



ARTIS REAL ESTATE INVESTMENT TRUST

**NOTICE OF ANNUAL AND SPECIAL MEETING OF HOLDERS OF UNITS
AND SPECIAL VOTING UNITS**

to be held on May 16, 2008

and

INFORMATION CIRCULAR

March 19, 2008

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NOTICE OF ANNUAL AND SPECIAL MEETING OF VOTING UNITHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders (the “**Voting Unitholders**”) of trust units (“**Units**”) and special voting units (“**Special Voting Units**”) of Artis Real Estate Investment Trust (“**Artis**”) will be held at the Main Floor, 360 Main Street on Friday, the 16th day of May, 2008, at 11 a.m. (Winnipeg time) for the following purposes:

1. to receive the annual financial statements of Artis for the year ended December 31, 2007;
2. to consider and, if deemed advisable, pass a resolution fixing the number of trustees (“**Trustees**”) of Artis at seven (7) and electing the five (5) persons named in the accompanying management information circular dated March 19, 2008 (the “**Information Circular**”) as Trustees to hold office, together with Armin Martens and Cornelius Martens who are appointed as Trustees by Marwest Management Canada Ltd., until the next annual and special meeting of the Voting Unitholders or their earlier resignation or replacement;
3. to consider and, if deemed advisable, pass a resolution appointing the auditors of Artis for the ensuing year and authorizing the Trustees to fix the remuneration of the auditors;
4. to consider and, if deemed advisable, pass, with or without variation, a resolution, the full text of which is set forth in the Information Circular, approving the adoption of the Unitholder Rights Plan as described in the Information Circular; and
5. to transact such other or further business as may properly come before the Meeting or any other adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular.

The record date for determination of Voting Unitholders entitled to receive notice of and to attend and vote at the Meeting is March 17, 2008. Only Voting Unitholders whose names have been entered in the register of Voting Unitholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

A Voting Unitholder may attend the Meeting, or any adjournment thereof, in person or may be represented by proxy. Voting Unitholders who are unable to attend the Meeting, or any adjournment thereof, in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be received by the Chairman of Artis, c/o CIBC Mellon Trust Company, by mail at P.O. Box 721, Agincourt, Ontario M1S 0A1, or by facsimile at (416) 368-2502, by 4:00 p.m. (Winnipeg time) on Wednesday, May 14, 2008 or, in the case of an adjourned Meeting, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned Meeting. Unregistered Voting Unitholders who received the proxy through an intermediary must deliver the proxy in accordance with the instructions given by such intermediary.

DATED at the City of Winnipeg, Manitoba this 19th day of March, 2008.

ON BEHALF OF THE BOARD OF TRUSTEES

“*Armin Martens*” (signed)

Trustee

GLOSSARY

“**Annual Information Form**” means the annual information form of Artis dated March 19, 2008 for the year ended December 31, 2007;

“**Artis**” means Artis Real Estate Investment Trust, a trust governed by the Declaration of Trust;

“**Asset Management Agreement**” means the asset management agreement made effective February 1, 2005 between Artis and Marwest, as amended effective August 1, 2005, and as further amended effective January 31, 2007 to add AX L.P. as a party;

“**Declaration of Trust**” means the amended and restated declaration of trust of Artis dated as of October 31, 2006 pursuant to which Artis is governed under the laws of the Province of Manitoba;

“**Independent Trustees**” means those Trustees who are independent within the meaning of National Instrument 58-101 - *Disclosure of Corporate Governance Practices*;

“**Information Circular**” means this management information circular dated March 19, 2008;

“**Management Nominees**” means Armin Martens and Wayne Townsend, the individuals selected by Artis to represent Voting Unitholders who complete the form of proxy accompanying this Information Circular;

“**Marwest**” means Marwest Management Canada Ltd., a corporation incorporated under the laws of the Province of Manitoba, and which is indirectly owned and controlled by related parties of Armin Martens and Cornelius Martens and other members of the Martens family;

“**Marwest Appointees**” means the two persons appointed by Marwest to serve as Trustees, currently being Armin Martens and Cornelius Martens;

“**Meeting**” means the annual and special meeting of Voting Unitholders to be held on May 16, 2008 at the time and place set forth in the Notice of Meeting and, where the context requires, includes any adjournment thereof;

“**Notice of Meeting**” means the notice of the Meeting accompanying this Information Circular;

“**ordinary resolution**” means the affirmative vote of not less than a majority of votes cast by Voting Unitholders with respect to a particular matter;

“**Property Management Agreement**” means the property management agreement dated effective February 1, 2005 between Artis and Marwest, as amended effective January 31, 2007 to add AX L.P. as a party;

“**Record Date**” means March 17, 2008;

“**Special Voting Unit(s)**” means special voting unit(s) in Artis;

“**Trustee**” means a trustee of Artis and “**Trustees**” means all of the trustees of Artis;

“**TSX**” means the Toronto Stock Exchange;

“**Unit(s)**” means participating voting trust unit(s) in Artis;

“**Unit Option Plan**” means the amended unit option plan of Artis dated June 9, 2006;

“**Unitholder(s)**” means holder(s) of Units;

“**Unitholder Rights Plan**” means the unitholder rights plan of Artis as more particularly described in this Information Circular;

“**Voting Unitholder(s)**” means, collectively, Unitholders and holders of Special Voting Units; and

“**Voting Unit(s)**” means Units and/or Special Voting Units.

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of Artis for use at the Meeting to be held at the Main Floor, 360 Main Street in Winnipeg, Manitoba on Friday, May 16, 2008 at 11 a.m. (Winnipeg time), and any adjournment thereof.

This proxy solicitation is made by the management of Artis.

Solicitations of proxies will be primarily by mail, but may also be solicited personally or by telephone, telegraph, oral communication or in person by Trustees or officers of Artis, at a nominal cost. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of Voting Units held of record by such persons and Artis may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by Artis.

Except as otherwise stated, the information contained herein is given as of the date of this Information Circular.

APPOINTMENT AND REVOCATION OF PROXIES

Appointment of Proxies

The persons named in the accompanying instrument of proxy, Armin Martens and Wayne Townsend (the "**Management Nominees**"), have been selected by the Trustees and have indicated their willingness to represent Voting Unitholders who appoint them as their proxy for the Meeting.

A Voting Unitholder has the right to designate a person (who need not be a Voting Unitholder) other than the Management Nominees to represent the Voting Unitholder at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the enclosed instrument of proxy the name of the person to be designated and striking out the names of the Management Nominees, or by completing another proper instrument of proxy. Such Voting Unitholder should notify the designated person of the appointment, obtain the consent of such designated person to act as proxy and should provide instructions on how the Units are to be voted. In any case, an instrument of proxy should be dated and executed by the Voting Unitholder or an attorney authorized in writing, with proof of such authorization attached where an attorney has executed the instrument of proxy.

Voting Unitholders of record at the close of business on the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting and any adjournment thereof.

Voting Unitholders unable to attend the Meeting in person are requested to read the accompanying Information Circular and form of proxy and to complete, sign and date the proxy together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof with Artis' transfer agent, CIBC Mellon Trust Company, by mail at P.O. Box 721, Agincourt, Ontario M1S 0A1, or by facsimile at (416) 368-2502, by 4:00 p.m. (Winnipeg time) on Wednesday, May 14, 2008 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned Meeting, or any further adjournment thereof. Unregistered Voting Unitholders who received the proxy through an intermediary must deliver the proxy in accordance with the instructions given by such intermediary.

Revocation of Proxies

A Voting Unitholder who has given a form of proxy may revoke it as to any matter on which a vote has not already been held pursuant to its authority by an instrument in writing executed by the Voting Unitholder or by the Voting Unitholder's attorney duly authorized in writing or, if the Voting Unitholder is a corporation, by an officer or attorney thereof duly authorized and deposited at either the above mentioned office of CIBC Mellon Trust Company or at Artis' head office, Attention: Chairman, by no later than 4:00 p.m. (Winnipeg time) on or before the last business day preceding the day of the Meeting or any adjournment thereof, or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof. Notwithstanding the foregoing, if a registered Voting Unitholder attends personally at the Meeting, such Voting Unitholder may revoke the proxy and vote in person. The head office of Artis is 300 - 360 Main Street, Winnipeg, Manitoba, R3C 3Z3, Attention: Chairman.

ADVICE TO BENEFICIAL UNITHOLDERS

The information set forth in this section is of significant importance to many Voting Unitholders, as a substantial number of Voting Unitholders do not hold Voting Units in their own name. Voting Unitholders who do not hold Voting Units in their names (referred to herein as "**Beneficial Unitholders**") should note that only proxies deposited by Voting Unitholders whose name appears on the record of Artis as the registered holder of Voting Units can be recognized and acted upon at the Meeting. If Voting Units are listed in an account statement provided to a Voting Unitholder by a broker, then in almost all cases, those Voting Units will not be registered in the Voting Unitholder's name on the records of Artis. Such Voting Units will more likely be registered under the name of the Voting Unitholder's broker or the agent of that broker. Voting Units held by brokers or their agents can only be voted (for or against resolutions) upon the instructions of the Beneficial Unitholder. Without specific instructions, brokers or agents for that broker are prohibited from voting any Voting Units for their clients. **Therefore, Beneficial Unitholders should ensure that instructions respecting the voting of their Voting Units are properly communicated to the appropriate person.**

Applicable laws and policy require intermediaries and brokers to send voting instructions from Beneficial Unitholders in advance of meetings of Voting Unitholders. Every intermediary and broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Unitholders in order to ensure that their Voting Units are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Unitholder by its broker is identical to the form of proxy provided to registered Voting Unitholders; however, its purpose is limited to instructing the registered Voting Unitholders how to vote on behalf of Beneficial Unitholders. A Beneficial Unitholder receiving a proxy from an intermediary or broker cannot use that proxy to vote the Voting Units directly at the Meeting; rather, the proxy must be returned to the intermediary or broker well in advance of the Meeting in order to have the Voting Units voted.

Although a Beneficial Unitholder may not be recognized directly at the Meeting for the purposes of voting the Voting Units registered in the name of the Voting Unitholder's broker (or an agent of the broker), a Beneficial Unitholder may attend at the Meeting as proxyholder for the registered Voting Unitholder to vote Units in that capacity. Beneficial Unitholders who wish to attend the Meeting and indirectly vote their Voting Units as proxyholder for the registered Voting Unitholder should enter their own names in the blank space on the form of proxy provided to them by their broker and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or such broker's agent) well in advance of the Meeting.

All references to Voting Unitholders in this Information Circular and the accompanying proxy and Notice of Meeting are to Voting Unitholders of record unless specifically stated otherwise.

VOTING OF PROXIES

The persons named in the accompanying form of proxy will vote the Voting Units in respect of which they are appointed in accordance with the direction of the Voting Unitholder appointing them. **In the absence of such direction, those Voting Units will be voted in favour of ("For") each of the matters identified in the Notice of Meeting.**

EXERCISE OF DISCRETION OF PROXY

The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to any amendments or variations to matters identified in the Notice of Meeting and this Information Circular and with respect to matters that may properly come before the Meeting. At the date of this Information Circular, the Trustees and officers of Artis do not know of any amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting and this Information Circular.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF SECURITIES

Artis is authorized to issue an unlimited number of Units. As of the date hereof, there are 31,746,696 Units issued and outstanding and 721,347 Special Voting Units issued and outstanding. All issued and outstanding Units and Special Voting Units carry the right to one vote.

To the knowledge of Artis, on the date hereof, no person beneficially owns, directly or indirectly, or exercises control or direction over, more than 10 percent of the issued and outstanding Voting Units.

EXECUTIVE COMPENSATION

In this section entitled "Executive Compensation":

"**Named Executive Officer**" means the Chief Executive Officer, the Chief Financial Officer and the three most highly compensated executive officers of Artis, other than the Chief Executive Officer and the Chief Financial Officer, who were serving as executive officers as at December 31, 2007 whose total salary and bonus exceed \$150,000. As at December 31, 2007, there were three Executive Officers of Artis: Armin Martens, President and Chief Executive Officer, Cornelius Martens, Executive Vice-President and James Green, Chief Financial Officer;

"**UAR**" or "**Unit appreciation right**" means a right, granted by Artis or any of its subsidiaries, as compensation for services rendered or otherwise in connection with office or employment, to receive a payment of cash or an issue or transfer of securities based wholly or in part on changes in the trading price of its securities; and

"**LTIP**" or "**long term incentive plan**" means any plan which provides compensation intended to serve as an incentive for performance to occur over a period longer than one financial year, but does not include option or stock appreciation right plans.

Summary Compensation Table

The following table summarizes the compensation paid to Named Executive Officers of Artis for the last three completed financial years.

Name and Principal Position	Annual Compensation				Long Term Compensation			
	Year	Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Awards	Payouts		
					Securities Under Options/SARs (#)	Restricted Units or Restricted Unit Units (\$)	LTIP Payouts (\$)	
Armin Martens President, CEO	2007	600,000 (1)	Nil (1)	Nil (1)	131,025 (2)	Nil	Nil	
	2006	450,000 (1)	Nil (1)	Nil (1)	50,000 (3)	Nil	Nil	
	2005	375,000 (1)	Nil (1)	Nil (1)	56,878 (4)	Nil	Nil	
Cornelius Martens Executive Vice-President	2007	450,000 (1)	Nil (1)	Nil (1)	131,025 (2)	Nil	Nil	
	2006	375,000 (1)	Nil (1)	Nil (1)	50,000 (3)	Nil	Nil	
	2005	300,000 (1)	Nil (1)	Nil (1)	56,878 (4)	Nil	Nil	
James Green CFO	2007	225,000 (1)	Nil (1)	Nil (1)	98,000 (2)	Nil	Nil	
	2006	165,000 (1)	Nil (1)	Nil (1)	40,000 (3)	Nil	Nil	
	2005	100,000 (1)	Nil (1)	Nil (1)	35,549 (4)	Nil	Nil	

Notes:

- (1) The services of the Named Executive Officers are provided to Artis by Marwest pursuant to the Asset Management Agreement. Artis does not pay any direct compensation to the Named Executive Officers, other than the grant of options to purchase Units as set forth in the table above. For a summary of fees to which Marwest is entitled under the Asset Management Agreement (and the Property Management Agreement), see “Management of Artis” in the Annual Information Form, which is incorporated by reference in this Information Circular. The salary figures set forth in the table above represent an estimate of the aggregate compensation paid by Marwest to the Named Executive Officers during the relevant period that is attributable to services rendered to Artis.
- (2) Three series of options were granted in the year: (i) options to acquire Units at a price of \$15.85 per Unit, expiring February 8, 2012. 25% of such options vested on each of February 8, 2007 and February 8, 2008; 25% of such options will vest on each of February 8, 2009 and February 8, 2010; (ii) options to acquire Units at a price of \$17.60 per Unit, expiring June 11, 2012. 25% of such options vested on June 11, 2007; 25% of such options will vest on each of June 11, 2008, June 11, 2009, and June 11, 2010; and (iii) options to acquire Units at a price of \$17.75 per Unit, expiring October 17, 2012. 25% of such options will vest on each of October 17, 2008, October 17, 2009, October 17, 2010 and October 17, 2011.
- (3) Options to acquire Units at a price of \$14.40 per Unit, expiring October 11, 2011. 25% of such options vested on each of October 11, 2006 and October 11, 2007; 25% of such options will vest on October 11, 2008 and October 11, 2009.
- (4) Options to acquire Units at a price of \$11.25 per Unit, expiring December 8, 2010. 25% of such options vested on December 8, 2005 and December 8, 2007; 25% of such options will vest on each of December 8, 2008 and December 8, 2009.

Unit Option Plan

Artis has adopted the Unit Option Plan. For details regarding the Unit Option Plan, see “Description of Capital Structure – Unit Option Plan” in the Annual Information Form, which is incorporated by reference in this Information Circular.

The following table provides details regarding the options granted to Named Executive Officers during the most recently completed financial year.

Name	Date of Grant	Securities Under Options/SARs Granted (#)	Percentage of Total Options/SARs Granted to Employees in Financial Year	Exercise or Base Price (\$/Security)	Market Value of Securities Underlying Options/SARs on the Date of Grant (\$/Security)	Expiration Date
Armin Martens	2/08/07	42,000	4.7	\$15.85	\$15.85	2/08/12
Armin Martens	6/11/07	51,025	5.7	\$17.60	\$17.60	6/11/12
Armin Martens	10/17/07	38,000	4.2	\$17.75	\$17.75	10/17/12
Cornelius Martens	2/08/07	42,000	4.7	\$15.85	\$15.85	2/08/12
Cornelius Martens	6/11/07	51,025	5.7	\$17.60	\$17.60	6/11/12
Cornelius Martens	10/17/07	38,000	4.2	\$17.75	\$17.75	10/17/12
James Green	2/08/07	30,000	3.3	\$15.85	\$15.85	2/08/12
James Green	6/11/07	38,000	4.2	\$17.60	\$17.60	6/11/12
James Green	10/17/07	30,000	3.3	\$17.75	\$17.75	10/17/12

Aggregated Option Exercises during the Most Recently Completed Financial Year and Financial Year-End Option Values

The following table provides details regarding the options exercised by the Named Executive Officers during the most recently completed financial year and the financial year-end of the options held by the Named Executive Officers.

Name	Units Acquired on Exercise	Aggregate Value Realized (\$)	Unexercised Options at Financial Year End Exercisable/Unexercisable	Value of Unexercised In-the-Money Options at Financial Year End Exercisable/Unexercisable (1)
Armin Martens	9,220	\$55,781	61,726 / 160,458	\$70,183 / \$124,358
Cornelius Martens	14,219	\$87,447	61,726 / 160,458	\$70,187 / \$124,358
James Green	nil	nil	54,774 / 118,775	\$80,919 / \$80,923

Note:

- (1) For the purposes of calculating the value of unexercised “in the money” options, for each option the exercise price was subtracted from the closing price per Unit on the TSX on December 31, 2007, the last trading day of the most recently completed financial year.

Long Term Incentive Plan Awards

Artis has not adopted an LTIP.

Option and UAR Repricing

No options or UARs were repriced at a lower option exercise price during the most recently completed financial year of Artis.

Defined Benefit or Actuarial Plan Disclosure

During the most recently completed financial year, Artis did not have a pension plan or similar plan for its Trustees or officers.

Termination of Employment, Change in Responsibilities and Employment Contracts

None of the officers of Artis have employment contracts with Artis. The officers of Artis are employed by Marwest and provide services to Artis pursuant to the Asset Management Agreement. Marwest is also the property manager of Artis pursuant to the Property Management Agreement. The material terms and conditions of the Asset Management Agreement and the Property Management Agreement, including compensation and amounts payable to Marwest upon the termination of the Asset Management Agreement and the Property Management Agreement following a take-over bid for Artis, are set forth under “Management of Artis” in the Annual Information Form, which is incorporated by reference in this Information Circular.

Composition of the Governance and Compensation Committee

As at December 31, 2007, the Governance and Compensation Committee was comprised of Edward Warkentin, Allan McLeod and Victor Thielmann, each of whom is an Independent Trustee.

Report on Executive Compensation

The services of the Named Executive Officers (including Armin Martens, President and Chief Executive Officer, Cornelius Martens, Executive Vice-President and James Green, Chief Financial Officer) are provided by Marwest pursuant to the Asset Management Agreement. Marwest is also the property manager of Artis pursuant to the Property Management Agreement. Under the Asset Management Agreement and the Property Management Agreement, Artis does not pay any direct compensation to the Named Executive Officers. Artis pays fees to Marwest which are calculated based on the formulae set forth in such agreements.

The fees payable to Marwest under the Asset Management Agreement are comprised of: (i) an annual fee based upon a fixed percentage of the book value of the assets of Artis; and (ii) a fee based upon the value of acquisitions made by Artis, as more particularly described under the heading “Management of Artis” in the Annual Information Form, which is incorporated by reference in this Information Circular. The Compensation and Governance Committee is of the view that the fee structure under the Asset Management Agreement is appropriate for Artis, which is a growth-oriented real estate investment trust. Acquisitions by Artis are approved by the Investment Committee of Artis or, in certain circumstances, by the board of Trustees.

The Asset Management Agreement and the Property Management Agreement are long-term agreements which expire in 2025. In March, 2007, the Board approved the implementation of a review process respecting the potential internalization of the asset management of Artis. For such purpose, the Trustees established a special committee comprised entirely of Independent Trustees. The special committee met two times during the year ended December 31, 2007 with respect to the potential internalization of the asset management of Artis. A decision was made not to internalize asset management in 2007. The Special Committee will evaluate, on a semi-annual basis, the continuation of the Asset Management Agreement between the REIT and its external manager.

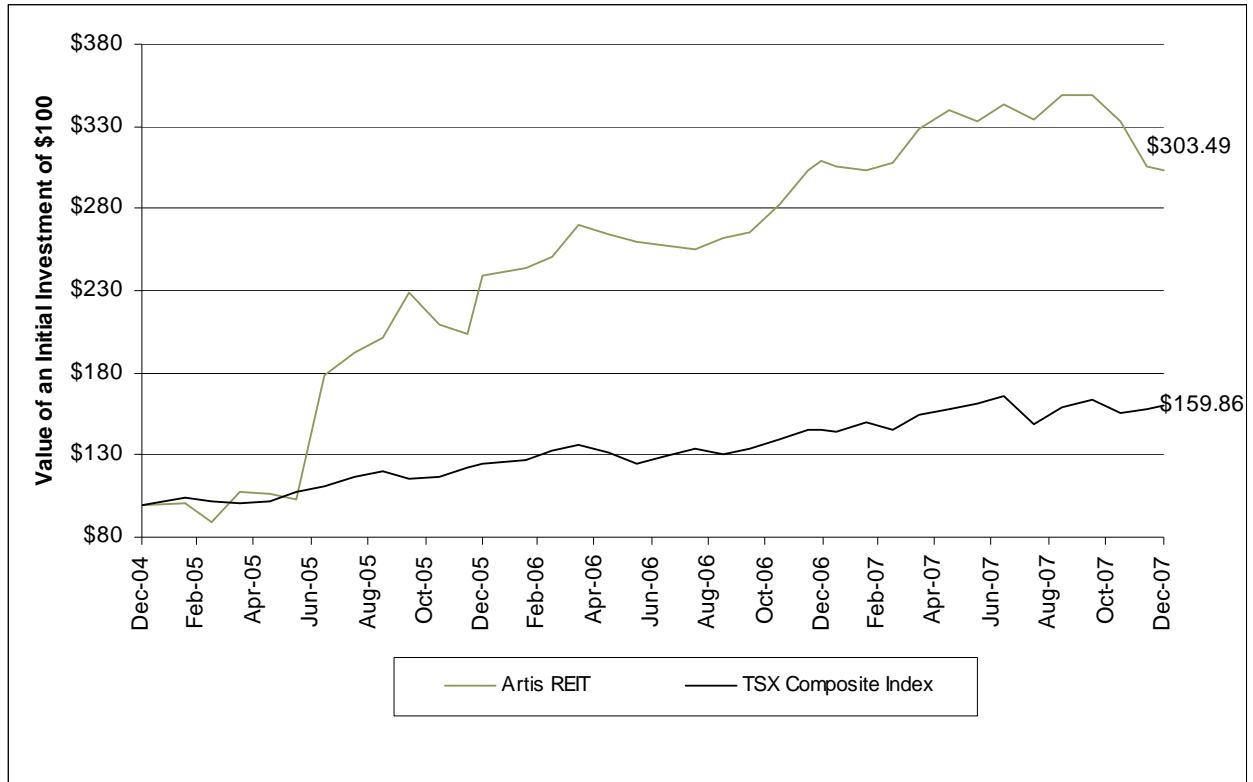
The Governance and Compensation Committee is of the view that the grant of options under the Unit Option Plan assists in aligning the interest of Trustees, officers and certain Marwest employees with those of Unitholders, thereby preserving and enhancing Unitholder value in the long term. The Governance and Compensation Committee recommends to the Trustees the individuals who shall be granted options. The recommendation of the Governance and Compensation Committee is made after consultation with management of Artis and after taking into account the amount and terms of outstanding options.

This report is submitted by the Governance and Compensation Committee

(Signed) Allan McLeod (Signed) Victor Thielmann (Signed) Edward Warkentin

Performance Graph

The following graph compares the total cumulative return to Unitholders for \$100 invested in Units with the total cumulative return of the S&P/TSX Composite Index for the last two completed fiscal periods of Artis, assuming a \$100 investment on January 1, 2005, and reinvestment of distributions during those periods.



Index	December 31, 2004	December 31, 2005	December 31, 2006	December 31, 2007
Artis	\$100.00	\$239.02	\$309.44	\$303.49
S&P/TSX Composite Index	\$100.00	\$124.13	\$145.56	\$159.86

Compensation of Trustees

The Trustees (other than the Marwest Appointees) are entitled to compensation for services rendered to Artis in their capacities as Trustees.

For the year ended December 31, 2007, each Trustee was paid a base compensation of \$20,000 per year, plus an additional \$1,000 per board or committee meeting attended. The Chair of the board of Trustees was paid an additional fee of \$10,000, (ii) the Chair of the Audit Committee was paid an additional fee of \$5,000, the Chairs of the Compensation and Governance Committee and the Investment Committee were each paid an additional fee of \$2,500.

The Trustees are also entitled to reasonable travel and other expenses properly incurred by them in attending meetings of the Trustees or any committee thereof in connection with their services as Trustees.

The total compensation paid to the Trustees during the year ended December 31, 2007 is set forth in the table below.

Trustee	Total Compensation
Delmore Crewson	\$55,000
Andre Kuzmicki (1)	\$57,524
Allan McLeod	\$42,000
Victor Thielmann	\$47,000
Wayne Townsend	\$57,500
Edward Warkentin	\$66,500
TOTAL	\$325,524

Note:

- (1) Mr. Kuzmicki served as a Trustee from January 28, 2006 until October 1, 2007 and, upon his resignation, was paid an additional fee of \$15,524 as acknowledgement of his significant commitment and contribution to Artis.

In addition to the compensation set forth in the table above, Artis also granted options to its Trustees during the year ended December 31, 2007 as set forth in the table below.

Trustee	Date of Grant	Number of Options	Exercise Price	Expiry Date (1)
Allan McLeod	2/08/07	17,000	\$15.85	2/08/12
Allan McLeod	6/11/07	10,000	\$17.60	6/11/12
Allan McLeod	10/17/07	10,000	\$17.75	10/17/12
Armin Martens	2/08/07	42,000	\$15.85	2/08/12
Armin Martens	6/11/07	51,025	\$17.60	6/11/12
Armin Martens	10/17/07	38,000	\$17.75	10/17/12
Cornelius Martens	2/08/07	42,000	\$15.85	2/08/12
Cornelius Martens	6/11/07	51,025	\$17.60	6/11/12
Cornelius Martens	10/17/07	38,000	\$17.75	10/17/12
Delmore Crewson	2/08/07	17,000	\$15.85	2/08/12
Delmore Crewson	6/11/07	10,000	\$17.60	6/11/12
Delmore Crewson	10/17/07	10,000	\$17.75	10/17/12
Edward Warkentin	2/08/07	20,000	\$15.85	2/08/12
Edward Warkentin	6/11/07	15,000	\$17.60	6/11/12
Edward Warkentin	10/17/07	15,000	\$17.75	10/17/12
Victor Thielmann	2/08/07	17,000	\$15.85	2/08/12
Victor Thielmann	6/11/07	10,000	\$17.60	6/11/12
Victor Thielmann	10/17/07	10,000	\$17.75	10/17/12
Wayne Townsend	2/08/07	17,000	\$15.85	2/08/12
Wayne Townsend	6/11/07	10,000	\$17.60	6/11/12
Wayne Townsend	10/17/07	10,000	\$17.75	10/17/12

Note:

- (1) The options set forth in the table above vest as follows: Options granted on February 7, 2007 and June 11, 2007 vest 25% on the date of grant, and 25% on each of the first, second and third anniversaries of the date of grant. Options granted on October 17, 2007 vest 25% on each of the first, second, third and fourth anniversaries of the date of grant.

Trustee and Officer Liability Insurance

In addition to the indemnity provided under the Declaration of Trust, the Trustees and officers of Artis are covered under a liability insurance policy. The aggregate premium for such insurance for the period from October 31, 2007 until October 31, 2008 was \$47,187. The aggregate limit of liability applicable to insured Trustees and officers of Artis under the policy is \$5,000,000.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Table

Artis has adopted the Unit Option Plan and the table below summarizes the number of Units underlying the options granted under the Unit Option Plan, the weighted-average exercise price of such options and the number of Units remaining available for future issuance under the Unit Option Plan as at December 31, 2007.

Plan Category	A Number of Units to be issued upon exercise of outstanding options	B Weighted-average exercise price of outstanding options	C Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column A) (1)
Unit Option Plan	1,481,088	\$15.4587	101,514

Note:

- (1) The Unit Option Plan is a “rolling” plan which permits Artis to grant options to purchase Units in an amount of up to 5% of the issued and outstanding Units from time to time.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date hereof, no Trustee or officer of Artis, or any of their respective associates, is or has been indebted to Artis or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in the Annual Information Form and this Information Circular, no informed person (within the meaning of applicable securities laws) of Artis and no proposed nominee for election as a Trustee, or any of their respective associates or affiliates, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction involving Artis during the year ended December 31, 2007 or in any transaction which will be considered at the meeting.

AUDITOR

The auditor of Artis is KPMG LLP. KPMG LLP has been the auditor of Artis since its inception on November 8, 2004.

MANAGEMENT CONTRACTS

The services of the officers of Artis are provided by Marwest pursuant to the Asset Management Agreement. The property management of Artis is also provided by Marwest pursuant to the Property Management Agreement. For details regarding the Asset Management Agreement and the Property Management Agreement, see “Management of Artis” in the Annual Information Form, which is incorporated by reference in this Information Circular.

AUDIT COMMITTEE MATTERS

The Audit Committee is responsible for (i) reviewing the engagement of the auditors of Artis; (ii) reviewing and recommending to the Trustees for approval the annual and quarterly financial statements of Artis; (iii) assessing the financial and accounting personnel of Artis; and (iv) reviewing any significant transaction outside the scope of the Artis' ordinary course of business and reviewing all pending litigation, if any.

The text of Artis' Audit Committee charter is attached to as Appendix "A" to the Annual Information Form. For additional information concerning the composition of the Audit Committee, including the relevant education and experience of each member of the Audit Committee, see "Audit Committee Matters" in the Annual Information Form, which is incorporated by reference in this Information Circular.

CORPORATE GOVERNANCE PRACTICES

The Statement of Governance Practices of Artis is attached to this Information Circular as Appendix "A". It has been approved by the Trustees.

PARTICULARS OF MATTERS TO BE ACTED UPON

ELECTION OF TRUSTEES

It is proposed that the number of Trustees be fixed at seven (7) and that the five (5) persons named in the Information Circular be elected as Trustees for the ensuing year, together with Armin Martens and Cornelius Martens, who are appointed as Trustees by Marwest.

At the Meeting, Voting Unitholders will be asked to vote on the following resolution, with or without variation:

BE IT RESOLVED THAT the number of Trustees be fixed at seven (7) and the persons named in the management information circular of Artis Real Estate Investment Trust dated March 19, 2008 as nominees for election as Trustees, being Delmore Crewson, Allan McLeod, Victor Thielmann, Wayne Townsend and Edward Warkentin be and are hereby elected as Trustees, and to hold such office, together with Armin Martens and Cornelius Martens, who are appointed as Trustees by Marwest Management Canada Ltd., from the close of the meeting until the close of the next annual meeting of Voting Unitholders.

The table below sets forth, for each Trustee, their current position(s) with Artis, the period of time they have served as a Trustee, the number of Voting Units beneficially owned by them, directly or indirectly, or over which they exercise control or direction on the date hereof, and their principal occupation during the past five years.

Name, Municipality of Residence and Position with Artis	Trustee Since	Number of Voting Units Beneficially Owned or Over Which Control or Direction is Exercised	Principal Occupation During the Past Five Years
Armin Martens East St. Paul, MB Trustee, President and CEO	November 8, 2004	268,517	President of Marwest Development Corporation and senior officer of Marwest and Marwest Construction Ltd., located in Winnipeg, Manitoba.
Cornelius Martens East St. Paul, MB Trustee, Executive Vice-President	November 8, 2004	231,273	President of various companies comprising the Marwest Group of Companies, including Marwest and Marwest Construction Ltd, located in Winnipeg, Manitoba
Edward Warkentin (1)(3) East St. Paul, MB Trustee and Chair of the Board of Trustees	November 8, 2004	8,531	Partner at the law firm of Aikins, MacAulay & Thorvaldson LLP, Winnipeg, Manitoba.
Victor Thielmann (1)(2) Winnipeg, MB Trustee	November 8, 2004	20,546	President of Nova 3 Engineering Ltd., an engineering firm located in Winnipeg, Manitoba

Name, Municipality of Residence and Position with Artis	Trustee Since	Number of Voting Units Beneficially Owned or Over Which Control or Direction is Exercised	Principal Occupation During the Past Five Years
Wayne Townsend (2)(3) Winnipeg, MB Trustee	November 8, 2004	16,850	Partner at Lawton Partners Financial Planning Services Limited, a financial planning services firm located in Winnipeg, Manitoba
Allan McLeod (1)(2) Winnipeg, MB Trustee	June 10, 2005	21,930 (4)	Chief Executive Officer, Tribal Councils Investment Group of Manitoba Ltd.
Delmore Crewson (2) Winnipeg, MB Trustee	June 9, 2006	36	Corporate Director. Former senior partner and Vice-Chair of Deloitte & Touche LLP.

Notes:

- (1) Member of the Governance and Compensation Committee as at December 31, 2006. Edward Warkentin is the Chair of the Governance and Compensation Committee.
- (2) Member of the Audit Committee as at December 31, 2006. Delmore Crewson is the Chair of the Audit Committee.
- (3) Member of the Investment Committee as at December 31, 2006. Wayne Townsend is the Chair of the Investment Committee.
- (4) Allan McLeod is the President and Chief Executive Officer of Tribal Councils Investment Group of Manitoba Ltd., which beneficially owns 328,571 Voting Units. Mr. McLeod also owns 50,000 5 Year 7.75% Series A convertible redeemable debentures of Artis, due August 4, 2010.

As at the date hereof, the Trustees of Artis beneficially own or exercise control or direction over, as a group, 896,254 Voting Units, representing approximately 2.8% of the issued and outstanding Voting Units on the date hereof on a non-diluted basis.

TRUSTEES' BIOGRAPHIES

Armin Martens, P.Eng., M.B.A., President and Chief Executive Officer and Trustee

A long time resident of Manitoba, Mr. Martens graduated from the University of Manitoba with a Bachelor of Science degree in Civil Engineering in 1977. Thereafter, he began to work in the construction and real estate development field and became a member of the Association of Professional Engineers & Geologists of Manitoba (APEGM) in 1979. Mr. Martens continued his career in the field of commercial real estate development which encompassed taking a leave in 1983-1984 to complete his Master of Business Administration (M.B.A.) degree at the International Institute for Management Development (IMD) in Lausanne, Switzerland. Mr. Martens currently serves as a director on the board of Fortress Paper Ltd, trading under the symbol FTP on the TSX. With operating plants in Germany and Switzerland, Fortress Paper Ltd., is a major producer of wallpaper and other paper products in the pan European and Asian Markets. Mr. Martens is also a director of All in West! Capital Corporation, a TSX Venture Exchange-listed issuer. Mr. Martens has also had the privilege of serving as a director of the Bank of Canada, Canada's central bank. In addition to Mr. Martens' position as Chief Executive Officer of Artis REIT, he is President and CEO of Marwest Development Corporation, based in Winnipeg, Manitoba, a position he has held since 1994. The Marwest Group of Companies is engaged in the development, construction and management of income-producing properties, including office buildings, shopping centres, residential and mixed-use properties both in Canada and the United States.

Cornelius Martens, P.Eng, Executive Vice-President and Trustee

A long time resident of Manitoba, Mr. Martens graduated from the University of Manitoba with a Bachelor of Science degree in Civil Engineering in 1965. He became a member of the Association of Professional Engineers & Geologists of Manitoba (APEGM) in 1967. Mr. Martens began his career in the field of commercial real estate development, construction and property management in 1968, when he, together with his father, incorporated what today is known as The Marwest Group of Companies. The Marwest Group of Companies is engaged in the development, construction and management of income-producing properties, including office buildings, shopping centres, residential and mixed-use properties both in Canada and the United States. In his capacity as President of the

Marwest Group of Companies during the last 35 years, Mr. Martens has acquired extensive and valuable business experience, particularly in the field of real estate. From 1996 to 2001, Mr. Martens was a director of Consolidated Properties Ltd., a publicly traded company previously listed on the Toronto Stock Exchange. Mr. Martens is currently President and Chief Executive Officer of numerous companies including Marwest Construction Ltd. and Marwest Management Canada Ltd., all based in Winnipeg, Manitoba. Mr. Martens is also the President and Chief Executive Officer and a director of All in West! Capital Corporation, a TSX Venture Exchange-listed issuer.

Delmore Crewson, Trustee

Mr. Crewson is a former senior partner and Vice-Chair of Deloitte and Touche LLP. He is a member of the Institute of Chartered Accountants of Manitoba and has been elected as a “Fellow” of the Institute. Mr. Crewson serves on the board of directors and as Chair of the Audit Committee of The Wawanesa Mutual Insurance Company. He is also a trustee and Chair of the Audit Committee of Pollard Banknote Income Fund. Mr. Crewson is a member of the Institute of Corporate Directors. He is the past President of the Institute of Chartered Accountants of Manitoba and is a former Canadian Institute of Chartered Accountants Board and Executive Committee member. Mr. Crewson has also served on numerous community boards and has held leadership positions in a number of organizations including Manitoba Museum of Man and Nature (Board, Chair of Finance and Vice-Chair of the Board), and Associates of the Faculty of Management, University of Manitoba (Board and Chair). He also served as a Director on the Board of Management and chaired the Audit Committee of Canada Customs and Revenue Agency.

Allan McLeod, Trustee

Mr. McLeod is the President and Chief Executive Officer of Tribal Councils Investment Group of Manitoba Ltd. and its group of wholly-owned subsidiaries, including Artic Beverages Limited, First Canadian Health Management Corporation, First Canadian Fuels Ltd., First Canadian Water & Infrastructure Inc. and First Nations Financial Services Inc. Mr. McLeod also holds this position for the Radisson Hotel Winnipeg. He is also a director of Perimeter Aviation Ltd., a wholly-owned subsidiary of Exchange Industrial Income Fund, a TSX listed issuer, and is a director of EIIIF Management GP, which is responsible for the management of Exchange Industrial Income Fund. In 2003, Mr. McLeod was honoured with the Top 40 under 40 award for Canada.

Victor Thielmann, P.Eng, Trustee

A long time resident of Manitoba, Mr. Thielmann graduated from the University of Manitoba with a Bachelor of Science degree in 1977. He began work in the electrical construction and professional consulting industry and became a member of the Association of Professional Engineers of Manitoba (APEM) in 1979. Mr. Thielmann was founding President of Tri-Star Electrical Contractors Ltd. of Manitoba. During his tenure from 1979 to 1982, he completed his Electrical Journeyman Certification as well as Professional Engineering (P.Eng.) requirements. In 1982, Mr. Thielmann founded Nova 3 Engineering Ltd. of Manitoba and continued his career as a professional consultant in the field of electrical engineering. Over the years, under his direction, Nova 3 Engineering Ltd. expanded its scope of services to include Mechanical and Fire Protection Engineering, as well as Electrical Engineering. Mr. Thielmann is currently a member of numerous professional organizations, including Association of Professional Engineers of British Columbia (APEBC), Association of Professional Engineers, Geologists & Geophysicists of Alberta (APEGGA), Association of Professional Engineers of Saskatchewan (APES), Association of Professional Engineers of Manitoba (APEM), Association of Professional Engineers of Ontario (APEO), Association of Professional Engineers of Yukon Territory (APEYT), Association of Professional Engineers, Geologists & Geophysicists of North West Territories, Institute of Electrical and Professional Engineers and Geoscientists of Newfoundland and Labrador (PEG) Institute of Electrical and Electronic Engineers (IEEE), National Fire Protection Association (NFPA) and Society of Fire Protection Engineers of America (SFPE). During his 28 working years, Mr Thielmann has acquired extensive professional and business experience related to design, construction and real estate. Mr. Thielmann also served on the board directors of the Forks North Portage Partnership, a crown corporation owned by the three levels of Government. Mr. Thielmann is also a director of All in West! Capital Corporation, a TSX Venture Exchange-listed issuer. He is currently President and Chief Executive Officer of Nova 3 Engineering Ltd.

Wayne Townsend, CFP, Trustee

Mr. Townsend is a Partner at Lawton Partner Financial Planning Services Limited and has over 31 years of experience in the financial planning industry. Mr. Townsend holds a Bachelor of Arts from the University of Manitoba, the Certified Financial Planner (CFP) designation, the Chartered Life Underwriter (C.L.U.) designation, the Chartered Financial Consultants (Ch.F.C.) designation, Society of Trust and Estate Practitioners (TEP) and is a graduate of the Canadian Securities Course. Past board activities include Vice-Chair of St. John's-Ravenscourt School, a Past Chairman at Misericordia General Hospital Foundation and Past Vice-Chair at Misericordia General Hospital. Mr. Townsend currently serves as a director/trustee of Cardinal Capital Management, Value Partners Investments, Artis REIT and All in West! Capital Corporation, a TSX Venture Exchange listed issuer.

Edward Warkentin, B.A., LL.B., Trustee

Mr. Warkentin of Winnipeg, Manitoba, holds an undergraduate degree from the University of Winnipeg, a law degree from the University of Manitoba and has been a member of the Bars of Ontario and Manitoba for more than 25 years. Mr. Warkentin is the Managing Partner of Aikins, MacAulay & Thorvaldson LLP and practices in the area of corporate and commercial law. He is a former director and Chair of Youth for Christ (Winnipeg) Inc., former director of Manitoba Mineral Resources Ltd. and former Director of Grace Hospital Board of Management. He is currently a director or officer of several private corporations, private foundations and public partnership. Mr. Warkentin is currently the Secretary of Exchange Industrial Income Fund, a TSX listed issuer and a director of All in West! Capital Corporation, a TSX Venture Exchange-listed issuer.

To be effective, the resolution electing the Trustees must be passed by an ordinary resolution.

It is intended on any vote or ballot that may be called relating to the election of the persons named above as Trustees, that the Voting Units represented by proxies in favour of Management Nominees will be voted for such resolution, unless a Voting Unitholder has specified in the proxy that the Voting Units are to be withheld from voting on such resolution.

APPOINTMENT OF AUDITORS AND AUTHORIZING TRUSTEES TO FIX REMUNERATION

At the Meeting, Voting Unitholders will be asked to vote on the following resolution, with or without variation:

BE IT RESOLVED THAT KPMG LLP be and is hereby appointed as the auditors of Artis for the ensuing year and that the Trustees be and are hereby authorized to fix the remuneration of the auditors.

It is intended on any vote or ballot that may be called relating to the appointment of auditors of Artis and the authorization of the Trustees to fix the remuneration of the auditors, that the Voting Units represented by proxies in favour of Management Nominees will be voted for such resolution, unless a Voting Unitholder has specified in the proxy that the Voting Units are to withheld from voting on such resolution.

APPROVAL OF UNITHOLDER RIGHTS PLAN

At the Meeting, Voting Unitholders will be asked to vote on the following resolution, with or without variation:

BE IT RESOLVED THAT:

- (a) the Unitholder Rights Plan as described in Artis' management information circular dated March 19, 2008 be and is hereby approved for adoption by Artis; and
- (b) any one Trustee or officer of Artis be and is hereby authorized and directed to execute and deliver, on behalf of Artis, the unitholder rights plan agreement to be entered into between Artis and CIBC Mellon Trust Company implementing the Unitholder Rights Plan, together with all such other agreements and documents, and to do all such acts and things, as in the opinion of such Trustee or officer may be necessary or desirable in connection with the foregoing.

The resolution approving the adoption of the Unitholder Rights Plan must be approved by an ordinary resolution and by a majority of votes cast by Independent Unitholders at the Meeting. To the knowledge of Artis, all of the Voting Unitholders are Independent Unitholders and, accordingly, Artis expects that no Voting Units will be excluded from voting on the resolution approving the adoption of the Unitholder Rights Plan.

It is intended on any vote or ballot that may be called relating to the election of the persons named above as Trustees, that the Voting Units represented by proxies in favour of Management Nominees will be voted for such resolution, unless a Voting Unitholder has specified in the proxy that the Voting Units are to be voted against such resolution.

Background

The Unitholder Rights Plan was in effect from June 26, 2007 to December 26, 2007 and was implemented pursuant to a unitholder rights plan agreement dated June 26, 2007 between Artis and CIBC Mellon Trust Company, as rights agent. The TSX requires issuers which have adopted a securityholder rights plan to obtain the approval of its securityholders within six (6) months of adopting the plan. Artis determined that the costs of holding a special meeting solely for the purpose of confirming the Unitholder Rights Plan was not warranted and, accordingly, the Unitholder Rights Plan expired on December 26, 2007. Voting Unitholders will be asked to vote on the resolution approving the re-adoption of the Unitholder Rights Plan.

The adoption of the Unitholder Rights Plan by the Trustees was not undertaken in response to or in anticipation of any pending or threatened take-over bid for the Units. Artis is not currently aware of, and does not currently anticipate, any pending or threatened take-over bid for the Units.

The Trustees have concluded that the adoption of the Unitholder Rights Plan is in the best interests of Artis and its Unitholders and unanimously recommend that Voting Unitholders vote FOR this resolution.

Description of Unitholder Rights Plan

The Unitholder Rights Plan reflects the “current generation” of rights plans designed to meet the proxy voting guidelines of institutional investors. The Unitholder Rights Plan utilizes the mechanism of a Permitted Bid (as described below) to ensure that a person seeking control of Artis provides Unitholders and the Trustees with sufficient time to evaluate the bid, negotiate with the initial bidder and encourage competing bids to emerge. The purpose of the Unitholder Rights Plan is to protect Unitholders by requiring all potential bidders to comply with the conditions specified in the Permitted Bid provisions or risk being subject to the dilutive features of the Unitholder Rights Plan. Generally, to qualify as a Permitted Bid, a bid must be made to all Unitholders and must be open for 60 days after the bid is made. If more than 50% of the Units held by Independent Unitholders (as defined below) are deposited or tendered to the bid and not withdrawn, the take-over bid must then be extended for a further period of ten days on the same terms to allow those Unitholders who did not initially tender their Units to tender to the take-over bid if they so choose. Units may be taken up and paid for after this additional ten day period. Thus, there is no coercion to tender during the initial 60 day period because the bid must be open for acceptance for at least ten days after the expiry of the initial tender period. The Unitholder Rights Plan is designed to make it impractical for any person to acquire more than 20% of the outstanding Units without the approval of the Trustees except pursuant to the Permitted Bid procedures or pursuant to certain other limited exemptions outlined below. The Trustees believe that the Unitholder Rights Plan taken as a whole should not be an unreasonable obstacle to a serious bidder willing to make a *bona fide* and financially fair offer to all Unitholders.

If approved at the Meeting, the Rights Plan is subject to re-confirmation every three years.

The following is a summary of the principal terms of the Unitholder Rights Plan, and is qualified in its entirety by reference to the text of the Unitholder Rights Plan which has been filed with the applicable securities regulatory authorities and is available at www.sedar.com and is also available on Artis’s website at www.artisreit.ca.

Issuance of Rights

On the Effective Date, one right (a “**Right**”) will be issued and attached to each outstanding Unit. One Right will also be issued and attach to each Unit (and certain other securities entitling the holder thereof to vote for the election of Trustees) (for the purposes of this Unitholder Rights Plan summary, “**Voting Units**”) issued thereafter, subject to the limitations set forth in the Rights Plan. The initial exercise price of each Right is \$100 (the “**Exercise Price**”), subject to appropriate anti-dilution adjustments.

Until a Right is exercised, the holder thereof, as such, will have no rights as a Unitholder.

Rights Exercise Privilege

The Rights will separate from the Voting Units to which they are attached and will become exercisable at (the “**Separation Time**”) the close of business on the tenth trading day after the earlier of: (i) the first date of public announcement by Artis or an Acquiring Person (as hereinafter defined) of facts indicating that a person has become an Acquiring Person, and (ii) the date of the commencement of, or first public announcement of, the intent of any person (other than Artis or any subsidiary of Artis) to commence, a take-over bid (other than a Permitted Bid or Competing Permitted Bid (as described below), or two days following the date on which a Permitted Bid ceases to qualify as such, or, in either case, such later date as may be determined by the Trustees.

The acquisition by a person (an “**Acquiring Person**”), including persons acting jointly or in concert, of 20% or more of the Voting Units, other than by way of a Permitted Bid in certain circumstances, is referred to as a “**Flip-in Event**”. Any Rights held by an Acquiring Person on or after the earlier of the Separation Time or the first date of public announcement by Artis or by an Acquiring Person that an Acquiring Person has become such, will become void upon the occurrence of a Flip-in Event. Ten trading days after the occurrence of the Flip-in Event, the Rights (other than those held by the Acquiring Person) will permit the holder to purchase, for example, Units with a total market value of \$200, on payment of \$100 (i.e., at a 50% discount).

The issue of the Rights is not initially dilutive. Upon a Flip-in Event occurring and the Rights separating from the attached Voting Units, reported earnings per Unit on a fully diluted or non-diluted basis may be affected. Holders of Rights who do not exercise their Rights upon the occurrence of a Flip-in Event may suffer substantial dilution.

Certificates and Transferability

Prior to the Separation Time, the Rights will be evidenced by a legend imprinted on certificates for Voting Units and will not be transferable separately from the attached Voting Units. From and after the Separation Time, the Rights will be evidenced by Rights certificates, which will be transferable and traded separately from the Voting Units.

Permitted Bid Requirements

The requirements of a Permitted Bid include the following:

- (a) the take-over bid must be made by way of a take-over bid circular;
- (b) the take-over bid must be made to all holders of Voting Units, other than the bidder;
- (c) the take-over bid must not permit Voting Units tendered pursuant to the take-over bid to be taken up prior to the expiry of a period of not less than 60 days from the date of the bid and then only if at such time more than 50% of the Voting Units held by Unitholders other than the bidder, its affiliates and persons acting jointly or in concert with the bidder (the “**Independent Unitholders**”) have been tendered pursuant to the take-over bid and not withdrawn; and
- (d) if more than 50% of the Voting Units held by Independent Unitholders are tendered to the take-over bid within the 60 day period, the bidder must make a public announcement of that fact and the take-over bid must remain open for deposits of Voting Units for an additional ten business days from the date of such public announcement.

The Unitholder Rights Plan allows a competing Permitted Bid (a “**Competing Permitted Bid**”) to be made while a Permitted Bid is in existence. A Competing Permitted Bid must satisfy all the requirements of a Permitted Bid except that, provided it is outstanding for a minimum period of 35 days, it may expire on the same date as the Permitted Bid.

Waiver and Redemption

The Trustees may, prior to a Flip-in Event, with the approval of holders of Voting Units, waive the dilutive effects of the Unitholder Rights Plan in respect of a particular Flip-in Event. At any time prior to the occurrence of a Flip-in Event, with the approval of Rights holders, the Trustees may redeem all, but not less than all, of the outstanding Rights at a price of \$0.00001 each.

Waiver of Inadvertent Flip-in Event

The Trustees may, prior to the close of business on the tenth day after a person has become an Acquiring Person, waive the application of the Rights Plan to an inadvertent Flip-in Event, on the condition that such person reduces its beneficial ownership of Voting Units such that it is not an Acquiring Person within 14 days of the determination of the Trustees.

Portfolio Managers and Trust Companies

The provisions of the Rights Plan relating to portfolio managers are designed to prevent the occurrence of a Flip-in Event solely by virtue of the customary activities of such portfolio managers, including trust companies and other persons, where a portion of the ordinary business of such person is the management of funds for unaffiliated investors, so long as any such person does not propose to make a take-over bid either alone or jointly with others.

Supplement and Amendments

Following Unitholder approval of the Rights Plan, Artis may, without the approval of the holders of Voting Units or Rights, make amendments (i) to correct clerical or typographical errors, (ii) to maintain the validity and effectiveness of the Rights Plan as a result of any change in applicable law, rule or regulatory requirement, and (iii) as otherwise specifically contemplated therein. Any amendment referred to in (iii) must, if made before the Separation Time, be submitted for approval to the holders of Voting Units and, if made after the Separation Time, must be submitted to the holders of Rights for approval.

At any time before the Separation Date, Artis may with prior approval of a majority of the Independent Unitholders received at the special meeting called and held for such purpose, amend, vary or rescind any of the provisions of the Rights Plan or the Rights, whether or not such action would materially adversely affect the interests of the holders of Rights generally.

Income Tax Consequences

The following summary presents the principal Canadian federal income tax considerations generally applicable to Unitholders who, for the purposes of the *Income Tax Act* (Canada), are resident in Canada, deal at arm's length with Artis and who hold their Units as capital property.

Provided that the Rights have no value at the time of their acquisition, Unitholders should not be considered to have received the Rights from Artis as a benefit and should not be required to include any amount in income. Artis is of the view that, having regard to the remoteness of the possibility that a Flip-in Event under the Rights Plan will occur such that the Rights will become exercisable, the Rights will have no value at the time of their acquisition by any Unitholder. If the Rights have value at the time of their acquisition, the holder will be required to include in computing its income for the year of acquisition the value of the benefit received from Artis in the year.

Although a holder of Rights will be required to recognize income if the Rights were to become exercisable or be exercised, the occurrence of such an event is considered by Artis to be a remote possibility. In the unlikely event that Rights are disposed of separately for proceeds of disposition greater than zero, a holder thereof will realize a capital gain.

GENERAL MATTERS

The Trustees are not aware of any other matters which may come before the Meeting.

BOARD APPROVAL

The Trustees have approved the contents of this Information Circular and its delivery to Voting Unitholders and the auditors of the Artis and to its filing with applicable securities regulatory authorities.

ADDITIONAL INFORMATION

Financial information regarding Artis is provided in the audited annual financial statements and management discussion and analysis for its financial year ended December 31, 2007. Copies of the foregoing, and of the Annual Information Form, are available on the SEDAR website at www.sedar.com and may also be obtained on written request addressed to Artis Real Estate Investment Trust, c/o Marwest Management Canada Ltd., 300 – 360 Main Street, Winnipeg, MB R3C 3Z3, Attention: Investor Relations.

CERTIFICATE OF THE ISSUER

March 19, 2008

The foregoing contains no untrue statement of a material fact in respect of Artis Real Estate Investment Trust and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

“Armin Martens” (signed)

Armin Martens
President and Chief Executive Officer

“James Green” (signed)

James Green
Chief Financial Officer

APPENDIX “A”

STATEMENT OF GOVERNANCE PRACTICES

Introduction

The board of Trustees (the “Board”) believes that sound governance practices are essential to achieve the best long-term interests of Artis and the enhancement of value for all of its security holders. The Board recognizes that proper and effective corporate governance is a significant concern of and priority for investors and other stakeholders and, accordingly, the Board has instituted a number of procedures and policies in an effort to ensure appropriate governance practices.

The Canadian Securities Administrators (the “CSA”) have issued National Policy 58-201 – *Corporate Governance Guidelines*. The CSA have also adopted National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“NI 58-101”) which requires Canadian reporting issuers to annually disclose their corporate governance practices. Regulatory changes to governance practices are continually monitored by the Board and the Board has taken, or will take, appropriate action as regulatory changes occur. Below is a discussion on the current composition of the Board and the current governance practices of Artis.

Board of Trustees

Independence

The principal factor underlying the determination of Trustee “independence” is whether or not a particular Trustee has a “material relationship” with Artis which is a relationship which could be reasonably expected to interfere with the exercise of the Trustee’s independent judgement.

The Board has determined that five out of seven Trustees are independent for the purpose of NI 58-101. The Independent Trustees as at the date of this Information Circular are Delmore Crewson, Allan McLeod, Victor Thielmann, Wayne Townsend and Edward Warkentin. Armin Martens and Cornelius Martens are not Independent Trustees by virtue of the fact that they are officers of Artis and of Marwest and are appointed as Trustees by Marwest.

Other Boards of Reporting Issuers.

As at the date hereof, each of Armin Martens, Cornelius Martens, Victor Thielmann, Wayne Townsend and Edward Warkentin are directors of All in West! Capital Corporation, an issuer listed on the TSX Venture Exchange. Armin Martens is also a director of Fortress Paper Ltd., an issuer listed on the TSX. Delmore Crewson is a trustee and the chair of the audit committee of Pollard Banknote Income Fund, an issuer listed on the TSX. Allan McLeod is a director of EIIF Management GP, which is responsible for the management of Exchange Industrial Income Fund, an issuer listed on the TSX.

The directors serve or have served on a number of boards of prominent private issuers and other organizations as set forth above under the heading “Particulars of Matters to be Acted Upon – Election of Trustees – Trustees’ Biographies”.

Independent Chairs

The Chair of the Board and of each committee of the Board is an Independent Trustee. Delmore Crewson is the Chair of the Audit Committee. Edward Warkentin is the Chair of the Board and the Chair of the Governance and Compensation Committee. Wayne Townsend is the Chair of the Investment Committee. Each Board committee meets independently of management, unless management is requested to be present.

Attendance at Board Meetings

Since the commencement of the 2007 fiscal year, the Board has held five regularly scheduled Board meetings and 12 non-regularly scheduled Board meetings. The following table summarizes the attendance of each of the Trustees at such Board meetings.

Name of Trustee	Regularly Scheduled Board Meetings Attended	Non-Regularly Scheduled Board Meetings Attended	Total Board Meetings Attended
Armin Martens	5/5	11/12	16
Cornelius Martens	5/5	11/12	16
Delmore Crewson	5/5	12/12	17
Andre Kuzmicki (1)	3/3	10/11	13
Allan McLeod	3/5	10/12	13
Victor Thielmann	5/5	10/12	15
Wayne Townsend	5/5	11/12	16
Edward Warkentin	5/5	12/12	17

Note:

(1) Mr. Kuzmicki resigned as a Trustee effective October 1, 2007. The table reflects the number of Board meetings attended by Mr. Kuzmicki during the time he was a Trustee.

Independent Trustee Meetings

The Independent Trustees hold regularly scheduled quarterly meetings and at such other times as may be considered necessary by the Independent Trustees.

Board Mandate

The Board is responsible for the stewardship of Artis. The Board supervises management of Artis with the goal of enhancing long-term Unitholder value. Management, in turn, is responsible for the day-to-day management of the business and affairs of Artis and its subsidiaries. Management is also responsible for establishing strategic planning initiatives for Artis. The Board ultimately approves the strategic plan, taking into account the risks and opportunities of the business of Artis. The Board approves all significant decisions that affect Artis before they are implemented, supervises the implementation and reviews the results.

The roles and responsibilities of the Board are intended to primarily focus on the formulation of long term strategic, financial and organizational goals for Artis and on the monitoring of management performance. Without limitation, the Board is responsible for: (i) participating in the development of and approving a strategic plan for Artis, on at least an annual basis; (ii) identifying the principal risks of Artis' business and ensuring the implementation of appropriate systems to monitor these risks; (iii) succession planning regarding management; (iv) ensuring the integrity and adequacy of Artis' internal controls and management information systems; (v) defining the roles and responsibilities of management; (vi) reviewing and approving the business and investment objectives to be set by management of Artis; (vii) assessing the performance of management; (viii) reviewing Artis' debt management strategy; (ix) ensuring effective and adequate communication with the Unitholders and other stakeholders as well as the public at large; and (x) establishing committees of the Board, where required or prudent, and, where appropriate, defining their mandate.

Position Descriptions

The Board has developed written position descriptions for the Chair of the Board as well as for Trustees generally. The Board has not developed a written position description for the President and Chief Executive Officer, as the services required to be provided to Artis by Marwest are set forth in the Asset Management Agreement.

Orientation and Continuing Education

All Trustees are provided with the following documents relating to Artis:

- (i) the position description for Trustees generally;
- (ii) the position description for the Chair;
- (iii) the code of conduct of Artis;
- (iv) the Audit Committee Charter;
- (v) the Audit Committee whistle-blowing policy;
- (vi) the Governance and Compensation Committee Charter;
- (vii) the Investment Committee Charter; and
- (viii) the disclosure policy of Artis.

The Board has not established a formal orientation and education program for new Trustees and new committee members. The Board holds separate orientation and strategic planning sessions on an “as needed” basis and encourages Trustees to attend continuing education seminars and corporate governance conferences. During the 2006 and 2007 years, the Board held two-day orientation and strategic planning sessions where the Trustees visited a substantial number of Artis’ properties and held planning meetings with respect to the strategic direction and corporate governance practices of Artis.

Ethical Business Conduct

The Board has adopted a written code of conduct. The code of conduct strives to create a culture in Artis that values high ethical standards, honesty and compliance with laws, rules and regulations. Among other things, the code of conduct contains provisions that require the Trustees and officers of Artis to avoid situations where their personal interests conflict, or appear to conflict, with the interests of Artis. Copies of the code of conduct of Artis may be obtained on written request addressed to Artis Real Estate Investment Trust, c/o Marwest Management Canada Ltd., 300 – 360 Main Street, Winnipeg, MB R3C 3Z3, Attention: Investor Relations.

Nomination of Trustees

The Governance and Compensation Committee is responsible for, among other things, reviewing the effectiveness of the Board, including its size and composition. The Board does not have a separate nominating committee responsible for identifying new candidates for nomination for election to the Board. The Governance and Compensation Committee is comprised entirely of Independent Trustees. The Board as a whole makes decisions with respect to the nomination of Trustees for election.

Compensation

The Board, through its Governance and Compensation Committee, periodically reviews the adequacy and form of compensation to Trustees and senior officers of the Trust. The Governance and Compensation Committee considers the time, commitment, risks and responsibilities of the Trustees and senior officers and takes into account the types of compensation and the amounts paid to the Trustees and executive officers of comparable publicly traded Canadian issuers.

Board Committees

The Board has three committees: (i) the Audit Committee; (ii) the Governance and Compensation Committee; and (iii) the Investment Committee. The Disclosure Committee is a sub-committee of the Governance and Compensation Committee.

Audit Committee

Pursuant to the Declaration of Trust, the Board is required to have an audit committee consisting of at least three Trustees. While the Declaration of Trust provides that a majority of the Audit Committee members must be Independent Trustees, National Instrument 52-110 – *Audit Committees* (the “Audit Committee Rule”) requires that each member of the Audit Committee must be “independent” within the meaning of the Audit Committee Rule. Subject to the delegation to the Audit Committee of such other responsibilities as are determined by the Trustees from time to time and subject to such changes in its form and function as may be mandated by any relevant regulatory authorities, the Audit Committee shall, among other things:

- (a) oversee the work of the external auditors, including resolution of disagreements between management and the external auditors regarding financial reporting;
- (b) satisfy itself on behalf of the Board with respect to Artis’ internal control system, including (i) to identify, monitor and assess business risks; and (ii) to ensure compliance with legal, ethical and regulatory requirements;
- (c) review the annual financial statements of Artis prior to their submission to the Board for approval. The process should include but not be limited to:
 - reviewing changes in accounting principles, or in their application, which may have a material impact on the current or future years' financial statements;
 - reviewing significant accruals or other estimates;
 - reviewing accounting treatment of unusual or non-recurring transactions;
 - ascertaining compliance with covenants under loan agreements;
 - reviewing disclosure requirements for commitments and contingencies;
 - reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
 - reviewing unresolved differences between management and the external auditors; and
 - obtaining explanations of significant variances within comparative reporting periods;
- (d) review the financial statements (and make a recommendation to the Board with respect to their approval), prospectuses, management discussion and analysis and all public disclosure containing audited or unaudited financial information before release and prior to Board approval, and to satisfy itself that adequate procedures are in place for the review of Artis’ disclosure of all other financial information and to periodically assess the accuracy of those procedures;
- (e) with respect to the appointment of external auditors by the Board:
 - recommend to the Board the appointment of the external auditors;
 - recommend to the Board the terms of engagement of the external auditors, including the compensation of the external auditors and a confirmation that the external auditors shall report directly to the Committee; and
 - when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change;
- (f) review with external auditors (and the internal auditor if one is appointed by Artis) their assessment of the internal controls of Artis, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weaknesses, and to review annually with the

external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial statements of Artis;

- (g) pre-approve all non-audit services to be provided to Artis or its subsidiaries by the external auditors; and
- (h) review risk management policies and procedures of Artis.

Governance and Compensation Committee

Pursuant to the Declaration of Trust, the Board is required to have a governance and compensation committee. The Governance and Compensation Committee is comprised of three Independent Trustees. Subject to the delegation to the Governance and Compensation Committee of such other responsibilities as are determined by the Trustees from time to time and subject to such changes in its form and function as may be mandated by any relevant regulatory authorities, the Governance and Compensation Committee is responsible for:

- (a) developing the system of, and overall approach to, governance generally, monitoring compliance with applicable governance requirements, assessing the Board's effectiveness in governance matters and making recommendations to the Board with respect to corporate governance of the Trust as a whole, including without limitation:
 - (i) the stewardship role of the Board in respect of management of Artis;
 - (ii) Board size and composition;
 - (iii) Trustees' remuneration; and
 - (iv) such processes and procedures as may be reasonably necessary to allow the Board to function independently of management;
- (b) generally review and make recommendations to the Board with respect to all direct and indirect compensation, benefits and perquisites for the management of Artis;
- (c) review and make recommendations to the Board regarding incentive compensation and equity based plans generally;
- (d) administer those functions delegated to the Committee pursuant to the Unit Option Plan; and
- (e) generally review and make recommendations to the Board with respect to succession planning for the management of Artis.

With respect to compensation, the Governance and Compensation Committee is responsible for, among other things:

- (a) evaluating management performance, including in respect of any established goals and objectives, and reviewing and making recommendations to the Board with respect to all direct and indirect compensation, benefits and perquisites (cash and non-cash) for management based on such evaluation;
- (b) reviewing and make recommending to the Board with respect to incentive compensation; and
- (c) reviewing and making recommendations to the Board with respect to policies regarding management benefits and perquisites, if any.

The Governance and Compensation Committee is also responsible for administering the Unit Option Plan, including, where consistent with the general purpose and intent of the Unit Option Plan and subject to the specific provisions of the Unit Option Plan:

- (a) selecting the persons who will receive a grant of Units options;

- (b) determining the exercise price of each Unit option; and
- (c) determining the time or times when Units options will be granted and exercisable and the conditions applicable thereto.

Disclosure Committee

The Governance and Compensation Committee established a sub-committee called the Disclosure Committee, which is comprised of the President and Chief Executive Officer of Artis, the Chairman of Artis and the Chief Financial Officer of Artis. The composition of the Disclosure Committee will be determined from time to time by the Governance and Compensation Committee.

The Disclosure Committee has adopted a disclosure policy addressing, among other things, the following matters:

- (a) the timely and accurate public dissemination of material information regarding Artis;
- (b) the protection of the confidential information regarding Artis;
- (c) the persons who are authorized spokespersons of Artis;
- (d) prohibitions on selective disclosure and other prohibited uses of material information regarding Artis which has not been generally disclosed; and
- (e) requirements with respect to the use of forward-looking information.

Investment Committee

The Trustees have established the Investment Committee comprised of three Trustees, each of whom is an Independent Trustee. Subject at all times to the provisions of the Declaration of Trust, and to any other regulations or resolutions that the Trustees may adopt, the Investment Committee is responsible for:

- (a) reviewing all proposals regarding investments, dispositions and financings of Artis;
- (b) making recommendations to the Board; and
- (c) to the extent authorized by the Board, to authorize proposed transactions and make investments on behalf of Artis.

The Board has delegated authority to the Investment Committee to approve transactions in an amount of \$50 million per quarter and the Board receives quarterly updates with respect to Artis' transaction activities. Transactions by Artis in excess of \$50 million per quarter must be approved by the Board as a whole.

The Investment Committee is required to carry out these responsibilities with a view to achieving the strategic objective of acquiring a portfolio of quality assets and delivering the benefits of such asset ownership to Unitholders.

The Declaration of Trust contains detailed investment and operating policies which are binding on the Committee at all times.

Special Committee

The Trustees established a special committee comprised of Delmore Crewson, Allan McLeod, Victor Thielmann and Edward Warkentin, each of whom is an Independent Trustee, to evaluate, on a semi-annual basis, the Asset Management Agreement between Artis and Marwest.

Board Assessments

The Board assesses its effectiveness on a continual basis. In recent years, assessments of the Board have resulted in an increase in the number of Independent Trustees, as well as increased accounting expertise.

The Board recognizes that on-going evaluation of board performance is an important governance practice and accordingly, in 2007, the Board undertook a comprehensive board evaluation with the assistance of an expert external consultant.