

GRANITE REIT INC.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. Purpose And Scope

The corporate governance and nominating committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Granite REIT Inc. (the “**Company**”) shall, in accordance with the responsibilities and duties set out in this Charter, oversee (i) the nomination of persons for election to the Board and to the Board of Trustees (the “**Trust Board**”) of Granite Real Estate Investment Trust (the “**Trust**”) and (ii) the corporate governance of the Company and the Trust. The Company believes that “corporate governance” means the process and structure used to oversee the management of the business affairs of the Company and the Trust in the best interests of the Company and the Trust. The process and structure define the division of power between, and establish mechanisms for achieving accountability of, the Board and senior management.

II. Membership

1. Number of Members

The Committee shall be composed of three or more members of the Board.

2. Independence

Each member of the Committee shall be independent within the meaning of the provisions of National Policy 58-201 – Corporate Governance Guidelines of the Canadian Securities Administrators and the applicable rules and regulations of the United States Securities and Exchange Commission and the New York Stock Exchange, each as may be amended from time to time.

3. Term

The members of the Committee shall be appointed annually by the Board. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board.

4. Chair

At the time of the annual appointment of the members of the Committee, the Board shall appoint a member of the Committee as Chair of the Committee.

III. Duties and Responsibilities

Subject to the powers and duties of the Board, the Board has delegated the following powers and duties to be performed by the Committee on behalf of and for the Board:

1. *Composition and Qualifications for the Board*

The Committee shall periodically undertake an examination of the size of the Board and the Trust Board and standards of independence, with a view to determining the impact of the number of directors and trustees (including the number of independent directors and trustees) on the effectiveness of the Board and the Trust Board and the ability of the Board and Trust Board to act independently of management in fulfilling their respective duties, and recommend to the Board and the Trust Board, if necessary, a reduction or increase in the size of the Board and the Trust Board and/or the number of independent directors and trustees.

2. *Annual Assessments*

The Committee, in consultation with the Chair of the Board, shall endeavour to ensure that an appropriate system is in place to evaluate the effectiveness of the Board and the Trust Board, as well as the committees of the Board and the Trust Board and individual directors and trustees, with a view to ensuring that they are fulfilling their respective responsibilities and duties and working effectively together as a unit. These evaluations should take into account the competencies and skills each director and trustee is expected to bring to his or her particular role on the Board and the Trust Board or on a committee, as well as any other relevant facts.

3. *Nominations and Appointments*

Based on the guidelines referred to in this Charter, the Committee shall, annually or as required, recruit and identify individuals qualified to become new members of the Board and the Trust Board and recommend to the Board and the Trust Board (i) the director and trustee nominees to stand for election at the next annual meeting of Company shareholders and Trust unitholders (“AGM”), and (ii) any candidates for appointment to the Board and the Trust Board between AGMs, as appropriate.

The Committee shall also, annually or as required, recommend to the Board and the Trust Board the individual directors and trustees to serve on the various committees of the Board or of the Trust Board and as Chair of each of the various Committees of the Board and the Trust Board (other than the Audit Committees, which are responsible for selecting their own Chairs).

In making its recommendations, the Committee shall consider the competencies and skills that the Board considers to be necessary for the Board and the Trust Board as a whole to possess, the competencies and skills that the Board considers each existing director to possess, and the competencies and skills each new nominee will bring to the boardroom, as well as the objectives of the Diversity Policy of the Company and the Trust. The Committee shall also consider the amount of time and resources that nominees have available to fulfill their duties as Board and Trust Board members or committee members, as applicable.

4. *Corporate Governance Review*

The Committee shall review the disclosure in the public disclosure documents of the Company and the Trust relating to corporate governance practices and prepare recommendations to the Board and the Trust Board regarding any reports required or recommended on corporate governance.

5. *Disclosure Policy*

The Committee shall periodically review the disclosure policy of the Company and Trust, any proposed material amendments to which shall be recommended to the Board and Trust Board.

6. *Education of Board Members*

The Committee shall review, monitor and make recommendations regarding new director and trustee orientation and the ongoing development of existing directors and trustees.

7. *Responsibilities of Board Members and Committees*

The Committee shall review, from time to time, as required, the charters of the Board and the Trust Board and the charters for each committee of the Board and the Trust Board, together with the Position Descriptions of the Chairs of such Boards, the Chair of each committee and the Chief Executive Officer, and where necessary recommend changes to the Board and the Trust Board.

8. *Conflicts of Interest*

The Committee shall monitor conflicts of interest (real or perceived) of members of the Board and the Trust Board and management in accordance with the Code of Conduct and Ethics.

9. *Majority Voting Policy*

The Committee shall promptly consider any resignation offer from a member of the Board or the Trust Board and make a recommendation to the Board or the Trust Board, as the case may be, pursuant to the majority voting policy of the Company and the Trust.

IV. Meetings

1. *Procedure*

The time and place of the meetings of the Committee, the calling of meetings of the Committee and the procedure at such meetings in all respects shall be determined by the Committee; provided, however, that a majority of the members of the Committee shall constitute a quorum.

2. *Reporting to the Board*

The Chair shall provide a report to the Board on material matters considered by the Committee.

V. Outside Advisors

The Committee has the authority to engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties. The Company shall provide appropriate funding, as determined by the Committee, for the services of these advisors.