



STARLIGHT U.S. MULTI-FAMILY (NO. 1) VALUE-ADD FUND

CODE OF BUSINESS CONDUCT AND ETHICS

As of June 16, 2017

1. Introduction

This Code of Business Conduct and Ethics (“**Code**”) has been adopted by the Board of Directors of Starlight U.S. Multi-Family (No. 1) Value-Add GP, Inc. (“**GP**”), in its capacity as general partner of Starlight U.S. Multi-Family (No. 1) Value-Add Fund (collectively with its subsidiaries and entities controlled by it or controlling certain actions taken by it, the “**Fund**”), to summarize the standards of business conduct that must guide the actions of the Fund’s directors, officers and employees. For the purposes hereof, the term “employee” where used in this Code shall be deemed to include employees of Starlight Group Property Holdings Ltd., the Fund’s asset manager (including any successor thereto), and (other than in the case of Section 8 below) any third party property management companies, in each case who render services to the Fund and/or its subsidiaries.

The Fund has issued this Code to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- avoidance of conflicts of interest with the interests of the Fund, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- confidentiality of Fund information;
- protection and proper use of Fund assets and opportunities;
- compliance with applicable governmental laws, rules and regulations;
- the prompt internal reporting of any violations of this Code to an appropriate person or person identified in the Code; and
- accountability for adherence to the Code.

This Code provides guidance to you on your ethical and legal responsibilities. We expect all directors, officers and employees to comply with the Code, and the Fund is committed to taking prompt and consistent action against violations of the Code. Violation of the standards outlined in the Code may be grounds for disciplinary action up to and including termination of employment or other business relationships. Directors, officers and employees who are aware of suspected misconduct, illegal activities, fraud or abuse of the Fund’s assets or violations of the standards outlined in the Code are responsible for reporting such matters.

2. Basic Obligations

Under the Fund's ethical standards, directors, officers and employees share certain responsibilities. It is your responsibility to (i) become familiar with, and conduct Fund business in compliance with, applicable laws, rules and regulations and this Code; (ii) treat all Fund employees, customers and business partners in an honest and fair manner; (iii) avoid situations where your personal interests are, or appear to be, in conflict with the Fund interests; and (iv) safeguard and properly use the Fund's proprietary and confidential information, assets and resources, as well as those of the Fund's customers and business partners.

Certain of the Fund's policies are complemented by specific responsibilities set forth in documents, such as the Fund's Limited Partnership Agreement, as it may be amended from time to time. Those policies and documents should be separately consulted by the Fund's directors, officers and employees and are not incorporated by reference into this Code.

3. Raising Concerns

If you should learn of a potential or suspected violation of the Code or of any applicable laws or regulations, you have an obligation to promptly report the violation orally or in writing and, if preferred, anonymously, as the case may be, as follows:

1. in the case of a situation that does not involve management of the Fund, to the Chief Financial Officer of the GP;
2. in the case of a situation that involves management of the Fund and does not involve any member of the Audit Committee of the Fund, to the chairperson or any member of the Audit Committee; and
3. in the case of a situation that involves management of the Fund and any member of the Audit Committee, to any independent director of the GP.

If the issue or concern is related to the internal accounting controls of the Fund or any accounting or auditing matter, you may report it anonymously to the Audit Committee.

All reports will be treated confidentially. Should you choose to report a matter anonymously, be advised that the Fund may not be able to adequately investigate and resolve your report if you fail to provide sufficient information.

4. Policy Against Retaliation

The Fund prohibits any director, officer or employee from retaliating or taking adverse action against anyone for raising in good faith suspected conduct violations or helping to resolve a conduct concern. Any individual who has been found to have engaged in retaliation against a Fund director, officer or employee for raising, in good faith, a conduct concern or for participating in the investigation of such a concern may be subject to discipline, up to and including termination of employment or other business relationships. If any individual believes that he or she has been subjected to such retaliation, that person is encouraged to report the situation as soon as possible to one of the people detailed in the Raising Concerns section above.

5. Conflicts of Interest

Directors, officers and employees should not engage in any activity, practice or act which conflicts with the interests of the Fund. A conflict of interest occurs when a director, officer or employee places or finds himself/herself in a position where his/her private interests conflict with the interests of the Fund or have an adverse effect on such person's motivation or the proper performance of their job. Examples of such conflicts could include, but are not limited to:

- accepting outside employment with, or accepting personal payments from, any organization which does business with the Fund or is a competitor of the Fund;
- accepting or giving gifts of more than modest value from or to vendors or clients of the Fund;
- competing with the Fund for the purchase or sale of property, services or other interests or taking personal advantage of an opportunity in which the Fund has an interest;
- personally having immediate family members who have a financial interest in a firm which does business with the Fund; and
- having an interest in a transaction involving the Fund or a customer, business partner or supplier (not including routine investments in publicly traded companies).

Directors, officers and employees must not place themselves or remain in a position in which their private interests conflict with the interests of the Fund.

If the Fund determines that an employee's outside work interferes with performance or the ability to meet the requirements of the Fund, as they are modified from time to time, the employee may be asked to terminate the outside employment if he or she wishes to remain employed by the Fund. To protect the interests of both the employees and the Fund, any such outside work or other activity that involves a potential or apparent conflict of interest may be undertaken only after disclosure to the Fund by the employee and review and approval by management.

The foregoing principles are in addition to any "conflict of interest" provisions set out in the Fund's Limited Partnership Agreement, as it may be amended from time to time, which are also in effect for all applicable parties. Any inconsistency between the foregoing principles and the provisions set out in the Limited Partnership Agreement, as it may be amended from time to time, will be resolved in favour of the latter.

6. Confidentiality Concerning Fund Affairs

It is the Fund's policy that business affairs of the Fund are confidential and should not be discussed with anyone outside the organization except for information that has already been made available to the public. As a prerequisite and condition of employment, all employees and officers must sign a written agreement confirming this obligation.

7. Competition and Fair Dealing

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, not through unethical or illegal business practices. Information about other companies and organizations, including competitors, must be gathered using appropriate methods. Illegal practices such as trespassing, burglary, misrepresentation, wiretapping and stealing are prohibited. Each employee and officer should endeavour to respect the rights of, and deal fairly with, our customers, suppliers, competitors and employees.

8. Insider Trading

The Fund encourages all employees to become securityholders on a long-term investment basis. However, management, employees, members of the Board of Directors of the GP and others who are in a “special relationship” with the Fund from time to time, may become aware of developments or plans which may affect the value of the Fund’s securities (inside information) before these developments or plans are made public. Black out periods occur at certain times throughout the year and during this time, all employees, officers and directors are prohibited from buying or selling the Fund’s securities on the TSX Venture Exchange, Toronto Stock Exchange (or such other exchange upon which the Fund’s securities are listed). You should also refer to the Fund’s insider trading policy.

9. Telecommunications

Telecommunication facilities of the Fund such as telephone, cellular phones, facsimile, internet and email are Fund property. Use of these facilities imposes certain responsibilities and obligations on all directors, officers and employees. Usage must be ethical and honest with a view to preservation of and due respect for the Fund’s intellectual property, security systems, personal privacy and freedom of others from intimidation, harassment or unwanted annoyance.

10. Disclosure

The Fund is committed to providing timely, consistent and credible dissemination of information, consistent with disclosure requirements under applicable securities laws.

11. Accuracy of Fund Records

As a public entity, we are required to record and publicly report all internal and external financial records in compliance with Canadian Generally Accepted Accounting Principles. Therefore, you are responsible for ensuring the accuracy of all books and records within your control and complying with all Fund policies and internal controls. All Fund information must be reported accurately, whether in internal personnel, safety, or other records or in information we release to the public or file with government agencies.

12. Financial Reporting and Disclosure Controls

As a public entity, we are required to file periodic and other reports with securities commissions and to make certain public communications. We are required by securities commissions to maintain effective “disclosure controls and procedures” so that financial and non-financial information is reported timely and accurately both to our senior management and in the filings we make. You are expected, within the scope of your employment duties, to support the effectiveness of our disclosure controls and procedures.

13. Compliance with All Laws, Rules and Regulations

The Fund is committed to compliance with all laws, rules and regulations, including laws and regulations applicable to the Fund’s securities and trading in such securities, as well as any rules promulgated by any exchange on which the Fund’s securities are listed.

14. Customers and Business Partners

We strive to achieve satisfied tenants and to building mutually advantageous alliances with our business partners.

Our long-term reputation and business viability depend upon our continued maintenance of the high quality of the services we provide. We are committed to delivering services that meet our tenants' expectations as well as those of our business partners.

Our policy is to build lasting relationships with our tenants and business partners through superior delivery and execution and honest sales and marketing. We will comply with applicable advertising laws and standards, including a commitment that our advertising and marketing will be truthful, non-deceptive, and fair and will be backed up with evidence before advertising claims are made. Our policy also prohibits making false or deceptive statements about our competitors and giving or accepting kickbacks, bribes, inappropriate gifts and other matters prohibited under the Conflicts of Interest section above.

15. Health and Safety

The Fund is committed to making the work environment safe, secure and healthy for its employees and others. The Fund complies with all applicable laws and regulations relating to safety and health in the workplace. We expect each employee to promote a positive working environment for all. You are expected to consult and comply with all Fund rules regarding workplace conduct and safety. You should immediately report any unsafe or hazardous conditions or materials, injuries, and accidents connected with our business and any activity that compromises Fund security to your supervisor. You must not work under the influence of any substances that would impair the safety of others. All threats or acts of physical violence or intimidation are prohibited.

Respect for Our Employees

The Fund's employment decisions will be based on reasons related to our business, such as job performance, individual skills and talents, and other business-related factors. The Fund's policy requires adherence to all federal, national, provincial, state and other local employment laws. In addition to any other requirements of applicable laws in a particular jurisdiction, the Fund's policy prohibits discrimination in any aspect of employment based on race, colour, religion, sex, national origin, disability or age, within the meaning of applicable laws.

Abusive or Harassing Conduct Prohibited

The Fund prohibits abusive or harassing conduct by our employees, officers and directors toward others, such as unwelcome sexual advances, comments based on ethnicity, religion or race, or other non-business, personal comments or conduct that make others uncomfortable in their employment with us. We encourage and expect you to report harassment or other inappropriate conduct as soon as it occurs.

Privacy

The Fund, and companies and individuals authorized by the Fund, collect and maintain personal information that relates to your employment, including compensation, medical and benefit information. The Fund follows procedures to protect information wherever it is stored or processed, and access to your personal information is restricted. Your personal information will only be released to outside parties in accordance with the Fund's policies and applicable legal requirements. Employees, officers and directors who have access to personal information, including in respect of tenants, must ensure that personal information is not disclosed in violation of the Fund's policies or practices.

16. Waivers and Amendments

Only the Board of Directors of GP may waive application of or amend any provision of this Code. A request for such a waiver should be submitted in writing to the Board, Attention: Chair, for its consideration. The Fund will promptly disclose to investors all substantive amendments to the Code, as well as all waivers of the Code granted to directors, officers or employees in accordance with applicable laws and regulations.

17. No Rights Created

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of our business. It is not intended to and does not, in any way, constitute an employment contract or an assurance of continued employment or create any rights in any employee, officer, director, client, supplier, competitor, securityholder or any other person or entity.