agreed, among other things, to take certain steps to implement the Arrangement, to file and to seek to obtain a receipt for a final prospectus and to seek to obtain all other approvals required in connection with the Arrangement. CHC also agreed to operate its business in the ordinary course pending completion of the Arrangement.

Existing DAQ and CHC warrants and other convertible securities will, subsequent to the completion of the Arrangement, become exercisable for common shares of CSL.

Timing and Additional Information

Pursuant to applicable rules, DAQ will file with the Canadian securities regulatory authorities in each of the provinces and territories of Canada a non-offering prospectus containing disclosure regarding the Transactions and the resulting issuer that assumes completion of the Arrangement. The preliminary prospectus is expected to be filed with Canadian securities regulatory authorities in September, 2016. Following the issuance of a receipt for the final prospectus, DAQ will file an information circular in connection with the Meeting that will contain prospectus level disclosure of the Transactions and the resulting issuer assuming completion of the Arrangement. The Arrangement remains subject to TSX approval.

Subject to the required approvals, DAQ intends to mail the information circular to its shareholders by early October and it is anticipated that the Meeting will take place by mid-November. Closing of the Arrangement is expected to occur shortly after the Meeting, subject to satisfaction of the conditions in the Arrangement Agreement, including approval of the Court.

Holders of DAQ Class A Shares will have a right to redeem all or a portion of their Class A Shares, provided that they deposit their shares for redemption prior to the second business day before the Meeting with the redemption being effective, subject to applicable law, immediately prior to the closing of the Arrangement. Holders of Class A Shares may elect to redeem their shares, whether they vote for, or against, or do not vote on, the Arrangement.

The prospectus and information circular will also be available on www.sedar.com under DAQ's profile and the Arrangement Agreement and an investor presentation will be available under both DAQ's and CHC's SEDAR profile.

DAQ has been advised on financial matters by TD Securities Inc. and has received an opinion from National Bank Financial Inc. that, based upon and subject to the assumptions, limitations, qualifications (including that the Transactions will be completed on the terms provided herein) and such other matters that NBF considered relevant, NBF is of the opinion that the Transaction consideration, is fair from a financial point of view to the DAQ Class A shareholders, other than Directors and Officers of Dundee Corporation.

Origin Merchant Partners has advised DAQ with respect to certain financial and other matters relating to the anticipated co-ownership of certain Acquisition Properties. Stikeman Elliott LLP has advised DAQ on legal matters.

CHC has been advised on financial matters by Raymond James Ltd. and in respect of legal matters by DLA Piper (Canada) LLP and Wildeboer Dellelce LLP.

About Dundee Acquisition Ltd.

Dundee Acquisition Ltd. is a special purpose acquisition corporation formed for the purpose of effecting an acquisition of one or more businesses or assets, by way of a merger, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination. For more information, visit DAQ at www.dundeeacquisition.com.

About CHC Student Housing Corp.

CHC Student Housing Corp. is Canada's only publicly traded company offering high-quality purpose-built multi-residential student housing properties strategically located on campus or in close proximity to universities and colleges providing students a safe and secure living environment, affordable prices and high-quality amenities. CHC is focused on acquiring, developing and managing student housing in primary and well understood secondary markets in Canada. For more information, visit CHC at www.chcstudenthousing.com.

Cautionary Statements

Certain information contained in this news release may be forward-looking statements within the meaning of Canadian securities laws. Forward-looking statements are often, but not always identified by the use of words such as "expect", "anticipate", "believe", "foresee", "could", "estimate", "goal", "intend", "plan", "seek", "will", "may" and "should" and similar expressions or words suggesting future outcomes. This news release includes forward-looking information and statements pertaining to, among other things, the Arrangement, the CHC LP Properties, the Acquisition Properties, the receipt of necessary approvals for the transactions, the required

shareholder votes, the anticipating timing for filing of the DAQ prospectus, mailing of the circular, holding the meeting and completion of the Arrangement, certain anticipated strategic, operational and competitive advantages and benefits created by Arrangement and future opportunities for CSL.

These forward-looking statements reflect material factors and expectations and assumptions of DAQ and CHC including, without limitation, expectations and assumptions relating to DAQ and CHC being able to receive all required regulatory and shareholder approvals for the Arrangement, current estimates and assumptions regarding the Transactions and their benefits, which are based on DAQ's and CHC's perception of historical trends, current conditions and expectations, as well as other factors management believes are appropriate in the circumstances. DAQ's and CHC's estimates, beliefs and assumptions are inherently subject to uncertainties and contingencies regarding future events and as such, are subject to change.

Numerous risks and uncertainties could cause the actual events and results to differ materially from the estimates, beliefs and assumptions expressed or implied in the forward-looking statements, including, but not limited to: the conditions to the consummation of the Transactions may not be satisfied or waived; entering into definitive agreements in respect of the Transactions; risks relating to the failure to obtain necessary shareholder, court and regulatory approvals for the Transactions; the filing and/or mailing of documentation relating to the Arrangement may not be completed on a timely basis; high levels of redemptions by DAQ shareholders; the anticipated strategic, operational and competitive benefits may not be realized; the Transactions may be modified, restructured or terminated; events or series of events may cause business interruptions; CSL's ability to raise additional capital; the availability of equity and debt financing and/or refinancing on acceptable terms; successful integration of CSL with the Acquisition Properties and the realization of any anticipated synergies; and the availability of future cash flows available for the payment of dividends.

Readers are cautioned that the foregoing list of factors is not exhaustive. Other risks and uncertainties not presently known to DAQ and CHC or that they presently believe are not material could also cause actual results or events to differ materially from those expressed in its forward-looking statements. Additional information on these and other factors that could affect events and results are included in other documents and reports filed by DAQ with applicable securities regulatory authorities and may be accessed through the SEDAR website (www.sedar.com). Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect DAQ and CHC's expectations only as of the date of this document. DAQ and CHC disclaim any obligation to update or revise any forward looking statements, whether as a result of new information, future events or otherwise, except as required by law.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons (as such term is defined in Regulation S under the U.S. Securities Act) unless registered under the

U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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