

Primaris REIT

Audit Committee Charter

Primaris

1. INTRODUCTION

The Audit Committee (the "**Committee**") of Primaris Real Estate Investment Trust (the "**REIT**") isa committee of the board of trustees of the REIT (the "**Board**"). As delegated by the Board, the Committee shall attend to the responsibilities set out in this Charter.

2. MEMBERSHIP

2.1 Number of Members

The Committee shall be composed of three or more members of the Board (the "**Trustees**").

2.2 Independence of Members

Each member of the Committee shall be independent within the meaning of the provisions of National Instrument 52-110 – *Audit Committees*, as may be amended or replaced from time to time.

2.3 Term of Members

The members of the Committee shall be appointed annually by the Board. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a Trustee.

2.4 Committee Chair

At the time of the annual appointment of the members of the Committee, the Board may appointa Chair of the Committee. If a Committee Chair is not appointed by the Board, the members of the Committee shall designate a Committee Chair by majority vote of the full Committeemembership. The Committee Chair must be a member of the Committee.

In the absence of the Committee Chair at a meeting of the Committee, the members of the Committee present may appoint a chair from their number for such meeting.

2.5 Financial Literacy of Members

At the time of his or her appointment to the Committee, each member of the Committee shall have, or shall acquire within a reasonable time following appointment to the Committee, the ability to read and understand a set of financial statements that present a breadth and level of complexityof accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the REIT's financial statements. As defined within the meaning of the provisions of National Instrument 52-110 – *Audit Committees*, as may be amended or replaced from time to time.

3. MEETINGS

3.1 Frequency of Meetings

The Committee shall meet as often as the Committee considers appropriate to fulfill its responsibilities, but in any event at least once per fiscal quarter of the REIT.

3.2 Quorum

No business may be transacted by the Committee at a meeting unless a quorum of the Committeeis present. A majority of members of the Committee shall constitute a quorum.

3.3 Calling of Meetings

The Committee Chair, any member of the Committee, the external auditors, the Chair of the Board, the Lead Independent Trustee (if any), the Chief Executive Officer, the President and ChiefOperating Officer or the Chief Financial Officer may call a meeting of the Committee on not less than 48 hours' notice to the members of the Committee.

3.4 Minutes; Reporting to the Board

The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board. However, the Committee Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board.

3.5 Attendance of Non-Members

The external auditors are entitled to receive notice of, to attend and be heard at each Committeemeeting. In addition, the Committee may invite to a meeting any officers or employees of the REIT, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

At least once per year, the Committee shall meet with management to discuss any matters that the Committee or such individuals consider appropriate.

3.6 Meetings Without Management

As part of each meeting of the Committee, the Committee shall hold *in camera* sessions, at least:

(a) Quarterly at which the External Auditors are present, and all management and non-independent Trustees are not present.

(b) Quarterly at which management and non-independent Trustees are not present.

(c) Annually at which the Chief Financial Officer is present, and all other management and non-independent Trustees are not present, and

the agenda for each Committee meeting will afford an opportunity for such sessions.

3.7 Access to Management and Books and Records

The Committee shall have unrestricted access to the REIT's management and employees andthe books and records of the REIT.

4. RESPONSIBILITIES

The Committee shall have the functions and responsibilities set out below as well as any other functions that are specifically delegated to the Committee by the Board and that the Board is authorized to delegate by the declaration of trust governing the REIT (the "**Declaration of Trust**")and applicable laws and regulations. In addition to these functions and responsibilities, the Committee shall perform the functions and responsibilities required of an audit committee by theDeclaration of Trust, any exchange upon which securities of the REIT are traded, or any governmental or regulatory body exercising authority over the REIT, as are in effect from time totime (collectively, the "**Applicable Requirements**") or as the Board otherwise deems necessaryor appropriate.

4.1 Financial Reports

(a) General

The Committee is responsible for overseeing the REIT's financial statements and financial disclosures. Management is responsible for the preparation, presentation and integrity of the REIT's financial statements and financial disclosures and for the appropriateness of the accounting principles and the reporting policies used by the REIT. The external auditors are responsible for auditing the REIT's annual consolidated financial statements and for reviewing the REIT's unaudited interim financial statements.

(b) Review of Annual Financial Reports

The Committee shall review the annual consolidated audited financial statements of the REIT, the external auditors' report thereon and the related management's discussion and analysis of the REIT's financial condition and financial performance ("**MD&A**"). After completing its review, ifadvisable, the Committee shall approve and recommend the annual financial statements and therelated MD&A for Board approval.

(c) Review of Interim Financial Reports

The Committee shall review the interim consolidated financial statements of the REIT and the related MD&A. After completing its review, if advisable, the Committee shall approve and recommend the interim financial statements and the related MD&A for Board approval.

(d) Review Considerations

In conducting its review of the annual financial statements or the interim financial statements, theCommittee shall:

(i) meet with management and the external auditors to discuss the financialstatements and MD&A;

(ii) review the disclosures in the financial statements;

(iii) review the audit report or review report prepared by the external auditors;

(iv) discuss with management, the external auditors and internal legal counsel(if any), as requested, any litigation claim or other contingency that could have a material effect on the financial statements;

(v) review the accounting policies followed and critical accounting and other significant estimates and judgements underlying the financial statements as presented by management;

(vi) review any material effects of regulatory accounting initiatives or off-balance sheet structures on the financial statements as presented by management, including requirements relating to complex or unusual transactions, significant changes to accounting principles and alternative treatments under International Financial Reporting Standards ("**IFRS**");

(vii) review any material changes in accounting policies and any significant changes in accounting practices and their impact on the financial statements as presented by management;

(viii) review management's report on the effectiveness of internal controls over financial reporting, including controls related to the REIT's public disclosures on environmental, social and governance matters ("**ESG**") and climate-related matters;

(ix) review the factors identified by management as factors that may affect future financial results;

(x) contribute to the Board of Trustee's oversight of Sustainability Plan and climate-related matters by reviewing and monitoring progress against the REIT's publicly disclosed Sustainability and climate-related targets, and reporting and providing recommendations to the Board of Trustees in respect thereof;

(xi) review results of the REIT's audit committee whistleblower reporting program; and

(xii) review any other matters, related to the financial statements, that are brought forward by the external auditors, management or which are required to be communicated to the Committee under accounting policies,auditing standards or Applicable Requirements.

(e) Other Financial Disclosures

The Committee is responsible for reviewing financial disclosure in a prospectus or other securitiesoffering document of the REIT, as well as press releases disclosing, or based upon, financial results of the REIT and any other publicly disseminated material financial disclosure, including, inaccordance with the REIT's Disclosure Policy, material financial outlook (e.g., earnings guidance)and forward-oriented financial information (e.g., forecasted financial statements) provided to analysts, rating agencies or otherwise publicly disseminated, and material non-IFRS financial measures.

The Committee is responsible for ensuring that satisfactory procedures are in place for the reviewof the REIT's public disclosure of financial information extracted or derived from the REIT's financial statements and periodically assessing those procedures.

4.2 External Auditors

(a) General

The Committee shall be directly responsible for oversight and review of the effectiveness of the work of the external auditors, including the external auditors' work in preparing or issuing an auditreport, performing other audit, review or attest services or any other related work.

(b) Nomination and Compensation

The Committee shall review and, if advisable, recommend for Board approval the external auditors to be nominated and shall approve the compensation of such external auditor. The Committee shall have ultimate authority to approve all audit engagement terms and fees, including the external auditors' audit plan.

(c) Resolution of Disagreements

The Committee shall assess the effectiveness of the working relationship of the external auditorswith management and resolve any disagreements between management and the externalauditors as to financial reporting matters brought to its attention.

(d) Discussions with External auditors

At least annually, the Committee shall discuss with the external auditors such matters as are required by applicable auditing standards to be discussed by the external auditors with the Committee.

(e) Audit Plan

At least annually, the Committee shall review a summary of the external auditors' annual audit plan. The Committee shall consider, review with the external auditors any material changes to thescope of the plan.

(f) Quarterly Review Report

The Committee shall review a report prepared by the external auditors in respect of each of the interim financial statements of the REIT.

(g) Independence of External Auditors

At least annually, and before the external auditors issue their report on the annual financial statements, the Committee shall obtain from the external auditors a formal written statement describing all relationships between the external auditors and the REIT; discuss with the externalauditors any disclosed relationships or services that may affect the objectivity and independenceof the external auditors; and obtain written confirmation from the external auditors that they are objective and independent within the meaning of the applicable Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of chartered professional accountants to which the external auditors belong and other Applicable Requirements. The Committee shall take appropriate action to oversee the independence of the external auditors.

(h) Requirement for Pre-Approval of Non-Audit Services

The Committee shall approve in advance any retainer of the external auditors to perform any non-audit service for the REIT or its subsidiary entities that it deems advisable in accordance with Applicable Requirements and Board-approved policies and procedures. The Audit Committee shall consider the impact of such service and fees on the independence of the auditor. The Committee may delegate pre-approval authority to a member of the Committee. The decisions of any member of the Committee to whom this authority has been delegated must be presented to the full Committee at its next scheduled Committee meeting.

(i) Approval of Hiring Policies

The Committee shall review and approve the REIT's hiring policies regarding partners, employeesand former partners and employees of the present and former external auditors of the REIT.

(j) Financial Executives

The Committee shall review and discuss with management the appointment of key financial executives and recommend qualified candidates to the Board, as appropriate.

4.3 Internal Controls

(a) General

The Committee shall review the REIT's system of internal controls.

(b) Establishment, Review and Approval

The Committee shall require management to implement and maintain appropriate systems of internal controls in accordance with Applicable Requirements, including internal controls over financial reporting and disclosure and to review, evaluate and approve these procedures. At leastannually, the Committee shall consider and review with management and the external auditors:

(i) the effectiveness of, or weaknesses or deficiencies in: the design oroperation of the REIT's internal controls (including computerized information system controls and security); the overall control environment for managing business risks; and accounting, financial and disclosure controls (including, without limitation, controls over financial reporting), non-financial controls, and legal and regulatory controls and the impact of any identified weaknesses in internal controls on management's conclusions;

(ii) any significant changes in internal controls over financial reporting that aredisclosed, or considered for disclosure, including those in the REIT's periodic regulatory filings;

(iii) any material issues raised by any inquiry or investigation by the REIT's regulators;

(iv) the REIT's fraud prevention and detection program, including deficienciesin internal controls that may impact the integrity of financial information, or may expose the REIT to other significant internal or external fraud losses and the extent of those losses and any disciplinary action in respect of fraudtaken against management or other employees who have a significant rolein financial reporting; and

(v) any related significant issues and recommendations of the external auditors together with management's responses thereto, including the timetable for implementation of recommendations to correct weaknesses in internal controls over financial reporting and disclosure controls.

4.4 Risk Management

The Committee shall be responsible for overseeing management's identification and assessmentof the principal risks to the operations of the REIT and the establishment and management of appropriate systems to manage such risks with a view to achieving a proper balance between risks incurred and potential return to holders of securities of the REIT and to the long-term viabilityof the REIT. In this regard, the Committee shall require management to report periodically to theCommittee, and the Committee shall report periodically to the Board, on the principal risks faced by the REIT and the steps implemented by management to manage these risks.

Enterprise Risk

(i) oversee the REIT's enterprise risk management processes for identifying, assessing, mitigating and, where required, reporting on key and emerging risk exposures;

(ii) review and recommend to the Board for approval the REIT's Enterprise Risk Management Policy;

Key Risks

(i) review enterprise risk management reports and discuss with the Chief Financial Officer and management, all key enterprise risk exposures including emerging risks (with the exception of risks for which the Investment Committee and Compensation, Governance and Nominating Committee ("**CG&N Committee**") have been delegated responsibility by the Board) and the steps management has taken to monitor, control and mitigate those exposures;

(ii) at least annually, report to the Board on the key risk exposures and any major issues arising from the management of these risks;

Financial and Credit Risk

(a) review and discuss the REITs significant financial and credit risk exposures and the steps that management has taken to monitor, control and report such risks;

Other Risk Reports

(a) review and discuss the REIT's legal risk exposures and the steps that management has taken to monitor, control and report such risks;

(b) review other reports from management in connection with any other risk related matters or policies, the oversight of which has been delegated to the Committee;

Changes to Risk Policies

(a) review and recommend to the Board for approval proposed changes to all risk-related Board policies, oversight of which has been delegated to the Committee; and

Insurance

(a) review the adequacy of insurance coverages maintained by the REIT and approve new insurance coverage and renewals thereof, as applicable.

4.5 Information and Technology

Oversee and review the adequacy and effectiveness of the REIT's cybersecurity, information and technology security, and data privacy programs, procedures, and policies.

4.6 Compliance with Legal and Regulatory Requirements

The Committee shall review reports from the REIT's Corporate Secretary and other managementmembers on:

(a) legal or compliance matters that may have a material impact on the REIT;

(b) the effectiveness of the REIT's compliance policies; and

(c) any material communicationsreceived from regulators.

The Committee shall review management's evaluation of and representations relating to compliance with specific applicable law and guidance, and management's plans to remediate any deficiencies identified.

4.7 Whistleblower Procedures

The Committee shall establish procedures for:

(a) the receipt, retention, and treatment of complaints received by the REIT regarding accounting, internal accounting controls, or auditing matters; and

(b) the confidential, anonymous submission by employees of the REIT of concernsregarding questionable accounting or auditing matters.

Any such complaints or concerns that are received shall be reviewed by the Committee and, if the Committee determines that the matter requires further investigation, it will direct the Chair of the Committee to engage outside advisors, as necessary or appropriate, to investigate the matterand will work with management to reach a satisfactory conclusion.

4.8 Audit Committee Disclosure

The Committee shall prepare, review and approve any audit committee disclosures required by Applicable Requirements in the REIT's disclosure documents.

4.9 Delegation

The Committee may, to the extent permissible by Applicable Requirements, designate a sub- committee to review any matter within this mandate as the Committee deems appropriate.

5. OUTSIDE ADVISORS

The Committee shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective compensation for these advisors. The REIT shall provide appropriate funding, as determined by the Committee, for the services of these advisors.

6. NO RIGHTS CREATED

This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing theaffairs of the REIT. While it should be interpreted in the context of all Applicable Requirements, itis not intended to establish any legally binding obligations.

7. CHARTER REVIEW

The Committee shall review and update this Charter annually and, in conjunction with the review and recommendations of the CG&N Committee regarding same, present the updated Charter to the Board for approval.