

Primaris REIT

CG&N Committee Charter

Primaris

1. PURPOSE AND SCOPE

The Compensation, Governance and Nominating Committee (the "**Committee**") of Primaris Real Estate Investment Trust (the "**REIT**") is a committee of the Board of Trustees (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 at least three members of the Board.

2.2 Independence of Members

The majority of members of the Committee shall be independent within the meaning of the provisions of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, 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 from the Committee, or ceases to be a member of the Board.

2.4 Committee Chair

At the time of the annual appointment of the members of the Committee, the Board may appoint a 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 Committee membership. 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.

3. MEETINGS

3.1 Frequency of Meetings

The Committee shall meet as often as the Committee considers appropriate to fulfill its responsibilities.

3.2 Quorum

No business may be transacted by the Committee at a meeting unless a quorum of the Committee is 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 Chair of the Board, the Lead Independent Trustee (if any), the Chief Executive Officer or the President and Chief Operating 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 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.

3.6 Meetings Without Management

As part of each meeting of the Committee, the Committee shall hold an *in camera* session, at which management and non-independent trustees of the Board are not present, and the agenda for each Committee meeting will afford an opportunity for such a session.

3.7 Access to Management and Books and Records

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

4. RESPONSIBILITIES

The Committee shall have the responsibilities set out below as well as any other responsibilities that are specifically delegated to the Committee by the Board which the Board is authorized to delegate by applicable laws and regulations.

In addition to these responsibilities, the Committee shall perform the functions and responsibilities required of a compensation, corporate governance or nominating committee by the REIT's governing corporate statute, applicable Canadian securities laws, any exchange upon which securities of the REIT are listed, or any governmental or regulatory body exercising authority over the REIT, as are in effect from time to time (collectively, the "**Applicable Requirements**") or as the Board otherwise deems necessary or appropriate.

4.1 Compensation Matters

To fulfil its responsibilities with respect to compensation matters, the Committee shall:

(a) review and make recommendations to the Board with respect to organizational goals and objectives relevant to the compensation of each of the Chief Executive Officer and the President and Chief Operating Officer;

(b) evaluate the performance of each of the Chief Executive Officer and the President and Chief Operating Officer in light of those organizational goals and objectives, and make recommendations to the Board with respect to each of the Chief Executive Officer's and the President and Chief Operating Officer's compensation level based on these evaluations;

(c) review and recommend for Board approval respecting the appointment and other terms of employment (including any severance arrangements or plans and any benefits to be provided in connection with a change in control) for each of the Chief Executive Officer and the President and Chief Operating Officer, including the adoption, amendment and termination of such agreements, arrangements or plans;

(d) review the recommendations to the Committee of the Chief Executive Officer and the President and Chief Operating Officer respecting the appointment of the Chief Financial Officer, and all other C-suite executives, any employee with a title of Senior Vice President or higher, and all other officers appointed by the Board(collectively "**Senior Management**") and, if advisable, after consideration of the objectives of the Diversity Policy of the REIT, make recommendations to the Board with respect to any such appointment;

(e) receive reports from the Chief Executive Officer and the President and Chief Operating Officer respecting their decisions on the compensation and other terms of employment (including any severance arrangements or plans and any benefits to be provided in connection with a change in control) of members of Senior Management;

(f) periodically review and make recommendations to the Board with respect to succession planning matters concerning the Chief Executive Officer, the President and Chief Operating Officer and members of Senior Management, as well as general executive development programs, after consideration of the objectives of the Diversity Policy of the REIT;

(g) review and recommend for Board approval, the remuneration (fees and/or retainer) to be paid to, and the benefits to be provided, to members of the Board;

(h) review and approve any compensation disclosure of the REIT before it is publicly disclosed, including disclosure of the process undertaken by the Committee in respect of compensation matters;

(i) review and recommend for Board approval the adoption or amendment of equity- based compensation plans of the REIT and make recommendations to the Board with respect to any grants under equity-based compensation plans of the REIT;

(j) oversee the administration of any equity-based compensation and pension and benefit plans of the REIT;

(k) consider the potential risks associated with the adoption of the REIT's compensation policies and practices and the adoption of particular organizational and individual objectives under such policies and practices; and

(l) take such other actions regarding the REIT's compensation matters that the Committee or the Board shall reasonably deem to be appropriate and in the best interests of the REIT or otherwise necessary in accordance with the Applicable Requirements.

4.2 Corporate Governance Matters

To fulfil its responsibilities with respect to corporate governance matters, the Committee shall:

(a) in consultation with the Chair of the Board and the Lead Independent Trustee (if any), ensure that an appropriate system is in place to evaluate the effectiveness of the Board, as well as the committees of the Board and individual trustees, with a view to ensuring that they are fulfilling their respective responsibilities and duties and working together effectively;

(b) recommend procedures to ensure that the Board and committees function independently of management;

(c) recommend to the Board one member of the Board to serve as Chair of the Board and, if applicable, one member of the Board to serve as Lead Independent Trustee;

(d) periodically review overall governance principles, monitor disclosure and best practices of comparable and leading companies, and bring forward to the Board a list of corporate governance issues for review, discussion or action by the Board or a committee thereof;

(e) periodically review the mandate of the Board and the charters for each standing committee of the Board, together with the position descriptions of the Chair of the Board, the Lead Independent Trustee (if any), the Chair of each standing committee, the Chief Executive Officer, and the President and Chief Operating Officer, to ensure compliance with the Applicable Requirements, and where necessary recommend changes to the Board for approval;

(f) establish and periodically review criteria for use in designating climate or environmental and financial expertise on the Board and, if applicable, designate such experts;

(g) periodically review the REIT's Disclosure Policy, Insider Trading Policy, Diversity Policy, Majority Voting Policy, and similar or other governance policies of the REIT (including trust unit ownership guidelines), to ensure compliance with the Applicable Requirements, and where necessary recommend changes to the Board for approval;

(h) monitor conflicts of interest (real or perceived) of members of the Board and management in accordance with the REIT's Code of Conduct (the "**Code**") and report to the Board on compliance with, material departures from, and investigations and any resolutions of complaints received under, the Code and approve waivers from the Code as the Committee considers appropriate, and where necessary recommend changes to the Board for approval;

(i) review, monitor and make recommendations regarding new trustee orientation and the ongoing development of existing trustees;

(j) review and approve any governance disclosure of the REIT before it is publicly disclosed;

(k) oversee the REIT's approach to appropriately addressing potential risks related to governance matters;

(l) overseeing management's identification and assessment of social and sustainability matters, as well as climate-related issues, including, but not limited to, monitoring the REIT's progress on integrating environmental, social and governance ("**Sustainability**") and climate-related factors into business strategy and decision-making, and adopting Sustainability and climate-related policies;

(m) review and approve periodic Sustainability Reports and monitor ongoing compliance with the initiatives described therein; and

(n) take such other actions regarding the REIT's corporate governance that the Committee or the Board shall reasonably deem to be appropriate and in the best interests of the REIT or otherwise necessary in accordance with the Applicable Requirements.

4.3 Nomination Matters

To fulfil its responsibilities with respect to nomination matters, the Committee shall:

(a) develop a long-term succession plan for the Board and annually or as required, identify and recruit potential nominees for election or appointment to the Board and, after considering (i) the results of the Board and trustee effectiveness evaluation process, (ii) the competencies, skills, experience and other qualities that the Committee considers to be necessary for the Board as a whole to possess, the competencies, skills, experience and other qualities that the Committee considers each existing trustee to possess, and the competencies, skills, experience and other qualities each new nominee would bring to the boardroom, (iii) the amount of time and resources that nominees have available to fulfill their duties as Board members, (iv) the feedback obtained through consultation with Senior Management, (v) the objectives of the Diversity Policy of the REIT, and (vi) the independence, residency or other requirements under the Applicable Requirements, recommend to the Board the individual nominees for consideration by, and presentation to, the unitholders at the REIT's next annual meeting of unitholders or appointment to the Board between such meetings;

(b) periodically undertake an assessment of the independence of the members of the Board and examine the proportion of independent trustees on the Board, with a view to determining the impact of the number of independent trustees on the effectiveness of the Board and the ability of the Board to act independently of management, and recommend to the Board, if necessary, a reduction or increase in the number of independent trustees;

(c) periodically undertake an examination of the size of the Board and each Board committee, with a view to determining the impact of the number of trustees on the effectiveness of the Board and its committees in fulfilling their responsibilities, and recommend to the Board, if necessary, a reduction or increase in the size of the Board or any Board committee;

(d) annually or as required, recommend to the Board the individual trustees to serve on (or to depart from) the standing committees of the Board, after considering (i) the qualifications for membership on each committee, (ii) the extent to which there should be a policy of periodic rotation of trustees among the committees, and (iii) the number of boards and other committees on which the trustees serve;

(e) periodically examine and make recommendations to the Board in relation to mechanisms of Board renewal (e.g., a retirement age or term limits for trustees);

(f) annually (i) assess the effectiveness of the Board appointment/nomination process at achieving the objectives of the Diversity Policy of the REIT and (ii) consider and, if determined advisable, recommend to the Board for adoption, measurable objectives for achieving diversity on the Board;

(g) consider and make recommendations to the Board in relation to resignations of trustees pursuant to the REIT's Majority Voting Policy in respect of the election of trustees;

(h) recommend for Board approval the removal of a trustee from a committee of the Board if they are no longer qualified to serve as a committee member under Applicable Requirements or for any other reason the Committee considers appropriate; and

(i) review and approve any trustee nomination disclosure of the REIT before it is publicly disclosed.

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 the affairs of the REIT. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the REIT's Declaration of Trust, it is not intended to establish any legally binding obligations.

7. CHARTER REVIEW

The Committee shall review and update this Charter annually and present the updated Charter to the Board for approval.