



STUDENT HOUSING

REIT

VERSITYREIT.COM

DISCLOSURES

RISKS AND DISCLAIMERS FOR THE VERSITY STUDENT HOUSING REIT

This sales and advertising literature is not an offer to sell nor a solicitation of an offer to buy securities in Versity Student Housing REIT (the “Fund”). An offering is made only by the private placement memorandum (the “PPM”) as of 2/24/2023, and this literature must be read in conjunction with the PPM in order to fully understand all of the implications and risks of the offering.

Securities offered through WealthForge Securities, LLC, the managing broker-dealer for the Fund and member FINRA/SIPC. Versity Invest, LLC (the “Sponsor”) and WealthForge are not affiliated. Potential risks relating to the Fund are disclosed in our PPM that must be read by the investor prior to making an investment decision, including the following:

- Past performance may not be indicative of future performance and does not guarantee future performance.
- The economic success of the Fund will depend upon the results of operations of its properties. Fluctuations in vacancy rates, rent schedules, and operating expenses can adversely affect operating results, financing terms or sale opportunities.
- No assurance can be given that future cash flow will be sufficient to make the debt service payments on any borrowed funds and cover capital expenditures or operating expenses.
- There are risks related to competition from competing properties.
- The Sponsor is not under any obligation to contribute capital to the Fund.
- The shares do not represent a diversified investment.
- There are various conflicts of interest among the Fund, the Sponsor and its affiliates.
- There are tax risks associated with an investment in the shares.
- There may be environmental risks related to the properties.
- No assurance can be given that shareholders will realize a substantial return (if any) on their investment.

There are risks associated with participating in the Offering. An investment in the Trust is speculative and illiquid, and involves significant risks, including the possibility of losing all invested capital. All forward-looking statements are subject to risks and uncertainties; actual circumstances and results could differ materially. None of the statements or information contained in the Materials are intended to be investment, tax, accounting, or legal advice. You should consult your own investment, tax, accounting, legal and other advisors as to tax, accounting, legal and related matters concerning the subject matter of the Materials, including the value of this transaction to you. Any U.S. federal tax information is not intended and cannot be used for the purpose of avoiding tax-related penalties.

The Shares are being offered and sold in a continuous private offering exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), and are available for purchase only by investors that certify their qualification as “accredited investors,” as that term is defined in Rule 501(a) promulgated under Regulation D of the Securities Act.

Neither the U.S. Securities and Exchange Commission (the “SEC”) nor any other federal, state or foreign securities commission or similar authority has determined whether this Memorandum is truthful or complete. The Shares have not been registered under the Securities Act or the securities laws of any state or country in reliance on exemptions from the registration requirements of such laws. There is no public market for the Shares, and the Shares are subject to significant restrictions on transfer. An investment in the Shares involves significant risk.

When Investment Objectives are listed:

There can be no assurance that we can achieve all or even any of our investment objectives. Please review the Private Placement Memorandum including the section on “RISK FACTORS” before investing.

When the Share Repurchase Program is included:

Shares must be held by a shareholder for at least one year before they are eligible to be repurchased under the Share Repurchase Plan.

******The total purchase price for Shares repurchases made on any Repurchase Date will be limited to an amount equal to 5% of our NAV.

The background is a solid dark blue color. It features a geometric pattern of white lines that form a series of triangles. On the left side, there is a large triangle pointing upwards, which is subdivided into four smaller triangles by a horizontal line and two diagonal lines. On the right side, there is a large triangle pointing downwards, also subdivided into four smaller triangles by a horizontal line and two diagonal lines. The central area of the image is a solid dark blue rectangle containing the text.

WHY VERSITY?

COMPANY OVERVIEW



VERSITY INVEST

Based in CA / TX



Founded -
2007*



Company Size -
50+ Professionals



Our Investment Focus -
Student & Multi-Family Housing



Current Holdings -
9,200+ Beds & 4,900+ Doors



Investor Returns -
15 Full Cycle Properties
& 64.29% Average ROE**



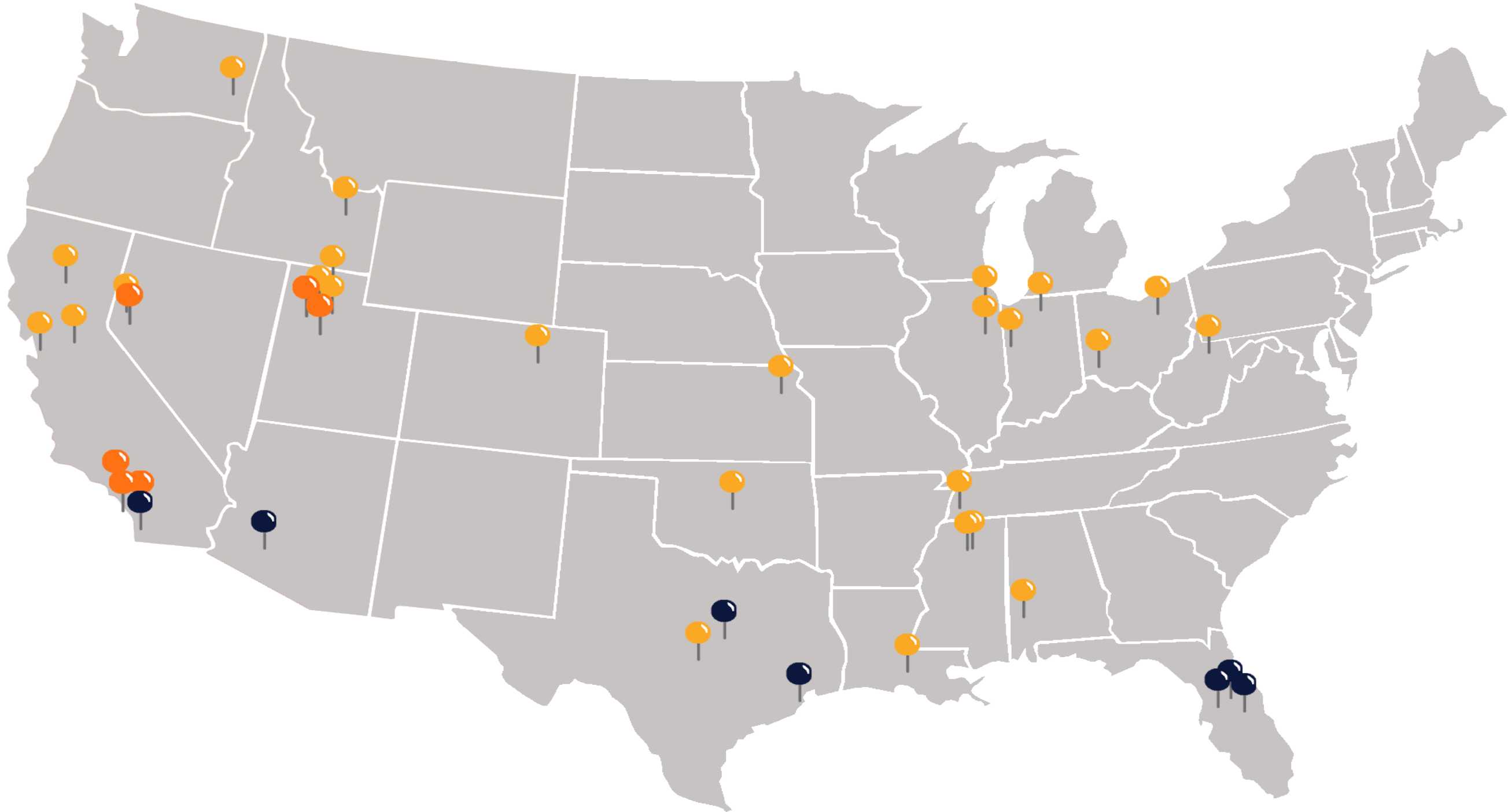
In-House Property Management -
Book & Ladder.
200+ Professionals



*Versity, and its predecessors (Nelson Brothers Professional Real Estate, the predecessor for NB Private Capital, Versity Investments and Versity Invest), was founded in 2007.

**Under the predecessor Nelson Brother Professional Real Estate, the predecessor for NB Private Capital, Versity Investments, and Versity Invest

COMPANY HOLDINGS



PORTFOLIO LEGEND

- Student
- Multi-Family
- Development

UNIVERSITIES



DEMAND DRIVERS

- San Diego, California - Gaslamp District
- Orlando | Celebration | Winter Garden, Florida - Strong Economy
- Manor, Texas - Tesla, Samsung

38

PROPERTIES

19

STATES

4,900+

UNITS

9,200+

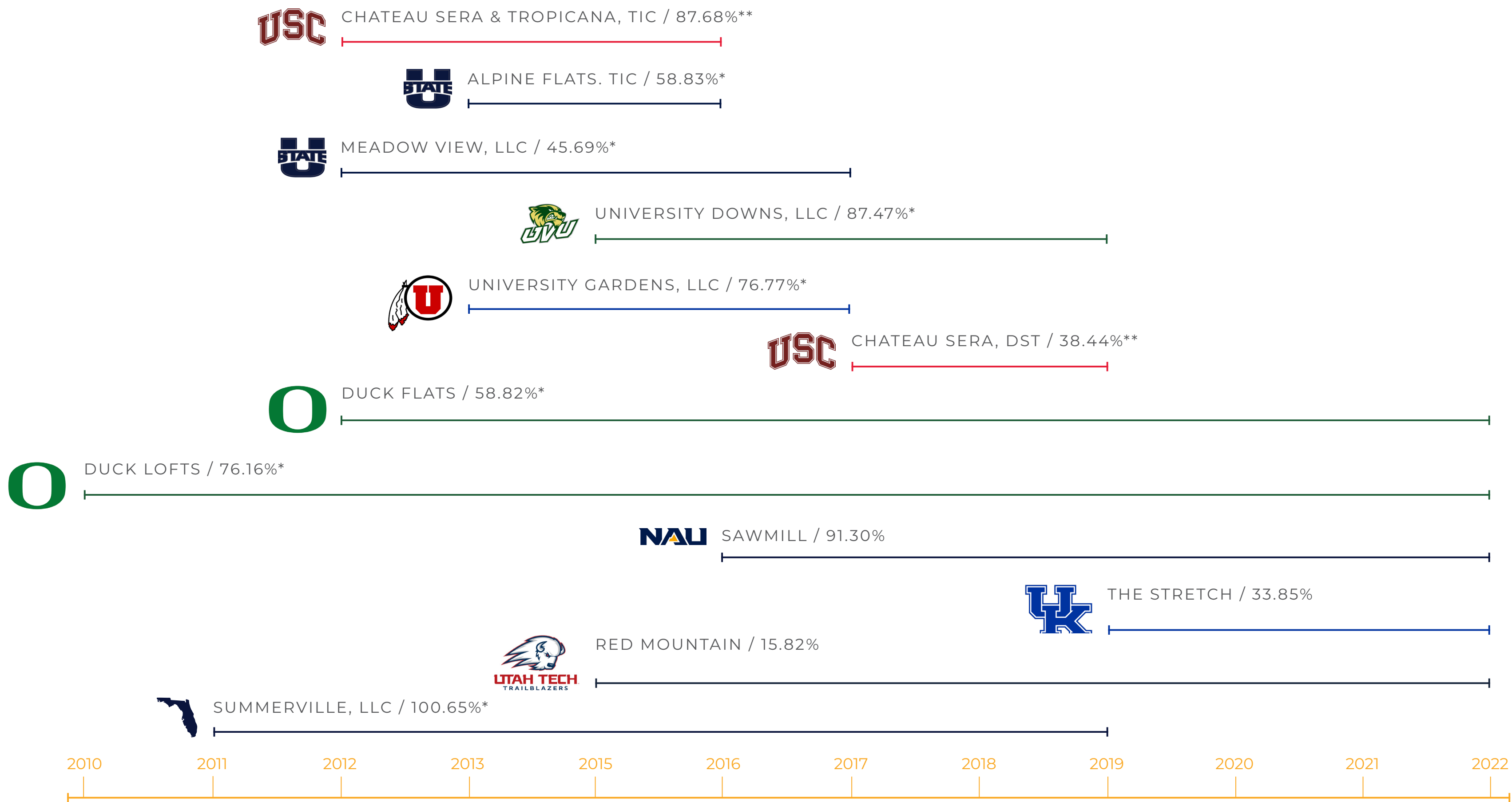
STUDENT BEDS

\$1.64BN+

AUM

VERSITY PRIOR PERFORMANCE

Average Return On Equity:	Average Annualized Return:	Average Annual Distribution:	Average Hold Period:
64.29% (NET)	11.20% (NET)	5.30%*** (NET)	5.74 Years (NET)



*Under the predecessor Nelson Brothers Professional Real Estate, the predecessor for NB Private Capital, Versity Investments, and Versity Invest. Returns represent total return after the life of the hold.
** These Full Cycle Properties contain 2 properties ***Based on income producing properties.

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WHY STUDENT HOUSING?

MARKET OPPORTUNITY



Institutional
Adoption*



Historical Enrollment
Stability**



Recession
Resilient***



Anchored
by Universities****

* Source: (<https://www.yardimatrix.com/publications/download/file/2931-MatrixStudentHousingReport-Q42022>) The Yardi chart conveys a 12 year trend in growing institutional absorption of student housing assets. October 25, 2022
** Source: National Center for Education Statistics. According to NCES from 1970 to present enrollment at public 4-years schools has demonstrated steady growth. May 2022
*** Source: <https://axio.realtor.com/Publication> According to an Axiometrics data set from December 31, 2021 enrollment nationally increased during the last three recessions.
****This term refers to the central, and unmoving, nature of colleges and universities. Economies tend to grow outward in concentric circles from the university itself. (Birch, Eugenie & Perry, D.C. & Taylor, H.L.. (2013). Universities as Anchor Institutions. J Higher Education Outreach and Engagement. 17. 7-16.)

INVESTMENT CRITERIA

- ✓ Tier 1
- ✓ Power 5 Conference
- ✓ Enrollment \geq 20,000
- ✓ U.S. News & World Report Top 100 Schools
- ✓ Defensible Market Position

The background features a dark blue field with a geometric pattern of white lines forming triangles. On the left and right sides, there are larger triangles composed of four smaller equilateral triangles. The central area is a solid dark blue rectangle containing the text.

WHY VERSITY STUDENT HOUSING REIT?

OVERVIEW

A Private, Perpetual-Life REIT Investing in Student Housing Properties

Investment Strategy

We Intend to Acquire and Actively Manage a Diversified Portfolio of Stabilized, Income-Oriented Student Housing Properties Located in the United States Near Top 100 Colleges (As Ranked By U.S. News and World Reports) With Enrollments of Over 20,000 Students

Investment Objectives

Our Primary Investment Objectives are to:

- ▶ Provide our Stockholders with Access to the Student Housing Market;
- ▶ Preserve & Protect Invested Capital;
- ▶ Provide Reliable, Predictable Cash Distributions;
- ▶ Realize appreciation in our NAV from proactive investment management and asset management

THE MARKET OPPORTUNITY

- Off-Campus Student Housing is an Emerging Investment Category
- Off-Campus University Housing Benefits from its Proximity to a Stable Economic Anchor – the University Campus
- The Affordability of Four-Year, Public, State Schools Tend to Exhibit the Most Enrollment Stability
- University Enrollment Growth Historically Remains Stable Regardless of Economic Cycles Due to the Advantage Graduates have in the Workforce
- Universities Generally Prefer to Invest in Academic Facilities, Not Housing
- Universities are Partnering with Private Operators to Ensure Adequate Housing Options Exist.
- 48% of Students at Four-Year Universities Experience Housing Insecurity

OVERVIEW

Fund Structure & Terms

LIFE	Perpetual
ENTITY	REIT/UPREIT
LEVERAGE	Up to 75%
NET ASSET VALUE	Quarterly
MANAGEMENT FEE	1.5%
ACQUISITION FEE	1%
PROPERTY MGMT FEE	Market
DISTRIBUTIONS	Monthly
REINVESTMENTS	Yes
HURDLE AMOUNT	8%
DISPOSITION FEE	1%
PERFORMANCE FEE	20%

Terms of the Offering

TYPE	Reg D 506(b)
SHARE PRICE	\$1,000
MINIMUM INVESTMENT	\$25,000
SUITABILITY	Accredited
CLOSINGS	Monthly
O & O EXPENSES	Up to 1.5%
DEALER MANAGER FEES	Up to 10%
INITIAL HOLD*	1 Year
LIMITED LIQUIDITY**	Up to 5% Quarterly



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