



Nexus REIT

NEXUS REAL ESTATE INVESTMENT TRUST

GOVERNANCE, COMPENSATION AND NOMINATING COMMITTEE MANDATE

As of April 29, 2014

1. Purpose And Scope

Nexus Real Estate Investment Trust (the “**REIT**”) believes that “Corporate Governance” means the process and structure used to oversee the management of the business affairs of the REIT in the best interests of the REIT. The process and structure define the division of power between, and establish mechanisms for achieving accountability by, the Board of Trustees (the “**Board**”) and senior management.

2. Membership

Number of Members

The Governance, Compensation and Nominating Committee (the “**Committee**”) shall be composed of three or more members of the Board, or such lesser numbers as may be permitted by Canadian securities laws.

Independence of Members

A majority of the Committee members must be independent. “**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.

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. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

3. Meetings

Number of Meetings

The Committee shall meet as many times as required 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.

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. However, the Chair may report orally 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 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.

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

Subject to the powers and duties of the Board, the Board has delegated the following powers and duties to be performed by the Committee on behalf of and for the Board:

Composition and Qualifications for the Board

The Committee shall oversee the recruitment and selection of candidates as Trustees of the REIT, including developing and updating a long-term plan for the composition of the Board that takes into consideration the current strengths, competencies, skills and experience of the Board members, retirement dates and the strategic direction of the REIT, and report to the Board thereon at least annually.

The Committee shall undertake on an annual basis an examination of the size of the Board, with a view to determining the impact of the number of trustees, the effectiveness of the Board, and recommend to the Board, if necessary, a reduction or increase in the size of the Board.

Annual Assessments

The Committee, in consultation with the Chair, shall endeavour to ensure that an appropriate system is in place to evaluate the effectiveness of the Board as a whole as well as the committees of the Board and individual trustees with a view to ensuring that they are fulfilling their respective responsibilities and duties. In connection with these evaluations, each trustee shall be requested to provide his or her assessment of the effectiveness of the Board and each committee as well as the performance of the individual trustees. These evaluations should take into account the competencies and skills each trustee is expected to bring to his or her particular role on the Board or on a committee, as well as any other relevant facts. Assessments may relate to the operation of the Board and its committees, the adequacy and timeliness of the information provided to Trustees, agenda planning for Board meetings, contributions of Board and committee members, and consideration of whether any changes to the composition, structure or charter of the Board or its committees is appropriate.

Conflicts of Interest

The Committee shall monitor conflicts of interest (real or perceived) of both the Board and management in accordance with the Code of Conduct.

Annual Nominations

Based on the guidelines referred to in this Mandate, the Committee shall, in consultation with the Chairman of the Board and the Chief Executive Officer, annually or as required, recruit and identify individuals qualified to become new Board members and recommend to the Board new trustee nominees for the next annual meeting of shareholders.

The Committee shall also, in consultation with the Chairman of the Board, annually or as required, recommend to the Board, the individual Trustees to serve on the various Committees.

In making its recommendations, the Committee shall consider the competencies and skills that the Board considers to be necessary for the Board as a whole to possess, the competencies and skills that the Board considers each existing trustee to possess, and the competencies and skills each new nominee will bring to the boardroom. The Committee shall also consider the amount of time and resources that nominees have available to fulfill their duties as a Board member.

The Committee may also recommend for Board approval the removal of a trustee from the Board or from a Board Committee if he or she is no longer qualified to serve as a trustee under applicable requirements or for any other reason the Committee considers appropriate.

Corporate Governance Overview

To fulfill its responsibilities and duties relating to governance, the Governance, Compensation and Nominating Committee shall:

- (a) conduct a periodic review of the REIT's corporate governance policies and make policy recommendations aimed at enhancing Board and committee effectiveness;
- (b) review overall governance principles, monitor disclosure and best practices of comparable and leading companies, and bring forward to the Board a list of corporate governance issues for review, discussion or action by the Board or a Committee thereof;
- (c) review the disclosure in the REIT's public disclosure documents relating to corporate governance practices and prepare recommendations to the Board regarding any other reports required or recommended on corporate governance;
- (d) propose agenda items and content for submission to the Board related to corporate governance issues and provide periodic updates on recent developments in corporate governance to the Board;
- (e) conduct a periodic review of the relationship between management and the Board, particularly in connection with a view to ensuring effective communication and the provision of information to trustees in a timely manner;
- (f) consider and approve the engagement by an individual trustee of an outside legal or other advisor on behalf of the Board as a whole or on behalf of the independent trustees at the expense of the REIT.

Compensation of Board Members and Officers

The Committee shall review and approve any compensation paid by the REIT, and make recommendations to the Board of the remuneration (fees and/or retainer) including the level and nature of compensation to be paid to and the benefits to be provided to trustees, as well as any officers and consultants of the REIT.

Administering Incentive Plans

The Committee shall administer any unit option or purchase plan of the REIT or any other compensation incentive programs.

Functioning of Committee

The Committee shall have unrestricted access to REIT personnel and documents and the resources necessary to carry out its responsibilities.

Education of Board Members

The Committee shall review, monitor and make recommendations regarding new trustee orientation, including organizing an orientation and education program for new Trustees, and the ongoing development of existing Trustees to enable the continuing Trustees to maintain or enhance their skills and abilities as Trustees as well as ensuring their knowledge and understanding of the REIT and its business remains current.

Orientation of new Trustees as to the nature and operation of the REIT's business, may include the opportunity to meet with key members of the management team to discuss the REIT's business and activities, and providing copies of Board materials, corporate policies and procedures, and other information regarding the business and operations of the REIT.

The Committee shall recommend to the Board an appropriate annual process to evaluate the Board and each of the committees, and the responsibilities of each of the trustees individually.

Assess Performance of Management

The Committee shall be responsible for assessing the performance of officers and other members of the executive management team of the REIT.

Responsibilities of Board Members and Committees

The Committee shall review annually the Board of Trustees Mandate and the Mandates for each Committee of the Board, together with the Position Descriptions of each of the Chairman of the Board, the Chief Executive Officer, Lead Trustee, and Committee Chairs, and where necessary, recommend changes to the Board. The Committee shall review and recommend the appropriate structure, size, composition, mandate and members for the committees, and recommend for Board approval the appointment of each to Board committees. In addition, the Committee shall recommend procedures to ensure that the Board and the committees function independently of management.

Review of Breaches of the Code of Business Conduct and Ethics

The Committee shall receive reports from the Chief Executive Officer regarding breaches of the Code of Business Conduct and Ethics, and shall in turn report those breaches to the Board. The Committee shall review investigations and any resolutions of complaints received under the Code of Business Conduct and Ethics and report annually to the Board thereon.

5. 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 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 Articles and By-laws, it is not intended to establish any legally binding obligations.