



TRUE NORTH COMMERCIAL REAL ESTATE INVESTMENT TRUST

INVESTMENT COMMITTEE CHARTER

1. Introduction

The Investment Committee (the “Committee”) of True North Commercial Real Estate Investment Trust (collectively with its subsidiaries and limited partnerships controlled by it, the “REIT”) is a committee of the Board of Trustees (the “Board”) of the REIT. The Committee shall review and evaluate proposed investments, acquisitions, dispositions and borrowings (“Proposed Transactions”), and supervise the REIT’s environmental management program, all as more particularly set out in this Charter.

2. Membership

Number of Members

The Committee shall be composed of three or more members of the Board.

Residency of Members

A majority of members of the Committee shall be resident Canadians.

Independence of Members

A majority of members of the Committee must be Independent. “Independent” shall have the meaning, as the context requires, given to it in National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, as replaced or amended from time to time (including any successor rule or policy thereto).

Experience of Members

In accordance with subsection 10.1(c) of the REIT’s Declaration of Trust, a majority of members of the Committee must have at least five years of substantial experience in the real estate industry.

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 member of the Board. The members of the Committee shall designate a Chair (who shall be a resident Canadian) by majority vote of the full Committee membership.

3. Meetings

Number of Meetings

The Committee shall meet as many times per year as necessary to carry out its duties and responsibilities.

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, provided that a majority of the members of the Committee comprising the quorum shall be resident Canadians.

Calling of Meetings

Any member of the Committee, the Chair of the Board, the Lead Trustee, the Chief Executive Officer or the Chief Financial Officer may call a meeting of the Committee by notifying the REIT's Secretary who will notify the members of the Committee. The Chair shall chair all Committee meetings that he or she attends, and in the absence of the Chair, the members of the Committee present may appoint a chair from their number for a meeting.

Agenda

The Chair shall establish the agenda for each meeting of the Committee with input from management of the REIT. Any member of the Committee may propose the inclusion of items on the agenda, or at any meeting raise subjects that are not on the agenda for the meeting.

Distribution of Information

The Chair shall distribute, or shall cause the REIT's Secretary to distribute, an agenda and meeting materials in advance of each meeting to allow members sufficient time to review and consider the matters to be discussed.

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. The Chair shall also report to the Board on all material matters considered by the Committee at the first Board meeting after the Committee's meeting. However, the Chair may from time to time report orally or electronically on an informal basis to the Board on any matter in his or her view requiring the immediate attention of the Board.

Attendance of Non-Members

The Committee may invite to a meeting any officers, members of the Board 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, or to otherwise assist in the discussion and consideration of the matters under consideration by the Committee.

Procedure

The procedures for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board.

4. Duties and Responsibilities

The Committee shall have the duties 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 applicable laws and the REIT's Declaration of Trust. In addition to these functions and responsibilities, the Committee shall perform the duties required of it by 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 to time.

(a) Proposed Transactions

The Committee has the overall responsibility to ensure that the REIT's investment transactions are in compliance with the Investment Guidelines as referenced in Section 6.1 of the Declaration of Trust, the Operating Policies as referenced in Section 6.2 of the Declaration of Trust, and otherwise in compliance in all respects with the Declaration of Trust.

In furtherance thereof, but subject to the following, the Committee shall review and evaluate each Proposed Transaction.

The Committee may:

- (a) consider and authorize, without Board approval, Proposed Transactions, dispositions or borrowings where the acquisition, disposition or borrowing, including the assumption or granting of any mortgage, where the value of such transaction does not exceed \$25 million; and
- (b) recommend to the Board whether to approve or reject Proposed Transactions, including where the value of such transaction exceeds \$25 million.

In the event that the Committee approves any matter referred to in (a) above, it shall at all times ensure that such transaction is completed in compliance with requirements of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (if applicable), applicable policies of the Toronto Stock Exchange (or such other exchange on which the REIT's securities are listed) and applicable law.

(b) Environmental Management Program

The Committee has the responsibility of supervising the REIT's environmental management program.

The objectives of the environmental management program will be to ensure that the activities and operations of the REIT, at a minimum, comply with all environmental laws in the jurisdictions in which the REIT operates. It will also define roles, responsibilities and authority to facilitate rapid communication and decision making on environmental matters and provide a mechanism to standardize ongoing support to operations personnel in checking and documenting performance and in meeting their obligations.

To fulfill its duties and responsibilities relating to the REIT's environmental management program, the Committee shall:

- (a) consider and implement an environmental management program with a view to ensuring that the REIT is in compliance with applicable environmental laws;
- (b) supervise the monitoring of the environmental management program and the REIT's adherence to same;
- (c) review reports from management, consultants and service providers on environmental issues applicable to the REIT;
- (d) review environmental audits and action plans pursuant to findings on such audits, including environmental audits conducted or obtained in connection with Proposed Transactions;
- (e) on an ongoing basis, assess the effectiveness of the environmental management program and undertake changes thereto as needed; and
- (f) report to the Board on material environmental matters, including arranging for necessary certifications to the Board on a periodic basis concerning compliance with the environment management program.

5. Assessment

At least annually, the Governance, Compensation and Nominating Committee will assess the effectiveness of the Committee in fulfilling its duties and responsibilities as set out in this Charter and in a manner consistent with the Board of Trustees Mandate adopted by the Board.

6. Review of Charter

At least annually, the Governance, Compensation and Nominating Committee, in consultation with this Committee, shall review this Charter. Amendments to this Charter that may be suggested by the Governance, Compensation and Nominating Committee shall be brought to the Board for consideration and approval.

7. Access to Outside Advisors

The Committee may at any time retain any external advisor, at the expense of the REIT, to assist it in fulfilling its responsibilities and in that regard, may set the compensation of such advisor. The Committee shall inform the Lead Trustee of the retention of an advisor.

8. 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 and Trustees' Regulations, it is not intended to establish any legally binding obligations.

In the event that any provision of this Charter conflicts with or contravenes any provision of the REIT's Declaration of Trust, such provision of the Declaration of Trust will govern and nothing herein shall be construed as giving the trustees of the REIT who are members of the Committee any powers or authority in addition to, or greater than, the power and authority established by the REIT's Declaration of Trust.