Sale of Land Under Portage Place Mall,
Parking Sublease and Certain Air Rights Subleases

Summary of Settled-in-Principle Purchase & Sale Agreement
("APS")

Vendor:	North Portage Development Corporation.
Purchaser:	True North Real Estate Development Limited or nominee.
Purchased Assets:	The lands under the Portage Place Mall, including the Promenade, the leases in respect of such lands to which the Vendor is party, the Vendor's interest in certain airspace subleases, the Vendor's interest in certain contracts to which the Vendor is a party in relation to such lands (including without limitation to the sublease of the underground parking facility), the chattels of the Vendor used in connection with the operation of the underground parking facility, the Vendor's interest in the Skywalk System Agreements, together with any ancillary licenses, permits and warranties in relation to the foregoing.
Purchase Price:	$34.5 million.
Deposit:	$500,000
Closing Date:	To be specified in the Purchaser's written notice exercising its option to purchase pursuant to the Option Agreement between the Vendor and the Purchaser (the "**Option Agreement**"), which Closing Date shall be not more than the later of: (a) ninety (90) days from the date of execution of the APS or (b) thirty (30) days from the waiver/satisfaction of the last of the conditions to closing as contained in the APS, or such other date as may be agreed upon by the Vendor and the Purchaser.
Outstanding APS Items to be Resolved:	(i) The content of the Schedules to the APS, being: Legal Description of Lands, Permitted Encumbrances and Encumbrances to be Released; Airspace Subleases, Skywalk System and Skywalk System Agreements, Assumed Contracts and Contracts, Disclosure Schedule, Form of Skywalk System Assignment Agreement, Excluded Chattels, Licenses and Permits and Insurance Policies.
Conditions Precedent:	(i) Approval of Shareholders of NPDC within 14 days following the execution of the APS. (ii) The Vendor and Purchaser settling the following agreements on or before closing: (a) Indemnity Agreement in respect of 3rd party claims related to the Promenade; (b) Easement and Encroachment Adherence Agreement whereby the Purchaser will covenant to honour certain easements and encroachments affecting the Purchased Assets; (c) Skywalk System Operations Agreement providing for terms and conditions whereby the Purchaser will agree to operate and to maintain access by

the public between the hours of 7:00 a.m. and midnight each day (or such other hours and days that the Vendor and Purchaser may agree to) to the Skywalk System, including the existing pedestrian connections between the Purchased Assets and adjacent projects on lands north of the lands under the Portage Place Mall; and (d) the Promenade Management Agreement for the continued easements and rights of way for the use of, and the right of the Vendor to continue to manage and operate, the Promenade and providing for the obligation of the Purchaser to contribute its share of the cost to operate and manage the Promenade.

(iii) The other parties to the Skywalk System Agreements shall have, or before closing, executed and delivered Skywalk System Assignment Agreements.

(iv) All of the covenants and agreements of the Vendor and the Purchaser to be performed on or before the Closing Date pursuant to this Agreement having been duly performed in all material respects.

(v) The representations and warranties of the Vendor and the Purchaser contained herein, being true in all material respects on and as of the Closing Date with the same effect as if those representations and warranties had been made on and as of the Closing Date.

(vi) The closing of the purchase by the Purchaser of the interest of the Portage Place Shopping Mall owner in the Ground Lease, the Air Space Leases, the Skywalk Systems Agreement and 354 Portage Avenue.

(vii) The Vendor's title to the Purchased Assets being free and clear of all Encumbrances except for the Permitted Encumbrances and the Encumbrances to be Released and all Permitted Encumbrances shall be in good standing in all material respects at closing.

Option Agreement: The APS, the schedules to the APS and the agreements to be delivered pursuant to the APS have and are being negotiated in contemplation of the Purchaser exercising its option to purchase under the Option Agreement. Pursuant to the Option Agreement, the Vendor and the Purchaser have 90 days, from the Purchaser exercising its option, to agree on acceptable terms of the APS, which includes the schedules thereto.