



CHARTER OF THE INVESTMENT COMMITTEE (the “Charter”)

This Charter was adopted by the board of trustees of Slate Retail REIT (the “REIT”) on August 13, 2014

1. Responsibilities and Authority

The investment committee of the REIT (the “Committee”) is a committee of the board of trustees of the REIT (the “Board”). The Committee is responsible for fulfilling the duties ascribed to it in the REIT’s declaration of trust (the “Declaration of Trust”), as well as duties specifically delegated to it from time to time by the Board.

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

2. Composition

The members of the Committee shall be appointed by the Board. The Committee will be comprised of at least three members of the Board, including two persons determined by the REIT to be “independent” within the meaning of National Instrument 58-201 – *Corporate Governance Guidelines and the Chairman of the Board of Trustees*.

3. Approval of Investment Transactions

The Committee has the overall responsibility to ensure that the REIT’s investment transactions are in compliance with the Investment Guidelines and Operating Policies as referenced in Sections 7.1 and 7.2, respectively, of the Declaration of Trust.

A. Defined Terms

In this section, “Proposed Transaction” is defined as all acquisition transactions, disposition transactions, mezzanine financings, non-refundable deposits, fundings and/or loans to partners and/or development transactions and mortgages or debt financing obligations (which exclude those that have been approved by the Board pursuant to the “Approval of Financing Authority” resolution obtained generally in conjunction with the approval of the annual budget). Proposed Transactions include items such as acquisition costs, current and future funding/loans to partners and future committed or expected development costs. For purposes of the investment transaction limits set out in (a) and (b) below, Proposed Transactions for all entities or a group of related entities are to be combined.

In this section “Slate Retail REIT Strategy” is defined as a transaction in accordance with the Investment Guidelines and Operating Policies, as set out in the Declaration of Trust and developed by the Committee for review and approval of the Board.

Subject at all times to the provisions of the Declaration of Trust, and to any other regulations or resolutions that the Board may adopt, the approval authorities for investment transactions are set out as follows:

- (a) For the Committee: Proposed Transactions that:
 - i. are in accordance with the Slate Retail REIT Strategy; and

- ii. are equal to or less than \$30 million;

can be transacted with the authority of the Committee.

(b) For the Board: Proposed Transactions that:

- i. are \$30 million or greater; or
- ii. are not in accordance with the Slate Retail REIT Strategy; or
- iii. which do not otherwise fall within the approval authority of the Committee; can be

transacted with the authority of the Board.

A refundable deposit paid by the REIT in connection with a Proposed Transaction will require the approval of the Committee where such refundable deposit is equal to or greater than the greater of: (i) \$3 million; or (ii) 1.5% of the total cost of the Proposed Transaction.

The Committee will carry out its responsibilities with a view to achieving the REIT's strategic objectives of acquiring a portfolio of high quality assets and delivering the benefits of such real estate ownership to unitholders.

The Declaration of Trust contains detailed investment restrictions, operating restrictions and procedural voting guidelines which bind the Committee.

4. Access to Outside Advisors and Records

The Committee may retain any outside advisor at the expense of the REIT at any time and has the authority to determine any such advisor's fees and other retention terms. The Committee shall inform the Chief Executive Officer of the retention of an advisor, unless the Board determines that such disclosure is not appropriate.

The Committee, and any outside advisor(s) retained by it, will have access to all records and information relating to the REIT and its subsidiaries and all their respective officers, employees and agents, which it deems relevant to the performance of its duties.

5. Reporting

The Committee will regularly report to the Board on all significant matters it has addressed or reviewed that are within its responsibilities, together with any associated recommendations.

6. Chair of the Committee

Each year, the Board will appoint one member who is qualified for such purpose under the Declaration of Trust to be the chair of the Committee (the "Chair"). If, in any year, the Board does not appoint a Chair, the incumbent Chair will continue in office until a successor is appointed.

7. Committee Meetings

A. Scheduling

The Committee will meet as often as it determines is necessary to fulfill its responsibilities. A meeting of the Committee may be called by the Chair, the chair of the Board, the Chief Executive Officer, the Chief Financial Officer or any Committee member.

Meetings will be held at any location within Canada as determined by the Chair and notice shall be given in accordance with the provisions of the Declaration of Trust. Notice shall be provided to all members of the Committee, the chair of the Board and the Chief Executive Officer.

In the case of transactions that are considered routine in nature, and where all members of the Committee consider it appropriate,

the Committee may approve transactions by written resolution signed by each Committee member without a formal meeting.

B. Agenda

The Chair will establish the agenda for each meeting with input from the Chief Executive Officer of the REIT. Any member may propose the inclusion of items on the agenda, request the presence of, or a report by, any member of senior management, or at any meeting raise subjects that are not on the agenda for the meeting.

C. Distribution of Information

The Chair will distribute, or cause the Chief Executive Officer or the Chief Financial Officer 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.

D. Attendance and Participation

Each member of the Committee is expected to attend all meetings. A member who is unable to attend a meeting in person may participate by telephone or teleconference. Poor attendance by a member (an absence from more than one regularly scheduled Committee meeting per year) will be considered by the Board in deciding whether to recommend such member to the Board for re-election as a member of the Board and as a member of the Committee.

E. Quorum

Two thirds of the members of the Committee will constitute a quorum for any meeting of the Committee.

F. Voting, Approval and Other Procedures

Voting and approval procedures for meetings of the Committee will be governed by the Declaration of Trust, and, if not prescribed by the Declaration of Trust, will be determined by the Chair or a resolution of the Committee or the Board.

G. Absence of Chair of the Committee

In the absence of the Chair at a meeting of the Committee, the members in attendance must select one member to act as chair of that meeting.

H. Secretary

The Committee may appoint one of its members or any other person to act as secretary (the "Secretary").

I. Minutes of Meetings

A person designated by the Chair at each meeting will keep minutes of the proceedings of the Committee and the Chair will cause the Secretary to circulate copies of the minutes to each member on a timely basis.

J. In Camera Sessions

At each meeting held in person, the members of the Committee shall meet without the attendance of the management of the REIT, unless waived by the Chair.

8. Removal and Vacancies

Any member may be removed and replaced at any time by the Board, and as well, any member will automatically cease to be a member as soon as they cease to meet the qualifications set out in the Declaration of Trust. The Board will fill vacancies on the Committee by appointment from among qualified members of the Board. If a vacancy exists on the Committee, the remaining members will exercise all of its powers so long as a quorum is present.

9. Committee Effectiveness Assessment

At least annually, the Board will review the Committee to assess the effectiveness of the Committee in fulfilling its responsibilities and duties as set out in this Charter and in a manner consistent with the mandate adopted by the Board.

10. Review and Disclosure

The Committee will review this Charter at least annually and submit it to the Board together with any proposed amendments for approval.