

**GRANITE REIT INC.**  
**INVESTMENT COMMITTEE CHARTER**

As of November 6, 2018

**I. Purpose And Scope**

The purpose of the investment committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Granite REIT Inc. (the “**Company**”) is to:

- (i) review and make recommendations to the Board and the Board of Trustees of Granite Real Estate Investment Trust (together with the Board, the “**Boards**”) with respect to the investment objectives (the “**Investment Objectives**”) of the Company and Granite Real Estate Investment Trust (together, “**Granite**”); and
- (ii) review and make recommendations to the Boards with respect to certain proposed direct or indirect acquisitions, investments, dispositions and borrowings of Granite (or, where within the Committee’s authority as prescribed herein, approve such transactions).

The objective of the Committee is to ensure an effective allocation of capital that is consistent with Granite’s strategic plan while balancing financial and operational risks with a view to maximizing the long term value of Granite.

**II. Membership**

**1. Number of Members**

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

**2. Independence**

A majority of the members 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. Qualifications**

At least two-thirds of the members of the Committee shall have had, in the view of the Board, substantial experience in the real estate industry.

**4. 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.

## 5. *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**

To fulfil its responsibilities and duties, the Committee shall:

- (i) at least annually, review management's assessment of Granite's properties (taking into account property type, location, lease profile, risk, and marketability);
- (ii) periodically review and make recommendations to the Boards regarding the Investment Objectives;
- (iii) review and, subject to (iv) below, make recommendations to the Boards regarding (a) proposed acquisitions, investments and dispositions by Granite or its subsidiaries and (b) proposed borrowings and assumption or granting of any mortgage or other security interest in real property (other than renewals of existing mortgages or security interests, which need not be approved by the Committee), including any assignment of rents and other monies derived from or related to real property (collectively, "**Transactions**"), other than Excluded Transactions, as defined below; and
- (iv) have the authority, in its sole discretion, to authorize and approve any Transaction that is consistent with the Investment Objectives and for which the purchase price, estimated capital commitment, proceeds from disposition or principal amount of mortgage or other security, as applicable, (the "**Transaction Value**") does not exceed C\$200 million, US\$200 million or €200 million, as applicable depending on the jurisdiction of the Transaction.

For the purposes of this Policy, an "Excluded Transaction" is any Transaction (i) that is consistent with the Investment Objectives and for which the Transaction Value does not exceed C\$100 million, US\$100 million or €100 million, as applicable depending on the jurisdiction of the Transaction, provided that the Chair of the Committee is advised by Granite's President and Chief Executive Officer of any Transaction in excess of C\$50 million, US\$50 million or €50 million, (ii) that is an inter-company transaction that is solely between Granite and/or one or more of their wholly-owned subsidiaries and (iii) does not involve the issuance of Granite's stapled units as part of any purchase consideration. Any Excluded Transaction may be authorized and approved by Granite's President and Chief Executive Officer.

### 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.

Questions arising at any meeting of the Committee shall be decided by a majority of the votes cast. Decisions may be taken by written consent signed by all of the members of the Committee.

Where for any reason a member of the Committee has a conflict of interest in respect of a decision or is disqualified from voting on or participating in a decision, any other independent and disinterested Director not already a member of the Committee may be designated by the Board to act as an alternate.

**2. *Reporting to the Board***

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

**3. *In Camera Sessions***

The Committee may hold meetings, or portions of meetings, at which management is not present.

**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.