



BTB Announces Public Offering of \$30 Million of Convertible Debentures

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The shelf prospectus supplement, the corresponding base shelf prospectus and any amendment to the documents is accessible through SEDAR+ or will be accessible through SEDAR+ within 2 business days, as applicable.

Montréal (Québec) January 14, 2025: BTB Real Estate Investment Trust (TSX: BTB.UN) ("BTB" or the "REIT") announces today that it has reached an agreement with a syndicate of underwriters led by National Bank Financial Inc. (the "**Bookrunner**", and together with the syndicate of underwriters, the "**Underwriters**") to issue to the public, subject to regulatory approval, on a bought deal basis \$30 million aggregate principal amount of **Series I** convertible unsecured subordinated debentures (the "**Offering**") due February 28, 2030 (the "**Debentures**"). The REIT has also granted the Underwriters an over-allotment option exercisable in whole or in part at any time up to 30 days after closing to purchase up to an additional \$4.5 million of aggregate principal amount of Debentures at the same price.

The net proceeds from the Offering (after deducting the Underwriters' fee and expenses of the Offering) will be used to repay the outstanding Series H 7.00% convertible unsecured subordinated debentures maturing on October 31, 2025 and to repay a portion of the outstanding amount on BTB's credit facility. BTB will file its notice of redemption for all outstanding Series H unsecured subordinated convertible debentures on or before the closing of the Offering.

The Debentures will bear an interest rate of 7.25% per annum payable semi-annually in arrears on February 28 and August 31 in each year commencing on August 31, 2025 and will mature on February 28, 2030 (the "**Maturity Date**"). The Debentures will be convertible at the holder's option into trust units of BTB (the "**Units**") at any time prior to the earlier of the Maturity Date and the date fixed for redemption at a conversion price of \$4.10 per Unit (the "**Conversion Price**"), being a ratio of approximately 243.9024 Units per \$1,000 principal amount of Debentures. The Debentures will not be redeemable before February 28, 2028. On and after February 28, 2028 and prior to February 28, 2029, the Debentures may be redeemed in whole or in part from time to time at BTB's option provided that the volume weighted average trading price for the Units is not less than 125% of the

Conversion Price. On and after February 28, 2029 and prior to the Maturity Date, the Debentures may be redeemed in whole or in part from time to time at BTB's option at a price equal to their principal amount plus accrued and unpaid interest. Subject to regulatory approval and provided that no event of default has occurred and is continuing, BTB may satisfy its obligation to repay the principal amount of the Debentures on redemption or at maturity, in whole or in part, by delivering that number of Units equal to the amount due divided by 95% of the market price for the Units at that time, plus accrued and unpaid interest in cash.

The Debentures will be offered in Canada by way of a prospectus supplement to the REIT's short form base shelf prospectus dated June 9th, 2023, which prospectus supplement is expected to be filed with the securities commissions and other similar regulatory authorities in each of the provinces and territories of Canada on or about January 16, 2025, and by way of a private placement in the United States to "qualified institutional buyers" in reliance upon Rule 144A of the U.S. Securities Act of 1933. Closing of the Offering is expected to take place on or about January 23, 2025 and is subject to certain conditions, including, but not limited to, the receipt of all necessary approvals, including the approval of the Toronto Stock Exchange ("TSX").

The shelf prospectus supplement, the corresponding base shelf prospectus and any amendment to the documents is provided in accordance with securities legislation relating to procedures for providing access to a shelf prospectus supplement, a base shelf prospectus and any amendment. The shelf prospectus supplement, the corresponding base shelf prospectus and any amendment to the documents is accessible through SEDAR+ or will be accessible through SEDAR+ within 2 business days, as applicable, at www.sedarplus.com. An electronic or paper copy of the shelf prospectus supplement, the corresponding base shelf prospectus and any amendment to the documents may be obtained, without charge, from National Bank Financial Inc. by phone at (416)-869-6534 or email at NBF-Syndication@bnc.ca by providing the contact with an email address or address, as applicable.

This press release is for information purposes only and does not constitute an offer to sell securities, nor is it a solicitation of an offer to buy securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. This news release does not constitute an offer of securities for sale in the United States and the securities referred to in this news release may not be offered or sold in the United States absent a registration or an exemption from registration. No securities regulatory authority has either approved or disapproved of the contents of this news release.

About BTB

BTB is a real estate investment trust listed on the TSX. BTB REIT invests in industrial, suburban office and necessity-based retail properties across Canada for the benefit of

their investors. As of today, BTB owns and manages **75 properties**, representing a total leasable area of approximately **6.1 million square feet**.

For more detailed information, visit BTB's website at www.btbreit.com.

For further information

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Forward-Looking Statements

This news release contains forward-looking statements within the meaning of applicable securities legislation. Forward-looking statements are based on a number of assumptions and is subject to a number of risks and uncertainties, many of which are beyond BTB's control, that could cause actual results and events to differ materially from those that are disclosed in or implied by such forward-looking statements.

Forward-looking statements contained in this press release include, without limitation, statements pertaining to the closing of the Offering and the use of the net proceeds of the Offering. The forward-looking statements contained in this news release are expressly qualified in their entirety by this cautionary statement. All forward-looking statements in this news release are made as of the date of this news release. BTB does not undertake to update any such forward-looking information whether as a result of new information, future events.

Forward-looking statements are necessarily based on a number of estimates and assumptions that, while considered reasonable by management as of the date hereof, are inherently subject to significant business, economic and competitive uncertainties and contingencies. When relying on forward-looking statements to make decisions, the REIT cautions readers not to place undue reliance on these statements, as forward-looking statements involve significant risks and uncertainties and should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not the times at or by which such performance or results will be achieved. A number of factors could cause actual results to differ, possibly materially, from the results discussed in the forward-looking statements.

Additional information about these assumptions and risks and uncertainties is contained in the filings of the REIT with securities regulators, including under "Risk Factors" in the REIT's latest annual information form, which is available on SEDAR+ at www.sedarplus.com.

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