

Position Description of Lead Trustee

The Lead Trustee will facilitate the functioning of the Board of Trustees (the “Board”) of True North Commercial Real Estate Investment Trust (the “REIT”) independently of management and other non-independent trustees of the REIT and provide independent leadership to the Board. In fulfilling his or her responsibilities, the Lead Trustee will be responsible for:

- (a) providing leadership to ensure that appropriate structures and procedures are in place so that the Board functions independently of management and other non-independent trustees of the REIT;
- (b) leading the process by which the independent trustees of the REIT seek to ensure the Board represents and protects the interests of all securityholders of the REIT;
- (c) working with the Chairman of the Board to ensure the appropriate committee structure is in place and assisting the Governance, Compensation and Nominating Committee in making recommendations for appointment to such committees;
- (d) suggesting items of importance for consideration on the agenda for each meeting of the Board;
- (e) chairing Board meetings in the absence of the Chairman of the Board, and chairing each Board meeting at which only non-management and non-independent trustees of the REIT are present, in each case 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;
- (f) as may be required from time to time, consulting and meeting with any or all of the independent trustees of the REIT, at the discretion of the Lead Trustee or such independent trustee(s) and with or without the attendance of the Chairman of the Board, and representing such independent trustee(s) in discussions with management and/or other non-independent trustees of the REIT on corporate governance issues and other matters including without limitation those specific matters requiring the approval of the independent trustees as set out in the REIT’s Declaration of Trust;
- (g) acting as spokesperson on behalf of the Board with respect to matters in which the Chairman of the Board has a real or perceived conflict of interest;
- (h) reviewing the performance and effectiveness assessments of each of the Chairman of the Board and the individual non-independent trustees of the REIT;
- (i) providing recommendations and advice to the Governance, Compensation and Nominating Committee on candidates for nomination or appointment to the Board;
- (j) recommending, where necessary, the holding of special meetings of the Board, or meetings of independent trustees of the REIT, whether as part of a regularly scheduled meeting of the Board or otherwise, at which non-independent trustees and members of management are not present;
- (k) working with the Chairman of the Board and the Chief Executive Officer to ensure the Board is provided with the resources to permit it to carry out its responsibilities and bringing to the attention of the Chairman of the Board and the Chief Executive Officer any issues that are preventing the Board from being able to carry out its responsibilities; and
- (l) 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.