



AMERICAN HOTEL INCOME PROPERTIES REIT LP

NOTICE OF ANNUAL AND SPECIAL MEETING OF UNITHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders (“**Unitholders**”) of the limited partnership units (“**Units**”) of American Hotel Income Properties REIT LP (the “**REIT**”) will be held at The Westin Grand Vancouver Hotel, 433 Robson Street, Vancouver, British Columbia at 9:00 am (Pacific Time), on May 12, 2016, for the following purposes:

1. to receive the financial statements of the REIT for the financial year ended December 31, 2015 and the report of the auditors thereon;
2. to elect directors of American Hotel Income Properties REIT (GP) Inc. (the “**General Partner**”) for the ensuing year;
3. to re-appoint KPMG LLP as auditors of the REIT for the ensuing year and to authorize the directors of the General Partner to fix their remuneration;
4. to consider, and if thought fit, to approve with or without variation, an ordinary resolution for the renewal and amendment and restatement of the securities-based compensation plan of the REIT adopted on June 17, 2013, all as more particularly described in, and subject to, the accompanying information circular of the REIT dated April 8, 2016 (the “**Information Circular**”);
5. to consider, and if thought fit, to approve with or without variation, an ordinary resolution for the reconfirmation and amendment and restatement of the unitholder rights plan agreement made as of June 17, 2013 between the REIT and Computershare Investor Services Inc., all as more particularly described in, and subject to, the accompanying Information Circular; and
6. to transact such further and other business as may properly come before the meeting or any adjournment or postponement thereof.

Specific details of the above items of business are contained in the Information Circular that accompanies and forms a part of this Notice of Annual and Special Meeting.

Unitholders of record are entitled to vote at the Meeting either in person or by proxy. Unitholders who are unable to attend the Meeting in person are requested to read, complete, sign and deliver the accompanying Form of Proxy. To be effective, the Form of Proxy must be received by Computershare Investor Services Inc., 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario M5J 2Y1 (facsimile: 1-866-249-7775) not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment or postponement thereof.

Beneficial Unitholders who hold their Units of the REIT through an intermediary/broker are not entitled, as such, to vote at the Meeting through a proxy. Regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Unitholders in advance of the Meeting. Beneficial Unitholders should carefully follow the instructions of their intermediary/broker, including those on how and when voting instructions are to be provided, in order to have their Units voted at the Meeting.

DATED at Vancouver, British Columbia, this 8th day of April, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Robert F. O'Neill
Director