

**NORTHWEST HEALTHCARE PROPERTIES
REAL ESTATE INVESTMENT TRUST**

CHARTER OF THE COMPENSATION, GOVERNANCE AND NOMINATING COMMITTEE
(the “Charter”)

1. General

The Compensation, Governance and Nominating Committee (the “**Committee**”) is a committee of the Board of Trustees (the “**Board**”) of NorthWest Healthcare Properties 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 reviewing, overseeing and evaluating the compensation, governance and nominating policies of the REIT as set forth below. The Committee assists the Board in its oversight of human resource and compensation matters, identifies high quality candidates to serve on the Board, and supports the Board in the development of governance policies and practices.

2. Composition

The Committee shall be comprised of at least three members of the Board, the majority of whom will be “independent” within the meaning of National Policy 58-201 – *Corporate Governance Guidelines*.

Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee upon ceasing to be a trustee. The Board may fill vacancies on the Committee by appointment from among the Board. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all powers of the Committee so long as a quorum remains.

3. Reports

The Committee shall:

- (a) report to the Board on a regular basis and before any public disclosure by the REIT on compensation and governance matters;
- (b) cause to be prepared and approve any reports or other disclosure regarding executive compensation, prior to public disclosure, as required by applicable legislation and regulation and/or pursuant to the REIT’s undertaking, if any, to provide necessary information to comply with its disclosure obligations;
- (c) cause to be prepared and approve a report on the REIT’s system of corporate governance practices for inclusion in the annual report or other public disclosure documents of the REIT; and
- (d) report to the REIT annually, with an assessment of the Board’s performance and the Chair shall also discuss the report with all members of the Board.

4. Responsibilities

A. Compensation and Human Resource Matters

The Committee shall:

- (a) Make recommendations to the Board concerning the hiring and termination of the REIT’s Chief Executive Officer and each other senior executive officer that reports directly to the REIT’s Chief Executive Officer (such individuals, together with the Chief Executive Officer, the “**C-Suite**”), including the terms of any employment agreements, severance arrangements, change of control arrangements or provisions, and any special or supplemental benefits.

- (b) At least annually, review and recommend to the Board the corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and recommend to the Board the Chief Executive Officer's compensation levels based on that evaluation. In determining the Chief Executive Officer's compensation, including long term incentive components, the Committee shall consider the Board's performance and relative investor return, the value of similar incentive awards to Chief Executive Officers at comparable entities, and the achievement of individual objectives as well as objectives of the REIT.
- (c) At least annually, review and make recommendations to the Board with respect to the compensation of all other C-Suite executives in relation to pre-established corporate and personal goals.
- (d) From time to time, review the REIT's compensation programs, policies and practices to ensure they are aligned with business objectives and appropriate risk taking, and recommend changes to the Board as required. The Committee will assist the Board in administering short-term and long-term incentive plans and, at least annually, will review and recommend to the Board the goals and objectives of the REIT in relation to compensation.
- (e) From time to time, review the REIT's policies and framework relating to succession planning for the C-Suite, and recommend changes to the Board if appropriate.
- (f) From time to time, review the REIT's policies and/or frameworks on salary administration, recruitment, job evaluation, pay and employment equity, retirement plans and benefits, and recommend changes to the Board if appropriate.
- (g) From time to time, review and make recommendations to the Board with respect to the compensation of Trustees, the chair of the Board, the lead independent trustee of the Board and the chairs of the committees of the Board. At least annually, review the diversity policy of the REIT and assess its effectiveness, and recommend changes to the Board if appropriate.
- (h) From time to time, as appropriate, review key human resources policies and programs in place and under development related to manpower planning, management development, succession planning, career path planning and performance evaluation and their consistency with the strategy of the REIT.

B. Board Member Candidates

The Committee shall:

- (a) Review annually the competencies, skills and personal qualities required of Board members, as a whole, in light of relevant factors, including:
 - (i) the objective of adding value to the REIT in light of the opportunities and risks facing the REIT and the REIT's proposed strategies;
 - (ii) the need to ensure, to the greatest extent possible, that a majority of the Board is comprised of individuals who meet applicable independence requirements; and
 - (iii) the policies of the Board, if any, with respect to Board member tenure, retirement and succession and Board member commitments.
- (b) Establish and oversee appropriate orientation and education programs for new Board members in order to familiarize them with the REIT and its business (including the REIT's reporting and corporate structure, strategic plans, significant financial, accounting and risk issues, compliance programs and policies, management and the external auditors).
- (c) Recommend to the Board continuing education activities or programs for Trustees, from time to time as appropriate, that shall, among other things, assist Trustees to maintain or enhance their skills and abilities

as Trustees, and assist Trustees in ensuring that their knowledge and understanding of the REIT's business remains current.

- (d) Seek individuals qualified (in context of the needs of the REIT and any formal criteria established by the Board) to become members of the Board for recommendation to the Board considering, among other things:
 - (i) the competencies and skills that the Board as a whole should possess;
 - (ii) the competencies and skills of each existing Trustee;
 - (iii) the competencies and skills of each prospective nominee;
 - (iv) whether a prospective nominee is able to devote sufficient time and resources to their duties as Board member; and
 - (v) the diversity of the board composition.
- (e) Review and recommend to the Board the membership and allocation of Board members to the various committees of the Board.
- (f) Establish procedures for the receipt of comments from all Board members to be included in an annual assessment of the Board's performance, including individual contributions.

C. Corporate Governance and Compliance

The Committee shall:

- (a) Review from time to time the size of the Board and the number of Board members who are independent for the purpose of applicable regulatory, stock exchange and securities law requirements or guidelines and REIT policies regarding Board member independence.
- (b) From time to time, review the adequacy of the corporate governance practices of the REIT and recommend any proposed changes to the Board for approval.
- (c) From time to time, review the practices of the Board (including separate meetings of non-management Board members) to identify improvements in corporate governance practices.
- (d) From time to time, review the position descriptions for the Chief Executive Officer, Chair of the Board, Lead Trustee (if applicable) and the chair of each Board committee, and, if appropriate, make recommendations to the Board.
- (e) From time to time, review the powers, mandates and performance, and the membership of the various committees of the Board and, if appropriate, make recommendations to the Board.
- (f) Periodically review with the Board the succession plans relating to the position of the Chief Executive Officer and other senior positions and make recommendations to the Board with respect to the selections of individuals to occupy these positions.

5. Meetings

The Committee shall meet at least semi-annually and more frequently as circumstances require. 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. 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 shall meet separately, periodically, with

management and may request any officer or employee of the REIT or any of its direct or indirect subsidiaries or outside counsel to attend meetings of the Committee or with any members of, or advisors to, the Committee. The Chief Executive Officer may be present at meetings of the Committee to provide input on executive compensation other than his own. The Committee may 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.

Except as otherwise provided herein, meetings of the Committee shall be governed by the same rules regarding meetings that apply to meetings of the Board.

6. **Independent Advice**

In discharging its mandate, the Committee shall have the authority to retain, at the expense of the REIT, outside legal counsel or other advisors as the Committee determines to be necessary to permit it to carry out its duties, provided that the Committee shall provide notice of such to the Chair of the Board and the Lead Trustee of the REIT (unless such individuals are conflicted on the applicable issue).

7. **Annual Evaluation**

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

- (a) the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee believes to be appropriate; and
- (b) the performance of its duties under this Charter and shall present the results of the evaluation to the Board.

8. **No Rights Created**

This Charter is a broad policy statement and is intended to be part of Committee's flexible governance framework. While this Charter should comply with all applicable laws, regulations and listing requirements and the REIT's constating documents, this Charter does not create any legally binding obligations on the Committee, the Board or the REIT.