

BOARD OF TRUSTEES MANDATE

The Board of Trustees (the “Board”) of Primaris Retail Real Estate Investment Trust (the “REIT”) is responsible for providing independent oversight of the management of the business and affairs of the REIT.

A. PROCEDURAL MATTERS

1. Members of the Board shall serve at the pleasure of the unitholders of the REIT and the unitholders of the REIT shall elect the Board annually.
2. The Board may appoint such Committees from time to time as it considers appropriate in compliance with the REIT’s Declaration of Trust to act on behalf of the Board or make recommendations to the Board with respect to matters to be decided by the Board. If such Committees are intended as permanent Committees, they shall have a mandate document that defines their responsibilities in relation to the Board and the extent of delegated powers to such Committees. The functions of the Board, subject to applicable laws and the Declaration of Trust of the REIT, may be delegated to its Committees except where provided otherwise in the Declaration of Trust.
3. At least a majority in number of the Trustees shall be independent. The Governance and Nominating Committee of the Board shall make recommendations from time to time to the Board as to an appropriate determination of what constitutes an unrelated Trustee and the Board shall annually determine the relatedness status of each Trustee.
4. The Board shall choose a Trustee annually to act as Chair of the Board who shall qualify as an independent Trustee. The Board shall provide the Chair with a written mandate.
5. Members of the Board shall be entitled to receive such remuneration for acting as members of the Board as may be determined from time to time by the Board on the recommendations of the Governance and Nominating Committee of the Board.
6. The Board shall, from time to time, evaluate its effectiveness and the effectiveness of its Committees with respect to its (and their) contribution to the REIT and the Board’s representation of the REIT’s unitholders. The Board shall meet *in camera* on a regular basis for such purpose and related purposes.
7. The Board shall consider from time to time its resources including the adequacy of the information provided to it with respect to oversight of the management of the REIT and shall confer with management with respect to its findings.
8. The functions referred to in sections B1(a), (c), (d), (e), (g), (j), 2 and 4(a) and (b) shall not be delegated.

B. FUNCTIONS

1. General Responsibilities

- (a) The Board shall exercise general stewardship responsibilities with respect to the REIT. Without limitation, stewardship shall include the specific responsibilities and duties outlined in this Mandate.
- (b) The Board shall oversee the management of the REIT. In doing so, the Board shall establish a productive working relationship with the Chief Executive Officer, other officers of the REIT and the REIT's property and asset manager.
- (c) The officers of the REIT, headed by the Chief Executive Officer, shall be responsible for general day to day management of the REIT and for making recommendations to the Board with respect to long term strategic, financial, organizational and related objectives.
- (d) The roles and responsibilities of the Board are intended to primarily focus on the formulation of long term strategic, financial and organizational goals for the REIT and on the monitoring of management performance. Without limitation, the Board shall at least on an annual basis (i) oversee a management-driven strategic planning process and approve the REIT's strategic plan which takes into account, among other things, the opportunities and risks of the business, (ii) assess the principal risks of the REIT's business and ensure appropriate systems are in place to manage such risks, (iii) taking account of advice from the Governance and Nominating Committee, select, monitor and evaluate the Chief Executive Officer and other members of senior management for the REIT and oversee succession planning (including appointing and monitoring) at the senior management level and at the property and asset manager level, (iv) oversee the communications policies of the REIT and (v) monitor the effectiveness of the REIT's internal control and management information systems to safeguard Trust assets.
- (e) The Board shall review and approve the REIT's financial objectives, short and long-term business plans for the REIT's businesses and monitor performance in accordance with such plans. The Board shall also approve, without limitation to its obligations and duties as set out in the Declaration of Trust:
 - (i) The REIT's financial objectives and plans including significant capital allocations and expenditures; debt and equity issues; major financial activities; and all material transactions which exceed the approval limits delegated by the Board;
 - (ii) all matters that would be expected to have a major impact on unitholders, creditors or employees;
 - (iii) on advice from the Governance and Nominating Committee, appointment any person who is to hold an officer position of the REIT;
 - (iv) the REIT's strategic plan, and
 - (v) any proposed changes in compensation to be paid to members of the Board of Trustees on the recommendation of the Governance and Nominating Committee.
- (f) The Board has established a Governance and Nominating Committee which establishes the Board's approach to corporate governance, including developing a set of principles and guidelines applicable to the REIT.

- (g) The Board will oversee ethical behaviour and compliance with laws and regulations (which includes overseeing the choice of critical accounting principles on recommendations from the Audit Committee of the Board).
- (h) The Board shall oversee public communication and disclosure in compliance with all legal and regulatory requirements.
- (i) The Board will oversee the implementation by management of appropriate systems to identify and manage the principal risks of the REIT's business. The Board shall receive regular updates on the status of risk management activities and initiatives.
- (j) The Board shall annually consider what additional skills and competencies would be helpful to the Board. The identification of specific candidates for consideration shall be the responsibility of the Governance and Nominating Committee which shall be guided by the findings of the Board in relation to competencies and skills.
- (k) The Board will adopt prudent financial standards with respect to the affairs of the REIT and periodically will approve target levels of debt in relation to the REIT's consolidated capitalization and other similar financial prudence standards.
- (l) The Board shall perform such other functions as are prescribed by law, as are assigned to the Board in the REIT's Declaration of Trust and as it may from time to time determine in accordance with the plenary powers of the Board.
- (m) The Board shall receive the following reports on a regular basis: (i) periodic reports from its Committees following Committee meetings and, annually, a report from each Committee as to the work undertaken by the Committee and the Committee's recommendations, if any, for change with respect to its responsibilities and effectiveness; and (ii) regular reports from the Chief Executive Officer and Chief Financial Officer on the REIT's financial and operating performance.

2. Relationship with Committees

- (a) The Board shall annually assess the mandates of its Committees.
- (b) The Board shall annually appoint a member of each Committee to act as Chair of the Committee on the advice of the Chair of the Board and Governance and Nominating Committee.

3. Senior Management

- (a) The Board will review with the Governance and Nominating Committee and approve the objectives set for the Chief Executive Officer and performance in relation to such objectives.
- (b) The Board appoints and supervises the Chief Executive Officer and other members of senior management, approves their compensation and, as permitted by the Declaration of Trust and applicable law, delegates to senior management responsibility for the day-to-day operations of the Trust.
- (c) The Board will, to the extent feasible, satisfy itself as to the integrity of the Chief Executive Officer and the other members of senior management and that the Chief Executive Officer and other members of senior management create a culture of integrity throughout the Trust.

4. Financial Statements and Significant Disclosure Documents

- (a) The Board will review on an ongoing basis the financial and underlying operational performance of the REIT.
- (b) The Board will review and approve the REIT's annual information form as well as its annual report and related financial statements and annual management discussion and analysis disclosure. In doing so, the Board will consider the quality and usefulness of the information from the perspective of its unitholders.
- (c) The Board has responsibility for reviewing and approving for release quarterly financial statements and related disclosure.
- (d) The Board will periodically review the means by which unitholders can communicate with the REIT including the opportunity to do so at the annual meeting, communications interfaces through the REIT's website and the adequacy of resources available within the REIT to respond to unitholders.

C. RESOURCES, MEETINGS AND REPORTS

- 1. The Board shall have adequate resources to discharge its responsibilities. The Chair shall be empowered to engage advisers as may be appropriate from time to time to advise the Chair or the Board with respect to duties and responsibilities.
- 2. The Board shall meet not less than four times per year.
- 3. The meetings of the Board shall ordinarily include the Chief Executive Officer (if not a Trustee) and the Secretary and shall periodically include other senior officers as may be appropriate and as may be desirable to enable the Board to become familiar with the REIT's management team.
- 4. The Secretary shall keep minutes of its meetings in which shall be recorded all actions taken by the Board. Such minutes shall be made available to Board members at their request and all such minutes shall be approved by the Board for entry in the records of the REIT.
- 5. Each Trustee is expected to be diligent in preparing for attending meetings of the Board and any Committee of which he is a member. Preparation for meetings includes advance review of the meeting materials. In addition, each Trustee is expected to attend each annual meeting of unitholders. A Trustee who is unable to attend a Board or Committee meeting may participate by teleconference.
- 6. Members of the Board shall have the right, for the purposes of discharging their respective powers and responsibilities, to inspect any relevant records of the REIT and its subsidiaries.
- 7. Members of the Board, subject to approval of the Chair of the Governance and Nominating Committee, may retain separate counsel to deal with issues relating to their responsibilities as members of the Board.

D. FEEDBACK

1. The Board welcomes input and comments from unitholders of the REIT. You may contact the Board at:

Chair of the Board of Trustees
Primaris Retail Real Estate Investment Trust
130 Adelaide Street West
Oxford Tower
Suite 1100
Toronto, ON M5H 3P5