



GOVERNANCE AND NOMINATING COMMITTEE

MANDATE

I. Governance and Nominating Committee Purpose

The Governance and Nominating Committee (the "Committee") is a committee of the Board of Trustees (the "Board") of Primaris Retail Real Estate Investment Trust (the "REIT") whose primary function is to assist the Board in assessing the effectiveness of the governance and human resources policies of the REIT.

II. Committee Composition, Appointment and Procedures

1. Composition of Committee

The Committee shall be comprised of not less than three Trustees, all of whom must be Independent Trustees.

2. Appointment of Committee Members

Members of the Committee shall be appointed from time to time and shall hold office at the pleasure of the Board.

3. Vacancies

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board. The Board shall fill any vacancy if the membership of the Committee is less than three Trustees.

4. Committee Chairman

The Board shall appoint a Chairman for the Committee.

- (a) provides leadership to the Committee with respect to its functions as described in this Mandate and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee;
- (b) chairs meetings of the Committee, unless not present;
- (c) ensures that the Committee meets on a regular basis and at least three times per year;
- (d) reviews in advance the agenda and supporting material for Committee meetings as prepared by the Secretary or other members of Management;

- (e) in consultation with the Chair of the Board and the Committee members, establishes a calendar for holding meetings of and sets the agendas for the meetings of the Committee;
- (f) acts as liaison and maintains communication with the Chair of the Board and the Board to optimize and co-ordinate input from Trustees, and to optimize effectiveness of the Committee. This includes reporting to the full Board on all proceedings and deliberations of the Committee at the first meeting of the Board after each Committee meeting and at such other times and in such manner as the Board or the Declaration of Trust of the REIT may require or as the Committee considers advisable;
- (g) ensures that the Committee receives adequate and regular updates from the Management on all issues relating to governance;
- (h) meets separately as required with external legal counsel to ensure that the Committee has the information required to perform its role of oversight in line with its mandate;
- (i) reports annually to the Committee in writing on the role of the Chair and the effectiveness of the Chair role in contributing to the objectives and responsibilities of the Committee as a whole; and
- (j) reports annually to the Board on the role of the Committee and the effectiveness of the Committee role in contributing to the objectives and responsibilities of the Board as a whole.

5. Absence of Committee Chairman

If the Chairman of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting.

6. Secretary of Committee

The Secretary of the REIT shall serve as a secretary of the Committee.

7. Meetings

- (a) Any member of the Committee may call a meeting of the Committee. The Committee shall meet at such times during each year as it deems appropriate. The Committee will ordinarily meet *in camera* at the end of each of its formal meetings.
- (b) Notice of the time and place of every meeting shall be given in writing (including by way of written facsimile communication) to each member of the Committee and the Chief Executive Officer of the REIT at least 48 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting. Attendance of a member at a meeting constitutes a waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

8. Quorum

A majority of the members of the Committee shall constitute a quorum.

9. Review of Mandate

The Committee shall review its performance and mandate annually or otherwise as it deems appropriate and propose recommended changes to the Board.

III. Responsibilities of the Committee

1. Governance Related

2. The Committee shall:

- (a) review on an ongoing basis the REIT's approach to governance and generally recommend the establishment from time to time of appropriate governance policies and standards for the REIT and the Board;
- (b) annually review all REIT key corporate governance policies and update as required;
- (c) review and monitor compliance with all REIT key corporate governance policies and procedures;
- (d) review and monitor compliance with regulatory rules, procedures or guidelines instituted by regulatory authorities having jurisdiction over the REIT, relating to corporate governance;
- (e) ensure that the Code of Conduct reflects appropriate ethical and moral standards and that conduct is monitored and reported to the Board.
- (f) annually review the Board, Board Chair and all committee mandates and recommend approval of amendments, if any, to the Board for approval;
- (g) annually assess and report to the Board on the effectiveness of the Board and of each of its Committees in relation to oversight of the affairs of the REIT, including (i) an assessment of the skills and experience of the Board as a whole and its Committees in relation to the needs of the REIT and (ii) a review of the size of the Board and its Committees in relation to the needs of the REIT;
- (h) annually review, assess and, if appropriate, revise the Board Effectiveness Questionnaires for Trustees and for management and the Peer Review Questionnaire;
- (i) ensure annual completion and dissemination of the results of the Board Effectiveness Questionnaires for Trustees and management and individual Trustee peer evaluations.
- (j) oversee the recruitment and selection of candidates for election to the Board and establish credentials appropriate for Trustee recruitment taking into account relevant factors including the needs of Unitholders; review and approve the slate of candidates for election at the Annual General Meeting;

- (k) have authority to retain, oversee, compensate and terminate independent advisors to assist the Committee in its activities.
- (l) in consultation with the Board Chair, retain, oversee, compensate and terminate, as appropriate, independent advisors to assist any individual Trustee as necessary;
- (m) review and make recommendations to the Board concerning the level and nature of the compensation payable to the Trustees of the REIT by taking into account time commitment, comparative fees and risks and responsibilities in determining such remuneration;
- (n) determine and oversee the existence and implementation of the most appropriate orientation and continuing education programs for new Board and Committee members;
- (o) periodically review mandatory share ownership for Trustees and recommend any changes to the Board for consideration;
- (p) assess the availability, relevance and timeliness of information provided to the Board in relation to its responsibilities;
- (q) ensure that any issues relating to governance which are identified by the Trustees are raised with management;
- (r) oversee any contract renewal with the the Asset Manager or the Property Manager or negotiation of a new contract of a property or asset management nature and report to the Board;and
- (s) undertake such other initiatives as are necessary or desirable to provide effective governance for the REIT.

3. Other Responsibilities

The Committee shall:

- (a) review and approve public disclosure related to corporate governance and compensation issues contained in the annual management proxy circular or other disclosure documents and publications;
- (b) assist the Board in fulfilling its oversight responsibilities in relation to the review and approval of related party transactions and other matters involving conflicts of interest; and
- (c) investigate, at the request of the Board, such other matters as the Board considers appropriate in the circumstances.

IV. **Resources, Meetings and Reports**

- 1 The Committee shall have adequate resources to discharge its responsibilities. The Committee may, for and on behalf of the REIT and at the REIT's sole expense, engage such consultants as it considers in its sole discretion necessary to assist it in fulfilling its

duties and responsibilities, including a search firm to assist it in identifying, selecting and evaluating any potential candidates for election or appointment to the Board.

- 2 The Committee shall meet not less than three times per year.
- 3 The meetings of the Committee shall ordinarily include the Chief Executive Officer (provided that the Committee may meet in private at any time it chooses) and the Chairman of the Board shall be an *ex officio* member of the Committee if not otherwise appointed as a member of the Committee. The Committee may request the attendance of other officers at its meetings from time to time.
- 4 The Board shall be kept informed of the Committee's activities by a report presented at the Board meeting following each Committee meeting.
- 5 The Committee shall keep minutes of its meetings in which shall be recorded all actions taken by the Committee which minutes shall be made available to the Board.
- 6 The members of the Committee shall have the right, for the purposes of discharging the powers and responsibilities of the Committee, to inspect any relevant records of the REIT and its subsidiaries.