

INOVALIS

REAL ESTATE INVESTMENT TRUST

Approved November 14, 2016

CHARTER OF THE INVESTMENT COMMITTEE (the “Charter”)

1. Purpose

The Investment Committee (the “**Committee**”) is a committee of the Board of Trustees (the “**Board**”) of Inovalis Real Estate Investment Trust (the “**REIT**”). The members of the Committee and the chair of the Committee (the “**Chair**”) are appointed by the Board on an annual basis (or until their successors are duly appointed) and the Committee is charged with assessing, recommending or approving (as applicable) particular acquisitions, dispositions and related activities based on a variety of factors, including, among other things, the expected risk-adjusted returns, credit fundamentals, liquidity, availability of adequate financing, borrowing costs and macroeconomic conditions. The Committee will be charged with fulfilling the duties ascribed to it herein, as well as duties specifically delegated to it from time to time by the Board.

2. Composition

The Committee shall be comprised of a minimum of three members of the Board, all of whom must be “independent” within the meaning of National Policy 58-201 – *Corporate Governance Guidelines*, a majority of whom shall be Residents (as such term is defined in the REIT’s Declaration of Trust).

3. Reports

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.

4. Approval of Proposed Transactions

The Committee has the overall responsibility of ensuring that the REIT’s investment transactions comply with the REIT’s Investment Guidelines and Operating Policies, as referenced in Sections 6.1 and 6.2, respectively, of the REIT’s Declaration of Trust. 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.

For purposes of this Charter, a “**Proposed Transaction**” shall mean any acquisition transaction, disposition transaction, non-refundable deposit and/or and mortgage or debt financing obligations. A “Proposed Transaction” includes items such as the incurrence of acquisition costs. A “Proposed Transaction” does not include (a) items that have been approved by the Board pursuant to any “approval of financing authority” resolution obtained generally in conjunction with the approval of the annual budget, (b) financing incurred in connection with an acquisition approved in accordance with this Charter that complies with the REIT’s Declaration of Trust and where recourse is limited to the property or properties being acquired (“**Acquisition Financings**”), or (c) the refinancing of an existing asset of the REIT on similar or more favourable terms (“**Equivalent Refinancings**”). For clarity, neither the Board nor the Committee is required to approve Acquisition Financings or Equivalent Refinancings.

For purposes of this Charter, the “**Investment Criteria**” shall mean office properties outside of Canada with an occupancy level above 80%, secured rental cash flow, a property value between €20 million (\$26

million) to €60 million (\$78 million) and potential future upside with respect to matters including rent and area development. For greater certainty, the Investment Criteria may be amended by the Board at any time from time to time.

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.

Subject at all times to the provisions of the Declaration of Trust, and to any other regulations or resolutions that the Trustees 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 REIT's Investment Guidelines and Operating Policies;
- (ii) satisfy the REIT's Investment Criteria;
- (iii) that are AFFO accretive; and
- (iv) do not exceed €40 million,

can be transacted with the authority of the Committee; provided, however, that the Committee may not approve any Proposed Transaction that includes the issuance of securities of the REIT, which Proposed Transaction can only be transacted with the authority of the Board.

(b) For the Board: Proposed Transactions:

- (i) of greater than €40 million;
- (ii) that satisfy the REIT's Investment Criteria; and
- (iii) that do not otherwise fall within the approval authority of the Committee as set out herein,

shall only be transacted with the authority of the Board.

The foregoing thresholds, including the Investment Criteria, shall be reviewed by the Committee and the Board on a regular basis, and when considering changes to such thresholds the Committee and the Board shall take into account factors such as the size of the REIT.

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

The Board shall receive quarterly reports of any Proposed Transactions approved by the Committee during the previous quarter.

5. Meetings

The Committee shall meet as often as it determines is necessary to fulfill its responsibilities. All members of the Committee should strive to be at all meetings. A quorum for the transaction of business at any meeting of the Committee shall be a majority of the members of the Committee or such greater number as the Committee shall by resolution determine provided that a majority of the members comprising the quorum must be Residents (as such term is defined in the REIT's Declaration of Trust). The Committee shall keep minutes of each meeting of the Committee. A

copy of the minutes shall be provided to each member of the Committee. The Committee may request any officer or employee of the REIT, the REIT's manager or any of their direct or indirect subsidiaries or outside counsel to attend meetings of the Committee or with any members of, or advisors to, the Committee. The Committee may form and delegate authority to individual members and subcommittees where the Committee determines it is appropriate to do so.

The Committee shall determine any desired agenda items.

Where all members of the Committee consider it appropriate, the Committee may approve Proposed Transactions by written resolution signed by each Committee member without a formal meeting.

6. Independent Advice

In discharging its mandate, the Committee shall have the authority to retain, at the expense of the REIT, special advisors as the Committee determines to be necessary to permit it to carry out its duties.

7. Annual Evaluation

At least annually, the Committee shall, in a manner it determines to be appropriate:

- (a) Perform a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this Charter.
- (b) Review and assess the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee believes to be appropriate.