



**CHARTER OF THE INVESTMENT COMMITTEE**  
**(the “Charter”)**

**1. Purpose**

The Investment Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of Invesque Inc. (the “**Corporation**”). 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 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, a majority of whom will be “independent” within the meaning of National Policy 58-201 – *Corporate Governance Guidelines*.

**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**

For purposes of this Charter, a “**Proposed Transaction**” shall mean any acquisition transaction, disposition transaction, mezzanine financing, non-refundable deposit, funding and/or loan to partners and/or development transaction and mortgage or debt financing obligations. A “Proposed Transaction” includes items such as the incurrence of acquisition costs, current and future funding/loans to partners and future committed or expected development 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 and where recourse is limited to the property or properties being acquired (“**Acquisition Financings**”), or (c) the refinancing of an existing asset of the Corporation 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, “**Gross Book Value**” shall mean, at any time, the greater of (A) the value of the assets of the Corporation and its consolidated subsidiaries, as shown on its then most recent consolidated balance sheet prepared in accordance with International Financial Reporting Standards issued by the International Accounting Standards Committee; and (B) the historical cost of the seniors housing and care properties owned by the Corporation, plus (i) the carrying value of cash and cash equivalents, (ii) the carrying value of mortgages receivable; and (iii) the historical cost of other assets and investments used in operations.

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 any regulations or resolutions that the Directors may adopt, the approval authorities for investment transactions are set out as follows:

- (a) For the Committee: Proposed Transactions of a total value that is less than or equal to [10%] of the Corporation's Gross Book Value can be transacted with the authority of the Committee, unless approval by the Board is required by applicable laws or the rules of the TSX Venture Exchange.
- (b) For the Board: Proposed Transactions of a total value that is greater than [10%] of the Corporation's Gross Book Value or that do not otherwise fall within the approval authority of the Committee as set out herein can only be transacted with the authority of the Board.

The foregoing thresholds shall be reviewed by the Committee and the Board on a regular basis.

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. 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 the Corporations' senior management and may request any officer or employee of the Corporation, the Corporation's asset 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 Corporation, 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.