

# TITANSTAR™

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## **TITANSTAR PROPERTIES INC. FILES AMENDED & RESTATED PRELIMINARY SHORT FORM PROSPECTUS**

**March 6, 2014.** TitanStar Properties Inc. (TSX Venture: TSP; TSP.DB) ("**TitanStar**" or the "**Company**") announces that on March 5, 2014, it has filed and received a receipt for an amended and restated preliminary short form prospectus with respect to a public offering (the "**Offering**") of subscription receipts (the "**Subscription Receipts**") in the capital of the Company on a best-efforts basis to raise gross proceeds of a minimum of \$20,000,000 and maximum of \$45,000,000. The amended and restated preliminary prospectus amends and restates the Company's previous preliminary short form prospectus dated February 24, 2014.

While the terms of the Offering have not changed, the amended and restated preliminary prospectus discloses the Company's syndicate of agents (the "**Agents**") with respect to the Offering. The Agents are comprised of Mackie Research Capital Corporation acting as the lead agent (the "Lead Agent"), National Bank Financial Inc., Desjardins Securities Inc., GMP Securities L.P., Burgeonvest Bick Securities Ltd., Haywood Securities Inc., All Group Financial Services Inc. and MGI Securities Inc.

As previously disclosed, the Subscription Receipts will be governed by a subscription receipt agreement to be entered into among the Company, TitanStar Focus Retail Real Estate Investment Trust ("**TitanStar REIT**"), the Lead Agent (on behalf of the Agents) and CST Trust Company. Each Subscription Receipt will entitle the holder thereof to receive, without payment of additional consideration or further action, and subject to adjustment, upon the satisfaction of certain release and issuance conditions as set out in the amended and restated preliminary short form prospectus, one Class A preferred share in the capital of the Company, which in turn will be exchanged for a trust unit in the capital of TitanStar REIT upon the completion of the previously announced plan of arrangement pursuant to which the Company will convert into a real estate investment trust.

Final pricing and the number of Subscription Receipts to be sold pursuant to the Offering will be determined in the context of the market.

The Company intends to use the net proceeds of the Offering to repay certain indebtedness of the Company, for the proposed acquisition of real estate interests known as the Adams Dairy Landing (Blue Springs, Missouri), Almeda Crossing (Houston, Texas), and/or Gordon Biersch Brewery restaurant (Glendale, Arizona), and for general corporate purpose and working capital.

A copy of the amended and restated preliminary short form prospectus is available under the Company's profile at [www.sedar.com](http://www.sedar.com). The Offering is subject to customary conditions and

regulatory approval, including the approval of the TSX Venture Exchange and the securities regulator authorities.

FOR FURTHER INFORMATION PLEASE CONTACT:

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### About TitanStar

TitanStar is a real estate issuer whose investment strategy focuses on building a portfolio of well-positioned, undervalued or underperforming stabilized assets, focusing on geographic areas. TitanStar currently holds a 50% limited partnership interest in the Sahara Crossing, LP, a Nevada limited partnership which owns an approximately 61,125 square foot retail building located just east of Decatur Boulevard on Sahara Avenue in Las Vegas, as well as a 50% limited partnership interest in the Deer Springs Crossing Limited Partnership, a Nevada limited partnership which owns the Deer Springs Crossing Shopping Center, a 22.8 acre retail development project also located in Las Vegas. In December 2012, the Company acquired a 50% limited partnership interest in TSP LP I, L.P., a Nevada limited partnership which owns the Swanway Plaza, a 55,790 square foot retail shopping centre in Tucson, Arizona (see the Company's news release of January 2, 2013). In January 2013, the Company acquired a 50% limited partnership interest in TSP LP II, L.P., a Nevada limited partnership which owns the Kohl's San Tan Plaza, a 29,945 square foot retail shopping centre in Chandler, Arizona (see the Company's news release of January 28, 2013). In September 2013, the Company acquired a 38.4% beneficial interest in Adam's Dairy Landing, a 254,036 square foot retail shopping centre, located in Blue Springs, Missouri (see the Company's news release of September 30, 2013). These recent investments reflect TitanStar's revised investment strategy, announced on September 28, 2012, which added the following objectives:

- begin to build, with or without a partner acceptable to management, a portfolio of stabilized assets that produce a reasonably reliable cash flow that would be available for distribution to shareholders when a distribution policy is determined by the Board of Directors;
- engage local companies to manage such properties; and
- finance the purchase of such assets using conservative financing assumptions, determined by management from time to time.

Additional information regarding TitanStar, its real estate portfolio, investment strategy, and the proposed acquisition as announced herein, can be found in the amended and restated preliminary short form prospectus dated March 4, 2014, available under TitanStar's profile online at [www.sedar.com](http://www.sedar.com).

### *Forward-looking statements:*

*Certain statements in this release are forward-looking statements, which reflect the expectations of management regarding the identification, analysis and potential acquisition of future real*

*estate assets. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. In particular, the Company cautions that the timing or completion of the Offering, the satisfaction of the release and issuance conditions and the Arrangement cannot be predicted with certainty, and there can be no assurance at this time that all required or desirable approvals and consents to effect the Offering and the Arrangement will be completed in the manner noted above or at all. These forward-looking statements reflect management's current views and are based on certain expectations, estimates and assumptions which may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including factors beyond the Company's control. These forward-looking statements are made as of the date of this news release.*

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