



Nexus REIT

NEXUS REAL ESTATE INVESTMENT TRUST BOARD MANDATE

1. Purpose

The Declaration of Trust for Nexus Real Estate Investment Trust (the “Trust” or “REIT”) stipulates that the trustees (the “Trustees”) of the REIT have control and authority over the assets of the REIT and over the affairs of the REIT. The objectives of the REIT are approved by the Trustees and may be amended or replaced by the Trustees from time to time. In setting the objectives of the REIT, the Trustees are subject to the investment guidelines and operating policies set out in the Declaration of Trust. For purposes of this Mandate, the “Trust” refers to Nexus Real Estate Investment Trust together with its subsidiaries and controlled entities.

2. Procedure and Organization

The operations of the REIT are subject to the control of the Trustees and the Declaration of Trust. The Trustees may delegate any of their powers to committees of Trustees and allow any person to operate the real properties of the REIT. The Trustees, however, retain all other responsibilities and duties to themselves including appointing officers of the REIT, constituting committees of the Trustees and those other responsibilities and duties that the Trustees cannot delegate as expressly set out in the Declaration of Trust.

3. Duties and Responsibilities

As noted above, the Trustees are responsible for the stewardship of the REIT. In fulfilling their responsibilities and duties, the Trustees shall exercise their power and carry out their functions honestly, in good faith and in the best interests of the REIT and its unitholders and in connection therewith they must exercise that degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The Trustees’ principal responsibilities and duties fall into a number of categories which are outlined below.

Declaration of Trust

The Trustees shall be responsible for exercising their powers or taking whatever actions as may be necessary or desirable in order to carry out the provisions of the Declaration of Trust and ensuring that the exercise of such powers or taking of such actions is not inconsistent with the provisions of the Declaration of Trust.

Strategic Planning

Strategic Plans

At least annually, the Board shall review and, if advisable, adopt and approve the REIT’s strategic planning process and a strategic plan for the REIT. In discharging this responsibility, the Board shall review the plan in light of management’s assessment of emerging trends, the competitive environment, the opportunities for the business of the REIT, risk issues and significant business practices and products.

Business and Capital Plans

At least annually, the Board shall review and, if advisable, approve the REIT's annual business and capital plans as well as policies and processes generated by management relating to the authorization of major investments and significant allocation of capital.

Monitoring

At least annually, the Board shall review management's implementation of the REIT's strategic, business and capital plans. The Board shall review and, if advisable, approve any material amendments to, or variances from, these plans.

Risk Management

General

At least annually, the Board shall review reports provided by management of principal risks associated with the REIT's business and operations, review the implementation by management of appropriate systems to manage these risks, and review reports by management relating to the operation of, and any material deficiencies in, these systems.

Verification of Controls

The Board shall verify that internal, financial, non-financial and business control and management information systems have been established by management.

Human Resource Management

General

At least annually, the Board shall review with the Governance, Compensation and Nominating Committee the REIT's approach to executive compensation and trustee compensation and assessment.

Succession Review

At least annually, the Board shall review the succession plans of the REIT for the Chair, Chief Executive Officer and other executive officers, including the appointment, training and monitoring of such persons.

Integrity of Senior Management

The Board shall, to the extent feasible, oversee management and satisfy itself as to the integrity of the Chief Executive Officer and other executive officers of the REIT and that the Chief Executive Officer and other senior officers strive to create a culture of integrity throughout the REIT.

Corporate Governance

General

At least annually, the Board shall review with the Governance, Compensation and Nominating Committee the REIT's approach to corporate governance.

Trustee Independence

At least annually, the Board shall review with the Governance, Compensation and Nominating Committee Trustee independence standards established by the Board and the Board's ability to act independently from management in fulfilling its duties.

Ethics Reporting

The Board has adopted a written Code of Business Conduct and Ethics (the "**Code**") applicable to Trustees, officers and employees of the REIT. At least annually, the Board shall review the report of the Governance, Compensation and Nominating Committee relating to compliance with, or material deficiencies from, the Code and approve changes it considers appropriate. The Board shall review with the Governance, Compensation and Nominating Committee its investigations and any resolutions of complaints received under the Code.

Board Mandate Review

At least annually, the Board shall review and assess the adequacy of its Mandate to ensure compliance with any rules of regulations promulgated by any regulatory body and approve any modifications to this Mandate as considered advisable.

Communications

General

The Board has adopted a Disclosure Policy for the REIT. At least annually, the Board shall review the REIT's overall Disclosure Policy, including measures for receiving feedback from the REIT's stakeholders, and management's compliance with such policy. The Board shall, if advisable, approve material changes to the REIT's Disclosure Policy.

Unitholders

The REIT shall endeavor to keep its unitholders informed of its progress through an annual report, annual information form, quarterly interim reports and periodic press releases. Trustees and management meet with the REIT's unitholders at the annual meeting and are available to respond to questions at that time.

4. Composition

General

The composition and organization of the Board, including: the number, qualifications and remuneration of trustees; Canadian residency requirements; quorum requirements; meeting procedures and notices of meetings are required by applicable law and the REIT's Declaration of Trust, subject to any exemptions or relief that may be granted from such requirements.

Each Trustee must have an understanding of the REIT's principal operational and financial objectives, plans and strategies, and financial position and performance. Trustees who experience a significant change in their personal circumstances are expected to advise the chair of the Governance, Compensation and Nominating Committee.

Independence

A majority of the Board must be independent, unless the Board considers otherwise advisable. “Independent” shall have the meaning, as the context requires, given to it in National Policy 58-201 – Corporate Governance Guidelines, as may be amended from time to time.

Chair of the Board

The Chair of the Board shall be an independent Trustee, unless the Board determines that it is inappropriate to require the Chair to be independent. If the Board determines that it would be inappropriate to require the Chair of the Board to be independent, then the independent Trustees shall select from among their number a Trustee who will act as “Lead Trustee” and who will assume responsibility for providing leadership to enhance the effectiveness and independence of the Board. The Chair, if independent, or the Lead Trustee if the Chair is not independent, shall act as the effective leader of the Board and ensure that the Board’s agenda will enable it to successfully carry out its duties.

Residency

A majority of the trustees must be persons who are resident in Canada for purposes of the *Income Tax Act* (Canada) and the regulations thereunder, as replaced or amended from time to time. Trustees who propose to become non-residents of Canada shall advise the chair of the Governance, Compensation and Nominating Committee as soon as reasonably practicable.

5. Committees of the Board

The Board has established the following committees: the Audit Committee and the Governance, Compensation and Nominating Committee. Subject to applicable law, the Board may establish other Board committees or merge or dispose of any Board committee.

Committee Mandates

The Board shall approve mandates for each Board committee and shall approve mandates for each new Board committee. At least annually, each mandate shall be reviewed by the Governance, Compensation and Nominating Committee and any suggested amendments brought to the Board for consideration and approval.

Delegation to Committees

The Board has delegated to the applicable committee those duties and responsibilities set out in each Board committee’s mandate.

Consideration of Committee Recommendations

As required by applicable law, by applicable committee Mandate or as the Board may consider advisable, the Board shall consider for approval the specific matters delegated for review to Board committees.

6. Meetings

The Board will meet at least once in each quarter, with additional meetings held as deemed advisable. The Chair is primarily responsible for the agenda and for supervising the conduct of the meeting. Any Trustee 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 Board meeting raise subjects that are not on the agenda for that meeting. Meetings of the Board shall be conducted in accordance with the REIT's Declaration of Trust.

Secretary and Minutes

The Secretary of the Trust, his or her designate or any other person the Board requests shall act as secretary of Board meetings. Minutes of Board meetings shall be recorded and maintained by the Secretary and subsequently presented to the Board for approval.

Meetings Without Management

The independent members of the Board shall hold regularly scheduled meetings, or portions of regularly scheduled meetings, at which non-independent Trustees and members of management are not present.

Trustees' Responsibilities

Each Trustee is expected to attend all meetings of the Board and any committee of which he or she is a member. Trustees will be expected to have read and considered the materials sent to them in advance of each meeting and to actively participate in the meetings.

Access to Management and Outside Advisors

The Board shall have unrestricted access to management and employees of the REIT. The Board 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 reasonable compensation of these advisors without consulting or obtaining the approval of any officer of the REIT. The REIT shall provide appropriate funding, as determined by the Board, for the services of these advisors.

Service on Other Boards and Audit Committee

Trustees may serve on the boards of other public companies so long as these commitments do not materially interfere and are compatible with their ability to fulfill their duties as a member of the Board. Trustees must advise the Chair in advance of accepting an invitation to serve on the board of another public company.

7. Management

Position Descriptions for Trustees

The Board has approved position descriptions for the Chair, the Lead Trustee and the chair of each Board committee. The Board shall review such position descriptions on a regular basis.

Position Description for CEO

The Board has adopted a position description for the Chief Executive Officer, which includes delineating management's responsibilities. The Board shall also approve the goals and objectives that the Chief Executive Officer has responsibility for meeting. At least annually, the Board shall review with the Governance, Compensation and Nominating Committee these position descriptions and such corporate goals and objectives.

8. Trustee Development and Evaluation

Each new trustee shall participate in an initial orientation program to be established by the Governance, Compensation and Nominating Committee and each trustee shall participate in the REIT's continuing trustee development programs to be coordinated by the Governance, Compensation and Nominating Committee. At least annually, the Board shall review the REIT's initial orientation program and continuing trustee development programs.

9. No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs 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.

Approved by the Trustees on May 14, 2018