

focused on the

FUTURE



RIOCAN'S DEFINING MOMENTS

RIOCAN | RioCan is proud of its achievements in its first 20 years. In a world of constant change, RioCan relies on its proven, key principles. First, financial acumen, in a context of discipline. Second, prime locations in key markets. Third, the ability to reconfigure commercial real estate in any market for optimal use. RioCan eagerly embraces the future.



RioCan's ability to strategize, conceive and deliver winning ideas in the marketplace assures Unitholders of a viable and promising investment. Please refer to the folds to see the highlights of each year. In the future, RioCan will continue to enhance its performance—from \$100 million in assets in 1993 to \$13.6 billion in assets in 2013 with more to come in the next twenty years.

Since becoming a publicly traded Trust, RioCan has delivered consistent and strong returns to its unitholders. As at December 31, 2013 RioCan's compounded annual return was in excess of 19% since its first public offering.

“REITs will be the ‘wave of the future’ they provide investor liquidity and offer attractive tax-sheltered yields. Commercial real estate can yield strong growth, especially in this current situation—the bottom of the cycle.”

- **Assets: \$100 million**
- **Rental Revenue: \$13 million**
- **Total Square Feet: 0.9 million square feet**

“REITs are an astute investment strategy for institutions and individual Unitholders. A REIT provides a share in the ownership of million-dollar commercial properties, managed by seasoned real estate professionals.”

- **Assets: \$131 million**
- **Rental Revenue: \$15 million**
- **Total Square Feet: 1.2 million square feet**





focused on the

FUTURE



CEO'S LETTER TO UNITHOLDERS

With our 340 valuable commercial real estate assets in key markets in Canada and the United States, RioCan leads the way. Our achievements in the first 20 years, as explained in this report, set the foundation for years to come. Before we look at where we're going, let's review where we've been.

Key metrics for a commercial REIT are asset growth, rental revenues and square footage (sf). When RioCan launched in 1993, our assets were \$100 million, our rental revenue was \$13 million and our total portfolio included 0.9 million square feet, less than our current headquarters at RioCan Yonge Eglinton Centre. This year assets totalled more than \$13.5 billion, rental revenue was \$1.1 billion and the total portfolio contains more than 82 million square feet. RioCan's growth the past five years has been especially strong, our Operating Funds From Operations, a metric that management focuses on as a measure of the cash flow generated by the portfolio has grown from \$1.22 per unit in 2009 to \$1.63 in 2013, an annual growth rate of 7.5% per year.

I will now review key aspects of the RioCan strategy that have stood us well in the first 20 years, and remain core principles of the Trust.

FINANCIAL STRENGTH –IN A DISCIPLINED CONTEXT

To finance and operate large-scale acquisitions and development projects, RioCan manages substantial sums of capital. With an investment grade credit rating, sizeable assets and a solid balance sheet, financing remains available at favorable terms. RioCan also employs a diversified “debt ladder” to ensure the staggered maturities of the Trust’s borrowings. All of the Trust’s financial decisions operate with strict controls, oversight and discipline.

Popular Locations in Prosperous Markets

Although commercial retail real estate operates under constant change, there is a core strategy at the heart of RioCan—location. Is the centre in close proximity to shoppers who can benefit from easy access to a RioCan shopping centre? RioCan’s popularity derives from operating in Canada’s six largest markets, with close access to 70% of the nation’s population. And in the United States, RioCan operates 28 properties in affluent and densely populated Northeastern states, while operating 19 properties in thriving Texas.

RioCan—Embracing Change

Because of rapid change in shopping habits, technologies and social media, RioCan employs site-specific strategies to customize each property to the local environment. In these cases, research, planning and design intersect with need—and opportunity. Consider: a RioCan centre in a suburb typically has larger land areas with easy parking for substantial numbers of cars—considerably different from densely populated urban areas with significant walk-by traffic. Going forward, there will be a growing emphasis on urban, mixed use locations and a retailer mix that is more resilient to shifting competitive forces.

A Steady Portfolio Ready to be Mined for Future Growth

RioCan’s occupancy rate was in demand at 96.9%. In fact, RioCan has historically maintained a high occupancy rate that has consistently been above 95%. The portfolio that RioCan has assembled over the past twenty years would be virtually impossible to assemble today. Within our portfolio lies tremendous value. RioCan’s focus in Canada’s major markets, means that we have many assets in key urban locations that have additional value that can be realized through redevelopment and intensification that we anticipate will be unlocked over the next twenty years. As the acquisition market has become more competitive, and as urban development sites become harder to acquire, our focus will be increasingly on the value that is embedded within our portfolio.

RioCan in Action

In the following pages, please review some select development projects. Besides transforming the retail experience for shoppers at these and our other properties, we are on track to enhance Unitholder value—and returns. We are proud of our achievements to date, and are keenly focused on the next chapter. Indeed, our management team and employees are all “Focused on the Future”.

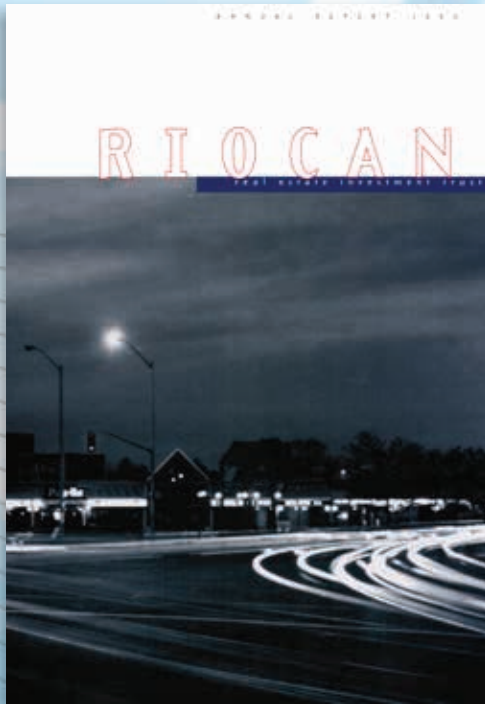
Thank you for your continued trust and confidence in RioCan.

Edward Sonshine, O.Ont., Q.C.

Chief Executive Officer,
RioCan Real Estate Investment Trust

"The Trust's priority is to **maximize cash flow while ensuring the capital appreciation of its portfolio**. To do this, the Trust expertly manages its existing properties, while seeking accretive acquisitions and expansion through strategic development."

- **Assets: \$198 million**
- **Rental Revenue: \$22 million**
- **Total Square Feet: 2.1 million square feet**



"This is a period of vigorous growth— for commercial real estate in general and RioCan in particular. RioCan's strategy provides Unitholders with a secure investment that delivers outstanding returns. The Trust focuses on purchasing assets that generate a reliable and substantial cash flow."

- **Assets: \$368.1 million**
- **Rental Revenue: \$38.8 million**
- **Total Square Feet: 3.7 million square feet**



“RioCan’s portfolio **more than doubled** in size – from 3.7 million square feet in 1996 to more than 8.1 million square feet at the end of 1997. The Trust’s asset base grew dramatically as well—from \$368 million in 1996 to \$796 million in 1997.”

- **Assets: \$796.3 million**
- **Rental Revenue: \$86.8 million**
- **Total Square Feet: 8.1 million square feet**

RIOCAN'S DEFINING MOMENTS

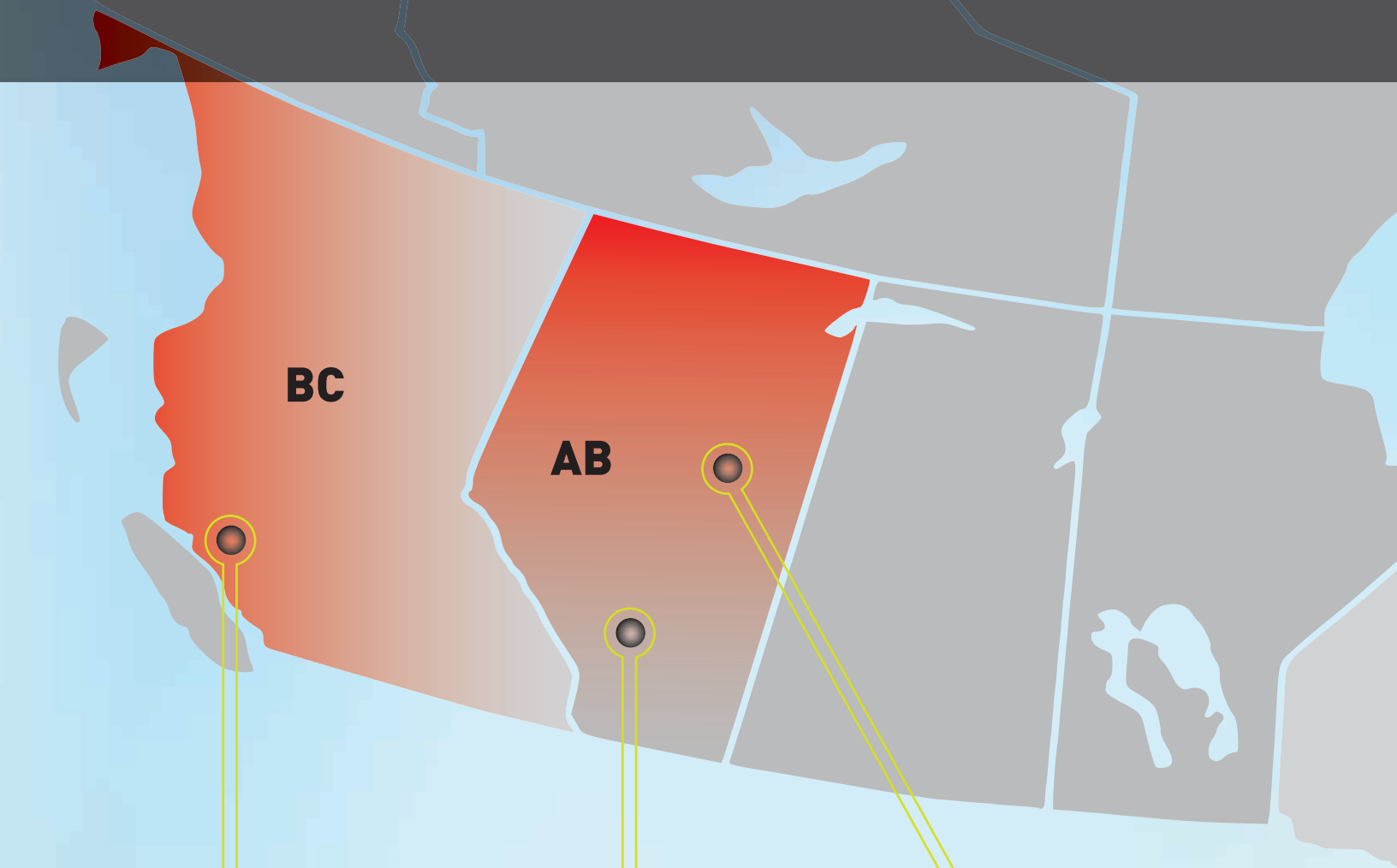


RIOCAN'S DEFINING MOMENTS



“RioCan’s ability to obtain debt and equity capital, even during downturns, provides a **decisive advantage over competitors**. The Trust’s long-term relationships with shopping centre owners and national tenants provides an inside edge on acquisition opportunities, even before they are announced on the market.”

- **Assets: \$1,149.3 million**
- **Rental Revenue: \$150.7 million**
- **Total Square Feet: 10.3 million square feet**



VANCOUVER
3.8%

The “Hollywood of the North” is intermixed with an exceptional outdoor culture: skiing, snowboarding, hiking, beaches, and world-renowned parks. RioCan serves this community with 10 centres, totalling 1.3 million square feet.

CALGARY
6.1%

Calgary blends bustling city energy with gracious western hospitality. Bound on all sides by breathtaking Canadian vistas, including the dramatic Canadian Rockies. RioCan is present here with 12 centres, totalling 2.2 million square feet. A key market in RioCan’s development pipeline, which when completed could add as much as 50% to its current portfolio in Calgary.

EDMONTON
4.0%

The capital of Alberta, Edmonton originated in 1795 as a fur trading post. Today, its energy, mining and biotech industries are thriving. The city features the largest span of urban parkland in North America. In this market, RioCan has 12 centres, totalling 1.3 million square feet.

BALANCE OF PORTFOLIO IN CANADA
28.3%

For the third year in a row, the Reputation Institute has ranked Canada as having the world’s best reputation for “an effective government, an advanced economy, and an appealing environment.” RioCan is present in other key regions and markets with 19.3 million square feet.

RIOCAN'S DEFINING MOMENTS

“The Trust’s **industry-leading size and quality** of its properties have made RioCan a preferred landlord. RioCan’s size, quality and reputation, in Canada’s most desirable markets, attract major anchor tenants and shoppers alike.”

- Assets: \$2,161.2 million
- Rental Revenue: \$230.4 million
- Total Square Feet: 15.5 million square feet

securing
the
future
in retail
real estate

RIO CAN

RIOCAN HOLDINGS LIMITED (TSX:RCC) 2014

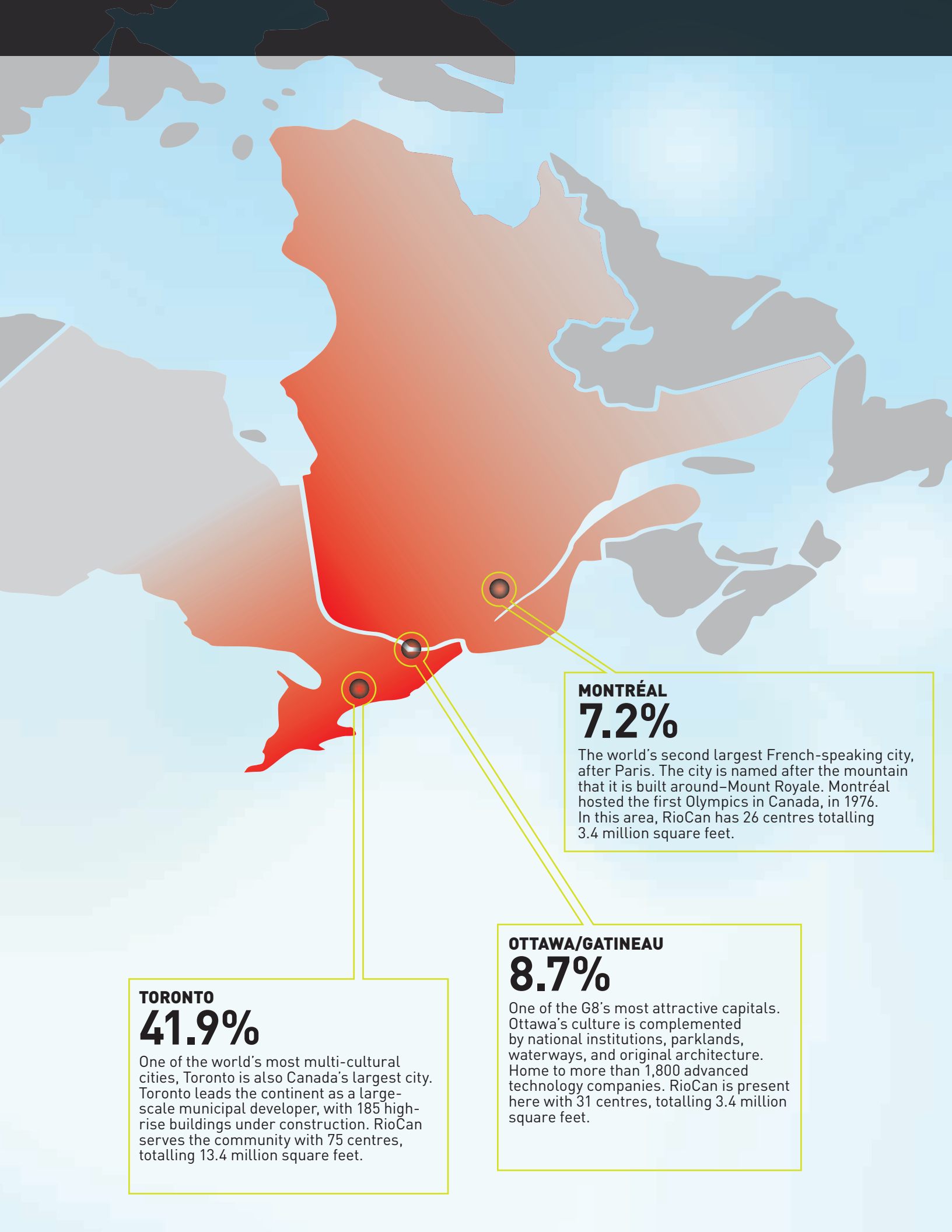


RIOCAN'S DEFINING MOMENTS

“In just seven years, RioCan has surged to **Canada’s largest REIT**, with a variety of retail formats and a distinctive presence in the country’s principal markets. Using sophisticated demographic and economic research, RioCan identifies, acquires and manages commercial retail properties in high-traffic community shopping centres.”

- Assets: \$2,414.5 million
- Rental Revenue: \$301.4 million
- Total Square Feet: 18.8 million square feet





TORONTO
41.9%

One of the world's most multi-cultural cities, Toronto is also Canada's largest city. Toronto leads the continent as a large-scale municipal developer, with 185 high-rise buildings under construction. RioCan serves the community with 75 centres, totalling 13.4 million square feet.

OTTAWA/GATINEAU
8.7%

One of the G8's most attractive capitals. Ottawa's culture is complemented by national institutions, parklands, waterways, and original architecture. Home to more than 1,800 advanced technology companies. RioCan is present here with 31 centres, totalling 3.4 million square feet.

MONTRÉAL
7.2%

The world's second largest French-speaking city, after Paris. The city is named after the mountain that it is built around—Mount Royale. Montréal hosted the first Olympics in Canada, in 1976. In this area, RioCan has 26 centres totalling 3.4 million square feet.

Yonge Sheppard Centre



RIO CAN
REAL ESTATE INVESTMENT TRUST

focused on the

FUTURE

DEVELOPMENTS IN CANADA



Frederic A. Waks
*President & Chief
Operating Officer*



Raghunath Davloor
*Executive Vice President,
Chief Financial Officer,
& Corporate Secretary*

With 72% of RioCan's Canadian properties located in the six major markets of Canada, the future is promising for intensification and redevelopment. RioCan is now transforming cities with exciting mixed-use developments, combining retail, living and office space in densely populated urban centres.

“With a strict focus on the “fundamentals”—research, financial discipline, strategic locations, and expert management, RioCan **enhanced its position as Canada’s leading REIT.** Based on “fundamental diligence,” RioCan achieved record results for increases in earnings, distributable cash flow and rates of growth.”

- **Assets: \$2,707.6 million**
- **Rental Revenue: \$343.8 million**
- **Total Square Feet: 21.9 million square feet**



“RioCan leads the industry in identifying and developing new format retail centres that have **captivated hundreds of Canada’s prominent retailers and millions of Canadian consumers.** As a result, our new format locations are Canada’s most successful regional shopping destinations. Of note, 72% of all Canadians live within 20 miles of a RioCan property.”

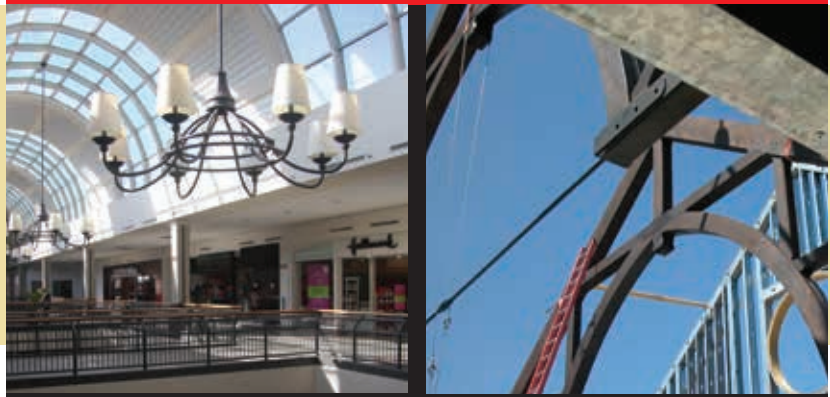
- **Assets: \$3,294.1 million**
- **Rental Revenue: \$437 million**
- **Total Square Feet: 26.6 million square feet**

YONGE SHEPPARD CENTRE TRANSFORMATION

RioCan is renovating, upgrading and expanding the existing Yonge Sheppard Centre. The Trust is enthused about the prospects for this mixed-used 680,000 square foot property on 6.2 acres. Besides its choice location, the redevelopment is expected to add an additional 110,000 square feet of retail space and 290,000 square feet of multi-family rental residential space.

IDEAL LOCATION

The Yonge Sheppard Centre is located in one of the most densely populated areas in Toronto, and is on the corner of one of Toronto's busiest intersections. As well, it is located at the intersection of two different subway lines.



A RETAIL TRIUMPH

Retailers have shown tremendous interest in the new Yonge Sheppard Centre. Indeed, RioCan expects the retail space to be fully leased prior to completion. Flagship tenants in the 110,000 square foot retail space include Longos and LA Fitness.



In late 2013, RioCan and its partner KingSett Capital submitted plans for the redevelopment and expansion of the retail portion of the centre as well as a new 39-story residential tower on an adjacent street north of the complex. These plans are currently in the approval phase. Redevelopment of the retail portion of the project is scheduled to commence in late 2014, and is anticipated to be completed in 2016.

RioCan and its partner KingSett Capital have also submitted an application for an additional 110,000 square feet of retail space and 290,000 square feet of multi-family residential density to the site. The completed expansion and renovation of the existing space will involve retail, office and residential spaces and will dramatically increase the appeal of this mixed-use urban property.

Yonge & Eglinton Northeast Corner

focused on the

FUTURE

DEVELOPMENTS IN **CANADA**

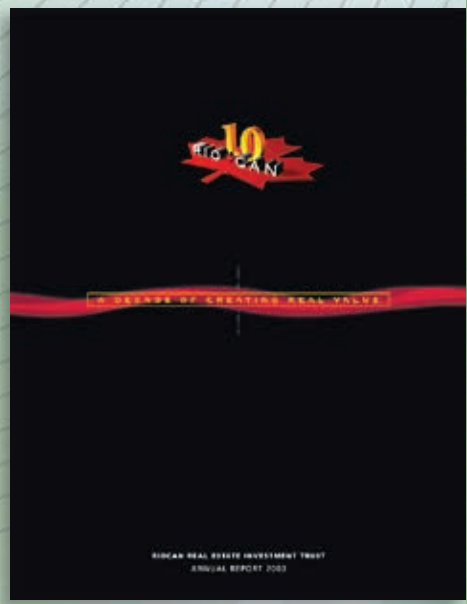
The eastern complex will be connected with an underground passageway to the newly renovated RioCan Yonge Eglinton Centre across the street.

Working in conjunction with our partners, Metropia and Bazis, the planned development on the northeast corner features an innovative, architecturally dramatic three-story retail and office space, of approximately 54,000 square feet. The Toronto Dominion Bank will be the flagship tenant; they are the principal lessee of the retail and office space.

Zoning has been approved for two residential towers, a 58 stories with 623 condo units and one of 36 stories with 458 rental units. Construction is projected to commence in the first quarter of 2014. Of note, 90% of the condo units are presold. Rental units, on the other hand, will prove a steady source of income for your Trust. Moreover, new rentals are in demand in Toronto since there are few new rental buildings over the last number of decades. Tenants benefit from a professional institutional landlord with assurances of a high standard of maintenance.



RIOCAN'S DEFINING MOMENTS



“There has been a single constant in the retail sector: **change, which RioCan anticipates, and embraces.** In a context of change, RioCan still focusses on providing an uninterrupted and ever-increasing flow of income to its Unitholders. Consider: \$100,000 invested in RioCan in January of 1994 would yield \$709,760 in March of 2004.”

- Assets: \$3,790.6 million
- Rental Revenue: \$507.8 million
- Total Square Feet: 27.8 million square feet

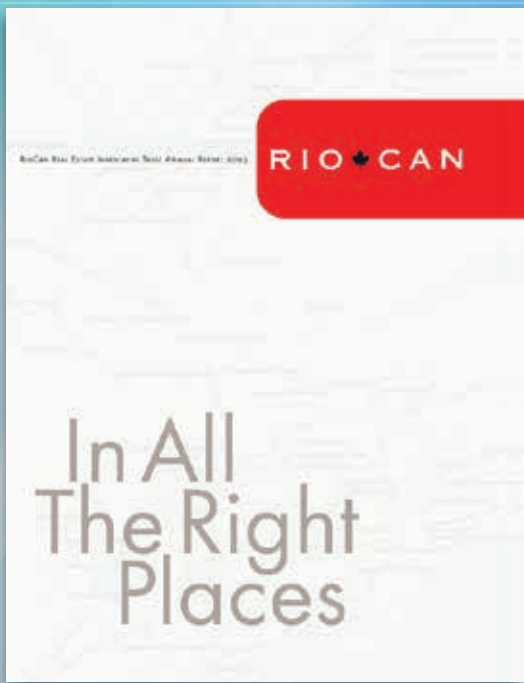


RIOCAN'S DEFINING MOMENTS



“RioCan has assembled, through acquisition and development, an **unsurpassed portfolio of shopping centres in Canada.** Key indicators are the quality and longevity of revenue, and future income growth rates. The Trust has perfected strategies for success—intellectual capital, enduring relationships with tenants and consumers, and smart teamwork.”

- Assets: \$3,952.3 million
- Rental Revenue: \$549.1 million
- Total Square Feet: 29.7 million square feet



“To enhance its position as Canada’s largest REIT, RioCan has implemented an **aggressive development program in Canada’s six highest growth markets.** The Trust has a selective acquisition program, sound financial metrics, and a seasoned management team. These factors help ensure that RioCan is the optimal investment vehicle for Canadian retail real estate.”

- Assets: \$4,608.0 million
- Rental Revenue: \$646.4 million
- Total Square Feet: 29.6 million square feet

“RioCan grows its existing assets through value-added developments. The Trust expands its portfolio through select new development projects and accretive acquisitions. Governed by **prudent and disciplined fiscal management**, RioCan’s unwavering commitment is to maximize Unitholder value.”

- Assets: \$4,272.8 million
- Rental Revenue: \$609.1 million
- Total Square Feet: 28.5 million square feet

RIOCAN'S DEFINING MOMENTS



RIOCAN'S DEFINING MOMENTS



YONGE- EGLINTON MIDTOWN FLAIR

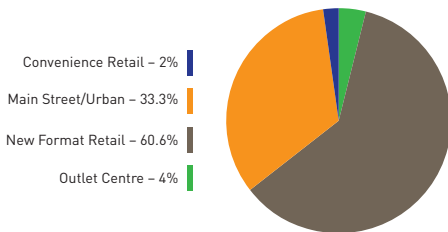
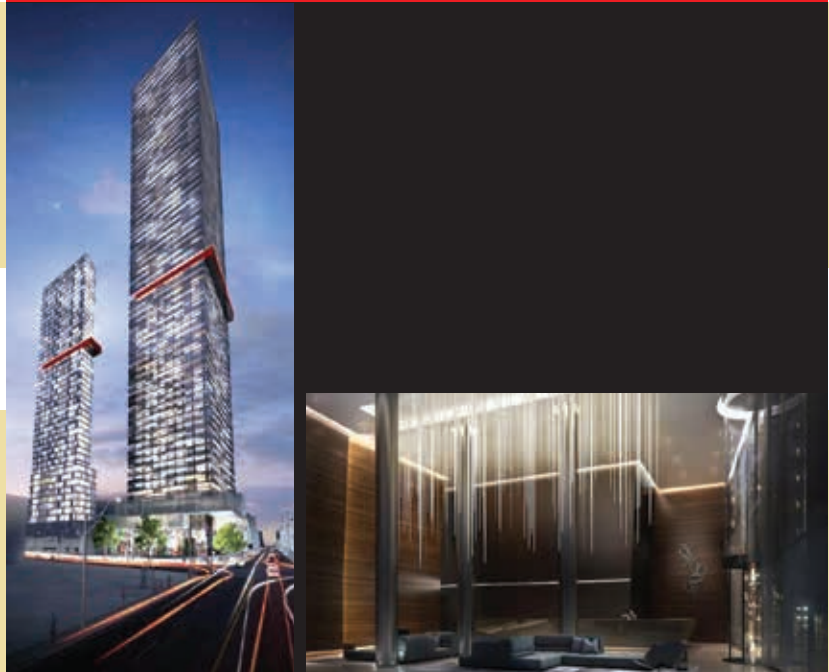
With more than one million square feet of prime residential retail and office space, this project is a striking mixed-use complex at the dynamic corners of Yonge and Eglinton. Convenient subway access stops right at the door. The property is directly across the street from RioCan's head office at the northwest corner of Yonge and Eglinton.

A KEY ATTRACTION

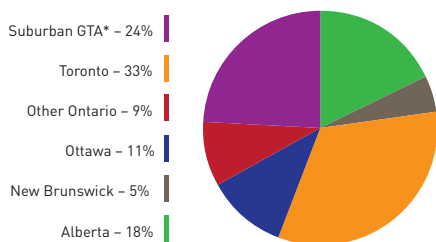
This distinctive development project of residential, retail and office space will be an integral part of the Yonge and Eglinton community with underground access to transit and local amenities this is sure to be a key attraction.

REDEFINING ONE OF TORONTO'S BUSIEST INTERSECTIONS

RioCan's northeast corner development together with the RioCan Yonge Eglinton Centre, which is undergoing its own transformation will redefine the cross-roads of Toronto's "Uptown" neighbourhood.



Development square feet by Property Type
as at December 31, 2013



Development square feet by Geographic Area
as at December 31, 2013

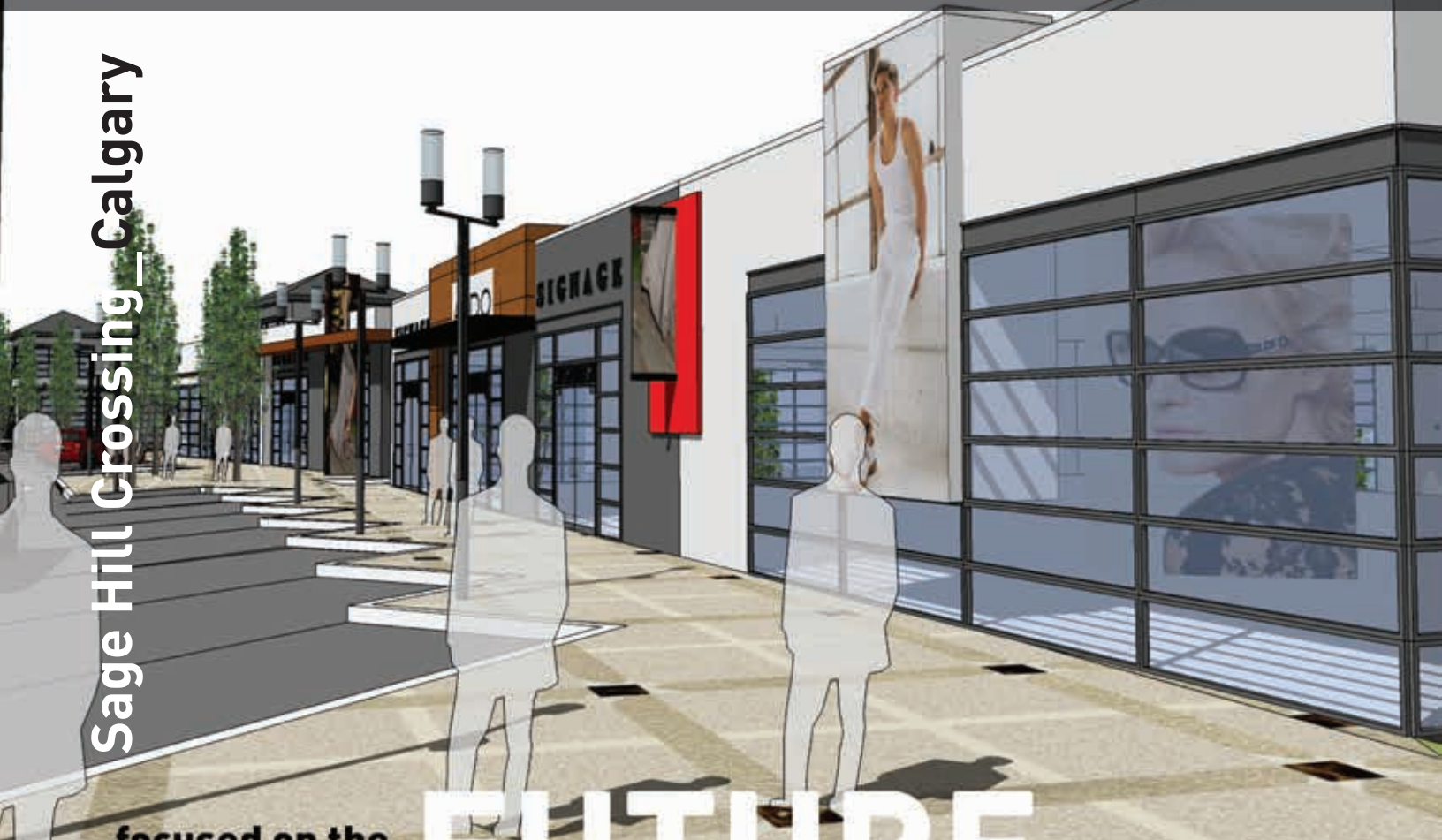
* GTA-Greater Toronto Area

Howard Rosen
*Senior Vice President,
& Chief Accounting Officer*



John Ballantyne
*Senior Vice President,
Asset Management*

Sage Hill Crossing_Calgary



focused on the

FUTURE

DEVELOPMENTS IN **CANADA**

As one of Canada's fastest growing and most prosperous cities, Calgary has been integral to RioCan's portfolio since inception.



Danny Kissoon
Senior Vice President, Operations

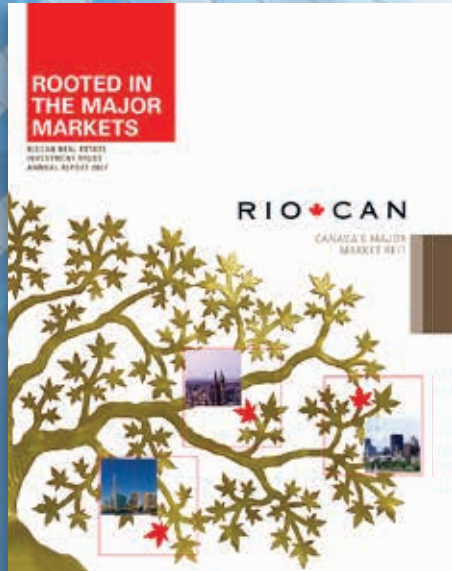


Michael Connolly
*Senior Vice President,
Construction*



“RioCan has the size, **strong portfolio and secure tenant base to withstand the current economic volatility.** Moreover, RioCan’s investment strategy focuses on stable, lower risk, predominantly retail properties in high growth Canadian markets. With this strategy, consistent and, over time, growing cash flows accrue from its property portfolio.”

- **Assets: \$5,336.8 million**
- **Rental Revenue: \$763.8 million**
- **Total Square Feet: 32.8 million square feet**



RIOCAN'S DEFINING MOMENTS

“RioCan’s strategy of being “rooted in major markets” is based on research and on demographic trends. Simply put, RioCan properties are **designed to be a “go-to destination”** for shopping, services and entertainment. As part of its intensification strategy, RioCan has designated select developments to include spaces for shopping, working and living.”

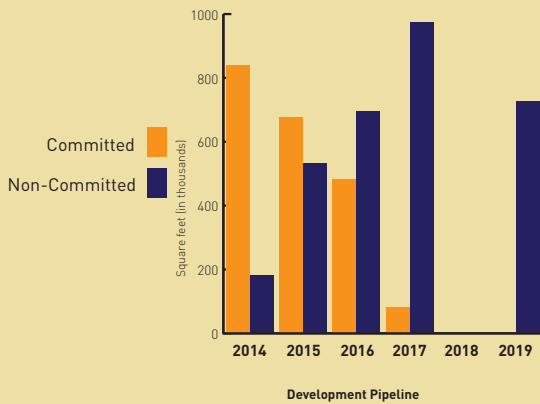
- **Assets: \$5,250.1 million**
- **Rental Revenue: \$719.9 million**
- **Total Square Feet: 31.7 million square feet**

RIOCAN'S DEFINING MOMENTS



SAGE HILL CROSSING CALGARY

On a sprawling 34-acre site, Sage Hill Crossing features 400,000 square feet of new format retail. The Sage Hill complex will be anchored by a Super Walmart and a Loblaws, and includes two prominent financial institutions: the Royal Bank and Scotiabank. Other key retailers include McDonald's and a Liquor Depot.



Jonathan Gitlin
Senior Vice President,
Investments

Sage Hill Crossing offers units from 1,000–35,000 square feet for a variety of must-have services including pharmacy, medical and dental, housewares, fashion, services and others.

RioCan's Sage Hill Crossing property, located in the thriving northwestern part of Calgary, is central to the Trust's portfolio in Western Canada. The demographics in this area are promising. In the fast-growing Symons Hill/Sage Hill area, for instance, the population of 60,000 is forecast to double in the near future. Sage Hill is a major draw—as of December 31, 2013, 72% of Sage Hill is preleased. Construction is anticipated in the spring of 2014; at that time the property will be substantially fully leased. Sage Hill aligns with RioCan's Canadian strategy: to ensure the capital appreciation of its portfolio, and maximize cash flow, the Trust established a commanding presence in each of Canada's six principal markets.

As at December 31, 2013, RioCan's ten largest tenants in Canada, as measured by annualized gross rental revenue, have the following profile:

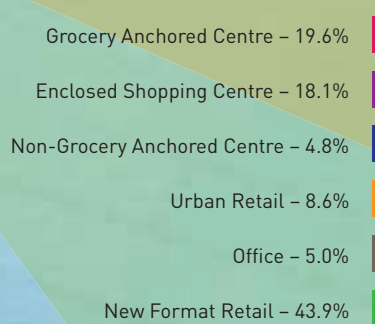
Top 10 Tenants Canada – Canadian Portfolio

Rank	Tenant name
1	Canadian Tire Corporation ⁽ⁱ⁾
2	Walmart
3	Cineplex/Galaxy Cinemas
4	Metro/Super C/Loeb/Food Basics
5	Loblaws/No Frills/Fortinos/Zehrs/Maxi ⁽ⁱⁱⁱ⁾
6	Winners/HomeSense/Marshalls
7	Target Corporation
8	Shoppers Drug Mart ⁽ⁱⁱ⁾
9	Cara/Prime Restaurants
10	Sobeys Inc.

* Weighted average remaining lease term based on gross annualized rental revenue.
 (i) Canadian Tire Corporation includes Canadian Tire/PartSource/Mark's Work Wearhouse/Sport Mart/Sport Chek/Sports Experts/National Sports/Atmosphere.
 (ii) Loblaws has entered into an agreement to purchase Shoppers Drug Mart which is scheduled to close in the first quarter of 2014. Upon closing, Loblaws will be RioCan's largest tenant by gross revenue.
 NLA – Net Leasable Area



NLA of the Canadian portfolio by property type at December 31, 2013



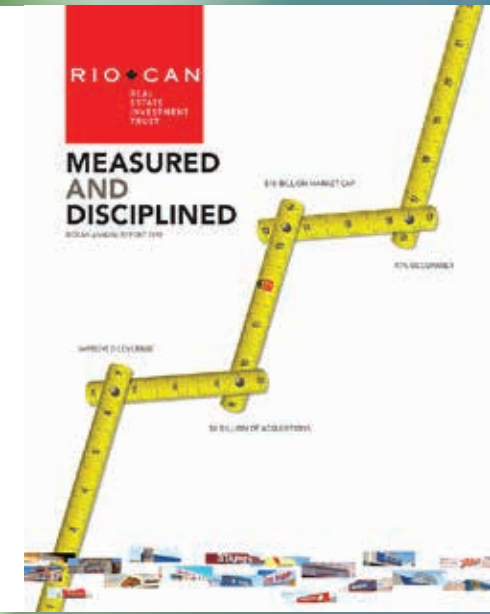
Annualized rental revenue of the Canadian portfolio by property type at December 31, 2013



RIOCAN'S DEFINING MOMENTS

“RioCan is currently pursuing selective and **opportunistic acquisitions of retail properties** in the United States. Currently, this expansion represents a small portion of RioCan’s total assets. Of note, the Trust’s foothold in the United States provides a foundation for it to generate longer-term growth in this significant market.”

- Assets: \$5,862 million
- Rental Revenue: \$758 million
- Total Square Feet: 35.1 million square feet



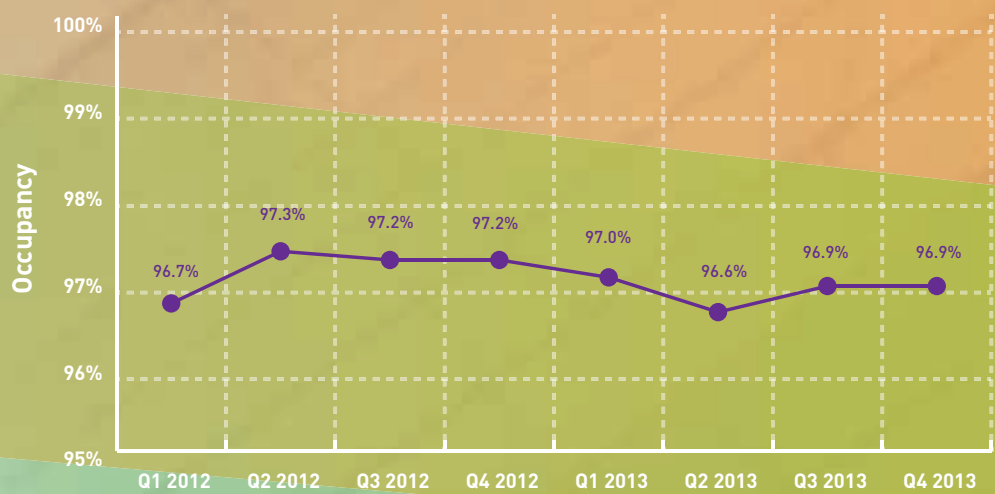
RIOCAN'S DEFINING MOMENTS

“RioCan’s disciplined, measured approach and market expertise enabled the Trust to complete **substantial property acquisitions**—even in a cash-restricted market. Indeed, RioCan’s portfolio has a gross market value of more than \$10 billion dollars, with 297 properties in Canada and the United States.”

- Assets: \$6,859 million
- Rental Revenue: \$887 million
- Total Square Feet: 40.8 million square feet



	Annualized rental revenue	Number of locations	NLA (in thousands)	Percentage of total NLA	Weighted average remaining lease term (years)*
	4.0%	91	1,984	5.0%	8.6
	3.9%	27	3,035	7.7%	12.4
	3.8%	30	1,388	3.5%	10.2
	3.7%	57	2,100	5.3%	7.1
	3.0%	32	1,438	3.7%	7.4
	2.8%	66	1,451	3.7%	7.1
	2.1%	25	2,076	5.3%	8.4
	1.9%	51	554	1.4%	8.7
	1.9%	113	476	1.2%	7.2
	1.8%	37	971	2.5%	8.1
	28.9%	529	15,473	39.3%	8.7



RioCan in the United States



focused on the

FUTURE



IN THE U.S.

RIO CAN

AMERICA MANAGEMENT INC.



Jordan Robins
*Senior Vice President,
Planning & Development*



Jeff Ross
Senior Vice President, Leasing

RioCan operates in select markets in the United States based on demographics, financial modeling and growth.



RIOCAN'S DEFINING MOMENTS



“RioCan’s portfolio of urban properties provides convenient shopping in congested, high-traffic areas. In these locations, the Trust **enhances its properties through intensification and redevelopment**. RioCan utilized its financial strength and proven strategies to assemble a valuable retail portfolio based in the American Northeast and in Texas.”

- Assets: \$10,767 million
- Rental Revenue: \$988 million
- Total Square Feet: 46.0 million square feet



RIOCAN'S DEFINING MOMENTS



“Over the last three years, in challenging capital markets, RioCan’s business model has been validated with **more than \$2 billion of new capital** from the debt and equity markets. The \$14 billion plus total market capitalization as at December 31, 2012 affirms the Trust’s financial strength, leadership and disciplined approach.”

- Assets: \$12,943 million
- Rental Revenue: \$1,128 million
- Total Square Feet: 49.5 million square feet

UNITED STATES – STABLE CASH FLOW FOR RIOCAN

In a relatively short timeframe, RioCan has acquired an impressive portfolio of established, high-occupancy shopping centres in select, densely populated regions. With this leading portfolio of properties, RioCan is assured of a stable cash flow in the United States.

In fall 2009, RioCan implemented its U.S. strategy. To accelerate growth with a diverse portfolio, RioCan mitigated risk by investing in the United States in targeted regions with a preferred group of established partners.

Several years later, RioCan has acquired the local market expertise to manage its properties on its own. RioCan anticipates additional efficiencies through directly managing its properties rather than dealing through third-party managers.



THE UNITED STATES — DYNAMIC AND PROFITABLE OPERATIONS

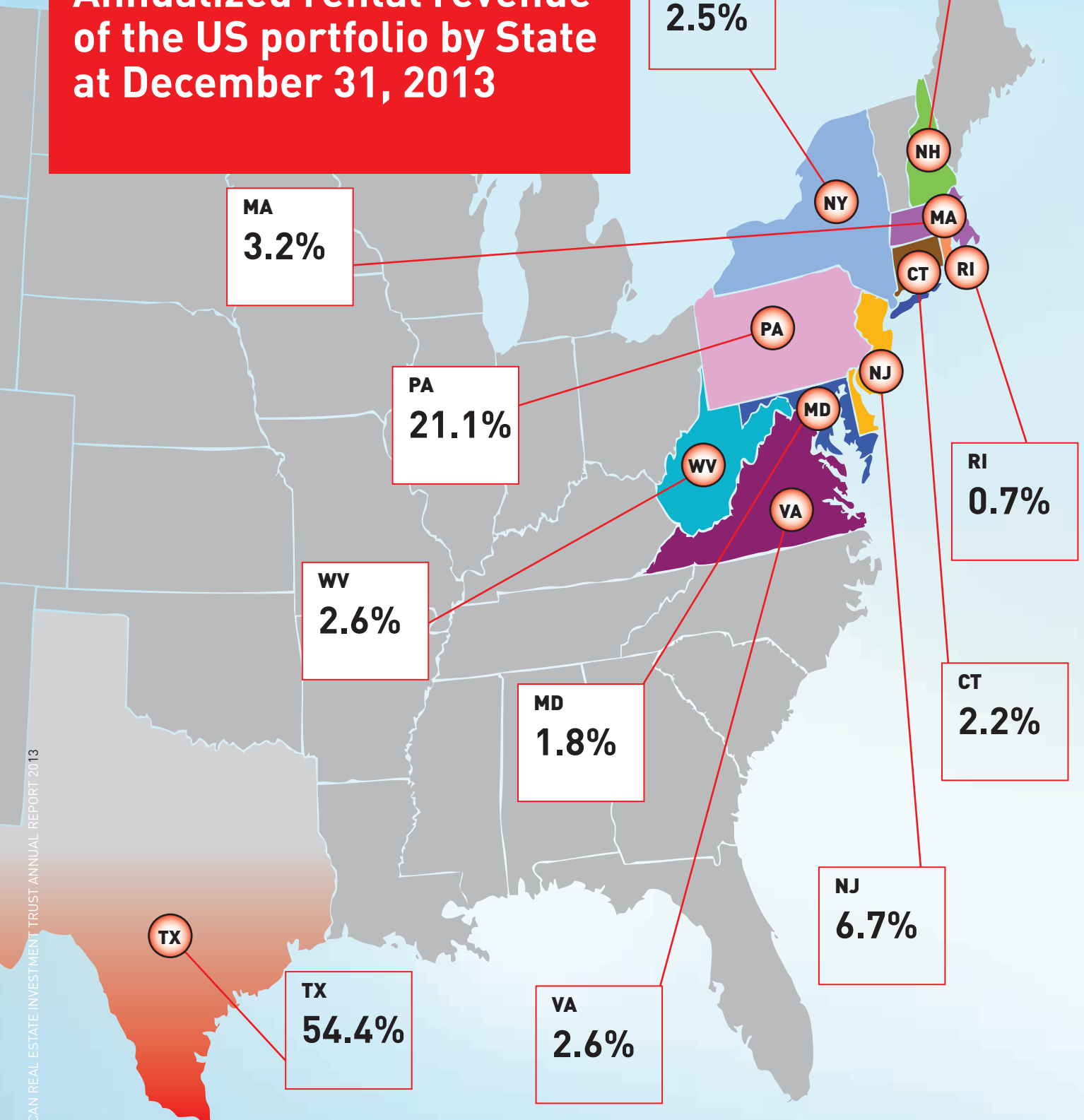
2013 was a milestone year for RioCan's operations in the United States

During this time, RioCan dissolved its joint venture in the Northeast and launched its first U.S. office in New Jersey. RioCan also dissolved its joint ventures with its Texas partners; the Trust opened its second U.S. office in Texas. Currently, RioCan owns a 100% interest and has complete control of the property and asset management functions of all but one of its 47 U.S. properties.

In the United States, RioCan maintains a 96.8% occupancy; 86.3% of these are national tenancies. Giant Foods continues as the Trust's largest single tenant, at just over 10% nationally. In 2013, RioCan has completed new leasing representing approximately 87,000 ft², at an average rate of \$19.76/square foot. The Trust's renewal retention rate in the United States was an impressive 97.1%. The Trust's internalization of management makes strong business sense; further efficiencies are expected as RioCan prospers in these markets.

PROPERTY PORTFOLIO U.S.

Annualized rental revenue of the US portfolio by State at December 31, 2013



UNITHOLDER INFORMATION

Unitholder Information

Head Office

RioCan Real Estate Investment Trust

RioCan Yonge Eglinton Centre,

2300 Yonge Street, Suite 500

P.O. Box 2386, Toronto, Ontario M4P 1E4

Tel: 416-866-3033 or 1-800-465-2733

Fax: 416-866-3020

Website: www.riocan.com

Email: inquiries@riocan.com

Unitholder and Investor Contact

Christian Green

Director, Investor Relations

Tel: 416-864-6483

Email: cgreen@riocan.com

Auditors

Ernst & Young LLP

Transfer Agent and Registrar

Canada Stock Transfer

P.O. Box 7010, Adelaide Street Postal Station,

Toronto, Ontario M5C 2W9

Answerline: 1-800-387-0825 or 416-643-5500

Fax: 416-643-5501

Website: www.canstockta.com

Email: inquiries@canstockta.com

Unit Listing

The units are listed on the Toronto Stock Exchange under the symbol REI.UN,

REI.P.R.A, REI.P.R.C

Annual Meeting

The 2014 Annual Meeting of RioCan REIT will be held on Wednesday, May 28, 2014 at 10:00 a.m. at SilverCity Theatres located at RioCan Yonge Eglinton Centre, 2300 Yonge Street, Toronto, Ontario. All unitholders are invited and encouraged to attend in person or via webcast at www.riocan.com.

On peut obtenir une version française du présent rapport annuel sur le site web de RioCan: www.riocan.com.

A French language version of this annual report is available on RioCan's website: www.riocan.com.

FORWARD-LOOKING STATEMENT ADVISORY

Certain information included in this Annual Report contains forward-looking information within the meaning of applicable Canadian securities laws. This information includes, but is not limited to, statements made in "CEO's Letter to Unitholders", "Property Portfolio Canada", "Developments In Canada", "RioCan in the United States", "Property Portfolio – U.S.", and other statements concerning RioCan's objectives, its strategies to achieve those objectives, as well as statements with respect to management's beliefs, plans, estimates, and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking information generally can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "would", "expect", "intend", "estimate", "anticipate", "believe", "should", "plan", "continue", or similar expressions suggesting future outcomes or events. Such forward-looking information reflects management's current beliefs and is based on information currently available to management. All forward-looking information in this Annual Report is qualified by these cautionary statements.

Forward-looking information is not a guarantee of future events or performance and, by its nature, is based on RioCan's current estimates and assumptions, which are subject to numerous risks and uncertainties, including those described under "Risks and Uncertainties" in RioCan's MD&A dated as at February 12, 2014 which could cause actual events or results to differ materially from the forward-looking information contained in this Annual Report. Those risks and uncertainties include, but are not limited to, those related to: liquidity and general market conditions; tenant concentrations, occupancy levels and defaults; access to debt and equity capital; interest rates; joint ventures/partnerships; the relative illiquidity of real property; unexpected costs or liabilities related to acquisitions; construction; environmental matters; legal matters; reliance on key personnel and systems; unitholder liability; income and indirect taxes; U.S. investment, property management and currency risk; and credit ratings.

RioCan currently qualifies as a real estate investment trust for tax purposes and intends to continue to qualify for future years. The *Income Tax Act* (Canada) contains provisions which potentially impose tax on publicly traded trusts which qualify as specified investment flow-through entities (the SIFT Provisions). However, the SIFT Provisions do not impose tax on a publicly traded trust which qualifies as a real estate investment trust (REIT). Should RioCan no longer qualify as a REIT under the SIFT Provisions, certain statements contained in this Annual Report may need to be modified.

Other factors, such as general economic conditions, including interest rate and exchange rate fluctuations, may also have an effect on RioCan's results of operations. Material factors or assumptions that were applied in drawing a conclusion or making an estimate set out in the forward-looking information may include, but are not limited to: a stable retail environment; relatively low and stable interest costs; a continuing trend toward land use intensification in high growth and urban markets; access to equity and debt capital markets to fund, at acceptable costs, the future capital requirements and to enable the Trust to refinance debts as they mature; and the availability of investment opportunities for growth in Canada and the U.S. For a description of additional risks that could cause actual results to materially differ from management's current expectations, see "Risks and Uncertainties" in RioCan's MD&A dated as at February 12, 2014 and "Risks and Uncertainties" in RioCan's AIF. Although the forward-looking information contained in this Annual Report is based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with this forward-looking information. Certain statements included in this Annual Report may be considered "financial outlook" for purposes of applicable Canadian securities laws, and as such the financial outlook may not be appropriate for purposes other than this Annual Report. The forward-looking information contained in this Annual Report is made as of the date of this Annual Report, and should not be relied upon as representing RioCan's views as of any date subsequent to the date of this Annual Report.

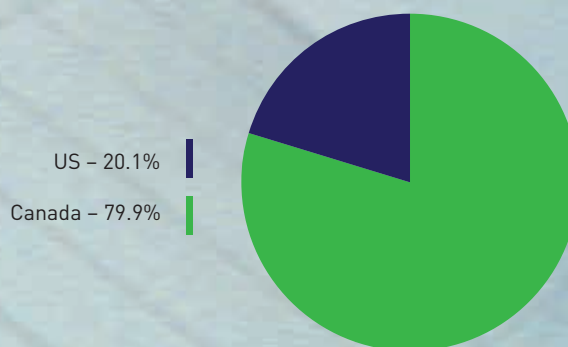
Except as required by applicable law, management undertake no obligation to publicly update or revise any forward-looking information, whether as a result of new information, future events or otherwise.

Top Ten Tenants – US Portfolio

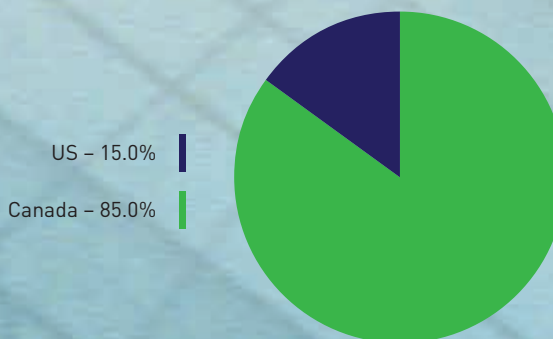
As at December 31, 2013, RioCan's ten largest tenants in the US, as measured by annualized gross rental revenue, have the following profile:

Rank	Tenant name	Annualized rental revenue	Number of locations	NLA (in thousands)	Percentage of total NLA	Weighted average remaining lease term (years)*
1	Giant Food Stores/Stop & Shop (Royal Ahold)	10.1%	22	1,113	11.3%	12.1
2	Best Buy	3.8%	11	359	3.6%	6.6
3	PetSmart	2.8%	13	281	2.8%	4.9
4	Walmart	2.6%	5	880	8.9%	15.0
5	Michaels	2.6%	14	291	2.9%	5.4
6	Ross Dress	2.0%	9	266	2.7%	5.2
7	Office Depot /Max	2.0%	11	215	2.2%	5.3
8	Bed Bath & Beyond	1.7%	9	237	2.4%	6.4
9	Lowe's	1.5%	3	476	4.8%	13.8
10	Kohls	1.3%	4	338	3.4%	11.8
		30.4%	101	4,456	45.0%	9.3

* Weighted average remaining lease term based on gross annualized rental revenue.
NLA – Net Leasable Area



NLA of the total portfolio at December 31, 2013



Annualized rental revenue of the total portfolio at December 31, 2013



RIOCAN YONGE EGLINTON CENTRE

2300 Yonge Street
Suite 500
P.O. Box 2386
Toronto, Ontario
M4P 1E4

T 416 866 3033
TF 1 800 465 2733
F 416 866 3020
W www.riocan.com