

Position Description of Chairman of the Board

The Chairman of the Board (the "Board") of True North Commercial Real Estate Investment Trust (the "REIT") is principally responsible for overseeing the operations and affairs of the Board. In fulfilling his responsibilities, the Chairman will be responsible for:

- (a) providing leadership to foster the effectiveness of the Board;
- (b) ensuring there is an effective relationship between the Board and senior management of the REIT;
- (c) ensuring that the appropriate committee structure is in place and assisting the Governance, Compensation and Nominating Committee in making recommendations for appointment to such committees;
- (d) in consultation with the other members of the Board and the Lead Trustee of the REIT, preparing the agenda for each meeting of the Board;
- (e) ensuring the trustees of the REIT receive the information required for the proper performance of their duties, including information relevant to each meeting of the Board;
- (f) chairing Board meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual trustees of the REIT and confirming that clarity regarding decision-making is reached and accurately recorded;
- (g) chairing all meetings of securityholders of the REIT;
- (h) acting as spokesperson on behalf of the Board except with respect to matters in which the Chairman of the Board has a real or perceived conflict of interest;
- (i) together with the Governance, Compensation and Nominating Committee, ensuring that appropriate systems are in place to: (i) evaluate the performance of the Board as a whole, the Board's committees and individual trustees, with a view to ensuring they are fulfilling their respective responsibilities and duties, and making recommendations to the Governance, Compensation and Nominating Committee for changes when appropriate; and (ii) coordinate continuing trustee development programs;
- (j) reviewing the performance and effectiveness assessments of each of the individual independent trustees of the REIT;
- (k) consulting with the Governance, Compensation and Nominating Committee on candidates for nomination or appointment to the Board;
- (l) in consultation with the other members of the Board and the Lead Trustee of the REIT, communicating with securityholders of the REIT and regulators to the REIT;
- (m) working with the Lead Trustee to ensure the Board is provided with the resources to permit it to carry out its responsibilities and bringing to the attention of the Lead Trustee any issues that are preventing the Board from being able to carry out its responsibilities; and
- (n) providing additional services required by the Board.

This position description will be reviewed annually by the Governance, Compensation and Nominating Committee, and will be approved, with or without changes, by the Board annually.