



Common Stock

CAPITALIZING ON INDUSTRIAL REAL ESTATE'S POWERFUL SYSTEMIC GROWTH DRIVING THE U.S. ECONOMY

▪ STRATEGY

Capitalize on the **long-term, dynamic, expanding trends of e-commerce** for retailers and their competitive need for direct-to-consumer fulfillment and consumers demand for faster delivery times **by investing in a portfolio of Class A and B industrial properties** including distribution centers, warehouses, logistics and light manufacturing industrial properties, **primarily in growth markets across the United States.**

▪ STRUCTURE

A private real estate investment trust (REIT).

▪ OFFERING OVERVIEW

Offering Size: \$200,000,000

Price per Share: \$23.62*

*Shareholder account statements reflect \$25.00 Stated Value.

Investment Minimum: \$10,000

Additional Investment Increments: \$5,000

Suitability: Accredited Investors

Tax Reporting: 1099-DIV

▪ INVESTMENT OBJECTIVES

Our primary investment objectives include: (i) preserve and protect our stockholders' capital contributions; (ii) provide current income to our stockholders in the form of regular cash distributions; (iii) generate attractive risk-adjusted returns and capital appreciation through the aggregation of a well-diversified industrial portfolio; and (iv) begin the process of evaluating an initial public offering ("IPO") within two years of the commencement of this offering to provide a liquidity event to common stockholders. **There is no guarantee that we will achieve these investment objectives.**

Stock Dividend²

Upon the earlier of a Listing Event (IPO) or December 1, 2024, shareholders of common stock will receive:

- Common A-1 Shares (\$0MM - \$50MM): 10% stock dividend - fully subscribed
- Common A-2 Shares (\$50MM+-\$100MM): 7.5% stock dividend- fully subscribed
- Common A-3 shareholders (\$100MM+ - \$150MM): 5.0% stock dividend

Limited Liquidity Prior to an Exchange Listing⁵

Upon death or qualifying disability (see details below).

¹ Payment of distributions is not guaranteed. Distributions may be paid from sources other than cash flow from operations. Distributions may represent a return of capital.

² Stock dividend is equal to \$25.00 share price multiplied by 10% for A-1 common stockholders, 7.5% for A-2 common stockholders, and 5% for A-3 common stockholders. We expect such stock dividends to be authorized by our board of directors, declared by the Company, and payable following the earlier of (i) an entry by the Company into a definitive, binding agreement with respect to an IPO or other liquidity event; or (ii) three years from the commencement of the offering; payable in a number of shares of our Class A-4 common stock. See Memorandum for more details.

³ There is currently no public trading market for shares of our stock, and one may never exist. Our board of directors does anticipate evaluating plans to list our shares for trading on a national securities exchange or otherwise pursue a liquidity event, but we cannot guarantee that a liquidity event will occur. As a result, our shares should be considered as having only limited liquidity and may be illiquid. If you sell your stock, it may be at a substantial discount.

⁴ In connection with the common stock offering, an entity associated with our senior management has invested approximately \$15 million to acquire a common limited partnership interest ("OP Units") in Bluerock Industrial Holdings, L.P.

⁵ In the event of death or qualifying disability shares of common stock may be redeemed at option of holder or its estate at a redemption price equal to 90% of the purchase price of \$25.00 per share, plus an amount equal to accrued but unpaid cash dividends thereon through and included the date of redemption; provided that the redemption date must be at least one year from the date of issuance. See Memorandum for additional details.

THIS IS NEITHER AN OFFER TO SELL NOR A SOLICITATION OF AN OFFER TO BUY THE SECURITIES DESCRIBED HEREIN. AN OFFERING IS MADE ONLY BY THE PRIVATE PLACEMENT MEMORANDUM ("MEMORANDUM"). THIS SALES AND ADVERTISING LITERATURE MUST BE READ IN CONJUNCTION WITH OR ACCOMPANIED BY A MEMORANDUM FOR BLUEROCK INDUSTRIAL GROWTH REIT ("BIGR") IN ORDER TO UNDERSTAND FULLY ALL OF THE IMPLICATIONS AND RISKS OF THE OFFERING OF SECURITIES TO WHICH IT RELATES. A COPY OF THE MEMORANDUM MUST BE MADE AVAILABLE TO YOU IN CONNECTION WITH THE OFFERING. NEITHER THE ATTORNEY GENERAL OF THE STATE OF NEW YORK NOR ANY OTHER STATE REGULATORS HAS PASSED ON OR ENDORSED THE MERITS OF THE OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

▪ INVESTMENT FEATURES & BENEFITS

5.0% Current Annual Distribution Rate
(Paid Monthly)¹

Principal Growth
with Contractual Stock Dividend²

Targeted Short Term Liquidity Event³

\$15 Million
committed sponsor investment⁴

▪ ABOUT BLUEROCK

Bluerock is a leading institutional alternative asset manager based in New York with regional offices across the United States. Bluerock principals have a collective 100+ years of investing experience with more than \$120 billion real estate and capital markets experience and manage multiple well-recognized real estate private and public company platforms. Today Bluerock has more than \$15 billion in acquired and managed assets and offers a complementary suite of public and private investment programs, with both short and long-term goals, to individual investors seeking solutions aimed at providing predictable income, capital growth, and tax benefits.

Bluerock Industrial Growth REIT, Inc ("BIGR") is a private REIT, which offers limited liquidity as compared to other products, such as publicly listed REITs. Investors in BIGR are not receiving publicly listed shares. Investing in shares of our common stock and preferred stock involves substantial risk. Investors should read and understand all of the risks before making a decisions to invest. See "Risk Factors" section of the Private Placement Memorandum ("Memorandum") for a discussion of material risks related to an investment in our shares, which include the following:

- There is no assurance that we will be able to achieve our investment objectives.
- If we are unable to acquire suitable properties or investments, or suffer a delay in doing so, we may not have cash flow available for distribution to you as a stockholder.
- There is currently no public trading market for shares of our common stock, and one may never exist. Our board of directors does anticipate evaluating plans to list our shares for trading on a national securities exchange or otherwise pursue a liquidity event, but we cannot guarantee that a liquidity event will occur. As a result, our shares should be considered as having only limited liquidity and may be illiquid. If you sell your stock, it may be at a substantial discount.
- The offering price of our shares of common stock has been set arbitrarily. This price is not based on the book value or net asset value of our shares or our expected operating income and may not accurately represent the value of our assets at any given time, and the actual value of your investment may be substantially less. In addition, the transaction price may not represent our enterprise value and may not accurately reflect the actual prices at which our assets could be liquidated on any given day, the value a third party would pay for all or substantially all of our shares, or the price at which our shares would trade on a national securities exchange.
- Other than investments disclosed in the Memorandum or in a supplement thereto prior to an investor's investment, investors will not have the opportunity to evaluate the economic or other merits of any of our investments prior to our making them.
- This is a "best efforts" offering and if we are unable to raise substantial funds, then we will be more limited in our investments.
- We may change our investment policies without stockholder notice or consent, which could result in investments that are different from those described in the Memorandum.
- Some of our executive officers, directors and other key personnel face conflicts of interest, including but not limited to conflicts arising from time constraints, allocation of investment opportunities among their affiliated entities and us, and the Manager's compensation arrangements with us and other programs advised by them.
- The amount of distributions we may make is uncertain. Distributions may be paid from sources other than cash flow from operations, including, without limitation, from borrowings, the sale of assets, or offering proceeds. The use of these sources for distributions may decrease the amount of cash we have available for new investments and other corporate purposes, and could reduce your overall return.
- We may fail to qualify as a REIT, which would adversely affect our operations and our ability to make distributions to our stockholders, and may have adverse tax consequences to you.
- Compensation paid to our Manager in connection with transactions involving the management of our investments will be payable regardless of the quality of the investments made or of the services rendered to us. This arrangement could influence our Manager to recommend riskier or unsuitable transactions to us.
- We will rely totally on our Manager to manage our business and assets.
- Our use of leverage, such as mortgage indebtedness and other borrowings, increases the risk of loss on our investments.

Summary of Fees and Expenses: Investors will be subject to the following Fees and Expenses as part of the Offering: selling commissions, placement fees, organization and offering expenses, asset management fees, property management fees, and subordinated incentive fees. Please see the Memorandum for a complete listing of all Fees and Expenses related to the Offering.



For more information, please contact your Financial Advisor or Bluerock Capital Markets, LLC at 877.826.BLUE (2583) or visit [bluerock.com](https://www.bluerock.com)

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