

PRESS RELEASE



FIRM CAPITAL AMERICAN REALTY PARTNERS CORP.

**FIRM CAPITAL AMERICAN REALTY PARTNERS CORP. ANNOUNCES
EXPLORATION OF POSSIBLE REIT CONVERSION**

Toronto, Ontario, May 10, 2019. Firm Capital American Realty Partners Corp. (the "**Company**"), (TSXV: FCA.U), (TSXV: FCA) is pleased to announce that it has engaged legal and tax advisors to explore the possibility of converting the Company into a real estate investment trust or "REIT" structure (a "REIT") by the end of fiscal 2019.

The Company believes a conversion into a REIT would enhance long-term shareholder value by: (i) expanding the Company's investor base and investment profile with both retail and institutional investors as a REIT structure represents the preferred Canadian structure to own income producing real estate; (ii) enhancing comparability with the Company's peers; (iii) providing a more efficient vehicle to deliver the benefits of real estate debt and equity investing from the Company's business to investors; and (iv) enhancing shareholder value by maximizing cash distributions to investors in the most tax efficient way possible. A REIT structure would not result in a change in the Company's current strategy, portfolio or operations.

Any reorganization of the Company into a REIT will be subject to customary conditions, including the approval of the shareholders of the Company. The Company will make a further announcement when the detailed terms of a reorganization are approved by the Board of Directors.

ABOUT FIRM CAPITAL AMERICAN REALTY PARTNERS CORP.

Firm Capital American Realty Partners Corp. is a U.S. focused real estate investment entity that pursues real estate and debt investments through the following platforms:

- **Income Producing Real Estate Investments:** Acquiring income producing real estate assets in major cities across the United States. Acquisitions are completed solely by the Company or in joint-venture partnership with local industry expert partners who retain property management responsibilities; and
- **Mortgage Debt Investments:** Real estate debt and equity lending platform in major cities across the United States, focused on providing all forms of bridge mortgage loans and joint venture capital.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information in this news release constitutes forward-looking statements under applicable securities law. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should",

"anticipate", "expect", "intend" and similar expressions. Forward-looking statements in this news release include, but are not limited to, statements with respect to the Company's intention to explore a reorganization of its current structure into a REIT structure. There is no assurance that the Company will proceed with this reorganization within the timeframe set forth above or at all. Forward-looking statements necessarily involve known and unknown risks, including, without limitation, risks associated with general economic conditions; adverse factors affecting the U.S. real estate market generally or those specific markets in which the Company holds properties; volatility of real estate prices; inability to complete the Company's single family property disposition program, debt repayments or debt restructuring in a timely manner; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; industry and government regulation; changes in legislation, income tax and regulatory matters; the ability of the Company to implement its business strategies; competition; currency and interest rate fluctuations and other risks, including those described in the Company's public disclosure documents on SEDAR at www.sedar.com.

Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement.

Neither the 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. Additional information about the Company is available at www.firmcapital.com or www.sedar.com.

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