

**NORTHWEST HEALTHCARE PROPERTIES REAL ESTATE INVESTMENT TRUST
NOTICE OF MEETING OF DEBENTUREHOLDERS**

NOTICE IS HEREBY GIVEN that a meeting (including any adjournments or postponements thereof, the “**Debentureholder Meeting**”) of the holders (the “**Debentureholders**”) of the 5.50% convertible unsecured subordinated debentures due December 31, 2023 (the “**Debentures**”) of Northwest Healthcare Properties Real Estate Investment Trust (the “**REIT**”) will be held at the offices of Goodmans LLP at 333 Bay Street, Suite 3400, Toronto, Ontario M5H2S7 on November 27, 2023 at 10:00 a.m. (Eastern Time) for the following purposes:

1. to consider and, if deemed appropriate, to adopt, with or without amendment, an extraordinary resolution (the “**Debentureholder Resolution**”) in the form attached as Appendix A to the management information circular (the “**Circular**”) accompanying this Notice of Meeting of Debentureholders, approving certain amendments to the trust indenture dated September 11, 2013 as supplemented by the fourth supplemental indenture dated December 20, 2018 (the “**Indenture**”) between the REIT and Computershare Trust Company of Canada (the “**Debenture Trustee**”), and authorizing the Debenture Trustee to execute a supplemental trust indenture between the Debenture Trustee and the REIT embodying such amendments, all as more particularly described in the Circular; and
2. to transact such further or other business as may properly come before the Debentureholder Meeting or any adjournments or postponements thereof.

The accompanying Circular provides additional information relating to the matters to be dealt with at the Debentureholder Meeting and forms part of this Notice of Meeting of Debentureholders.

The Debentureholder Resolution, if passed by the votes of Debentureholders holding not less than 66⅔% of the principal amount of the Debentures present or represented by proxy at the Debentureholder Meeting, or any adjournment or postponement thereof, in accordance with the provisions of the Indenture, will be binding upon the Debentureholders, whether present at or absent from the Debentureholder Meeting. Accordingly, it is important that your Debentures be represented and voted whether or not you plan to attend the Debentureholder Meeting in person.

The board of trustees of the REIT has established the record date for the Debentureholder Meeting as the close of business on October 13, 2023 (the “**Record Date**”). Only Debentureholders of record at the close of business on the Record Date will be entitled to notice of the Debentureholder Meeting or any adjournment or postponement thereof, and to vote at the Debentureholder Meeting or any adjournment or postponement thereof or to appoint or revoke a proxy. No Debentureholder becoming a Debentureholder of record after the Record Date will be entitled to vote at the Debentureholder Meeting or any adjournment or postponement thereof. The quorum requirements of the Indenture will be satisfied by the presence in person or by proxy of Debentureholders representing not less than 25% of the principal amount of Debentures. If a quorum is not present in person or by proxy within 30 minutes after the time appointed for the Debentureholder Meeting, the Debentureholder Meeting shall be adjourned to a date that is not less than 14 nor more than 60 days later and a time and place as may be appointed by the chair of the Debentureholder Meeting. Not less than 10 days’ notice will be given to Debentureholders regarding the time and place of the adjourned meeting. At the adjourned meeting, the Debentureholders present in person or represented by proxy shall constitute a quorum and may transact the business for which the meeting was originally convened notwithstanding that they may hold less than 25% of the outstanding principal amount, and a resolution at such adjourned meeting shall be passed thereat by the affirmative vote of holders of not less than 66⅔% of the principal amount of the Debentures present or represented by proxy at the meeting.

The Debentures have been issued in the form of a global book-entry only certificate registered in the name of CDS & Co. (“**CDS**”) and, as such, CDS is the sole registered Debentureholder. Accordingly, Beneficial Debentureholders (as such term is defined in the Circular) as of the Record Date wishing to vote their Debentures at the Debentureholder Meeting must complete and sign the applicable instrument of proxy or other voting instruction form provided by its broker or other intermediary and return such instrument of proxy or other voting instruction form in accordance with the instructions provided therein well in advance of the Debentureholder Meeting. Failure to do so will result in your Debentures not being voted at the Debentureholder Meeting.

Proxies to be used at the Debentureholder Meeting must be received by the Debenture Trustee, Computershare Trust Company of Canada, Proxy Department, 8th Floor 100 University Ave., Toronto, Ontario M5J 2Y1 no later than 10:00 a.m. (Eastern Time) on November 23, 2023 and if the Debentureholder Meeting is postponed or adjourned, no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of any postponement or adjournment thereof.

If you have any questions or require more information with regard to voting your Debentures please contact investors@nwhreit.com.

October 13, 2023.
By order of the Board of Trustees
(Signed) “*Craig Mitchell*”
Interim Chief Executive Officer