

NORTHWEST HEALTHCARE PROPERTIES REAL ESTATE INVESTMENT TRUST

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

1. General

A. Purpose

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. In addition, it is expected that the Committee will be responsible for: (i) assessing the effectiveness of the Board, each of its committees and individual Trustees; (ii) overseeing the recruitment and selection of candidates as Trustees of the REIT; (iii) organizing an orientation and education program for new Trustees; (iv) considering and approving proposals by the Trustees to engage outside advisers on behalf of the Board as a whole or on behalf of the independent Trustees; (v) reviewing and making recommendations to the Board concerning any change in the number of Trustees composing the Board; (vi) considering questions of management succession; (vii) administering any long term incentive plan of the REIT, and any other compensation incentive programs; (viii) assessing the performance of management of the REIT; (ix) reviewing and approving the compensation paid by the REIT, if any, to the officers of the REIT; and (x) reviewing and making recommendations to the Board concerning the level and nature of the compensation payable to Trustees and officers of the REIT.

2. Composition

The Committee shall be comprised of three members of the Board, all 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. Engagement/Compensation of Senior Executives

The Committee shall:

- (a) Make recommendations concerning the hiring and termination of senior executives.
- (b) From time to time, as appropriate, review with the Chairman of the Board and Chief Executive Officer the long term goals and objectives of the REIT in relation to compensation.
- (c) At least annually, review and approve the position description of the Chief Executive Officer and 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, the achievement of individual objectives as well as objectives of the REIT and the awards given to the Chief Executive Officer in past years.
- (d) At least annually, review and make recommendations to the Board with respect to the compensation of all other executive officers of the REIT that report to the Chief Executive Officer, including incentive compensation plans, equity-based plans, the terms of any employment agreements, severance arrangements, change of control arrangements or provisions, and any special or supplemental benefits. In reviewing and making recommendations to the Board, the Committee shall ensure that a process is in place to maintain a compensation program for the senior executives of the REIT at a fair and competitive level, consistent with the best interests of the REIT.
- (e) 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.
- (f) Recommend awards to employees under any incentive compensation or equity-based plans of the REIT.
- (g) 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.
- (h) From time to time, review the REIT's policies on salary administration, recruitment, job evaluation, pay and employment equity, basic incentive and total cash compensation, retirement benefits, and long-term incentives and recommend changes to the Board if appropriate.
- (i) Review the REIT's compensation policies and practices to determine whether they involve risks that are reasonably likely to have a material adverse effect on the REIT, and evaluate compensation policies and practices that could mitigate any such risk.
- (j) Review management's policies and practices for ensuring that the REIT complies with legal prohibitions, disclosure and other requirements on making or arranging for personal loans, if any, and amending or extending any such loans or arrangements.
- (k) Select, engage and compensate any outside compensation, nomination or other consultant the Committee determines to be necessary to permit it to carry out its duties, and pre-approve any services to be provided to the REIT by any such consultant.

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 an appropriately 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) The Committee shall 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.
- (g) Appoint and, if appropriate, terminate any search firm to be used to identify Board candidates and any compensation consultant to be used to assist in the evaluation of Board compensation and to approve the search firm's and compensation consultant's fees and other retention terms.

C. Corporate Governance and Compliance

The Committee shall:

- (a) Make recommendations concerning the oversight of senior management of the REIT.

- (b) 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.
- (c) From time to time as appropriate, review the adequacy of the corporate governance practices of the REIT and recommend any proposed changes to the Board for approval.
- (d) From time to time as appropriate, review the practices of the Board (including separate meetings of non-management Board members) to identify improvements in corporate governance practices.
- (e) From time to time as appropriate, 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) From time to time as appropriate, review the relationship between senior management and the Board and, if appropriate, make recommendations to the Board with a view to ensuring that the Board is able to function independently of management.
- (g) 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.
- (h) Annually review the diversity policy of the REIT (the “**Diversity Policy**”) and assess whether the Diversity Policy has been effectively implemented, as well as its effectiveness in connection with the composition of the Board and senior management.

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.