

Governance and ESG Committee Mandate

Purpose

The Governance and ESG Committee is appointed by the Board of Trustees of Killam Apartment REIT in fulfilling its oversight responsibilities with respect to environmental, social and governance (ESG) matters, disclosure, Board membership, Board performance and Trustee complement.

Composition

- a) The Committee shall consist of not less than three and not more than six Trustees as determined by the Board on the recommendation from the Committee, all of whom shall be "independent" as that term is defined in National Instrument 58-101 – Disclosure of Corporate Governance Practices.
- b) The members of the Committee shall be appointed or re-appointed at the organizational meeting of the Board immediately following each annual meeting of the unitholders of Killam and shall continue as members of the Committee until their successors are appointed. The Board may fill any vacancy in the membership of the Committee at any time.
- c) The Board shall appoint a Committee Chair from among the members of the Committee. If a Committee Chair is not designated or present, the members of the Committee may designate a Chair by majority vote of the Committee membership.
- d) The Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Committee Chair shall prepare and/or approve an agenda in advance of each meeting.

Responsibilities

Section 1 Governance

In fulfilling its purpose, the Committee shall:

- a) bring to the attention of the Board such corporate governance issues as are necessary for the proper governance of Killam and to develop for recommendation to the Board the approach of Killam in matters of corporate governance, including the written statement of corporate governance principles applicable to Killam as set forth in the Killam's annual information circular, and to make recommendations to the Board with respect to all such matters;
- b) assess and report to the Board in respect of matters relating to the ongoing composition of the Board, including:
 - i. recommending to the Board criteria for the composition of the Board and the selection of Trustees;
 - ii. assessing the competencies and skills each existing Trustee should possess;
 - iii. considering the appropriate size of the Board, with a view to facilitating effective decision making;
 - iv. identifying, either directly or with the assistance of a search firm, candidates for membership on the Board and reviewing their competencies and skills, including their

Governance and ESG Committee Mandate

- ability to satisfy the criteria approved by the Board and their ability to devote sufficient time and resources to their duties as a Trustee; and
- v. establishing, implementing and executing procedures to evaluate the independence, performance and effectiveness of the Board, Board committees, all individual Trustees, the Chair and Committee Chairs (other than the Committee Chair) and review with the Board on an annual basis the results of the assessment;
- c) review succession planning issues with respect to the members of the Board and, upon the retirement of the Chair, make a recommendation to the Board with respect to the appointment of a new Chair;
 - d) prepare, review and periodically reassess a position description for the Chair, the chair of each standing committee of the Board, and of the CEO;
 - e) establish structures and procedures to permit the Board to function independently of Management;
 - f) recommend Board committees and their composition, including the independence of the members nominated thereto; review the need for, and the performance and suitability of, those committees; and make such adjustments as are deemed necessary from time to time, all in conjunction with the Chair and the relevant committees of the Board;
 - g) oversee the development, implementation and disclosure of the ongoing Trustee education program including, as appropriate, education sessions on Killam's business by way of presentations and operating site visits, individual or group education sessions from internal personnel or external consultants on topics of importance to Trustees and Killam, and recommended formal educational opportunities through appropriate organizations to be made available to individual Trustees and paid for by Killam;
 - h) assess and report to the Board with respect to the new Trustees' orientation program of Killam;
 - i) monitor compliance with, and review and approve, if considered appropriate, all proposed waivers to Killam's Code of Business Conduct and Ethics; and
 - j) review results of the annual assessment and conduct an annual performance evaluation of the Committee and each of its members.

Section 2 Other

The Committee's responsibilities may, at the Committee's discretion, also include the following (provided that some of the following functions might be assumed from time to time by other committees of the Board as Board priorities and resources permit):

- a) Monitor and assess the effectiveness of the ESG policies and procedures of Killam.
- b) Ensure that Killam's governance practices are fully disclosed in Killam's management information circular or annual information form, as appropriate.

Governance and ESG Committee Mandate

- c) Review the policies, programs and practices of Killam and monitor the adequacy of compliance systems in the following areas:
 - i. corporate and securities law (including insider trading and self-dealing);
 - ii. environmental law;
 - iii. stock exchange listing standards;
 - iv. anti-trust and competition law;
 - v. regulation of employment practices;
 - vi. code of business conduct and ethics;
 - vii. corporate policy on conflicts of interest;
 - viii. corporate policy with respect to communications and disclosure; and
 - ix. such other areas of regulatory law and corporate policy statements as the Committee considers appropriate from time to time.
- d) Report and make recommendations to the Board on such areas of regulatory and corporate compliance as are considered appropriate from time to time.
- e) Review, approve or make recommendations to the Board in respect of corporate social responsibility and sustainability matters, including, but not limited to, monitoring Killam's progress on integrating ESG factors into business strategy and decision-making, and adopting ESG policies.
- f) Review and provide oversight of Killam's conduct of business in a socially responsible, ethical and transparent manner.
- g) Provide oversight of Killam's programs to identify environmental, social and political trends in public debate, public policy, regulation and legislation that may impact Killam's strategies and business interests.
- h) Provide oversight of Killam's communication with stakeholders and the public and its disclosure policies.
- i) Review and approve Killam's periodic Environmental, Social and Governance Report and monitor ongoing compliance with the initiatives described therein.

Authority

- a) The Committee shall have direct access to such officers and employees of Killam and to any other consultants or advisors, and to such information respecting Killam as it considers necessary to perform its duties and responsibilities.
- b) Any employee may bring before the Committee, on a confidential basis, any concerns relating to matters over which the Committee has oversight responsibilities.

Governance and ESG Committee Mandate

- c) The Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set the compensation for any such counsel and other advisors, such engagement to be at Killam's expense. Killam shall be responsible for all other expenses of the Committee that are deemed necessary or appropriate by the Committee in order to carry out its duties.

Administrative Matters

- a) A meeting may be called by the Chair of the Committee, the Chief Executive Officer of Killam or any member of the Committee. A notice of the time and place of every meeting of the Committee shall be given in writing to each member of the Committee at least two business days prior to the time fixed for such meeting, unless waived by all members entitled to attend. Attendance of a member of the Committee at a meeting shall constitute waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- b) A quorum for meetings of the Committee shall require a majority of its members present in person or by telephone, and decisions of the Committee shall be determined by a majority of the votes cast where a quorum is present or by a resolution in writing signed by all the members of the Committee. If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting will be chosen to preside by a majority of the members of the Committee present at that meeting.
- c) Any member of the Committee may be removed or replaced at any time by the Board. If a vacancy exists on the Committee, the remaining members may exercise all of the powers of the Committee so long as a quorum remains. Subject to the foregoing, each member of the Committee shall hold office until the close of the next annual meeting of unitholders following the date of appointment as a member or until a successor is duly appointed.
- d) The Committee may invite such officers, trustees and employees of Killam as it may see fit from time to time to attend meetings of the Committee and assist thereat in the discussion and consideration of the matters being considered by the Committee. Notwithstanding the foregoing, the Chair of the Committee shall hold in camera sessions, without management present, at every meeting of the Committee.
- e) Minutes of Committee meetings shall be recorded and maintained. The Committee shall appoint a member of the Committee, other officer of Killam, or legal counsel to act as secretary at each meeting for the purpose of recording the minutes of each meeting.
- f) The chair of the Committee shall report to the Board on the activities of the Committee and the minutes of Committee meetings will be promptly circulated to the trustees who are not members of the Committee upon request.

Governance and ESG Committee Mandate

- g) The Committee will review and modify this mandate with regards to, and to reflect changes in, the business environment, industry standards on ESG matters, additional standards which the Committee believes may be applicable to Killam's business, the location of Killam's business and its unitholders and the application of laws and policies.