



**NOTICE OF ANNUAL MEETING OF UNITHOLDERS  
TO BE HELD ON June 13, 2019  
AND  
INFORMATION CIRCULAR**

Dated April 18, 2019



## PURE MULTI-FAMILY REIT LP

### NOTICE OF ANNUAL MEETING OF UNITHOLDERS

NOTICE IS HEREBY GIVEN that an annual meeting (the “Meeting”) of the holders (“Unitholders”) of Class A Units and Class B Units (collectively, the “Units”) of Pure Multi-Family REIT LP (“Pure Multi-Family”) will be held at **KPMG LLP, 777 Dunsmuir Street, 11<sup>th</sup> Floor, Vancouver, British Columbia at 3:00 p.m. (Vancouver time), on June 13, 2019**, for the following purposes:

1. to receive the financial statements of Pure Multi-Family for the financial year ended December 31, 2018 and the report of the auditor thereon;
2. to fix the number of directors (the “Directors”) of Pure Multi-Family REIT (GP) Inc. (the “Governing GP”), the governing general partner of Pure Multi-Family, at eight;
3. to elect the Directors for the ensuing year;
4. to appoint KPMG LLP, Chartered Accountants, as auditor of Pure Multi-Family for the ensuing year and to authorize the Directors to fix their remuneration; and
5. to transact such further and other business as may properly come before the meeting or any adjournment thereof.

Specific details of the above items of business are contained in the management information circular that accompanies and forms a part of this Notice of Annual Meeting of Unitholders.

The record date for the determination of Unitholders entitled to notice of and to vote at the Meeting, and at any adjournment or postponement thereof, is April 24, 2019. Unitholders of record are entitled to vote at the Meeting either in person or by proxy. Unitholders who are unable to attend the Meeting in person are requested to read, complete, sign and deliver the accompanying Form of Proxy. To be effective, the Form of Proxy must be received by Computershare Investor Services Inc., 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, (facsimile: 1-866-249-7775) not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment or postponement thereof.

**Beneficial Unitholders who hold their Units of Pure Multi-Family through an intermediary/broker are not entitled, as such, to vote at the Meeting through a proxy. Regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Unitholders in advance of the Meeting. Beneficial Unitholders should carefully follow the instructions of the intermediary/broker, including those on how and when voting instructions are to be provided, in order to have their Units voted at the Meeting.**

DATED at Vancouver, British Columbia, this 18th day of April, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS OF PURE MULTI-FAMILY REIT (GP) INC.**

(signed) “*Stephen J. Evans*”

Stephen J. Evans  
Director and Chief Executive Officer

**TABLE OF CONTENTS**

Solicitation of Proxies .....	1
Appointment of Proxies.....	1
Revocation of Proxies .....	2
Beneficial Unitholders .....	2
Quorum .....	3
Limited Partnership Structure .....	4
Voting Agreement .....	4
Voting Units and Principal Holders Thereof .....	4
Particulars of Matters to be Acted Upon.....	5
1. Receiving the Financial Statements.....	5
2. Fix Number of Directors .....	5
3. Election of Directors .....	5
4. Appointment of Auditors .....	15
Interest Of Certain Persons In Matters To Be Acted Upon.....	15
Statement of Governance Practices .....	15
Directors Compensation .....	26
Compensation Discussion and Analysis .....	30
Securities Authorized For Issuance Under Equity Compensation Plan.....	44
Indebtedness of Directors and Executive Officers.....	45
Interest of Informed Persons in Material Transactions.....	45
Additional Information .....	46
Approval of Circular .....	46
Appendix A Terms of Reference for the Directors.....	A-1
Appendix B Terms of Reference of the Audit Committee .....	B-1



## INFORMATION CIRCULAR

### SOLICITATION OF PROXIES

This Management Information Circular (“Information Circular”) is furnished in connection with the solicitation of proxies by management of Pure Multi-Family REIT (GP) Inc. (the “Governing GP”), the general partner of Pure Multi-Family REIT LP (“Pure Multi-Family”), for use at the annual meeting (the “Meeting”) of holders (the “Unitholders”) of Class A units (the “Class A Units”) and Class B units (the “Class B Units” and together with the Class A Units, the “Units”) of Pure Multi-Family to be held at KPMG LLP, 777 Dunsmuir Street, 11<sup>th</sup> Floor, Vancouver, British Columbia at 3:00 p.m. (Vancouver time), on June 13, 2019, or at any adjournments thereof, for the purposes set forth in the accompanying Notice of Annual Meeting Of Unitholders (the “Notice of Annual Meeting”). Unless the context otherwise requires, all references to the “Meeting” in this Information Circular include all adjournments and postponements thereof.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by Pure Multi-Family. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation. Except as otherwise stated, the information contained herein is given as of April 18, 2019, and, unless indicated otherwise, all amounts contained herein are in U.S. dollars.

It is expected that the solicitation of proxies for the Meeting will be primarily by mail, but proxies may be solicited personally, by telephone or by other means of communication by the directors (the “Directors”) or employees or agents of the Governing GP or Pure Multi-Family. All costs of solicitation of proxies by or on behalf of management will be borne by Pure Multi-Family. The costs of soliciting proxies and printing and mailing this Information Circular in connection with the Meeting, which are expected to be nominal, will be borne by Pure Multi-Family. Pure Multi-Family has arranged for intermediaries/brokers to forward the Meeting materials to Beneficial Unitholders (as defined below) of Pure Multi-Family held of record by those intermediaries/brokers, and Pure Multi-Family may reimburse the intermediaries/brokers for their reasonable fees and disbursements in that regard.

### APPOINTMENT OF PROXIES

Registered Unitholders are entitled to vote at the Meeting. The persons named in the accompanying Form of Proxy are Directors. A registered Unitholder desiring to appoint some other person, who need not be a Unitholder, to represent him or her at the Meeting may do so by striking out the printed names and inserting the name of such other person and, if desired, an alternate to such person, in the blank space provided in the Form of Proxy. Such registered Unitholder should notify the nominee of the appointment, obtain the nominee’s consent to act as proxy and should provide voting instructions to the nominee. The nominee should bring personal identification to the Meeting.

A Form of Proxy must be in writing and signed by the registered Unitholder or by the registered Unitholder’s attorney duly authorized in writing or, if the registered Unitholder is a body corporate or association, under its seal or by an officer or attorney thereof duly authorized indicating the capacity under which such officer or attorney is signing. If an

attorney executes the Form of Proxy, evidence of the attorney's authority must accompany the Form of Proxy. A proxy will not be valid unless the completed Form of Proxy is received by Computershare Investor Services Inc. ("Computershare"), 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 (facsimile: 1-866-249-7775) not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment or postponement thereof. Alternatively, registered Unitholders can call the toll-free telephone number of Computershare or access Computershare's dedicated voting website (each as noted on the accompanying Form of Proxy) in order to vote the Units held by them. Notwithstanding the foregoing, the Chairman of the Meeting has the discretion to accept proxies received after such deadline. The time limit for the deposit of proxies may also be waived or extended by the Chairman of the Meeting at his discretion, without notice.

**Beneficial Unitholders who hold their Units of Pure Multi-Family through an intermediary/broker are not entitled, as such, to vote at the Meeting through a proxy. Regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Unitholders in advance of the Meeting. Beneficial Unitholders should carefully follow the instructions of their intermediary/broker, including those on how and when voting instructions are to be provided, in order to have their Units voted at the Meeting. See "Beneficial Unitholders".**

## REVOCATION OF PROXIES

---

A registered Unitholder who has given a proxy may revoke such proxy by: (a) completing and signing a proxy bearing a later date and depositing it with Computershare in accordance with the instructions set out herein; or (b) depositing an instrument or act in writing expressly revoking such proxy executed or signed by the registered Unitholder or by the registered Unitholder's personal representative or agent authorized in writing: (i) at the principal office of Pure Multi-Family not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment or postponement thereof, (ii) with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting, or any adjournment or postponement thereof, or (iii) in any other manner permitted by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

A Beneficial Unitholder who has given voting instructions to a broker, investment dealer, bank, trust company or other intermediary may revoke such voting instructions by following the instructions of such broker, investment dealer, bank, trust company or other intermediary. However, a broker, investment dealer, bank, trust company or other intermediary may be unable to take any action on the revocation if such revocation is not provided sufficiently in advance of the Meeting or any adjournment or postponement thereof.

## VOTING OF PROXIES

---

**The persons named in the accompanying Form of Proxy will vote or withhold from voting the Units in respect of which they are appointed proxy on any poll (ballot) that may be called for in accordance with the instructions of the Unitholder as indicated on the Form of Proxy and, if the Unitholder specifies a choice with respect to any matter to be acted upon, the Units will be voted accordingly. Where no choice is specified in the Form of Proxy, such Units will be voted "for" the matters described therein and in this Information Circular.**

The accompanying Form of Proxy confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Annual Meeting and with respect to other matters that may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Annual Meeting are properly brought before the Meeting or any other business is properly brought before the Meeting, it is the intention of the persons named in the accompanying Form of Proxy to vote in accordance with their judgment on such matters or business. At the time of the printing of this Information Circular, the Directors know of no such amendment, variation or other matter, which may be presented to the Meeting.

## BENEFICIAL UNITHOLDERS

---

Only registered Unitholders, or the persons they appoint as their proxies, are permitted to vote at the Meeting. The Meeting materials are being sent to both registered and non-registered Unitholders. If you are a non-registered Unitholder and Pure Multi-Family or its agent has sent these materials directly to you, your name and address and

information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary/broker holding on your behalf.

**The information set forth in this section is important to all Unitholders.** Unitholders who do not hold their Units in their own name are referred to in this Information Circular as “Beneficial Unitholders”. There are two kinds of Beneficial Unitholders – those who object to their names being made known to the issuers of securities which they own (called “OBOs” for Objecting Beneficial Owners), and those who do not object (called “NOBOs” for Non-Objecting Beneficial Owners). Beneficial Unitholders should note that only a Unitholder whose name appears on the records of Pure Multi-Family as a registered holder of Units or a person they appoint as a proxy can be recognized and vote at the Meeting. Subject to limited exceptions that may exist from time to time, all issued and outstanding Class A Units are in a book-based system administered by CDS Clearing and Depository Services Inc. (“CDS”). Consequently, all Class A Units are, subject to limited exceptions that may exist from time to time, registered under the name of CDS & Co. (the registration name for CDS). CDS also acts as nominee for brokerage firms through which Beneficial Unitholders hold their Units. Units held by CDS can only be voted (for or against resolutions) upon the instructions of the Beneficial Unitholder.

Pure Multi-Family will deliver proxy-related materials directly to its NOBOs and indirectly OBOs pursuant to National Instrument 54-101 - *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”). NOBOs will receive Meeting materials from Pure Multi-Family’s transfer agent, including a voting instruction form. Proxy-related materials will be delivered indirectly to OBOs. As a result, OBOs can expect to receive Meeting materials from their intermediary/broker, including a voting instruction form, as more particularly described below.

Applicable regulatory policy requires intermediaries/brokers to whom meeting materials have been sent to seek voting instructions from Beneficial Unitholders in advance of Unitholders’ meetings. Every intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Unitholders in order to ensure that their Units are voted at the Meeting. Often, the Form of Proxy supplied to a Beneficial Unitholder by its broker is identical to that provided to registered Unitholders. However, its purpose is limited to instructing the registered Unitholder how to vote on behalf of the Beneficial Unitholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“Broadridge”). Broadridge typically prepares a special voting instruction form, mails those forms to the Beneficial Unitholders and asks for appropriate instructions respecting the voting of Units to be represented at the Meeting. Beneficial Unitholders are requested to complete and return the voting instruction form to Broadridge by mail or facsimile. Alternatively, Beneficial Unitholders can call a toll-free telephone number or access Broadridge’s dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and vote the Units held by them.

Broadridge then tabulates the results of all voting instructions received and provides appropriate instructions respecting the voting of Units to be represented at the Meeting. A Beneficial Unitholder receiving a voting instruction form cannot use that voting instruction form to vote Units directly at the Meeting. The voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Units voted. Beneficial Unitholders who receive forms of proxies or voting materials from organizations other than Broadridge should complete and return such forms of proxies or voting materials in accordance with the instructions on such materials in order to properly vote their Units at the Meeting.

**Beneficial Unitholders cannot be recognized at the Meeting for purposes of voting their Units in person or by way of depositing a Form of Proxy. If you are a Beneficial Unitholder and wish to vote in person at the Meeting, please see the voting instructions you received or contact your intermediary/broker well in advance of the Meeting to determine how you can do so.**

Beneficial Unitholders should carefully follow the voting instructions they receive, including those on how and when voting instructions are to be provided, in order to have their Units voted at the Meeting.

## QUORUM

---

A quorum for any meeting of Unitholders shall be individuals present not being less than two in number and being Unitholders or representing by proxy Unitholders who hold in aggregate not less in aggregate than 25% of the total number of outstanding Units.

## LIMITED PARTNERSHIP STRUCTURE

---

Pure Multi-Family is a limited partnership formed under the *Limited Partnerships Act* (Ontario). Pure Multi-Family was established by Pure MultiFamily Management Limited Partnership (the “Managing GP”), its managing general partner, and the Governing GP pursuant to the terms of a Limited Partnership Agreement dated May 8, 2012, as amended and restated May 28, 2015, as further amended August 21, 2015 and as amended and restated May 24, 2018 (as so amended and restated, the “LP Agreement”), as may be amended, restated, modified or supplemented from time to time. On May 24, 2018, unitholders approved the removal of the Managing GP as a general partner of Pure Multi-Family. Pure Multi-Family was established for the purposes of indirectly acquiring, owning and operating quality multi-family real estate properties in major markets in the United States.

Pure Multi-Family’s Units are listed for trading on the TSX Venture Exchange in Canadian dollars under the symbol RUF.UN and in U.S. dollars under the symbol RUF.U. Pure Multi-Family’s Units are also listed for quotation in United States dollars on the OTCQX International Marketplace under the symbol PMULF. The financial year end of Pure Multi-Family is December 31. The reporting currency of Pure Multi-Family is U.S. dollars. Pure Multi-Family’s head office and address for service is located at 910 – 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2.

## VOTING AGREEMENT

---

**Pursuant to the LP Agreement, decisions relating to the operation and business of Pure Multi-Family are governed by the Governing GP, which has sole responsibility and authority for the governance and control of Pure Multi-Family.** Pure Multi-Family, Sunstone Multi-Family Investment Inc. and the shareholders thereof have entered into a voting agreement (the “Voting Agreement”) dated May 8, 2012. Pursuant to the Voting Agreement, Sunstone Multi-Family Investment Inc. agreed that any voting rights with respect to the Governing GP will be voted in favour of the election of directors of the Governing GP and such other matter relating to the Governing GP as may be voted upon by the Unitholders pursuant to the LP Agreement. Further, Sunstone Multi-Family Investment Inc. agreed as the sole shareholder of the Governing GP to cause certain matters relating to the directors of the Governing GP to be effect as directed by Pure Multi-Family and the Unitholders.

In addition, pursuant to the Voting Agreement, Sunstone Multi-Family Investment Inc. agreed that it will not exercise its right to remove the Governing GP as general partner of Pure Multi-Family. The Voting Agreement also contains restrictions on transfers of the shares of the Governing GP, except that Sunstone may transfer shares of the Governing GP to any of its affiliates.

## VOTING UNITS AND PRINCIPAL HOLDERS THEREOF

---

Pure Multi-Family is authorized to issue an unlimited number of Class A Units and an unlimited number of Class B Units. Pure Multi-Family’s Class A Units and Class B Units collectively comprise the Units referred to in this Information Circular. As of the date hereof, there are 76,736,671 Class A Units and 200,000 Class B Units outstanding. Each Class A Unit entitles the holder thereof to exercise one vote at any meeting of Unitholders of Pure Multi-Family. On August 12, 2016, upon the occurrence of a Determination Event (as defined in the LP Agreement), the number of Class A Units into which the Class B Units could be re-designated pursuant to the terms of the LP Agreement was fixed at 2,665,835 Class A Units. As a result, as of August 12, 2016, the 200,000 Class B Units outstanding are equivalent in economic, voting and all other respects to 2,665,835 Class A Units, even though they remain designated as Class B Units. The issued and outstanding Class A Units and Class B Units represent 96.64% and 3.36%, respectively, of the outstanding beneficial interests and voting rights in Pure Multi-Family, expressed as a percentage of all outstanding Units as a whole.

Every question submitted to a meeting, other than a special resolution, shall, unless a poll vote is demanded, be decided by a show of hands, on which every person present and entitled to vote shall be entitled to one vote. Only registered Unitholders at the close of business on April 24, 2019, the record date established by the Directors, are entitled to receive notice of and to vote at the Meeting.

To the knowledge of the Directors and the executive officers, as at April 18, 2019, no person beneficially owns, directly or indirectly, or exercises control or direction over, voting securities of Pure Multi-Family carrying more than 10% of the voting rights attached to any class of voting securities of Pure Multi-Family.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

---

The following items will be addressed at the Meeting:

1. to receive the financial statements of Pure Multi-Family for the financial year ended December 31, 2018 and the report of the auditor thereon;
2. to fix the number of Directors at eight;
3. to elect the Directors for the ensuing year; and
4. to appoint KPMG LLP, Chartered Accountants, as auditor of Pure Multi-Family for the ensuing year and to authorize the Directors to fix their remuneration.

### **1. RECEIVING THE FINANCIAL STATEMENTS**

Pure Multi-Family's annual consolidated financial statements for the year ended December 31, 2018, together with the auditor's report thereon, will be presented to Unitholders at the Meeting. A copy of such financial statements and auditor's report are also available on Pure Multi-Family's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on Pure Multi-Family's website at [www.puremultifamily.com](http://www.puremultifamily.com).

### **2. FIX NUMBER OF DIRECTORS**

Pursuant to the LP Agreement, there shall be a minimum of five and a maximum of nine Directors. The number of Directors within such minimum and maximum numbers shall be determined at a meeting of the Unitholders. The number of Directors to be elected at the Meeting is proposed to be fixed at eight. All Directors elected at the Meeting will hold office for a term expiring at the close of the next annual meeting of Unitholders or until their successors are appointed, unless a Director's office is earlier vacated in accordance with the LP Agreement.

**Unless otherwise directed, the person named in the accompanying Form of Proxy or voting instruction form intend to vote for fixing the number of Directors at eight.**

**Management recommends that the Unitholders vote FOR fixing the number of Directors at eight.**

### **3. ELECTION OF DIRECTORS**

At the Meeting, each person nominated for election as a Director will be voted on individually and the voting results for each nominee will be publicly disclosed in a news release filed on SEDAR at [www.sedar.com](http://www.sedar.com).

#### *Advance Notice Policy*

The LP Agreement contains an advance notice policy (the "Advance Notice Policy") which requires Unitholders to submit a notice of director nominations to the Directors prior to any annual or special meeting of Unitholders where Directors are to be elected and sets forth the information that a Unitholder must include in such notice. In the case of an annual meeting of Unitholders, notice to the Directors must be given not less than 30 nor more than 60 days prior to the date of the annual meeting provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be given no later than the close of business on the 10th day following such public announcement. In the case of a special meeting of Unitholders (which is not also an annual meeting), notice to the Directors must be given no later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made. The advanced notice period is intended to give the Directors and Unitholders sufficient time to consider

any proposed nominees. The LP Agreement which sets the full text of the Advance Notice Policy may be viewed under Pure Multi-Family's profile on SEDAR at [www.sedar.com](http://www.sedar.com)

### Directors Nominated for Election

Six of the eight nominees are currently Directors. All nominees have established their eligibility and willingness to serve as Directors. The following tables set forth, for each nominee, his or her municipality of residence, current position(s) with Pure Multi-Family, the period of time he or she has served as a Director, if applicable, his or her meeting attendance record, if applicable, his or her principal occupation during the past five years, and the number of Units beneficially owned by him or her, directly or indirectly, or over which he or she exercises control or direction, as at April 18, 2019.

**Fraser R. Berrill,**  
C.Dir, BA LLB  
Toronto, Ontario, Canada

Mr. Berrill is the President of Fragin Holdings Limited, a private investment company principally involved in real estate income properties and development in Ontario, Texas and Arizona. He is the former President, Chief Executive Officer and director of Renasant Financial Partners Ltd., a financial services and technology trading organization. Mr. Berrill has served as a director of several public and private companies, currently as a director for TWC Enterprises Limited (TSX: TWC) and has previously been on the board of Vicwest Inc. (formerly listed on the TSX) since 2009, and has acted as Board Chair from 2011 to June, 2015, and was formerly a Trustee of Morguard REIT (TSX: MRT.UN). In addition, he is a member of the Law Society of Upper Canada, and holds a designation of Chartered Director from McMaster University. Mr. Berrill is also on the Board of Governors of the University of Windsor.

**Age:** 70

**Status:**  
Independent

**Joined Board:**  
March 6, 2015

**Areas of Expertise:**  
Financial literacy; Business leadership; Finance; Corporate Governance; Legal; Real estate.

#### Board & Committee Attendance During 2018

Board of Directors	Committee <sup>(1)</sup>				Total Attendance
	AC	NGC	CC	SC	
	✓	✓	✓	✓	
20/22	4/4	4/4	6/6	44/50	90.7%

#### Current Public Directorships

TWC Enterprises Limited (TSX: TWC) May 9, 2018

#### Unit Ownership<sup>(2)</sup>

Class A Units (#)	Class B Units (#)	Total (#)	Total Value CDN(\$) <sup>(3)</sup>	Multiple of Base Retainer	Unit Ownership Requirement Met
19,000	-	19,000	\$169,670	3.8	✓

#### Voting Results of 2018 Annual Meeting<sup>(4)</sup>

	Votes For	Votes Withheld	Total Votes Cast
<b>Number of Votes</b>	39,142,065	2,959,768	42,101,833
<b>Percentage of Votes</b>	92.97%	7.03%	100%

- (1) "AC" means Audit Committee, "NGC" means Nominating and Governance Committee, "CC" means Compensation Committee and "SC" means Special Committee.
- (2) The information as to residence, principal occupation and Units beneficially owned or over which control or direction is exercised, not being within the knowledge of Pure Multi-Family, has been furnished by the nominee.
- (3) Total value is calculated using the 20 day weighted average unit price of CDN\$8.93 on the TSXV Exchange as at April 18, 2019.
- (4) On a show of hands, Unitholders ratified the resolution to elect the nominees named in Pure Multi-Family's Information Circular dated April 9, 2018 as Directors for the ensuing year or until their successors are elected or appointed. Figures indicated represent proxies that were tabulated in respect of Pure Multi-Family's meeting of Unitholders held on May 24, 2018.

**Stephen J. Evans,**  
North Vancouver,  
British Columbia, Canada

Mr. Evans is the co-Founder and Chief Executive Officer of Pure Multi-Family. Mr. Evans also co-founded Pure Industrial Real Trust (“PIRET”) (formerly listed on the TSX) in 2007 and served as CEO until May 2015 and a trustee until its sale in May, 2018. PIRET was established for the purposes of acquiring, owning and operating a diversified portfolio of income-producing industrial properties in leading markets. Since its IPO in 2007, Mr. Evans led the growth of PIRET from a small portfolio to a dominant industrial platform. At the time of the sale, PIRET owned 177 industrial properties in Canada and the United States and was sold for CDN\$3.8 Billion. He is also the Chief Operating Officer of and indirectly owns 50% of the shares in Sunstone Realty Advisors Inc. (“Sunstone Realty”). Since 2003, Sunstone Realty, and its predecessors, have raised over CDN\$300 million in equity for its Sunstone series of funds (collectively, the “Sunstone Funds”). Sunstone Realty has participated in the negotiation, acquisition, redevelopment and asset management of over CDN\$800 million in commercial, residential and office properties in Canada and the United States. Mr. Evans co-founded American Hotel Income Properties REIT LP (TSX: HOT.UN) in 2013 and serves as a Director. In addition, Mr. Evans is the acting Chief Financial Officer of REALnorth Opportunities Fund, an unincorporated, open-ended investment trust which indirectly invests in revenue producing real estate assets and development properties located in northern B.C. Previously, from September 15, 2008 to December 31, 2009, Mr. Evans was a director of IAT Air Cargo Facilities Income Fund and director of International Aviation Terminals Inc. and then commenced as a director of Huntingdon Capital Corporation (formerly Huntingdon Real Estate Investment Trust) on January 1, 2010 until September 26, 2012. Mr. Evans was also formerly a director of WesternOne Inc. (formerly listed on the TSX). Mr. Evans is also a member of the Institute of Corporate Directors.

**Age:** 55

**Status:**

Non-Independent

**Joined Board:**

May 8, 2012

**Areas of Expertise:**

Financial literacy; Business leadership; Finance; Operations; Real estate.

#### Board & Committee Attendance During 2018

Board of Directors	Committee <sup>(1)</sup>				Total Attendance
	AC	NGC	CC	SC	
	n/a	n/a	n/a	n/a	
19/22	-	-	-	-	86.4%

#### Current Public Directorships<sup>(2)</sup>

American Hotel Income Properties REIT LP (TSX: HOT.UN)	Oct 11, 2012
--	--------------

#### Unit Ownership<sup>(3)</sup>

Class A Units (#)	Class B Units (#)	Total (#)	Total Value CDN(\$) <sup>(6)</sup>	Multiple of Base Retainer	Unit Ownership Requirement Met
584,135 <sup>(4)</sup>	96,000 <sup>(5)</sup>	680,135	\$16,643,154	n/a	n/a

#### Voting Results of 2018 Annual Meeting<sup>(7)</sup>

	Votes For	Votes Withheld	Total Votes Cast
Number of Votes	39,090,835	3,010,998	42,101,833
Percentage of Votes	92.85%	7.15%	100%

- (1) “AC” means Audit Committee, “NGC” means Nominating and Governance Committee, “CC” means Compensation Committee and “SC” means Special Committee.
- (2) In addition to the companies listed, Mr. Evans acts as a director or director of the general partner or trustee, as applicable, for the following reporting issuers: Sunstone Opportunity (2007) Realty Trust, Sunstone Opportunity (2007) Mortgage Fund, Sunstone Opportunity (2006) Debenture Fund, Sunstone Opportunity (2006) Realty Trust, Sunstone Opportunity Fund (2005) LP, SRAI Capital Corp. and REALnorth Opportunities Fund.
- (3) The information as to residence, principal occupation and Units beneficially owned or over which control or direction is exercised, not being within the knowledge of Pure Multi-Family, has been furnished by the nominee.
- (4) Includes Class A Units held by Triple E Investments Inc.
- (5) Includes proportionate share of 200,000 Class B Units held by Pure Multifamily Management Limited Partnership, a British Columbia limited partnership whose limited partners include Triple E Investments Inc. See “Voting Units and Principal Holders Thereof”
- (6) Total value is calculated using the 20 day weighted average unit price of CDN\$8.93 on the TSXV Exchange as at April 18, 2019.
- (7) On a show of hands, Unitholders ratified the resolution to elect the nominees named in Pure Multi-Family’s Information Circular dated April 9, 2018 as Directors for the ensuing year or until their successors are elected or appointed. Figures indicated represent proxies that were tabulated in respect of Pure Multi-Family’s meeting of Unitholders held on May 24, 2018.

**Maurice Kagan,**

B.Com, CTA

Toronto, Ontario, Canada

Mr. Kagan is currently President of Canal Group, a Residential and Commercial Property Holding Company. Mr. Kagan was previously Chief Executive Officer and owner of Sparkle Solutions Inc. a route operator servicing over 13,000 laundry machines serving the multi residential housing industry in Ontario. In 2013, he sold Sparkle to Coinmach, a US based Laundry operator. In 1997, as CFO, he spearheaded the launch of RESREIT a real estate investment trust. In 2003, RESREIT was sold to CAPREIT. He is currently on the Board of Kew Media (TSX:KEW), Cliffside Capital (TSXV: CEW), Atrium Mortgage Investment Corporation (TSX: AI) and Pinehurst Capital I Inc. (TSXV: PHT.P). His previous Board seats were InterRent REIT, and he was Chair of the Audit Committees of both Carfinco and Lonestar West. Prior to that he was the CFO of the Greenwin Group managing over 20,000 apartment units in Ontario. Mr. Kagan has a Bachelor of Commerce and a certificate in the Theory of Accountancy and qualified as a Chartered Accountant in South Africa in 1981.

**Age:** 63**Status:**  
Independent**Joined Board:**  
January 5, 2018**Areas of Expertise:**  
Accounting, Financial literacy,  
Business leadership,  
Corporate Governance,  
Finance; Operations; Real  
estate.**Board & Committee Attendance During 2018**

Board of Directors	Committee <sup>(1)</sup>				Total Attendance
	AC	NGC	CC	SC	
	✓ <sup>(2)</sup>	n/a	✓ <sup>(3)</sup>	n/a	
21/22	4/4	-	3/3	-	96.6%

**Current Public Directorships**

Kew Media Group Inc. (TSX: KFW)	Nov 3, 2015
Cliffside Capital Ltd. (TSXV: CEW)	May 26, 2017
Atrium Mortgage Investment Corporation (TSX: AI)	April 26, 2018
Pinehurst Capital I Inc. (TSXV: PHT.P)	April 9, 2019

**Unit Ownership<sup>(4)</sup>**

Class A Units (#)	Class B Units (#)	Total (#)	Total Value CDN(\$) <sup>(5)</sup>	Multiple of Base Retainer	Unit Ownership Requirement Met
8,000	-	8,000	\$71,440	n/a	n/a

**Voting Results of 2018 Annual Meeting <sup>(6)</sup>**

	Votes For	Votes Withheld	Total Votes Cast
Number of Votes	39,152,578	2,949,255	42,101,833
Percentage of Votes	92.99%	7.01%	100%

(1) "AC" means Audit Committee, "NGC" means Nominating and Governance Committee, "CC" means Compensation Committee and "SC" means Special Committee.

(2) Mr. Kagan was appointed as a member to the AC on January 5, 2018.

(3) Mr. Kagan was appointed as a member to the CC on October 1, 2018.

(4) The information as to residence, principal occupation and Units beneficially owned or over which control or direction is exercised, not being within the knowledge of Pure Multi-Family, has been furnished by the nominee.

(5) Total value is calculated using the 20 day weighted average unit price of CDN\$8.93 on the TSXV Exchange as at April 18, 2019.

(6) On a show of hands, Unitholders ratified the resolution to elect the nominees named in Pure Multi-Family's Information Circular dated April 9, 2018 as Directors for the ensuing year or until their successors are elected or appointed. Figures indicated represent proxies that were tabulated in respect of Pure Multi-Family's meeting of Unitholders held on May 24, 2018.

**Robert W. King,**  
ICD.D  
Vancouver,  
British Columbia, Canada

Mr. King is the Chair of the Board of Pure Multi-Family. He is also the President of King Pacific Capital Corporation, a private company specializing in mortgage finance and real estate development and investment in Western Canada. Mr. King is also a principal of Westbridge Finance Inc., a full-service commercial mortgage brokerage company. Mr. King is a director of Wall Financial Corporation (TSX: WFC), a real estate investment and development company, and was a trustee of PIRET (formerly listed on the TSX) until its sale in May, 2018, and the Chairman of the Board of WesternOne Inc. (formerly listed on the TSX). Mr. King is also a director of the general partner and/or corporate trustee of each of the limited partnerships and real estate investment trusts comprising the Sunstone Funds. Mr. King earned his MBA from Dalhousie University in 1992 and a Bachelor of Arts from the University of British Columbia in 1989. He graduated from the ICD-Rotman Directors Education Program in November of 2015 and received the ICD.D designation from the Institute of Corporate Directors in February 2016. Mr. King is also a member of the Institute of Corporate Directors.

**Age:** 52

**Status:**  
Independent

**Joined Board:**  
May 8, 2012

**Areas of Expertise:**  
Financial literacy; Business leadership; Corporate Governance; Finance; Operations; Real estate.

#### Board & Committee Attendance During 2018

Board of Directors	Committee <sup>(1)</sup>				Total Attendance
	AC	NGC	CC	SC	
	✓	✓	✓	✓	
22/22	4/4	4/4	6/6	49/50	98.8%

#### Current Public Directorships

Wall Financial Corporation (TSX: WFC)	March 9, 2005
---------------------------------------	---------------

#### Unit Ownership<sup>(2)</sup>

Class A Units (#)	Class B Units (#)	Total (#)	Total Value CDN(\$) <sup>(3)</sup>	Multiple of Base Retainer	Unit Ownership Requirement Met
65,000	-	65,000	\$580,450	12.9	✓

#### Voting Results of 2018 Annual Meeting <sup>(4)</sup>

	Votes For	Votes Withheld	Total Votes Cast
Number of Votes	37,674,978	4,426,855	42,101,833
Percentage of Votes	89.49%	10.51%	100%

- (1) "AC" means Audit Committee, "NGC" means Nominating and Governance Committee, "CC" means Compensation Committee and "SC" means Special Committee.
- (2) The information as to residence, principal occupation and Units beneficially owned or over which control or direction is exercised, not being within the knowledge of Pure Multi-Family, has been furnished by the nominee.
- (3) Total value is calculated using the 20 day weighted average unit price of CDN\$8.93 on the TSXV Exchange as at April 18, 2019.
- (4) On a show of hands, Unitholders ratified the resolution to elect the nominees named in Pure Multi-Family's Information Circular dated April 9, 2018 as Directors for the ensuing year or until their successors are elected or appointed. Figures indicated represent proxies that were tabulated in respect of Pure Multi-Family's meeting of Unitholders held on May 24, 2018.

**John C. O'Neill**

West Vancouver,  
British Columbia, Canada

Mr. O'Neill was a co-founder and is currently the Chief Executive Officer of American Hotel Income Properties REIT LP (TSX: HOT.UN). Mr. O'Neill was a co-founder of Canadian Hotel Income Properties REIT ("CHIP REIT") in 1997 and served on CHIP REIT's Board of Trustees from 1999 to 2002. Mr. O'Neill was also a partner with Intrawest in the ownership and management of Whistler Lodging Company. Mr. O'Neill is a member of the Board of Trustees for the Fraser Institute; a former Director of the Minister's Council on Tourism on behalf of B.C.'s Ministry of Jobs, Tourism and Innovation; and also Chair of the Collingwood School Foundation. He is a past Member of the Faculty Advisory Board of the UBC Sauder School of Business, a former Member of the Tourism Whistler Board of Directors, a former BC Chapter Chair of Young President's Organization, a former Member of the Owners' Advisory Councils of Starwood Hotels & Resorts and Marriott Hotels.

**Age:** 56

**Status:**  
Non-Independent

**Joined Board:**  
October 10, 2013

**Areas of Expertise:**  
Financial literacy; Business leadership; Operations; Finance; Real estate.

**Board & Committee Attendance During 2018**

Board of Directors	Committee <sup>(1)</sup>				Total Attendance
	AC	NGC	CC	SC	
	n/a	✓	✓ <sup>(2)</sup>	n/a	
18/22	-	4/4	3/3	-	86.2%

**Current Public Directorships**

n/a

**Unit Ownership<sup>(2)</sup>**

Class A Units (#)	Class B Units (#)	Total (#)	Total Value CDN(\$) <sup>(3)</sup>	Multiple of Base Retainer	Unit Ownership Requirement Met
33,300	-	33,300	\$297,369	6.6	✓

**Voting Results of 2018 Annual Meeting <sup>(4)</sup>**

	Votes For	Votes Withheld	Total Votes Cast
Number of Votes	37,628,433	4,473,400	42,101,833
Percentage of Votes	89.37%	10.63%	100%

(1) "AC" means Audit Committee, "NGC" means Nominating and Governance Committee, "CC" means Compensation Committee and "SC" means Special Committee.

(2) Mr. O'Neill resigned as a member of the CC on October 1, 2018.

(3) The information as to residence, principal occupation and Units beneficially owned or over which control or direction is exercised, not being within the knowledge of Pure Multi-Family, has been furnished by the nominee.

(4) Total value is calculated using the 20 day weighted average unit price of CDN\$8.93 on the TSXV Exchange as at April 18, 2019.

(5) On a show of hands, Unitholders ratified the resolution to elect the nominees named in Pure Multi-Family's Information Circular dated April 9, 2018 as Directors for the ensuing year or until their successors are elected or appointed. Figures indicated represent proxies that were tabulated in respect of Pure Multi-Family's meeting of Unitholders held on May 24, 2018.

**Sherry D.****Tryssenaar, CPA, CMA**

Vancouver, British  
Columbia, Canada

Ms. Tryssenaar is a Corporate Director. She served as the Chief Financial Officer of Ten Peaks Coffee Company (TSX: TPK), and of Ten Peak's subsidiary, Swiss Water Decaffeinated Coffee Company from March, 2009 to May, 2018. As the CFO, Ms. Tryssenaar was responsible for corporate finance, accounting and financial reporting, compliance and risk management, information systems, human resources, and investor relations. Previously, she was Chief Financial Officer, Vice President, Finance and Administration and a director of QuestAir Technologies (TSX: QAR). Earlier in her career, Ms. Tryssenaar was Director of Corporate Finance with RBC Technology Ventures, and Vice President, Investments of Quorum Funding, a venture capital firm. Ms. Tryssenaar has served on the boards of directors of various companies and not-for-profit organizations. Currently, she is a director and Chair of the Audit Committee of Unit Electrical Engineering, a privately held company. Ms. Tryssenaar is a Chartered Professional Accountant. In addition, she holds a Bachelor of Business Administration (first class honours) from Simon Fraser University, and a M.Sc. (Econ) in International Relations from the London School of Economics, which she attended as a Commonwealth Scholar. In 2011, Ms. Tryssenaar was named the BC CFO of the Year in the small public company category by Business in Vancouver. She was also recognized as a Top 40 Under 40 by Business in Vancouver in 2007.

**Age:** 49

**Status:**  
Independent

**Joined Board:**  
April 10, 2017

**Areas of Expertise:**  
Accounting; Financial  
Literacy; Business  
Leadership; Corporate  
Governance; Finance;  
Operations.

**Board & Committee Attendance During 2018**

Board of Directors	Committee <sup>(1)</sup>				Total Attendance
	AC	NGC	CC	SC	
	✓	n/a	n/a	✓	
22/22	4/4	-	-	49/50	98.7%

**Current Public Directorships**

n/a

**Unit Ownership<sup>(2)</sup>**

Class A Units (#)	Class B Units (#)	Total (#)	Total Value CDN(\$) <sup>(3)</sup>	Multiple of Base Retainer	Unit Ownership Requirement Met
12,000	-	12,000	\$107,160	2.4	✓

**Voting Results of 2018 Annual Meeting<sup>(4)</sup>**

	Votes For	Votes Withheld	Total Votes Cast
<b>Number of Votes</b>	39,131,788	2,970,045	42,101,833
<b>Percentage of Votes</b>	92.95%	7.05%	100%

- (1) "AC" means Audit Committee, "NGC" means Nominating and Governance Committee, "CC" means Compensation Committee and "SC" means Special Committee.
- (2) The information as to residence, principal occupation and Units beneficially owned or over which control or direction is exercised, not being within the knowledge of Pure Multi-Family, has been furnished by the nominee.
- (3) Total value is calculated using the 20 day weighted average unit price of CDN\$8.93 on the TSXV Exchange as at April 18, 2019.
- (4) On a show of hands, Unitholders ratified the resolution to elect the nominees named in Pure Multi-Family's Information Circular dated April 9, 2018 as Directors for the ensuing year or until their successors are elected or appointed. Figures indicated represent proxies that were tabulated in respect of Pure Multi-Family's meeting of Unitholders held on May 24, 2018.

**Paul G. Haggis,**  
C.Dir  
Canmore, Alberta, Canada

Mr. Haggis was President and Chief Executive Officer of Ontario Municipal Employees Retirement System (OMERS) from September 2003 to March 2007 and prior thereto, Director and Interim Chief Executive Officer of the Public Sector Pension Investment Board (PSPiB). Mr. Haggis has extensive financial markets and public board experience having served on the Board of Directors of Canadian Tire Bank and PIRET. Mr. Haggis was a director and Chair of the Investment Committee of the Insurance Corporation of British Columbia, Chair of the Audit Committee of C.A. Bancorp and Prime Restaurants Royalty Income Fund, and Chair of Canadian Pacific Railway, Director of UBC Investment Management Inc. He was Chief Operating Officer of Metlife Canadian operations and Chief Executive Officer of ATB Financial. Currently, Mr. Haggis is the Chairman of Alberta Enterprise Corp, a Director and Audit Chair of Home Capital Group Inc., a Director and Audit Chair of Advantage Oil and Gas and a Director of the Bank of Canada.

Mr. Haggis holds a Bachelor of Arts degree from the University of Western Ontario and is certified as a Chartered Director through the Directors College at McMaster University. He was a Commissioned Officer in the Royal Canadian Air Force Reserve.

**Age:** 67

**Status:**  
Independent

**Joined Board:**  
n/a

**Areas of Expertise:**  
Accounting; Financial literacy; Business leadership; Corporate governance; Finance; Real estate.

#### Board & Committee Attendance During 2018

Board of Directors	Committee <sup>(1)</sup>				Total Attendance
	AC	NGC	CC	SC	
n/a	n/a	n/a	n/a	n/a	n/a
n/a	-	-	-	-	n/a

#### Current Public Directorships

Advantage Oil and Gas Ltd. (TSX: AAV)	November 7, 2008
Home Capital Group Inc. (TSX: HCG)	May 7, 2017

#### Unit Ownership<sup>(2)</sup>

Class A Units (#)	Class B Units (#)	Total (#)	Total Value CDN(\$) <sup>(3)</sup>	Multiple of Base Retainer	Unit Ownership Requirement Met
-	-	-	\$nil	n/a	n/a

#### Voting Results of 2018 Annual Meeting

	Votes For	Votes Withheld	Total Votes Cast
Number of Votes	n/a	n/a	n/a
Percentage of Votes	n/a	n/a	n/a

(1) "AC" means Audit Committee, "NGC" means Nominating and Governance Committee, "CC" means Compensation Committee and "SC" means Special Committee.

(2) The information as to residence, principal occupation and Units beneficially owned or over which control or direction is exercised, not being within the knowledge of Pure Multi-Family, has been furnished by the nominee.

(3) Total value is calculated using the 20 day weighted average unit price of CDN\$8.93 on the TSXV Exchange as at April 18, 2019.

**Richard W. Nesbitt**

Toronto, Ontario  
Canada

Mr. Nesbitt recently completed his tenure as Chief Executive Officer of Global Risk Institute in Financial Services, which is building a globally recognized research organization in the management of emerging risks.

Mr. Nesbitt is an Adjunct Professor of the Rotman School of Management (“Rotman”), University of Toronto, and chair of the Advisory Board of the Mind Brain Behavior Hive at the same University. He has also recently been a Visiting Professor at the London School of Economics, United Kingdom.

At Rotman, Mr. Nesbitt created and teaches a course entitled “How Banks Work: Management in a New Technological Age”. He is also an active public speaker at conferences and events across North America where he presents on the topics of risk management and securities market structure.

Mr. Nesbitt, who serves on a variety of corporate and community boards, was recognized in 2014 by the organization Women in Capital Markets with its Visionary Award. This honour was bestowed on Richard for work over his career to sponsor gender diverse management teams and boards in order to produce better companies. He also received the Queen Elizabeth II Diamond Jubilee Medal for community service and the Arbor Award from the University of Toronto for his work with the school.

Before joining the Global Risk Institute, Mr. Nesbitt was Chief Operating Officer of Canadian Imperial Bank of Commerce (TSX: CM) until he retired from that position in September 2014. In this role, he was responsible for the global operations of Wholesale Banking, Technology and Operations; Strategy and Corporate Development; CIBC’s International Operations, including CIBC FirstCaribbean International Bank; and Treasury. He joined CIBC in 2008 following his more than 20 years of experience in the securities industry which included CIBC Wood Gundy from 1987 to 1997.

From 2004 to 2008 Mr. Nesbitt was Chief Executive Officer of TSX Group, the predecessor to the TMX Group (TSX: X), a public company listed on the Toronto Stock Exchange, having joined TSX as President of TSX Markets in 2001. He was responsible for the consolidation of the various local exchanges across Canada into what is today known as the TMX Group.

**Age:** 63

**Status:**  
Independent

**Joined Board:**  
n/a

**Areas of Expertise:**  
Financial literacy; Business leadership; Finance; Corporate Governance.

**Board & Committee Attendance During 2018**

Board of Directors	Committee <sup>(1)</sup>				Total Attendance
	AC	NGC	CC	SC	
	n/a	n/a	n/a	n/a	
n/a	-	-	-	-	n/a

**Current Public Directorships**

n/a

**Unit Ownership<sup>(2)</sup>**

Class A Units (#)	Class B Units (#)	Total (#)	Total Value CDN(\$) <sup>(3)</sup>	Multiple of Base Retainer	Unit Ownership Requirement Met
-	-	-	\$nil	n/a	n/a

**Voting Results of 2018 Annual Meeting**

	Votes For	Votes Withheld	Total Votes Cast
<b>Number of Votes</b>	n/a	n/a	n/a
<b>Percentage of Votes</b>	n/a	n/a	n/a

(1) “AC” means Audit Committee, “NGC” means Nominating and Governance Committee, “CC” means Compensation Committee and “SC” means Special Committee.

(2) The information as to residence, principal occupation and Units beneficially owned or over which control or direction is exercised, not being within the knowledge of Pure Multi-Family, has been furnished by the nominee.

(3) Total value is calculated using the 20 day weighted average unit price of CDN\$8.93 on the TSXV Exchange as at April 18, 2019.

**Majority Voting Policy**

In connection with Pure Multi-Family’s application for listing the Units and 6.5% convertible unsecured subordinated debentures on the Toronto Stock Exchange, the Directors adopted a “majority voting policy” providing that in an uncontested election of Directors (i.e., an election where the number of nominees for Directors is equal to the number of Directors to be elected), any nominee who receives a greater number of votes “withheld” than votes “for” will tender his or her resignation to the Chair of the Board of Directors (the “Board”) promptly following the relevant Unitholders’ meeting. The Nominating and Governance Committee will consider the offer of resignation and will make a recommendation to the Board on whether to accept it. In considering whether or not to recommend acceptance of the resignation, the Nominating and Governance Committee will consider all factors deemed relevant by its members. The Board will accept the resignation absent exceptional circumstances. The Board will make its final decision and announce it in a press release within 90 days following the relevant Unitholders’ meeting. A Director who tenders his or her resignation

pursuant to this policy will not participate in any meeting of the Board of Directors or the Nominating and Governance Committee at which the resignation is considered. Where the Board accepts the resignation of a Director, the Board may, subject to applicable laws, the LP Agreement and any previously-passed Unitholder resolutions, exercise its discretion with respect to the resulting vacancy and may, without limitation, leave the vacancy unfilled until the next annual meeting of Unitholders, fill the vacancy through the appointment of a new Director whom the Board of Directors considers to merit the confidence of the Unitholders, or call a special meeting of Unitholders to elect a new nominee to fill the vacant position. If any Director fails to tender his or her resignation as contemplated in the majority voting policy, the Board will not re-nominate that Director at the next election.

#### *Cease Trade Orders*

No proposed Director is, or within the ten (10) years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to an order that was issued while the proposed Director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the proposed Director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

For purposes of (a) and (b) above, the term “order” means: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any extension under securities legislation, that was in effect for a period of more than 30 consecutive days.

#### *Bankruptcies*

No proposed Director is, or within ten (10) years before the date of this Information Circular, has been a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or directors appointed to hold its assets or made a proposal under any legislation relating to bankruptcies or insolvency.

No proposed Director has, within ten (10) years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or directors appointed to hold the assets of the proposed Director.

No proposed Director has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Unitholder in deciding whether to vote for a proposed Director.

**Unless such authority is withheld, the person named in the accompanying Form of Proxy or voting instruction form intend to vote for the election, as Director, of the persons whose names are set forth above and identified in the accompanying Form of Proxy.**

**Management recommends that the Unitholders vote FOR the election, as Directors, of each of the persons whose names are set forth above and identified in the accompanying Form of Proxy.**

#### 4. APPOINTMENT OF AUDITORS

At the Meeting, the Unitholders will be called upon to appoint KPMG LLP, Chartered Accountants, as auditor of Pure Multi-Family, to hold office until the next annual meeting of Pure Multi-Family, at a remuneration to be fixed by the Directors. KPMG LLP has acted as the auditor of Pure Multi-Family since its formation on May 8, 2012.

**Unless such authority is withheld, the persons named in the accompanying Form of Proxy or voting instruction form intend to vote for the appointment of KPMG LLP, Chartered Accountants, as auditor of Pure Multi-Family, to hold office until the next annual meeting of Pure Multi-Family, at a remuneration to be fixed by the Directors.**

**Management recommends that the Unitholders vote FOR the appointment of KPMG LLP as auditor of Pure Multi-Family, at a remuneration to be fixed by the Directors.**

#### INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No person or company who is, or at any time during the fiscal year ended December 31, 2018 was, a Director or executive officer of Pure Multi-Family, a proposed management nominee for election as a Director, or an associate or affiliate of any such Director, executive officer or proposed nominee, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting except as otherwise disclosed herein.

#### STATEMENT OF GOVERNANCE PRACTICES

The following describes Pure Multi-Family's governance practices with reference to National Policy 58-201 – *Corporate Governance Guidelines* and National Instrument 58-101 – *Disclosure of Corporate Governance Practices*. The following disclosure of Pure Multi-Family's approach to governance outlines the various procedures, policies and practices that Pure Multi-Family and the Board of the Governing GP have implemented to address the foregoing requirements and to ensure appropriate governance practices.

#### Board and Committee Meetings – 2018

The following table summarizes the number of Board and committee meetings held for the year ended December 31, 2018:

Board of Directors/Committee	2018 Meetings (#)
Board of Directors	22
Audit Committee	4
Nominating and Governance Committee	4
Compensation Committee	6
Special Committee	50

#### *In Camera Sessions*

As noted below under the heading "Statement of Governance Practices – Terms of Reference for the Directors", at each meeting, the independent Directors meet on an *in camera* basis without members of management being present. The Chair, who is an independent Director, chairs the meeting and ensures that all Directors have an opportunity to comment and provide their input.

#### Composition of the Board of Directors and Independence

The Board is currently composed of seven Directors. The number of Directors nominated for election at the Meeting is eight. Mr. Redekop will not be standing for re-election at the meeting. The Board has determined that six of the eight Directors who are standing for election at the Meeting are "independent" as such term is defined in National Instrument 52-110 – *Audit Committees* ("NI 52-110"). The independent Directors who are standing for re-election or

election are Messrs. King, Berrill, Kagan, Haggis and Nesbitt and Ms. Tryssenaar. Mr. Evans is not independent as he is the Chief Executive Officer of Pure Multi-Family. Mr. O'Neill is not independent as he is deemed to have been in a material relationship with Pure Multi-Family pursuant to NI 52-110. As six of the eight Directors are independent Directors, Pure Multi-Family complies with the Terms of Reference for the Directors which provides that the Board should have a majority of independent Directors. No non-independent Director is a member the Nominating and Governance Committee or Compensation Committee.

Each of the Directors has demonstrated skills in one or more of the following areas:

- accounting;
- financial literacy;
- business leadership;
- corporate governance;
- finance;
- legal;
- operations; and
- real estate.

	Accounting	Financial Literacy	Business Leadership	Corporate Governance	Finance	Legal	Operations	Real Estate
Stephen J. Evans		✓	✓		✓		✓	✓
Robert W. King		✓	✓	✓	✓		✓	✓
John C. O'Neill		✓	✓		✓		✓	✓
Fraser R. Berrill		✓	✓	✓	✓	✓		✓
Sherry D. Tryssenaar	✓	✓	✓	✓	✓		✓	
Maurice Kagan	✓	✓	✓	✓	✓		✓	✓
Paul G. Haggis	✓	✓	✓	✓	✓			✓
Richard W. Nesbitt		✓	✓	✓	✓			

### Board Chair

The Chair is a duly elected member of the Board and is appointed as Chair by the Board each year for a one-year term, with such appointment being (except when a vacancy is being filled) at the first meeting of the Directors following the annual meeting of Unitholders. The current Chair is Mr. Robert W. King, who is independent as such term is defined in NI 52-110.

The responsibilities of the Chair are set out in the Terms of Reference for the Chair of the Directors. The Chair is expected to, among other things, provide leadership to the Board, manage the operations and processes of the Board, and act as a liaison between the Board and management. The Chair presides over Board meetings and Unitholder meetings, ensures orderly deliberation and decision-making, builds unity and trust among the Directors and initiates appropriate processes and procedures to ensure the Board fulfills its purpose and responsibilities. Further, the Chair ensures that the Directors are properly informed on matters of substance and maintains open lines of communication with Directors between meetings.

### Terms of Reference for the Directors

The Directors have adopted the Terms of Reference for the Directors to confirm and enhance the Directors' ongoing duties and responsibilities. The Terms of Reference for the Directors and committees are annually reviewed by Pure Multi-Family's Nominating and Governance Committee, and any recommended changes are presented to the Board for approval. The Directors generally discharge their responsibilities either directly or through the Audit Committee, the Nominating and Governance Committee or the Compensation Committee. Specific responsibilities of the Board as set out in the Terms of Reference for the Directors include:

**Nominating Directors and Constituting Committees:** selecting a Chair, nominating candidates for election as Directors, constituting committees of the Directors and determining Director compensation;

- (a) **CEO Matters:** appointing the CEO, monitoring and evaluating CEO performance, approving CEO compensation and approving the terms of reference for the CEO;
- (b) **Distributions and Financing:** approving distributions to Unitholders and approving financings by Pure Multi-Family;
- (c) **Internal Controls and Management Information Systems:** ensuring implementation and integrity of the internal control and management information systems of Pure Multi-Family;
- (d) **Disclosure Controls and Procedure:** ensuring appropriate disclosure controls and procedures are in place to enable information to be recorded, processed, summarized and reported within required time periods;
- (e) **Financial Reporting:** ensuring financial performance is adequately reported to Unitholders and regulators on a timely and regular basis and that financial results are reported fairly and in accordance with generally accepted accounting principles applicable to Pure Multi-Family;
- (f) **Communication:** enabling effective communication with Unitholders, stakeholders and the public generally;
- (g) **Strategy and Planning:** participating with management in connection with the development and approval of Pure Multi-Family's strategic plan, approving the annual business plan and approving the annual operating and capital budgets; and
- (h) **Risk Management:** ensuring that management identifies the principal risks of Pure Multi-Family's business, and implementing appropriate systems to manage risks.

The Board functions independently of management by holding *in camera* sessions without members of management (or Directors who are members of management) being present. The Chair, who is an independent Director, chairs the meeting and ensures that all Directors have an opportunity to comment and provide their input. The Board has implemented a policy of holding *in camera* sessions following each regularly scheduled Board and Committee meeting, without members of management (or Directors who are members of management) being present.

Terms of Reference for the Directors provides that Directors may serve as a director until the earlier: of (i) the director reaching age 80; or (ii) the director serving for 15 years since the latter of: (a) his or her initial election as a director of the Governing GP; and (b) January 1, 2018, subject to the Governance Committee having the ability to waive such limit under extraordinary circumstances.

Of the 22 Directors meetings held in 2018, all held an *in camera* session in the absence of management consistent with Pure Multi-Family's policy to hold *in camera* sessions without management following each meeting.

A copy of the Terms of Reference for the Directors is attached hereto as Appendix A to this Information Circular.

### **Evaluation of the Composition of the Board of Directors**

Pure Multi-Family reviews the composition of the Board and, through its Nominating and Governance Committee, undertakes an annual review and assessment of all Director's positions (including the Chair and committee memberships).

The Nominating and Governance Committee recommends to the Board an appropriate evaluation process for the Board as a whole and, at the appropriate time, Directors individually, and establishes and administers a process (including a review by the Board and discussion with management) for assessing the effectiveness of the Board as a whole and committees of the Directors.

The Nominating and Governance Committee also annually develops and updates a long term plan for the composition of the Board that takes into consideration the current strengths, skills and experience of the existing Directors, tenure and the strategic direction of Pure Multi-Family and its subsidiaries. Prior to nominating or appointing individuals as Directors, the Nominating and Governance Committee considers what competencies and skills the Board, as a whole, should possess; and assesses what competencies and skills each existing Director possesses, considering the Board as a group and paying attention to the personality and other qualities of each Director.

### **Position Descriptions**

The Board has developed and approved detailed position descriptions for the Chair and the Chief Executive Officer. In addition, the Board has developed written position descriptions for the chairs of each of the committees, and the terms of reference for each committee contain written position descriptions for the chair of each committee.

In accordance with the Term of Reference for the Nominating and Governance Committee, the Nominating and Governance Committee is responsible for reviewing with the Board, on a regular basis, but not less than annually, the role of the Board, the terms of reference for each of the committees of the Directors, the Chair of the Directors and the Chief Executive Officer.

The Chair is responsible for, among other things, providing leadership to the Board, ensuring that the Directors have adequate governance of Pure Multi-Family, and communicating with Directors to keep them up to date on major developments (see “Statement of Corporate Governance – Board Chair”). The Chief Executive Officer is responsible for, among other things, leading and managing Pure Multi-Family on a day-to-day basis, recommending, implementing and meeting strategic, operational and capital plans, and developing and recommending to the Board the overall corporate organizational structure.

### **Diversity Policy**

Pure Multi-Family adopted a Diversity Policy which is administered by the Nominating and Governance Committee. In satisfying Pure Multi-Family’s commitment to selecting the best nominees for election and re-election as Directors, the Nominating and Governance Committee is responsible to ensure that the Board contains the necessary range of perspectives, experience and expertise required to achieve effective stewardship and management. The Nominating and Governance Committee is tasked with developing and updating a long term plan for the composition of the Board that takes into consideration the current strengths, skills and experience of the existing Directors. In fulfilling this mandate, the Nominating and Governance Committee develops, reviews and monitors appropriate selection criteria for Directors that strive to attain a diversity of competencies, genders, personal qualities, geographical representation, business background, cultural background, experience, overall expertise and financial competency, taking into account Pure Multi-Family’s circumstances and needs. In the process of searching for qualified candidates, the Nominating and Governance Committee strives for the inclusion of diverse groups, knowledge, and viewpoints. In connection with its efforts to create and maintain a diverse Board, in identifying and nominating candidates for election or re-election to the Board, the Nominating and Governance Committee:

- (a) will seek to include diverse candidates in any search. This process will take into account that qualified candidates may be found in a broad array of organizations, including privately held businesses, trade associations, in addition to the traditional candidate pool of corporate directors and officers, and from a variety of cultural and geographic backgrounds;
- (b) will periodically review recruitment and selection protocols to ensure that diversity remains a component of any search; and
- (c) in order to support an objective of gender diversity, will consider the level of representation of women on the Board.

## Orientation and Continuing Education

In order to provide newly appointed Directors with the knowledge base and familiarity with Pure Multi-Family's activities necessary to enable informed, independent decision-making, the Board and management undertake to orient and educate newly appointed Directors and to ensure existing Directors are kept informed.

### *New Directors*

When new Directors are elected or appointed, they will participate in a comprehensive orientation program. The orientation program is intended to familiarize new Directors with Pure Multi-Family's business and operations, including management structure, business strategy, assets and financial performance. They will be briefed on the role of the Board, its committees, the contribution individual Directors are expected to make. Each newly appointed Directors will receive a copy of the Board Information Manual, which includes, among other things, the Terms of Reference for the Directors and each of the committees of the Directors, the Code of Conduct, the Whistle Blowing Policy and the Disclosure of Material Information and Insider Trading Policy. The manual has been reviewed by the Directors, and a copy of the manual has been provided to each of the Directors.

### *Continuing Education*

As part of Pure Multi-Family's continuing education program for Directors, in addition to assessments which consider the competencies and skills of each Director, the Nominating and Governance Committee reviews, monitors and makes recommendations regarding the ongoing development of existing Directors in compliance with Pure Multi-Family's governance policies. To ensure the continuing education of Directors, Directors:

- (a) receive, on a regular basis, management updates on the nature and operations of Pure Multi-Family's and its business;
- (b) receive presentations by key employees regarding business activities and relative performance of Pure Multi-Family compared to competitors;
- (c) receive presentations on new accounting, legal and regulatory requirements affecting Pure Multi-Family;
- (d) are encouraged to tour Pure Multi-Family's properties from time to time; and
- (e) are encouraged to attend outside formal continuing education on topics of interest, the cost of which shall be borne by Pure Multi-Family.

In addition, it is recommended that all Directors attain the ICD.D designation granted by the Institute of Corporate Directors or such similar designation as may be approved by the Chair of the Nominating and Governance Committee. The continuing education may be delivered to the Directors as a group, to one or more committees or to select individual Directors as may be appropriate in the circumstances.

## Ethical Business Conduct

Pure Multi-Family has adopted a Code of Conduct (the "Code") which sets out the policies, guidelines and principles applicable to employees, directors, officers and contractors of Pure Multi-Family and its subsidiaries. The Code deals with matters such as the fair treatment of persons, equal opportunity, discrimination and harassment free work environment, compliance with laws, safe work environment, privacy, record keeping, safeguarding assets, conflicts of interest, confidentiality, insider trading, Pure Multi-Family policies and compliance with laws.

A copy of the Code is provided to each new Director, officer or employee.

Any waiver from the provisions of the Code may be made only by the Board. No waivers of the Code have been granted since adoption of the Code and, as a result, no material change reports have been filed by Pure Multi-Family since

the beginning of its most recently completed financial year that pertain to the conduct of a Director, officer, employee or contractor that constitutes a departure from the Code.

A Director is required to disclose to the Board information regarding any transaction or agreement in respect of which a Director or executive officer has a material interest and to abstain from voting on any matter in respect of such transaction or agreement. The Board may request a Director to excuse himself or herself from the portion of any meeting at which such transaction or agreement is discussed. Further, the Board encourages and promotes a culture of ethical business conduct, and requires the Chief Executive Officer to conduct himself in a manner that exemplifies ethical business conduct. Each Director is entitled to engage an outside advisor at Pure Multi-Family's expense in appropriate circumstances.

A copy of the Code is available from the Chief Financial Officer of Pure Multi-Family and on SEDAR at [www.sedar.com](http://www.sedar.com).

## Board Committees

The Board is responsible for the establishment and operation of all of the committees of the Directors, the appointment of members to serve on such committees, their compensation and their good standing.

The Board has established three standing committees to facilitate the carrying out of its duties and responsibilities and meets applicable statutory and policy requirements. The committees are currently comprised of the following Directors:

Audit Committee	Nominating and Governance Committee	Compensation Committee
Sherry Tryssenaar (Chair)	Fraser Berrill (Chair)	Maurice Kagan (Chair)
Robert W. King	Robert W. King	Fraser Berrill
Fraser R. Berrill		Robert W. King
Maurice Kagan		James Redekop <sup>(1)</sup>

(1) Mr. Redekop will not stand for re-election at the Meeting.

In addition, the Board, as a whole, acts as the Acquisitions and Investment Committee of Pure Multi-Family. The Board typically appoint members of the committees at the first meeting of the Board following the annual meeting of Unitholders.

## Audit Committee

The Audit Committee is comprised of four Directors, each of whom is an independent Director, being Ms. Tryssenaar and Messrs. King, Berrill and Kagan. Each member of the Audit Committee is financially literate (as defined in NI 52-110). The attendance by the members at each of the four meetings of the Audit Committee, held during 2018, is set out under "Particulars of Matters to be Acted Upon – Election of Directors – Directors Nominated for Election".

The Audit Committee meets at least quarterly and will meet more frequently as circumstances dictate. As part of its goal to foster open communication, the Audit Committee periodically meets with management and the external auditors in separate sessions to discuss any matters that the Audit Committee or each of these groups believes should be discussed privately.

The Audit Committee is responsible for the oversight and supervision of the accounting and financial reporting practices and procedures of Pure Multi-Family and any subsidiaries, the adequacy of internal accounting controls and procedures, and the quality and integrity of the financial statements of Pure Multi-Family and any subsidiaries. In addition, the Audit Committee is responsible for selecting, retaining and monitoring the independence and performance of Pure Multi-Family's external auditors, including overseeing the audit and interim review of financial statements, and pre-approving all non-audit services and providing an avenue of communication among the external auditors, management and the Board of Directors. The Audit Committee's purpose is to assist the Board in fulfilling its oversight responsibilities by reviewing, advising and making recommendations to the Board on:

- (a) the annual and interim financial statements, annual and interim Management's Discussion and Analysis of Financial Condition and Results of Operations, press releases and other financial information;
- (b) the financial reporting process;
- (c) recommending external auditors and setting the compensation of external auditors;
- (d) the performance of the external auditor;
- (e) assessing the independence of the external auditor;
- (f) reporting to the Board with respect to the quality or integrity of the financial statements, compliance with legal or regulatory requirements, and performance and independence of external auditors; and
- (g) receipt, retention and treatment of complaints regarding accounting, internal controls or audit matters.

### **Audit Committee Disclosure**

#### *Charter of the Audit Committee*

The Terms of Reference of the Audit Committee are attached as Appendix B to this Information Circular.

#### *Composition of the Audit Committee*

The Audit Committee currently consists of Ms. Tryssenaar (Chair) and Messrs. King, Berrill and Kagan.

Each member of the Audit Committee: (i) is financially literate, as such term is defined in NI 52-110, and (ii) is independent, as such term is defined in NI 52-110.

#### *Relevant Education and Experience*

For a description of the experience of each Audit Committee member that is relevant to the performance of his or her responsibilities, see the Director profiles "Particulars of Matters to be Acted Upon – Election of Directors – Directors Nominated for Election".

#### *Audit Committee Oversight*

At no time since the commencement of Pure Multi-Family's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

#### *Reliance on Certain Exemptions*

Since the commencement of Pure Multi-Family's most recently completed financial year, Pure Multi-Family has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110 in whole or in part. Pure Multi-Family is relying on the exemption from the requirements of Part 5 (Reporting Obligations) in section 6.1 of NI 52-110.

*Prior Approval Policies and Procedures*

The Audit Committee must pre-approve all non-audit services to be provided to Pure Multi-Family or its subsidiaries by Pure Multi-Family's external auditor, other than non-audit services where:

- (a) the aggregate amount of all such non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by Pure Multi-Family and its subsidiaries to Pure Multi-Family's external auditor during the fiscal year in which the services are provided;
- (b) Pure Multi-Family or its subsidiaries, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and
- (c) the services are promptly brought to the attention of the Audit Committee and approved, prior to the completion of the audit, by the Audit Committee or by one or more of its members to whom authority to grant such approvals had been delegated by the Audit Committee.

*External Auditor Service Fees*

The following table sets forth, by category, the fees billed by KPMG LLP, Pure Multi-Family's auditor, for the years ended December 31, 2018 and 2017:

Fee Category	2018	2017
<b>Regulatory and Reporting</b>		
Audit Fees <sup>(1)</sup>	\$195,193	\$167,385
Audit-Related Fees <sup>(2)</sup>	-	-
Regulatory REIT and Tax Compliance <sup>(3)(6)</sup>	187,939	186,515
<b>Regulatory and Reporting Total</b>	<b>\$383,132</b>	<b>\$353,900</b>
<b>Other Services</b>		
Tax Advisory Services <sup>(4)(6)</sup>	\$151,391	\$45,698
Tax Related Offering Costs <sup>(5)(6)</sup>	-	80,440
All Other Fees <sup>(7)</sup>	-	-
<b>Other Services - Total</b>	<b>\$151,391</b>	<b>\$126,138</b>

- (1) "Audit Fees" include aggregate fees billed by the external auditor for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements.
- (2) "Audit-Related Fees" include aggregate fees billed for assurance and related services by the external auditor that are reasonably related to the performance of the audit or review of the financial statements and are not included in Audit Fees above.
- (3) "Regulatory REIT and Tax Compliance" includes aggregate fees billed for services by the external auditor that the issuer has determined are best performed by the external auditor and are reasonably related to satisfying compliance with REIT regulations, statutory requirements and tax legislation, including REIT condition testing, REIT transfer pricing documentation, CDS filing and reporting obligations, and federal, provincial and state tax compliance and filing obligations.
- (4) "Tax Advisory Services" includes aggregate fees billed for services by the external auditor for tax advice and tax planning services, including \$140,402 in connection with the strategic review process undertaken during the 2018 fiscal year.
- (5) "Tax Related Offering Costs" includes aggregate fees billed for tax services by the external auditor in connection with offering of Units and tax advice and disclosures in connection with prospectus documents.
- (6) Collectively the Regulatory REIT and Tax Compliance, Tax Advisory Fees and Tax Related Offering Costs comprise "Tax Fees" the sum of which are the aggregate fees for professional services rendered by the external auditor for tax compliance, tax advice, and tax planning and which collectively amount to \$339,330 (2017 - \$312,653).
- (7) "All Other Fees" includes aggregate fees billed by the external auditor for all other services that are not included in Audit Fees, Audit-Related Fees or Tax Fees.

## Nominating and Governance Committee

The Nominating and Governance Committee is comprised of two independent Directors (as defined in NI 52-110), namely, Messrs. Berrill and King. Mr. O'Neill resigned as a member of the Nominating and Governance Committee effective December 31, 2018 and the Nominating and Governance Committee is in the process of identifying a suitable candidate to replace Mr. O'Neill's vacancy. The Nominating and Governance Committee has had no formal meetings since Mr. O'Neill's resignation, although the remaining members have continued to perform their duties as members of the Nominating and Governance Committee. The attendance by the members at the four meetings of the Nominating and Governance Committee is set out under "Particulars of Matters to be Acted Upon – Election of Directors – Directors Nominated for Election". The Nominating and Governance Committee meets at least annually and will meet more frequently as circumstances dictate.

The Nominating and Governance Committee is responsible for Pure Multi-Family's approach to corporate governance issues, advising the Board in filling vacancies on the Board, and periodically reviewing the compensation and effectiveness of the Directors and the contribution of individual Directors. In addition, the Nominating and Governance Committee is responsible for adopting and periodically reviewing and updating its written disclosure policy.

The Terms of Reference for the Nominating and Governance Committee sets out its responsibilities and duties. They include, among other things, the following responsibilities:

- (a) identifying and recommending new nominees to serve on the Board;
- (b) evaluating the competencies and skills of each Director and of the Board as a whole;
- (c) developing and monitoring Pure Multi-Family's overall approach to governance issues, including adopting a communication policy, developing an approach to governance, and receiving unitholder feedback;
- (d) reviewing with the Board, on a regular basis, the methods and processes by which the Board fulfils its duties and responsibilities, including the number of Directors, the number and content of meetings, and resources available to the Directors;
- (e) reviewing the Board's committee structure on an annual basis and recommending to the Board any changes it considers necessary or desirable with respect to committee structure;
- (f) reviewing with the Board, on a regular basis, but not less than annually, the role of the Board, the terms of reference for each of the committees of the Directors and for the Chair of the Directors and the Chief Executive Officer;
- (g) advising the Board or any of the committees of the Directors of any governance issues, which the committee determines ought to be considered by the Board or any such committees;
- (h) assessing the independence and qualifications of the members of each of the committees of the Directors as required by applicable law and make recommendations to the Board regarding the composition of such committees;
- (i) recommending to the Board an appropriate evaluation process for the Board as a whole and, at the appropriate time, Directors individually; and
- (j) monitoring compliance with Pure Multi-Family's governance policies, including the diversity policy (in order to attain a diversity of competencies, gender, geographic, business background, experience, expertise, etc.), unit ownership policy, the code of conduct and the orientation and continuing education policy.

### Compensation Committee

The Compensation Committee is comprised of four independent Directors, being Messrs. Kagan, King, Berrill and Redekop. The attendance by the members at each of the six meetings of the Compensation Committee is set out under "Particulars of Matters to be Acted Upon – Election of Directors – Directors Nominated for Election". The Compensation Committee meets at least annually and will meet more frequently as circumstances dictate.

The Compensation Committee is responsible for establishing a plan of continuity for executives and other key employees and to ensure a broad plan of executive compensation is established that is competitive and motivating in order to attract, hold and inspire senior management and other key employees of Pure Multi-Family.

The Terms of Reference for the Compensation Committee sets out its responsibilities and duties. They include, among other things, the following responsibilities:

- (a) reviewing and making recommendations to the Board with regard to human resource and compensation issues;
- (b) annually reviewing the goals and objectives of any senior officers appointed by Pure Multi-Family for the upcoming year, providing a performance appraisal and reviews their compensation;
- (c) overseeing the selection of and terms of reference for outside consultants to review the senior management compensation program as appropriate;
- (d) making recommendations concerning the remuneration of Directors; and
- (e) administering and making recommendations regarding the operation of any equity based compensation plans.

### Assessments

The Nominating and Governance Committee must consider what competencies and skills the Board, as a whole, should possess, and assess what competencies and skills each existing Director possesses, by considering the Board as a group and paying attention to the personality and other qualities of each Director.

The Nominating and Governance Committee is responsible for the regular assessment of the Board, any committee of Directors and each individual Director regarding his, her or its effectiveness and contribution to Pure Multi-Family. Each assessment considers:

- (a) in the case of the Board or a committee, its mandate or charter; and
- (b) in the case of an individual Director, the applicable position description(s), as well as the competencies and skills each Director is expected to bring to the Board.

As part of such assessment, each Director agrees to provide, annually, or as may be requested by the Chair of the Nominating and Governance Committee from time to time, to Pure Multi-Family a certificate in the prescribed form acknowledging compliance with Pure Multi-Family's governance policies, including, without limitation, the Unit Ownership Policy and the Code, and certifying that such Director is able to devote sufficient time and energy necessary to fulfill the duties and responsibilities to act as a Director.

**Disclosure of Material Information and Insider Trading**

The purpose of Pure Multi-Family's Disclosure of Material Information and Insider Trading Policy (the "Disclosure Policy") is to confirm the important legal obligations of directors, officers, senior management and other employees of Pure Multi-Family and its subsidiaries, among others, regarding the disclosure of material information about Pure Multi-Family and its subsidiaries and the trading in securities of Pure Multi-Family held by such individuals.

The Disclosure Policy provides that Pure Multi-Family must disclose material information to the public on a timely basis. Information is "material" if it would reasonably be expected to have a significant effect on the market price or value of Pure Multi-Family's securities, whether up or down. Directors, officers, senior management and other employees of Pure Multi-Family with knowledge of confidential or material information about Pure Multi-Family and subsidiaries are prohibited from trading in securities of Pure Multi-Family (and, in some cases, other parties) until the information has been fully disclosed and a reasonable period has passed for the information to be widely available to the public through a news release or similar means (typically one day after the issuance of the news release).

The Nominating and Governance Committee is responsible for periodically reviewing and updating the Disclosure Policy. As part of the director assessments performed by the Nominating and Governance Committee, each Director agrees to provide annually or as may be requested by the Chair of the Nominating and Governance Committee a certificate acknowledging compliance with Pure Multi-Family's policies, including the Disclosure Policy. Any Director, officer, senior manager or other employee of Pure Multi-Family can contact the Chair of the Nominating and Governance Committee or Chief Financial Officer if he or she has any questions with respect to any aspect of the Disclosure Policy.

**Unitholder Feedback**

The Board encourages feedback from Unitholders directly or through management. Individual queries, comments or suggestions can be made orally or in writing directly to Pure Multi-Family's head office. Enquiries may be directed to: Investor Relations, Vice President at (604) 681-5959 or Suite 910 – 925 West Georgia Street, Vancouver, British Columbia V6C 3L2. Unitholders' comments, observations from analysts, the press or the public or comments received at the offices of Pure Multi-Family are considered and, where appropriate, brought to the attention of, and included in, the deliberations of the Board.

## DIRECTORS COMPENSATION

### Narrative Discussion

For the year ended 2018, the fee structure for the Directors who are not affiliated with or employees of the Managing GP or Pure Multi-Family Management Ltd. ("Management Ltd."), effective January 1, 2018, is set out in the table below:

	2018 (CDN\$)	2017 (US\$)
Annual Retainer –Directors	\$45,000 <sup>(1)</sup>	\$25,000
Chair Fee - Board	\$25,000	\$15,000
Chair Fee – Audit Committee	\$15,000	\$10,000
Chair Fee – Other Committees	\$7,500	\$5,000
Member of Audit Committee	\$5,000	\$2,500
Member of Other Committees	\$5,000	\$1,000
Meeting Fees – In person or by telephone	\$nil	\$1,000
Chair - Special Committee Annual Retainer <sup>(2)</sup>	\$17,500	-
Chair - Special Committee Annual Retainer <sup>(3)</sup>	\$25,000	-
Member of Special Committee Annual Retainer <sup>(2)</sup>	\$12,500	-
Member of Special Committee Annual Retainer <sup>(3)</sup>	\$20,000	-
Special Committee – Chair Monthly Fees <sup>(2)</sup>	\$7,500	-
Special Committee – Chair Monthly Fees <sup>(3)</sup>	\$9,500	-
Special Committee – Member Monthly Fees <sup>(2)</sup>	\$5,000	-
Special Committee – Member Monthly Fees <sup>(3)</sup>	\$6,500	-

(1) Fees before impact of electing to receive up to 25% of the annual retainer in deferred units, which will be matched by Pure Multi-Family. See "Director Compensation – Narrative Discussion – Deferred Unit Plan".

(2) Special Committee was formed on December 12, 2017. Special Committee was compensated through monthly fees, while active, in addition to a retainer paid to the chair and other members. Fees disclosed are for the period from January 1, 2018 to March 31, 2018.

(3) Special Committee was formed on December 12, 2017. Special Committee was compensated through monthly fees, while active, in addition to a retainer paid to the chair and other members. Fees disclosed are for the period from April 1, 2018 to September 30, 2018. No payments to the Special Committee were made subsequent to September 30, 2018.

As well, the Governing GP will indirectly reimburse Directors for any out-of-pocket expenses, including expenses for attending meetings. Pure Multi-Family will reimburse the Governing GP for such amounts. In addition, Pure Multi-Family maintains insurance coverage for Directors. Compensation is reviewed on an annual basis, giving consideration to Pure Multi-Family's growth and the extent of its portfolio.

The independent Directors are entitled to annual compensation from Pure Multi-Family. The amount paid to and or accrued for Directors, including the deferred units granted pursuant to Pure Multi-Family's Deferred Unit Plan (the "Deferred Unit Plan") (as described below), during the year ended December 31, 2018 was \$530,432. No other compensation, including cash or equity, was paid or granted, respectively, in 2018.

The fee structure for the Directors who are not affiliated with or employees of the Managing GP or Management Ltd., effective January 1, 2019, is set out in the table below:

	2019 (CDN\$)	2018 (CDN\$)
<b>Annual Retainer –Directors</b>	\$45,000 <sup>(1)</sup>	\$45,000 <sup>(1)</sup>
<b>Chair Fee - Board</b>	\$25,000	\$25,000
<b>Chair Fee – Audit Committee</b>	\$15,000	\$15,000
<b>Chair Fee – Other Committees</b>	\$7,500	\$7,500
<b>Member of Audit Committee</b>	\$5,000	\$5,000
<b>Member of Other Committees</b>	\$5,000	\$5,000

(1) Fees before impact of electing to receive up to 25% of the annual retainer in deferred units, which will be matched by Pure Multi-Family. See “Director Compensation – Narrative Discussion – Deferred Unit Plan”.

For a description of incentive plan based awards and the significant terms, see “Directors Compensation – Incentive Plan Awards for Directors”.

The following table sets forth the details of compensation paid to the Directors, other than the Named Executive Officers, during Pure Multi-Family’s most recently completed financial year:

Name	Fees earned <sup>(1)</sup> (\$)	Unit-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation <sup>(2)</sup> (\$)	Total (\$)
<b>Robert W. King</b>	\$131,354	-	-	-	-	\$17,372	\$148,726
<b>James L. Redekop</b>	\$29,919	-	-	-	-	\$17,372	\$47,291
<b>James A. Speakman<sup>(3)</sup></b>	\$11,968	-	-	-	-	\$6,949	\$18,917
<b>John C. O’Neill</b>	\$33,779	-	-	-	-	\$17,372	\$51,151
<b>Fraser R. Berrill</b>	\$91,397	-	-	-	-	\$17,372	\$108,769
<b>Sherry D. Tryssenaar</b>	\$89,467	-	-	-	-	\$17,372	\$106,839
<b>Maurice Kagan<sup>(4)</sup></b>	\$31,367	-	-	-	-	\$17,372	\$48,739

(1) The amounts indicated are stated in U.S. dollars and translated using the Bank of Canada’s 2018 average annual exchange rate of \$0.7721.

(2) All other compensation is represented by amounts granted per the Deferred Unit Plan.

(3) Mr. Speakman did not stand for re-election at Pure Multi-Family’s meeting of Unitholders held on May 24, 2018.

(4) Mr. Kagan was appointed as a member of the Board of Directors on January 5, 2018.

## Incentive Plan Awards for Directors

### Outstanding Unit-Based Awards and Option-Based Awards

The following table sets forth the incentive plan awards granted to the Directors, other than the Named Executive Officers, during the most recently completed financial year:

Name	Option-based Awards				Unit-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of Unit that have not vested (#)	Market or payout value of Unit-based awards that have not vested (\$)
Robert W. King	-	-	-	-	-	-
James L. Redekop	-	-	-	-	-	-
James A. Speakman <sup>(1)</sup>	-	-	-	-	-	-
John C. O'Neill	-	-	-	-	-	-
Fraser R. Berrill	-	-	-	-	-	-
Sherry D. Tryssenaar	-	-	-	-	-	-
Maurice Kagan <sup>(2)</sup>	-	-	-	-	-	-

(1) Mr. Speakman did not stand for re-election at Pure Multi-Family's meeting of Unitholders held on May 24, 2018.

(2) Mr. Kagan was appointed as a member of the Board of Directors on January 5, 2018.

### Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed fiscal year by each Director:

Name	Option-based awards – Value vested during the year (\$)	Unit-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Robert W. King	-	-	-
James L. Redekop	-	-	-
James A. Speakman <sup>(1)</sup>	-	-	-
John C. O'Neill	-	-	-
Fraser R. Berrill	-	-	-
Sherry D. Tryssenaar	-	-	-
Maurice Kagan <sup>(2)</sup>	-	-	-

(1) Mr. Speakman did not stand for re-election at Pure Multi-Family's meeting of Unitholders held on May 24, 2018.

(2) Mr. Kagan was appointed as a member of the Board of Directors on January 5, 2018.

## Directors Unit Ownership and Anti-Hedging

Pursuant to Pure Multi-Family's unit ownership policy, each independent Director is required to acquire and maintain an equity interest in Pure Multi-Family at two times the annual base retainer for such Director. The policy requires that each Director meet this minimum ownership requirement within 24 months of becoming subject to it. The value of the Units, Class B Units or restricted units (including distribution restricted units) held by a Director will be based on: (i) with regard to Units, the greater of acquisition cost and the average trading price of the Units on the TSX Venture Exchange, or such other Canadian exchange on which the Units may be listed and posted for trading, for the 20 trading days immediately preceding the calculation date; and (ii) with regard to Class B Units and restricted units (including distribution restricted

units), the average trading price of the number of Units into which such Class B Units and Restricted Units are redesignated or settled, as applicable, on the TSX Venture Exchange, or such other Canadian exchange on which the Units may be listed and posted for trading, for the 20 trading days immediately preceding the calculation date.

In order to maintain the alignment of interests between the Unitholders and management, Pure Multi-Family does not permit Directors to engage in transactions that could reduce or limit the economic risk with respect to his or her holdings of Units or other securities of Pure Multi-Family. Prohibited transactions include hedging strategies, equity monetization transactions, transactions using short sales, puts, calls, exchange contracts, derivatives and other types of financial instruments (including, but not limited to, prepaid variable forward contracts, equity swaps, collars and exchange funds), and limited recourse loans to Directors secured by Units or other securities of Pure Multi-Family.

### **Directors' and Officers' Liability Insurance**

Pure Multi-Family maintains a policy of insurance for the Directors and officers of Pure Multi-Family. Under the policy, Pure Multi-Family has reimbursement coverage to the extent that it has indemnified the Governing GP, the Directors and officers. The policy includes securities claims coverage, insuring against any legal obligation to pay on account of any securities claims brought against Pure Multi-Family, the Governing GP, the Directors and/or officers. The premium incurred for the year ended December 31, 2018 was \$77,980 (2017: \$53,809). The premiums for the policy are not allocated between the insured Directors and officers as separate groups.

### **Deferred Unit Plan**

The Board adopted the Deferred Unit Plan effective as of January 1, 2018. The purpose of the Deferred Unit Plan is to promote a greater alignment of interests between the non-executive Directors and the Unitholders.

Each Eligible Person (a person who is, on the applicable date, a non-executive Director) may, subject to the conditions of the Deferred Unit Plan, elect to be a participant thereunder. A participant may elect to be paid up to 25% (the "Elected Percentage") of his or her annual retainer (such product being referred to as the "Elected Amount"), in the form of deferred Units (each, a "Deferred Unit") in lieu of cash, provided that Pure Multi-Family shall match the Elected Amount for each participant annually in the form of Deferred Units having a value on each Award Date, being the last business day of each calendar quarter, equal to the Market Value (as defined in the Deferred Unit Plan) on such dates. Under the Deferred Unit Plan, one Deferred Unit shall be equivalent in value to one Unit. Fractional Deferred Units are permitted under the Deferred Unit Plan.

Participants may not change their Elected Amount or terminate their Deferred Unit Plan participation during the calendar year. Under no circumstances shall Deferred Units be considered Units or entitle a participant to any Unitholder rights, including, without limitation, voting rights, distribution entitlements (except as provided in the Deferred Unit Plan) or rights on liquidation, other than as set out in the Plan.

The number of Deferred Units (including fractional Deferred Units) to be credited to a participant as of any particular Award Date pursuant to the Deferred Unit Plan are to be calculated by dividing: (i) the amount calculated by multiplying the dollar amount of the participant's Elected Amount by two and dividing that product by four; by (ii) the Market Value of a Unit on the Award Date.

Upon any cash distribution being paid on the Units prior to a participant's Redemption Date (as defined in the Deferred Unit Plan), Pure Multi-Family will credit additional Deferred Units to the participant's Deferred Unit account. The number of such additional Deferred Units are calculated by dividing: (i) the amount determined by multiplying: (a) the number of Deferred Units in such participant's Deferred Unit account on the record date for the payment of such distribution by (b) the distribution paid per Unit; by (ii) the Market Value of a Unit on the distribution payment date for such distribution, in each case, with fractions computed to one decimal place.

The Deferred Units credited to a participant's Deferred Unit account shall vest immediately and be redeemable by the participant (or, where the participant has died, his or her estate) following an event, including disability, retirement or death, causing the participant to be no longer an Eligible Person (the "Termination Date"). The Deferred Units credited to a participant's Deferred Unit account may be redeemed in whole or in part during the period (the "Redemption Period")

commencing six months after the Termination Date and ending on December 1 of the second calendar year following the participant's Termination Date by the participant filing a written notice of redemption (the "Redemption Notice") with the Chief Financial Officer of the Governing GP. If the participant has any Deferred Units outstanding at the end of the Redemption Period, December 1 of the second calendar year after the Termination Date will be deemed to be the Redemption Date for all of the Deferred Units remaining in the participant's Deferred Unit Account.

On the Redemption Date, being the date on which: (i) a participant files a Redemption Notice with the Chief Financial Officer of the Governing GP; and (ii) if the participant has any Deferred Units outstanding at that time, December 1 of the second calendar year after a participant's Termination Date, in respect of the applicable Deferred Units, Pure Multi-Family shall redeem all such Deferred Units specified in the Redemption Notice and satisfy payment of therefor by making a lump sum cash payment in respect of the value of such Deferred Units (calculated by multiplying: (i) the number of Deferred Units; by (ii) the Market Value on the Redemption Date), net of any applicable withholding taxes, as soon as practicable after the receipt by Pure Multi-Family from the participant of any documents or other information reasonably requested to effect such payment.

In no event may the rights or interests of a participant under the Deferred Unit Plan be assigned, encumbered, pledged, transferred or alienated in any way, except to the extent that such rights may pass to a beneficiary or legal representative upon death of a participant, by will or by the laws of succession and distribution.

The Deferred Unit Plan may be amended by the Board, subject to applicable law, without Unitholder approval, in respect of: (i) amendments which, in the opinion of the Board, are necessary or desirable to remove conflicts or inconsistencies in the Deferred Unit Plan or to clarify the Deferred Unit Plan; (ii) amendments for the purpose of permitting Deferred Units issued or other rights or interests acquired under the Deferred Unit Plan to be transferred or assigned; (iii) amendments as the Board in its discretion deem necessary or desirable as a result of changes in the taxation laws from time to time; and (iv) to change or add vesting provisions of Deferred Units issued pursuant to the Deferred Unit Plan. Unitholder approval will be required to amend the Deferred Unit Plan in order to authorize Pure Multi-Family to issue Units from treasury and where required by applicable law.

## **COMPENSATION DISCUSSION AND ANALYSIS**

---

### **General**

Pursuant to the terms of the Asset Management Agreement, the Managing GP has provided Pure Multi-Family with advisory, asset management, reporting and administrative services since the establishment of Pure Multi-Family. The Managing GP provided these services to Pure Multi-Family through the provision of qualified senior management. In particular, the Managing GP provided the services of Mr. Evans and the services of the Managing GP's Chief Financial Officer, Vice President, financial analyst and director of investor relations at no cost to Pure Multi-Family. On August 12, 2016, a Determination Event occurred (as a result of Pure Multi-Family having reached a market capitalization of \$300,000,000) and the Board determined that it would be beneficial to Pure Multi-Family and the Unitholders to terminate the Asset Management Agreement. As such, effective September 1, 2016, the Asset Management Agreement was terminated and management was internalized. The Managing GP continued to provide services to Pure Multi-Family under the Asset Management Agreement until August 31, 2016.

### **Named Executive Officers**

The following section outlines the compensation programs in which the Named Executive Officers ("NEOs") participate. NEOs are defined as the Chief Executive Officer, Chief Financial Officer, and each of the three most highly compensated executive officers of Pure Multi-Family, including its subsidiaries, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000. For the year ended December 31, 2018, the NEOs were:

- Stephen Evans, the Chief Executive Officer;
- Scott Shillington, Chief Financial Officer; and
- Samantha Adams, Senior Vice President.

### **Compensation Objectives**

The objectives of Pure Multi-Family's compensation program are to:

- attract and retain qualified executive officers;
- motivate executive officers to deliver strong business performance;
- maintain competitive compensation levels for executive officers;
- ensure a significant portion of executive compensation is tied to individual and overall business performance, aligning the interests of executive officers with the interests of Unitholders, creating Unitholder value; and
- ensure the executive compensation program is relatively straightforward from a communication and administrative perspective.

In addition to the objectives stated above, the expense of compensation and benefits in relation to Pure Multi-Family's consolidated budget and financial strength is a significant factor in the consideration and determination of compensation levels. To this effect, Pure Multi-Family carefully considers information relating to the anticipated cost that will be incurred in making any determination with respect to proposed compensation decisions.

### **Compensation Committee Decision Making Process**

#### *Roles and Responsibilities*

The Directors have established a Compensation Committee, whose members are Maurice Kagan (Chair), Robert W. King, Fraser Berrill and James L. Redekop, each of whom is an independent as defined in NI 52-110. For additional information regarding the members of the Compensation Committee, see "Particulars of Matters to be Acted Upon – Election of Directors – Directors Nominated for Election".

The Compensation Committee assists the Board in determining the compensation of senior management as well as reviewing the adequacy and form of Directors' compensation; annually reviews the Chief Executive Officer's goals and objectives for the upcoming year and performs an appraisal of the Chief Executive Officer's performance; administers and makes recommendations regarding the operation of the long-term and other incentive plans; and advises the Directors in filling vacancies on the Board. See "Statement of Governance Practices – Compensation Committee".

Pure Multi-Family recognizes the importance of appointing knowledgeable and experienced individuals to the Compensation Committee. All Compensation Committee members have the necessary background and skills to provide effective oversight of executive compensation and ensure that sound risk management principles are being adhered to in order to align Pure Multi-Family's and Unitholders' interests. More specifically, all of the Compensation Committee members have significant senior leadership experience from their tenures at public and private organizations, as well as operational or functional experience overseeing executive compensation in those organizations.

The Chief Executive Officer is actively engaged in Pure Multi-Family's compensation programs (other than with respect to his own compensation package). The Chief Executive Officer conducts an annual evaluation of each of the Named Executive Officer's performance for the previous year, and recommends salary adjustments and short and long-term incentive awards to the Compensation Committee. The recommendations are reviewed and approved by the Compensation Committee after discussion and adjustment, if appropriate.

### *Process*

The compensation of Named Executive Officers, other than the Chief Executive Officer, is recommended by the Chief Executive Officer and reviewed and approved by the Compensation Committee. The compensation of the Chief Executive Officer is recommended by the Compensation Committee and approved by the Board as a whole. Performance goals for the purpose of executive compensation are reviewed and set by the Board. The Board, in consultation with management, sets the organization-wide performance goals, and the Compensation Committee, in consultation with the Chief Executive Officer, sets the other Named Executive Officer's individual performance goals and compensation targets. The results of the Named Executive Officers' performance and compensation review by the Compensation Committee are communicated to the Named Executive Officers as soon as practicable after year-end.

### **Independent Compensation Review - Process and Benchmarking**

In September 2016, the Compensation Committee retained Hugessen Consulting to provide advice with regard to the competitiveness and the appropriateness of compensation arrangements for the senior executives and its broad employee compensation practices. Specifically, Hugessen Consulting's mandate included:

- recommending an executive and director compensation peer group;
- advising competitive levels of director compensation;
- recommending executive target pay levels based on benchmarking pay against confirmed executive pay peer group;
- recommending broad employee pay philosophy relating to pay structure and levels, including target base salary, short-term incentive plan ("STIP") and long-term incentive plan ("LTIP") ranges for all levels of Pure Multi-Family for the year commencing January 1, 2017;
- assisting the Board of Directors with developing disclosure of compensation practices; and
- developing a STIP scorecard consisting of financial, operating, and strategic metrics, including the performance framework of the STIP for the year commencing January 1, 2017.

While the Compensation Committee considers the information and recommendations provided by Hugessen Consulting, it ultimately relies upon its own judgement and experience in making compensation decisions. In its review of Hugessen Consulting's recommendations, the Compensation Committee determined which recommendations made by Hugessen Consulting should be implemented, commencing with the fiscal year 2017.

### *Benchmarking*

The Compensation Committee, with input from Hugessen Consulting, developed a peer group consisting of nine companies, which is used to represent a "market" for competitive pay at Pure Multi-Family. The group consists of internally managed real estate investment trusts and other real estate companies listed on the TSX or TSX Venture Exchange headquartered in Canada or the United States of similar size (i.e., assets, market capitalization and enterprise value) to Pure Multi-Family. The peer group was initially selected based on market data as at September 2017. The asset and enterprise values, as well as revenues and market cap of the peer group entities as at October 21, 2016 is as follows:

Company Name	Total Enterprise Value	Market Capitalization	Total Assets
Pure Industrial Real Estate Trust	\$2,213	\$1,334	\$2,170
Killam Apartment Real Estate Investment Trust	\$1,949	\$877	\$1,997
InterRent Real Estate Investment Trust	\$1,292	\$566	\$1,312
Tricon Capital Group Inc.	\$1,237	\$1,012	\$1,224
Melcor Developments Ltd.	\$1,144	\$427	\$1,892
Mainstreet Equity Corp.	\$992	\$287	\$1,366
American Hotel Income Properties REIT LP	\$881	\$494	\$747
BTB Real Estate Investment Trust	\$626	\$195	\$665
Madison Pacific Properties Inc.	\$368	\$183	\$457
<i>Pure Multi-Family REIT LP</i>	<i>\$980</i>	<i>\$437</i>	<i>\$1,029</i>
<i>Pure Multi-Family REIT LP Rank</i>	<i>39%</i>	<i>42%</i>	<i>36%</i>

Source: Capital IQ; all dollar values expressed in millions of CDN\$

### Executive Compensation - Related Fees

Hugessen Consulting was paid the following in connection with the compensation consulting services for 2017 and 2016. No fees were paid in 2018:

	2018	2017	2016
Executive Compensation-Related Fees	-	\$4,787	\$29,825
All Other Fees	-	-	-
<b>TOTAL</b>	-	<b>\$4,787</b>	<b>\$29,825</b>

### Elements of Compensation

#### Base Salary

Pure Multi-Family pays base salaries to attract and retain executive talent and provide fair and competitive compensation commensurate with experience and consistent effective performance in discharging day-to-day responsibilities. Base salary is important to give an individual financial stability for personal planning purposes.

In reviewing the base salary of the executive team, Pure Multi-Family considers the responsibilities, performance and experience of the executive, historical compensation and contractual commitments, the competitive market for talent as indicated by the compensation comparator group, and the recommendations of the Chief Executive Officer (for all Named Executive Officers other than himself). The Chief Executive Officer's base salary is reviewed and recommended for adjustment, if any, by the Compensation Committee. In determining base salary levels, the Compensation Committee does not assign any specific weighting to any of the above factors.

Pure Multi-Family's NEOs were paid annualized base salaries as follows:

Executive	Annualized 2018 Base Salary	% increase from 2017	Annualized 2017 Base Salary
Stephen Evans (CEO)	\$401,492 <sup>(1)</sup>	2.6%	\$400,452 <sup>(2)</sup>
Scott Shillington (CFO)	\$231,630 <sup>(1)</sup>	9.4%	\$211,778 <sup>(2)(3)</sup>
Samantha Adams (SVP)	\$255,720 <sup>(1)</sup>	3.8%	\$246,432 <sup>(2)(3)</sup>

(1) The amounts indicated are stated in U.S. dollars and translated using the Bank of Canada's 2018 average annual exchange rate of \$0.7721.

(2) The amounts indicated are stated in U.S. dollars and translated using the Bank of Canada's 2017 average annual exchange rate of \$0.7701.

(3) A portion of the "Annualized 2017 Base Salary" was allocated to and recovered from Sunstone Realty Advisors Inc. (In respect of Mr. Shillington, a total of 7.5% was recovered by Pure Multi-Family; In respect of Ms. Adams, a total of 12.5% was recovered by Pure Multi-Family).

The 2019 Canadian dollar base salaries for Messrs. Evans and Shillington, and Ms. Adams will not change from their respective 2018 base salaries.

#### *Short-term Incentive Plan*

In addition to the base salaries, Pure Multi-Family provides the NEOs with non-equity incentive awards paid as cash. In the view of the Compensation Committee, non-equity incentives are integral to motivating NEOs on job aspects that are performance-based.

Pure Multi-Family's Short-Term Incentive Plan ("STIP") was implemented in September 2016 and is used by the Compensation Committee and the Board with respect to the amount of cash bonuses awarded to management.

The STIP was designed to accurately capture and reward management for incremental growth in Pure Multi-Family's asset base and cash flows. The corporate measures selected by the Compensation Committee and the Chief Executive Officer for the NEOs include specific key metrics that are measured by Pure Multi-Family to achieve its corporate and annual strategy, to drive cash flow, to efficiently allocate capital and increase unitholder value. Accordingly, awards granted under the STIP are based on the following five key annual financial and operational metrics:

#### **2018 Performance Metrics<sup>(1)</sup>**

- 30% on strategic objectives;
- 20% on same-property net rental income<sup>(2)</sup> growth;
- 15% on AFFO<sup>(3)</sup> per Unit;
- 15% on general and administrative expenses as a percentage of revenues;
- 10% on total enterprise value; and
- 10% on debt to gross-book-value

(1) 2018 actual performance has been adjusted for unbudgeted transactions not originally contemplated when the STIP targets were set.

(2) Same-property net rental income is a non-IFRS measure. The manner in which Pure Multi-Family calculates same-property net rental income is described under "Same Property Analysis" in its Management's Discussion and Analysis dated March 7, 2019, available on SEDAR at [www.sedar.com](http://www.sedar.com). Same-property net rental income growth was normalized for comparison purposes by adjusting property management fees to be an equal percentage of revenue during both comparison periods.

(3) AFFO is a non-IFRS measure. The manner in which Pure Multi-Family calculates AFFO is described under the heading "Funds from Operations and Adjusted Funds from Operations" in its Management's Discussion and Analysis dated March 7, 2019, available on SEDAR at [www.sedar.com](http://www.sedar.com). The method used by Pure Multi-Family for calculating AFFO, total enterprise value and net rental income may differ from the methods used by other issuers.

Under the STIP, the Board has the discretion to establish an annual target award for each of the NEOs and other senior management of Pure Multi-Family and its subsidiaries. These target values are set in relation to the respective base salaries of each NEO and each member of senior management.

Role-specific objectives were set for the Chief Executive Officer by the Compensation Committee at the beginning of 2018, and the Chief Executive Officer set the objectives for other executive officers of Pure Multi-Family. At the end of 2018, the Compensation Committee assessed performance against these objectives using its informed judgement.

The 2018 STIP opportunities are as follows:

Executive	2018 STIP Opportunity (as a % of Salary)		
	Minimum	Target	Maximum
Stephen Evans (CEO)	0%	100%	200%
Scott Shillington (CFO)	0%	40%	50%
Samantha Adams (SVP)	0%	40%	50%

Payouts under Pure Multi-Family's STIP are based on the following formula:



2018 Actual STIP Payouts:

Executive	2018 STIP Target	Corporate Performance Weighting	Role-Specific Weighting	2018 Annualized Salary	Actual STIP Payout	Actual STIP Payout (as a % of Target)
Stephen Evans (CEO)	100%	80%	20%	\$401,492 <sup>(1)</sup>	\$387,038 <sup>(1)</sup>	96.4%
Scott Shillington (CFO)	40%	60%	40%	\$231,630 <sup>(1)</sup>	\$95,802 <sup>(1)</sup>	103.4%
Samantha Adams (SVP)	40%	60%	40%	\$255,720 <sup>(1)</sup>	\$105,765 <sup>(1)</sup>	103.4%

(1) The amounts indicated are stated in U.S. dollars and translated using the Bank of Canada's 2018 average annual exchange rate of \$0.7721.

#### Long-term Incentive Plan

Pure Multi-Family's Long-Term Incentive Plan ("LTIP") was implemented for the 2017 fiscal year and is used by the Compensation Committee and the Board with respect to the amount of Unit-based compensation awarded to Eligible Persons. An Eligible Person is defined as any employee, director, officer, consultant or partner of Pure Multi-Family, and its affiliates and subsidiaries. LTIP was designed to incentivize and reward Eligible Persons for creating incremental, long-term Unitholder value.

In order to provide improved alignment with the Unitholder experience, the Compensation Committee supplements the existing restricted unit ("RU") program with performance-conditioned RUs ("Performance Units" or "PUs"). Effective 2015, the PUs are administered under the Restricted Unit Plan (see "Securities Authorized for Issuance Under Equity Compensation Plans – Restricted Unit Plan"), and use relative total unitholder return ("TUR") as the performance metric.

The Compensation Committee believes that Pure Multi-Family's TUR against TUR of the S&P/TSX Capped REIT Index was an appropriate metric in order to provide alignment with Unitholders' interest.

Pure Multi-Family also has an Incentive Unit Option Plan. However, no grants have been made to employees under the Incentive Unit Option Plan since the plan was implemented.

2019 and 2018 Target LTIP Grants:

The LTIP Target levels and mix of PUs and RUs for each NEO is as follows:

Executive	Target LTIP Grant Level (% of Salary)	LTIP Mix	
		Portion Delivered in PUs	Portion Delivered in RUs
Stephen Evans (CEO)	55%	50%	50%
Scott Shillington (CFO)	40%	50%	50%
Samantha Adams (VP)	40%	50%	50%

Summary of Restricted Unit Plan: Restricted Units and Performance Units:

The chart below summarizes the key features of the RU and PU program in place and granted to Pure Multi-Family's executive officers on January 23, 2019. See "Securities Authorized for Issuance Under Equity Compensation Plans – Restricted Unit Plan".

Key Features	Long-Term Incentives									
Form of Award	Restricted Units (RUs)	Performance Units (PUs)								
<b>Vesting Period</b>	3 Years									
<b>Vesting Schedule</b>	Cliff Vesting (full value of award vests at end of year 3)	Cliff Vesting (value of award vests at end of year 3, subject to achievement relative to performance measures, as specified below)								
<b>Grant / Award Determination</b>	Grants sizes are determined based on a target % of base salary									
<b>Performance Measures</b>	No performance measures	Pure Multi-Family's TUR relative to the constituents of the S&P/TSX Capped REIT Index, as follows: <table border="1" data-bbox="878 625 1370 806"> <thead> <tr> <th>Pure Multi-Family's TUR Relative to Median of Index Peers</th> <th>Payout Multiplier</th> </tr> </thead> <tbody> <tr> <td>≤ -3%</td> <td>0%</td> </tr> <tr> <td>At the median</td> <td>100%</td> </tr> <tr> <td>≥ 6%</td> <td>200%</td> </tr> </tbody> </table> With linear interpolation between points	Pure Multi-Family's TUR Relative to Median of Index Peers	Payout Multiplier	≤ -3%	0%	At the median	100%	≥ 6%	200%
Pure Multi-Family's TUR Relative to Median of Index Peers	Payout Multiplier									
≤ -3%	0%									
At the median	100%									
≥ 6%	200%									
<b>Performance Framework</b>	n/a	Payouts can range from 0x - 2x of the target award value, based on achievement of the performance measures noted above.								
<b>Performance Period</b>	n/a	Relative Total Unitholder Return measured from January 1, 2019 – December 31, 2021								
<b>Performance Measurement</b>	n/a	4 performance measurement periods for calculating relative TUR (in order to smooth volatility and remove endpoint sensitivity): <ul style="list-style-type: none"> <li>• 20% weighting on each of the one-year performance periods (i.e. 20% weighting for each of 2019, 2020, and 2021)</li> <li>• 40% weighting on the cumulative return over the three-year period (i.e. 2019 – 2021)</li> </ul>								
<b>Distributions</b>	Units accrue credit for distributions									
<b>Use of Discretion</b>	Performance measures and award payouts may be adjusted above or below the initial grant value at time of vesting to reflect material changes to Pure Multi-Family's performance and/or operating environment, or to reflect exceptional circumstances facing Pure Multi-Family. The use of discretion is based on recommendations by the Compensation Committee and approved by the Board of Directors.									

## January 23, 2019 Grant: Performance Units:

Executive	2019 PU Awards			
	Target LTI as a % of Base Salary	Portion of LTI Grant in PUs	\$ Grant-Date Fair Value <sup>(1)</sup>	Number of Units Awarded <sup>(2)</sup>
<b>Stephen Evans (CEO)</b>	55%	50%	\$107,136	17,370
<b>Scott Shillington (CFO)</b>	40%	50%	\$44,951	7,288
<b>Samantha Adams (VP)</b>	40%	50%	\$49,627	8,046

(1) The amounts indicated are stated in U.S. dollars and translated using the Bank of Canada's closing exchange rate on January 23, 2019 of \$0.7492.

(2) The PUs were granted at the fair market value price of CDN\$8.2326, the 20-day volume-adjusted average price.

## January 23, 2019 Grant: Restricted Units:

Executive	2019 RU Awards			
	Target LTI as a % of Base Salary	Portion of LTI Grant in RUs	\$ Grant-Date Fair Value	Number of Units Awarded <sup>(1)</sup>
<b>Stephen Evans (CEO)</b>	55%	50%	\$107,136	17,370
<b>Scott Shillington (CFO)</b>	40%	50%	\$44,951	7,288
<b>Samantha Adams (VP)</b>	40%	50%	\$49,627	8,046

(1) The amounts indicated are stated in U.S. dollars and translated using the Bank of Canada's closing exchange rate on January 23, 2019 of \$0.7492.

(2) The RU were granted at the fair market value price of CDN\$8.2326, the 20-day volume-adjusted average price.

The chart below summarizes the key features of the RU and PU program in place and granted to Pure Multi-Family's executive officers on April 17, 2018, which were granted on substantially similar terms to the grants in 2019. See "Securities Authorized for Issuance Under Equity Compensation Plans – Restricted Unit Plan".

## April 17, 2018 Grant: Performance Units:

Executive	2018 PU Awards			
	Target LTI as a % of Base Salary	Portion of LTI Grant in PUs	\$ Grant-Date Fair Value <sup>(1)</sup>	Number of Units Awarded <sup>(2)</sup>
<b>Stephen Evans (CEO)</b>	55%	50%	\$113,928	15,592
<b>Scott Shillington (CFO)</b>	40%	50%	\$43,819	5,997
<b>Samantha Adams (VP)</b>	40%	50%	\$50,987	6,978

(1) The amounts indicated are stated in U.S. dollars and translated using the Bank of Canada's closing exchange rate on April 17, 2018 of \$0.7967.

(2) The PU were granted at the fair market value price of CDN\$9.1714, the 20-day volume-adjusted average price.

## April 17, 2018 Grant: Restricted Units:

Executive	2018 RU Awards			
	Target LTI as a % of Base Salary	Portion of LTI Grant in RUs	\$ Grant-Date Fair Value	Number of Units Awarded <sup>(1)</sup>
<b>Stephen Evans (CEO)</b>	55%	50%	\$113,928	15,592
<b>Scott Shillington (CFO)</b>	40%	50%	\$43,819	5,997
<b>Samantha Adams (VP)</b>	40%	50%	\$50,987	6,978

(1) The amounts indicated are stated in U.S. dollars and translated using the Bank of Canada's closing exchange rate on April 17, 2018 of \$0.7967.

(2) The RUs were granted at the fair market value price of CDN\$9.1714, the 20-day volume-adjusted average price.

### Benefits and Perquisites

Pure Multi-Family offers only limited perquisites to the Named Executive Officers, and only where Pure Multi-Family believes such perquisites promote the retention of the Named Executive Officers or promote the efficient performance of the Named Executive Officers' duties. Pure Multi-Family does not believe that perquisites and benefits should represent a significant portion of the compensation package for Named Executive Officers. During Pure Multi-Family's most recently completed financial year, Named Executive Officers' perquisites and benefits represented less than \$25,000 in aggregate (such amounts have not been included in the Summary Compensation Table below).

### Pension

Pure Multi-Family does not have any pension plan for the Named Executive Officers.

### Summary Compensation Table

Particulars of the compensation paid to each NEO of Pure Multi-Family for the financial years ended December 31, 2018, 2017 and 2016 is set out in the table below:

Name and Principal Position	Year	Salary (\$)	Unit-based Awards <sup>(2)</sup> (\$)	Option-based Awards <sup>(3)</sup> (\$)	Non-equity Incentive Plan Compensation <sup>(1)</sup> (\$)		Pension Value (\$)	All Other Compensation <sup>(4)</sup> (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Stephen Evans (CEO)	2018 <sup>(5)</sup>	\$401,492	\$227,856	-	\$387,038	-	-	7,919	\$1,024,305
	2017 <sup>(6)</sup>	\$400,452	-	-	\$268,976	-	-	-	\$669,428
	2016 <sup>(7)</sup>	\$62,900	-	-	\$62,648	-	-	-	\$125,548
Scott Shillington (CFO)	2018 <sup>(5)</sup>	\$231,630	\$87,638	-	\$95,802	-	-	3,046	\$418,116
	2017 <sup>(6)(8)</sup>	\$211,778	-	-	\$71,708	-	-	-	\$283,486
	2016 <sup>(7)</sup>	\$27,173	-	-	\$10,567	-	-	-	\$37,740
Samantha Adams (SVP)	2018 <sup>(5)</sup>	\$255,720	\$101,974	-	\$105,765	-	-	3,544	\$467,003
	2017 <sup>(6)(8)</sup>	\$246,432	-	-	\$83,442	-	-	-	\$329,874
	2016 <sup>(7)</sup>	\$31,098	-	-	\$9,058	-	-	-	\$40,156

- (1) "Non-equity Incentive Plan Compensation" includes all compensation under an incentive plan or portion of an incentive plan that is not an equity incentive plan.
- (2) "Unit-based Awards" in the form of RUs and Pus are issued pursuant to the Restricted Unit Plan and include all vested and unvested RUs and PUs granted during the respective year.
- (3) "Option-based Awards" are issued pursuant to the Incentive Unit Option Plan. No options have been granted to employees of Pure Multi-Family.
- (4) "All Other Compensation" includes distribution units earned during the respective year on all outstanding, vested and unvested, RUs and PUs issued pursuant to the Restricted Unit Plan.
- (5) The amounts indicated are stated in U.S. dollars and translated using the Bank of Canada's 2018 average annual exchange rate of \$0.7721, except for the "Unit-based Awards", which are translated using the Bank of Canada's closing exchange rate on April 17, 2018 of \$0.7967.
- (6) The amounts indicated are stated in U.S. dollars and translated using the Bank of Canada's 2017 average annual exchange rate of \$0.7701.
- (7) The salary for the NEO's commenced on September 1, 2016. The amounts indicated are stated in U.S. dollars and translated using the Bank of Canada's 2016 average annual exchange rate of \$0.7548.
- (8) A portion of the "Salary" and "Annual Incentive Plans" was allocated to and recovered from Sunstone Realty Advisors Inc. (In respect of Mr. Shillington, a total of 7.5% was recovered by Pure Multi-Family; In respect of Ms. Adams, a total of 12.5% was recovered by Pure Multi-Family).

## Incentive Plan Awards

An “incentive plan” is any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period. An “incentive plan award” means compensation awarded, earned paid, or payable under an incentive plan.

### *Outstanding unit-based awards and option-based awards*

The following tables set forth the outstanding unit-based awards and option-based awards to each NEO of Pure Multi-Family as at December 31, 2018:

Executive	Option-based Awards				Unit-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Number of securities underlying unexercised options (#)	Number of Units Awarded	Number of Units that have not vested (#)	Market or payout value of Unit-based awards that have not vested <sup>(1)</sup> (\$)
<b>Stephen Evans (CEO)</b>	-	-	-	-	31,184	\$193,341
<b>Scott Shillington (CFO)</b>	-	-	-	-	11,994	\$74,363
<b>Samantha Adams (SVP)</b>	-	-	-	-	13,956	\$86,527

(1) Market value determined by multiplying the applicable number of units by the closing price of Pure Multi-Family’s units (RUF.U), of \$6.20, on December 31, 2018.

### *Incentive plan awards – value vested or earned during the year*

The following table describes the value of incentive plan awards vested or earned during the financial year ending on December 31, 2018:

Executive	Option-based awards – Value vested during the year (\$)	Unit-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year <sup>(1)</sup> (\$)
<b>Stephen Evans (CEO)</b>	-	-	\$387,038
<b>Scott Shillington (CFO)</b>	-	-	\$87,638
<b>Samantha Adams (SVP)</b>	-	-	\$101,974

(1) The amounts indicated are stated in U.S. dollars and translated using the Bank of Canada’s 2018 average annual exchange rate of \$0.7721

## Pension Plan Benefits

Pure Multi-Family does not currently have a defined benefit plan or any pension plans that provide for payments or benefits, following, or in connection with retirement. No funds were set aside or accrued by Pure Multi-Family during the fiscal year ended December 31, 2018 to provide pension, retirement or similar benefits for its Directors pursuant to any existing plan provided or contributed to by Pure Multi-Family.

## Termination and Change of Control Benefits

### *Stephen Evans, Chief Executive Officer*

Effective January 1, 2017, Management Ltd., an indirect subsidiary of Pure Multi-Family, entered into an amended executive employment agreement with Mr. Stephen Evans, the Chief Executive Officer of the Governing GP, whereby Mr. Evans agreed to act as the Chief Executive Officer of Management Ltd. to, among other things, promote the best interests of Management Ltd. and Pure Multi-Family, the Governing GP and Pure US Apartments REIT Inc. (the "US REIT") (collectively and with their respective subsidiaries), for an indefinite term, in consideration of a base salary, eligibility in Pure Multi-Family's STIP, LTIP and benefits programs, and the reimbursement of certain reasonable expenses in connection with the performance of his duties. Subject to limited exceptions, the agreement contains non-competition, non-solicitation and confidentiality covenants in favor of Management Ltd., which apply to the term of the employment and will continue for a specified period of time after termination. In addition, the agreement includes an indemnity provision in respect of acts or omissions as an employee of Management Ltd. or as a director or officer of Pure Multi-Family, the Governing GP and the US REIT (and their respective subsidiaries).

Mr. Evans may resign and terminate his employment by providing at least ninety (90) days' written notice to Management Ltd., which notice may be waived in whole or in part by Management Ltd., in which case Mr. Evans will be paid his base salary for the remaining notice period and will continue to participate in Management Ltd.'s benefits program for a period of one year.

Management Ltd. may terminate Mr. Evans' employment at any time, without cause, by paying a one-time lump payment in an amount equal to two times his annual base salary and annual STIP (based on an average of STIP paid in prior years to a maximum of three prior years). In such case, Mr. Evans would be entitled to continue to participate in Management Ltd.'s benefits program for a period of one year.

If Mr. Evans' employment is terminated for cause, Mr. Evans will not be entitled to any notice of termination or severance pay.

Upon the occurrence of a Change of Control Event (defined below), Mr. Evans may terminate his employment by providing Management Ltd. with written notice of his resignation within six months after a Change of Control Event. In such case, Mr. Evans would be entitled to: (i) receive a one-time lump payment in an amount equal to two times his annual base salary and annual STIP (based on an average of STIP paid in prior years to a maximum of three prior years); and (ii) participate in Management Ltd.'s benefits program for a period of one year. For purposes of the agreement, a "Change of Control Event" occurs where:

- (a) during any period of 18 consecutive months ending after the date of the agreement, individuals who at the beginning of such 18 month period were directors of the Governing GP cease for any reason to constitute at least a majority of the Board of Directors, unless the appointment or nomination for election of individuals to the Board of Directors was approved by a vote of at least three-quarters of the Board of Directors then in office who either were directors at the beginning of such period or whose appointment or nomination for election to the Board of Directors was previously approved;
- (b) any person, or groups of persons, acting at arm's length to Pure Multi-Family or a person acting jointly or in concert with Pure Multi-Family, becomes the beneficial owner, directly or indirectly, of securities of Pure Multi-Family representing 50.1% or more of the combined voting power of Pure Multi-Family's then outstanding securities;
- (c) all or substantially all of the assets or undertaking of Pure Multi-Family are sold or otherwise disposed of, or Pure Multi-Family is dissolved or liquidated; or

- (d) any transaction or series of transactions (whether by sale, merger, amalgamation, consolidation, reorganization, plan of arrangement or otherwise) that would have substantially the same effect as a Change of Control Event under the foregoing provisions is undertaken, or the Board of Directors approves and/or recommends that Unitholders of Pure Multi-Family accept, approve or adopt any such transaction or series of transactions.

***Scott Shillington, Chief Financial Officer***

Effective January 1, 2017, the Management Ltd., an indirect subsidiary of Pure Multi-Family, entered into an executive employment agreement with Mr. Scott Shillington, the Chief Financial Officer of the Governing GP, whereby Mr. Shillington agreed to act as the Chief Financial Officer of Management Ltd. to, among other things, oversee and manage financial reporting, internal control, treasury and debt and tax in respect of Pure Multi-Family, for an indefinite term, in consideration of a base salary, eligibility in Pure Multi-Family's STIP, LTIP and benefits programs, and the reimbursement of certain reasonable expenses in connection with the performance of his duties. Subject to limited exceptions, the agreement contains non-competition, non-solicitation and confidentiality covenants in favor of Management Ltd., which apply to the term of the employment and will continue for a specified period of time after termination. In addition, the agreement includes an indemnity provision in respect of acts or omissions as an employee of Management Ltd.

Mr. Shillington may resign and terminate his employment by providing at least three months' written notice to Management Ltd., which notice may be waived in whole or in part by Management Ltd., in which case Mr. Shillington will be paid his base salary for the remaining notice period.

Management Ltd. may terminate Mr. Shillington's employment for cause, in which case Mr. Shillington will not be entitled to any notice of termination or severance pay.

Management Ltd. may terminate Mr. Shillington's employment at any time, without cause, by paying a one-time lump payment in an amount equal to: (i) his pro-rated annual base salary, based on the date of termination, equal to 12 months plus one month for each year of employment with Management Ltd. up to a maximum of 18 months, (ii) all unpaid and accrued vacation pay, and (iii) pro-rated annual STIP (based on an average of STIP paid in the three years prior to the date of termination, or less if there is less than a three year history). In such case, Mr. Shillington would be entitled to continue to participate in Management Ltd.'s benefits program until the earlier of: (i) 12 months following the date of termination, or (ii) the date Mr. Shillington becomes entitled to equivalent coverage and benefits through alternate employment. In addition, all unvested equity and related instruments held by Mr. Shillington will vest in accordance with the provisions of the respective equity compensation plans pursuant to which same were granted.

Upon the occurrence of a Change of Control (defined below), Mr. Shillington may resign his employment for Good Reason (defined below) and be entitled to the same payments and benefits as if his employment was terminated without cause.

For purposes of the agreement, a "Change of Control Event" means the occurrence of any one of the following events:

- (a) an acquisition, directly or indirectly, of voting units or other securities of Pure Multi-Family (including securities of Pure Multi-Family which on conversion will become voting units or securities) by any person, or groups of persons acting in concert, other than any person or group of persons acting in concert who, immediately prior to a Change of Control hold, directly or indirectly, a sufficient number of the outstanding voting units or other securities of Pure Multi-Family to affect materially the control of Pure Multi-Family, such that such person or group of persons are able for the first time to affect materially the control of Pure Multi-Family;
- (b) all or substantially all of the assets or undertaking of Pure Multi-Family are sold or otherwise disposed of, or Pure Multi-Family is dissolved or liquidated; or

- (c) any transaction or series of transactions (whether by sale, merger, amalgamation, consolidation, reorganization, plan of arrangement or otherwise) that would have substantially the same effect as a Change of Control under the foregoing provisions is undertaken, or the Board of Directors approves and/or recommends that unitholders of Pure Multi-Family accept, approve or adopt any such transaction or series of transactions.

For purposes of the agreement, “Good Reason” means the occurrence after a Change of Control, without Mr. Shillington’s consent, of any of the following:

- (a) a material and detrimental change in the title, position, duties and responsibilities, authority or status of Mr. Shillington with Management Ltd.;
- (b) the relocation of Management Ltd.’s current principal office in Vancouver, BC to a location more than 150 kilometres from such location;
- (c) a material breach by Management Ltd. of Mr. Shillington’s employment agreement; or
- (d) a material reduction of Mr. Shillington’s base salary or aggregate compensation package.

#### ***Samantha Adams, Senior Vice President***

Effective January 1, 2017, Management Ltd., an indirect subsidiary of Pure Multi-Family, entered into an executive employment agreement with Ms. Samantha Adams, the Senior Vice President of the Governing GP, whereby Ms. Adams agreed to act as the Senior Vice President of Management Ltd. to, among other things, oversee and manage: (i) the development and implementation of strategies to achieve the strategic objectives of the Chief Executive Officer and Board of Directors of Pure Multi-Family, (ii) operational results including property operations, leasing and repositioning, (iii) the corporate office property management operations, and (iv) the internalization of property management, for an indefinite term, in consideration of a base salary, eligibility in Pure Multi-Family’s STIP, LTIP and benefits programs, and the reimbursement of certain reasonable expenses in connection with the performance of her duties. Subject to limited exceptions, the agreement contains non-competition, non-solicitation and confidentiality covenants in favor of Management Ltd., which apply to the term of the employment and will continue for a specified period of time after termination. In addition, the agreement includes an indemnity provision in respect of acts or omissions as an employee or officer of Management Ltd. or Pure Multi-Family.

Ms. Adams may resign and terminate her employment by providing at least three months’ written notice to Management Ltd., which notice may be waived in whole or in part by Management Ltd., in which case Ms. Adams will be paid her base salary for the remaining notice period.

Management Ltd. may terminate Ms. Adams’ employment for cause, in which case Ms. Adams will not be entitled to any notice of termination or severance pay.

Management Ltd. may terminate Ms. Adams’ employment at any time, without cause, by paying a one-time lump payment in an amount equal to: (i) her pro-rated annual base salary, based on the date of termination, equal to 12 months plus one month for each year of employment with Management Ltd. up to a maximum of 18 months, (ii) all unpaid and accrued vacation pay, and (iii) pro-rated annual STIP (based on an average of STIP paid in the three years prior to the date of termination, or less if there is less than a three year history). In such case, Ms. Adams would be entitled to continue to participate in Management Ltd.’s benefits program until the earlier of: (i) 12 months following the date of termination, or (ii) the date Ms. Adams becomes entitled to equivalent coverage and benefits through alternate employment. In addition, all unvested equity and related instruments held by Ms. Adams will vest in accordance with the provisions of the respective equity compensation plans pursuant to which same were granted.

Upon the occurrence of a Change of Control (defined below), Ms. Adams may resign her employment for Good Reason (defined below) and be entitled to the same payments and benefits as if her employment was terminated without cause.

For purposes of the agreement, a “Change of Control Event” means the occurrence of any one of the following events:

- (a) an acquisition, directly or indirectly, of voting units or other securities of Pure Multi-Family (including securities of Pure Multi-Family which on conversion will become voting units or securities) by any person, or groups of persons acting in concert, other than any person or group of persons acting in concert who, immediately prior to a Change of Control hold, directly or indirectly, a sufficient number of the outstanding voting units or other securities of Pure Multi-Family to affect materially the control of Pure Multi-Family, such that such person or group of persons are able for the first time to affect materially the control of Pure Multi-Family;
- (b) all or substantially all of the assets or undertaking of Pure Multi-Family are sold or otherwise disposed of, or Pure Multi-Family is dissolved or liquidated; or
- (c) any transaction or series of transactions (whether by sale, merger, amalgamation, consolidation, reorganization, plan of arrangement or otherwise) that would have substantially the same effect as a Change of Control under the foregoing provisions is undertaken, or the Board of Directors approves and/or recommends that unitholders of Pure Multi-Family accept, approve or adopt any such transaction or series of transactions.

For purposes of the agreement, “Good Reason” means the occurrence after a Change of Control, without Ms. Adams’ consent, of any of the following:

- (a) a material and detrimental change in the title, position, duties and responsibilities, authority or status of Ms. Adams with Management Ltd.;
- (b) the relocation of Management Ltd.’s current principal office in Vancouver, BC to a location more than 150 kilometres from such location;
- (c) a material breach by Management Ltd. of Ms. Adams’ employment agreement; or
- (d) a material reduction of Ms. Adams’ base salary or aggregate compensation package.

#### ***Estimated Incremental Payments Pursuant to Employment Agreements***

The table below shows the value of the estimated incremental payments or benefits that would accrue to each current NEO upon termination of his or her employment following resignation, termination with cause, termination without cause, retirement, and termination following a change of control, assuming employment was terminated on December 31, 2018. For purposes of valuing unit-based awards, a price of \$6.20 is used, which is the closing price of Pure Multi-Family’s Class A Unit on December 31, 2018, the last trading day of the fiscal year. For the purpose of determining the value of performance units, a performance factor of one-times (1x) has been applied to the deemed vested performance units.

Executive Payouts and Benefits upon termination as of December 31, 2018	Resignation	Termination with Cause	Termination without Cause <sup>(2)</sup>	Retirement	Change of Control <sup>(3)</sup>
<b>Stephen Evans (CEO)</b> <sup>(1)</sup>	-	-	\$1,436,083	-	\$1,586,459
<b>Scott Shillington (CFO)</b> <sup>(1)</sup>	-	-	\$428,801	-	\$486,638
<b>Samantha Adams (SVP)</b> <sup>(1)</sup>	-	-	\$476,585	-	\$543,886

(1) The amounts indicated are stated in U.S. dollars and translated using the Bank of Canada’s exchange rate as at December 31, 2018, at \$0.7330.

(2) In accordance with the Restricted Unit Plan, for termination without cause, outstanding Restricted Units and Performance Units vest upon the date of termination, pro-rated for the period from the date of the grant up to the date of termination.

(3) In accordance with the Restricted Unit Plan, upon a change of control, at the Directors’ discretion, 100% of outstanding Restricted Units and Performance Units vest immediately.

### **Named Executive Officer Unit Ownership and Anti-Hedging**

Pursuant to Pure Multi-Family's unit ownership policy, each NEO is required to hold, directly or indirectly, Units, Class B Units or restricted units (including distribution restricted units) with an aggregate market value equal to one times the amount of the base annual salary for such NEO. NEOs will have three years from the commencement date of each NEO's employment as an NEO of Pure Multi-Family to meet this minimum ownership requirement. The value of the Units, Class B Units or restricted units (including distribution restricted units) held by a NEO will be based on: (i) with regard to Units, the greater of acquisition cost and the average trading price of the Units on the TSX Venture Exchange, or such other Canadian exchange on which the Units may be listed and posted for trading, for the 20 trading days immediately preceding the calculation date; and (ii) with regard to Class B Units and restricted units (including distribution restricted units), the average trading price of the number of Units into which such Class B Units and Restricted Units are redesignated or settled, as applicable, on the TSX Venture Exchange, or such other Canadian exchange on which the Units may be listed and posted for trading, for the 20 trading days immediately preceding the calculation date.

In order to maintain the alignment of interests between the unitholders and management, Pure Multi-Family does not permit an NEO to engage in transactions that could reduce or limit NEO's economic risk with respect to his or her holdings of Units or other securities of Pure Multi-Family. Prohibited transactions include hedging strategies, equity monetization transactions, transactions using short sales, puts, calls, exchange contracts, derivatives and other types of financial instruments (including, but not limited to, prepaid variable forward contracts, equity swaps, collars and exchange funds), and limited recourse loans to the NEO secured by Units or other securities of Pure Multi-Family.

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN**

Pure Multi-Family has adopted the Restricted Unit Plan and the Incentive Unit Option Plan and the table below summarizes the number of Class A Units underlying the Restricted Units and Distribution Restricted Units and Unit options granted under the Restricted Unit Plan and Incentive Unit Option Plan, the weighted-average exercise price of such Restricted Units and Unit options and the number of Restricted Units and Unit options remaining available for future issuance under the Restricted Unit Plan and Incentive Unit Option Plan as at December 31, 2018.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the left column)
Equity compensation plans approved by security holders (Restricted Unit Plan)	74,027	\$7.25	1,925,973
Equity compensation plans approved by security holder (Incentive Unit Option Plan)	-	N/A	408,900
<b>TOTAL</b>	<b>74,027</b>		<b>2,334,873</b>

### **Restricted Unit Plan**

On May 21, 2014, the Unitholders approved the adoption of a Restricted Unit Plan, as amended May 24, 2018, for the purposes of supporting the achievement of Pure Multi-Family's performance objectives; ensuring that the interests of Directors, key management and key employees are aligned with the success of Pure Multi-Family; providing incentive bonus compensation to Directors, key management and key employees; and attracting, retaining and motivating Directors, key management and key employees critical to the long-term success of Pure Multi-Family.

A summary of the material terms of the amended Restricted Unit Plan is included in Pure Multi-Family's management information circular dated April 9, 2018 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)) on April 19, 2018. A copy of the amended Restricted Unit Plan is also available on SEDAR at [www.sedar.com](http://www.sedar.com).

Pure Multi-Family has reserved an aggregate of 2,000,000 Units for issuance under the Restricted Unit Plan. Pursuant to the Restricted Unit Plan, Pure Multi-Family may, at its election, redeem vested Restricted Units and Distribution Restricted Units which have been granted and earned. As at April 18, 2019, there are a total of 164,360 (vested and unvested) Restricted Units and Distribution Restricted Units issued and outstanding, which if redeemed into Units would represent less than 1% of Pure Multi-Family's currently issued and outstanding Class A Units. An additional 1,835,640 Class A Units, representing approximately 2.4% of the currently issued and outstanding Class A Units, will be available for issuance to redeem vested Restricted Units and Distribution Restricted Units pursuant to the Restricted Unit Plan.

### **Incentive Unit Option Plan**

On May 21, 2014, the Unitholders approved the adoption of an Incentive Unit Option Plan (the "Option Plan") for the purposes of providing eligible participants with compensation opportunities that will encourage ownership of Units, enhance Pure Multi-Family's ability to attract, retain and motivate key personnel, and reward Directors, directors, officers, employees and service providers for significant performance and growth of Pure Multi-Family.

A summary of certain of the material terms of the Option Plan is included in Pure Multi-Family's management information circular dated April 14, 2014 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)) on April 17, 2014. A copy of the Option Plan is also available on SEDAR at [www.sedar.com](http://www.sedar.com).

Pure Multi-Family has reserved an aggregate of 408,900 Units for issuance under the Option Plan. To date, Pure Multi-Family has not issued any options or Units pursuant to the Option Plan.

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

---

No current or former Director, proposed nominee for election as a Director or executive officer of Pure Multi-Family, or an associate of any of the foregoing is, or at any time during Pure Multi-Family's most recently completed financial year was, indebted to Pure Multi-Family or to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Pure Multi-Family, other than routine indebtedness.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

---

Other than as set forth in this Information Circular and Pure Multi-Family's financial statements for the fiscal year ended December 31, 2018, available on SEDAR at [www.sedar.com](http://www.sedar.com), no insider of Pure Multi-Family nor any proposed nominee for election as a Director, nor any associate or affiliate of the foregoing, has any material interest, direct or indirect, in any transaction since the commencement of Pure Multi-Family's last financial period or in any proposed transaction which has materially affected or would materially affect Pure Multi-Family.

**ADDITIONAL INFORMATION**

---

Additional information relating to Pure Multi-Family may be found on SEDAR at [www.sedar.com](http://www.sedar.com). Additional financial information is provided in Pure Multi-Family's audited financial statements and management's discussion and analysis for Pure Multi-Family's most recently completed financial year. A copy of Pure Multi-Family's financial statements and management's discussion and analysis is available, free of charge, upon written request to Scott Shillington, Chief Financial Officer of Pure Multi-Family, Suite 910, 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2. These documents are also available on SEDAR at [www.sedar.com](http://www.sedar.com).

**APPROVAL OF CIRCULAR**

---

The undersigned hereby certifies that the contents and the sending of this Information Circular have been approved by the Directors.

DATED at Vancouver, British Columbia, this 18th day of April 2019.

**BY ORDER OF THE DIRECTORS OF PURE MULTI-FAMILY REIT (GP) INC.**

(signed) *"Stephen J. Evans"*

Stephen J. Evans  
Director and Chief Executive Officer

## Appendix A

### TERMS OF REFERENCE FOR THE DIRECTORS

#### A. TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS

##### 1. Purpose

- (a) These terms of reference set out constating principles and structure duties and responsibilities for the board of directors (the “Board”) and the individual directors of Pure Multi-Family REIT LP’s (“PMF REIT”) general partner, Pure Multi-Family REIT (GP) Inc.

The Board functions in carrying out its responsibilities as if it was the board of directors of PMF REIT, and in so doing incorporates by reference specific duties and responsibilities of boards and directors as set out in the *Business Corporations Act* (British Columbia) (the “BCBCA”) which are attached as Schedule A hereto, and is specifically subject to the terms and conditions of PMF REIT’s Limited Partnership Agreement, as amended from time to time.

##### 2. Procedures and Organization

- (a) The Board retains the responsibility for managing PMF REIT’s own affairs including:
- (i) selecting a Chair;
  - (ii) reviewing the advice of the Nominating and Governance Committee’s (the “Governance Committee”) nomination of candidates for election as directors;
  - (iii) proposing auditors for approval by the unitholders;
  - (iv) constituting committees of the Board; and
  - (v) determining director compensation.
- (b) Subject to the Limited Partnership Agreement, the Board may constitute, seek the advice of, and delegate powers, duties and responsibilities to, committees of the Board.

##### 3. Duties and Responsibilities

- (a) Monitoring. In addition to certain other responsibilities imposed hereunder, the Board has the responsibility for:
- (i) approving distributions to unitholders;
  - (ii) approving financing by PMF REIT;
  - (iii) directing management to ensure systems are in place for the implementation and integrity of the internal control and management information systems of PMF REIT and its subsidiaries; and
  - (iv) directing management to ensure appropriate disclosure controls and procedures are in place to enable information to be recorded, processed, summarized and reported within the time periods required by law.
- (b) Policies and Procedures. The Board has the responsibility to:

- (i) approve and monitor compliance with all significant policies and procedures by which the business of PMF REIT is operated; and
  - (ii) direct management to implement systems which are designed to ensure that PMF REIT operates at all times within applicable laws and regulations, and to the highest ethical and moral standards.
- (c) Compliance Reporting and Corporate Communications. The Board has the responsibility, *inter alia*, to:
- (i) ensure that the financial performance of PMF REIT is adequately reported to unitholders and regulators on a timely and regular basis;
  - (ii) ensure that the financial results are reported fairly and in accordance with generally accepted accounting principles applicable to PMF REIT;
  - (iii) ensure that PMF REIT has appropriate disclosure controls and procedures that enable information to be recorded, processed, summarized and reported within the time periods required by law;
  - (iv) ensure the timely reporting of any developments that are required to be disclosed by applicable law;
  - (v) report annually to unitholders on the stewardship of the Board for the preceding year (the Annual Report); and
  - (vi) assist PMF REIT to enable it to communicate effectively with its unitholders, stakeholders and the public generally.
- (d) Management and Human Resources. The Board has responsibility for:
- (i) appointing the CEO, monitoring and evaluating CEO performance, approving CEO compensation, providing advice and counsel to the CEO in execution of the CEO's duties and satisfying itself as to the integrity of the CEO and other executive officers;
  - (ii) approving the terms of reference for the CEO;
  - (iii) reviewing CEO performance at least annually, against agreed upon written objectives;
  - (iv) approving decisions relating to senior management of PMF REIT, including:
    - a) appointment and discharge of officers;
    - b) compensation and benefits of executive officers; and
    - c) acceptance of outside directorship by executive officers.
  - (v) ensuring succession planning programs are in place including programs to educate, train and develop senior management;
  - (vi) approving certain matters relating to employees of PMF REIT, including, among others:
    - a) an annual salary program for employees;
    - b) new benefits programs or material changes to existing programs; and

- c) material benefits to retiring employees; and
- (vii) undertaking board and individual director self-assessment programs annually;
- (e) Strategy and plans. The Board has the responsibility to:
  - (i) participate with management of PMF REIT's development and approval of the REIT's strategic plan;
  - (ii) approve the annual business plan that enables PMF REIT to realize its objectives;
  - (iii) approve the annual operating and capital budgets of PMF REIT; and
  - (iv) approve political and other donation policies and budgets; and
- (f) Business and risk management. The Board has the responsibility to:
  - (i) ensure management identifies the principal risks of PMF REIT's business, implements appropriate systems to manage these risks and in doing so strikes an appropriate balance between risks and returns; and
  - (ii) review coverage, deductibles and key issues regarding corporate insurance policies including key person insurance and directors' and officers' liability insurance.

## **B. TERMS OF REFERENCE FOR A DIRECTOR**

### **1. Goals and Objectives**

As a director of PMF REIT's governing general partner, each director shall:

- (a) fulfill the legal requirements and obligations of a director which includes a comprehensive understanding of fiduciary roles;
- (b) comply with the duties and responsibilities of directors as set out in Schedule A attached hereto; and
- (c) consider the interests of all stakeholders in the governance of PMF REIT ensuring that the best interests of PMF REIT are paramount.

### **2. Duties and Responsibilities**

- (a) Director Activity. As a director, each director shall:
  - (i) exercise good judgment and act with integrity and in the best interest of PMF REIT;
  - (ii) use his or her abilities, experience and influence constructively;
  - (iii) respect confidentiality;
  - (iv) identify potential conflict areas - real or perceived - and ensure they are appropriately identified and reviewed; and
  - (v) assist in maximization of the distribution of available cash to unitholders while maintaining unitholders values.

- (b) Preparation and Attendance. To enhance the effectiveness of Board and committee meetings, each director shall:
- (i) prepare for Board and committee meetings by reading reports and background materials prepared for each meeting;
  - (ii) maintain an excellent Board and committee meeting attendance record<sup>(1)</sup>; and
  - (iii) have acquired adequate information necessary for effective decision making.
- (c) Communication. Communication is fundamental to the Board's effectiveness and therefore each director shall:
- (i) participate fully and frankly in the deliberations and discussions of the Board;
  - (ii) encourage free and open discussion of the affairs of PMF REIT by the Board; and
  - (iii) ask cogent and relevant questions, in an appropriate manner and at proper times.
- (d) Independence. Recognizing that the cohesiveness of the Board is an important element in its effectiveness, each director shall:
- (i) be a positive force with a demonstrated interest in the success of PMF REIT; and
  - (ii) speak and act independently but with a view to reaching acceptable consensus where possible.
- (e) Committee Work. In order to assist PMF REIT's committees in being effective and productive, each director shall:
- (i) participate on committees and become knowledgeable with the purpose and goals of the committee; and
  - (ii) understand the process of committee work, and the role of management and staff supporting the committee.
- (f) Business, Corporation and Industry Knowledge. Recognizing that decisions can only be made by well-informed director, each director shall:
- (i) become generally knowledgeable of PMF REIT's business, services and the markets in which it operates;
  - (ii) develop an understanding of the unique role of PMF REIT within its various communities;
  - (iii) maintain an understanding of the regulatory, legislative, business, social and political environments within which PMF REIT operates; and
  - (iv) be an effective ambassador and representative of PMF REIT.

---

<sup>(1)</sup> The target is 100% attendance. Anything less than 75% without extenuating circumstances would create considerable concern for the Board.

**C. ADMINISTRATIVE GUIDELINES FOR THE BOARD**

1. The Board shall report to unitholders by proxy through the CEO of PMF REIT who is charged with the day-to-day leadership and management of the operations.
2. Terms of reference for the Board and committees are annually reviewed by the Governance Committee of PMF REIT, and any changes are recommended to the Board for approval.
3. PMF REIT and its governing general partner have concluded that the appropriate number of directors is between five (5) and eight (8).
4. All directors stand for election every year.
5. Subject to exception approved in writing by the Governance Committee, directors will not be permitted to stand for election as a director if the nominee's election as a director will result in the director sitting on more than four public company boards. If the director is the CEO of any public company (including PMF REIT), subject to exceptions approved in writing by the Governance Committee, the director will not be permitted to stand for election as director if the nominee's election as a director will result in the director sitting on more than one outside public company board, in addition to the public company of which he or she is the CEO.
6. The Board does not believe that directors who retire from or otherwise change their current position responsibilities should necessarily retire as directors. There should, however, be an opportunity for the Board, through the Governance Committee to review the appropriateness of continued Board membership.
7. Directors may serve as a director until the earlier: of (i) the director reaching age 80; or (ii) the director serving for 15 years since the latter of: (a) his or her initial election as a director of PMF REIT; and (b) January 1, 2018, subject to the Governance Committee having the ability to waive such limit under extraordinary circumstances.
8. The Board believes that a majority of directors should be independent; that the roles of the CEO and chairman should be separated; and that the chairman should be independent and if not, an independent lead director should be appointed.
9. The Board will meet at least quarterly to review and approve quarterly and annual financial statements and statutory disclosure documents of PMF REIT. In addition, the Board will consider monthly resolutions in order to enable PMF REIT to make monthly distributions to its unitholders.
10. Materials will be delivered at least three days in advance of meetings for items to be acted upon. Presentations on specific subjects at Board meetings will only briefly summarize the material sent to directors so that discussion can be focused on issues relevant to the material.
11. The Board is responsible, in fact as well as in procedure, for selecting candidates as directors for membership. The Board delegates the screening process to the Governance Committee.
12. The Governance Committee of the Board will annually assess the effectiveness of the Board and its committees.
13. The current committees of the Board are the Audit Committee, the Governance Committee and the Compensation Committee. From time to time the Board may create ad hoc committees to examine specific issues on behalf of the Board. The Board has adopted terms of reference and/or charters for each of the Audit Committee, the Governance Committee and the Compensation Committee.
14. Committee members and committee Chairs are appointed by the Board at the conclusion of the annual meeting and, where possible, consideration is given to having directors rotate their committee assignments regularly.

15. Committees annually review their terms of reference and/or charters and changes are recommended to the Board through the Governance Committee in keeping with changes to the law and best practice.
16. The Board ensures new directors are appropriately introduced to PMF REIT and its industry and that directors receive the necessary ongoing industry training, education and development.
17. The independent members of the Board meet during each meeting on an “in camera” basis without management present and at the call of the chairman or independent member when appropriate and advisable.
18. The Board and committees may engage separate independent counsel and/or advisors at the expense of PMF REIT. An individual director may engage separate independent counsel and/or advisors at the expense of PMF REIT in appropriate circumstances with the approval of the Chair.
19. The Board considers adopting policies and procedures that adheres to best practices in good governance principles from time to time.

These terms of reference are reviewed and approved annually by the Board.

## SCHEDULE A

The following specific duties and responsibilities of boards and directors as set out in the BCBCA are incorporated by reference in the terms of reference to which this Schedule A is attached:

1. Duty to manage;
2. Fiduciary duty;
3. Duty of care;
4. Conflict of interest; and
5. Oppression.

1. **Duty to Manage** (section 136 of the BCBCA): Directors have a duty to manage, or supervise the management of, the business and affairs of their corporation.
2. **Fiduciary Duty** (section 142(1)(a) of the BCBCA): Directors and officers have a legal duty to act honestly and in good faith with a view to the best interests of the corporation.
3. **Duty of Care** (section 142(1)(b) of the BCBCA): Directors and officers have a legal duty to exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.
4. **Conflict of Interest** (section 147 - 149 of the BCBCA):

The fiduciary duty requires that directors avoid conflicts of interest. Conflicts of interest include situations where a director: (1) makes decisions motivated by personal interest or interests other than the best interest of the corporation; (2) personally contracts or competes with the corporation; or (3) appropriates corporate opportunities.

Generally, directors should avoid situations where a reasonable person would think there is a risk that a director's duty to the corporation could be adversely affected by the director's self-interest or duty to another person, corporation or organization. A director or senior officer holds a disclosable interest in a contract or transaction if: (a) the contract or transaction is material to the corporation; (b) the corporation has entered, or proposes to enter, into the contract or transaction, and (c) either of the following applies to the director or senior officer: (i) the director or senior officer has a material interest in the contract or transaction; (ii) the director or senior officer is a director or senior officer of, or has a material interest in, a person who has a material interest in the contract or transaction.

The BCBCA requires that: (1) a director disclose the nature and extent of any interest in a material contract or transaction to which he or she is a party (or has a material interest in a party); (2) the interested director refrain from voting on any resolution relating to such arrangements; and (3) the transaction be approved by non-interested directors and be reasonable and fair to the corporation.

5. **Oppression** (section 227 of the BCBCA):

A shareholder may apply to the court for an order under this section on the ground: (a) that the affairs of the corporation are being or have been conducted, or that the powers of the directors are being or have been exercised, in a manner oppressive to one or more of the shareholders, including the applicant; or (b) that some act of the corporation has been done or is threatened, or that some resolution of the shareholders or of the shareholders holding shares of a class or series of shares has been passed or is proposed, that is unfairly prejudicial to one or more of the shareholders, including the applicant.

For purposes of the BCBCA, a ‘shareholder’ includes a beneficial owner of a share of the corporation and any other person whom the court considers to be an appropriate person to make an application under section 227 of the BCBCA.

On an application under section 227 of the BCBCA, the court may, with a view to remedying or bringing to an end the matters complained of make any interim or final order it considers appropriate, including an order:

- (a) directing or prohibiting any act,
- (b) regulating the conduct of the corporation’s affairs,
- (c) appointing a receiver or receiver manager,
- (d) directing an issue or conversion or exchange of shares,
- (e) appointing directors in place of or in addition to all or any of the directors then in office,
- (f) removing any director,
- (g) subject to certain conditions, directing the corporation to purchase some or all of the shares of a shareholder and, if required, to reduce its capital in the manner specified by the court,
- (h) directing a shareholder to purchase some or all of the shares of any other shareholder,
- (i) subject to certain conditions, directing the corporation, or any other person, to pay to a shareholder all or any part of the money paid by that shareholder for shares of the corporation,
- (j) varying or setting aside a transaction to which the corporation is a party and directing any party to the transaction to compensate any other party to the transaction,
- (k) varying or setting aside a resolution,
- (l) requiring the corporation, within a time specified by the court, to produce to the court or to an interested person financial statements or an accounting in any form the court may determine,
- (m) subject to certain conditions, directing the corporation to compensate an aggrieved person,
- (n) directing correction of the registers or other records of the corporation,
- (o) directing that the corporation be liquidated and dissolved, and appointing one or more liquidators, with or without security,
- (p) directing that an investigation be made under Division 3 of Part 8 of the BCBCA,
- (q) requiring the trial of any issue, or
- (r) authorizing or directing that legal proceedings be commenced in the name of the corporation against any person on the terms the court directs.

## Appendix B

### TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

#### Establishment of the Committee

Pure Multi-Family REIT (GP) Inc. (the “Governing GP”) as general partner of Pure Multi-Family REIT LP (“PMF REIT”) shall appoint an audit committee (the “Committee”) whose membership, authority and responsibilities shall be as set out herein.

The primary function of the Committee is to assist the board of directors (the “Board”) of the Governing GP in fulfilling its oversight responsibilities of the accounting and financial reporting practices and procedures on behalf of PMF REIT and its applicable subsidiaries (collectively, the “Entities”), the adequacy of internal accounting controls and procedures, and the quality and integrity of the financial statements of the Entities. In addition, the Committee is responsible for selecting, retaining and monitoring the independence and performance of PMF REIT’s external auditors, including overseeing the audit and interim review of PMF REIT’s financial statements, and pre-approving all non-audit services for which the external auditors of PMF REIT may be engaged; and providing an avenue of communication among the external auditors, management and the Board. Further, the Committee is responsible for overseeing the Entities’ policies, management systems and performance with respect to environmental health and safety.

#### Membership

1. The Committee shall consist of at least three members of the Board all of whom shall be independent as determined in accordance with applicable securities laws, rules, regulations and guidelines (collectively, “Securities Laws”). In particular, each member of the Committee must be independent of management and free from any interest, business or other relationship which could, or could reasonably be perceived to, materially interfere with the member’s ability to act in the best interests of PMF REIT.
2. All Committee members shall be financially literate. For this purpose, financial literacy shall mean the ability of a member to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by PMF REIT’s financial statements. At least one member should have accounting or related financial expertise and should be able to analyze and interpret a full set of financial statements, including notes, in accordance with International Financial Reporting Standards.
3. Members shall be appointed by the Board and shall serve until the earlier to occur of: (i) the date on which he or she shall be replaced by the Board, (ii) the date on which he or she resigns from the Committee, (iii) the date on which he or she ceases to be a director (a “Director”) of PMF REIT, or (iv) the termination of the next annual meeting.
4. The Board shall appoint one of the Directors elected to the Committee as the Chair of the Committee. In the absence of the Chair of the Committee at any meeting, the members shall elect a Chair from those in attendance to act as Chair of the meeting.
5. The secretary of the Committee will be the Chief Financial Officer, the Corporate Secretary, or such other person as is selected by the Committee.

#### Procedural Matters

1. The Committee shall meet as frequently as required, but no fewer than four times annually and at least quarterly. A majority of the Committee members, but not less than two, shall constitute a quorum. A majority of members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or videoconference and may take action by unanimous written consent with respect to matters that may be acted upon without a formal meeting. The Committee shall maintain minutes or other records of meetings and activities of Committee.

2. The Chief Financial Officer and the Corporate Secretary shall, in consultation with the Chair of the Committee, develop the agenda for meetings of the Committee. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent possible, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
3. The Committee shall, through its Chair, report regularly to the Board following the meetings of the Committee, addressing such matters as the quality of PMF REIT's financial statements, the Entities' compliance with legal or regulatory requirements in relation to those matters within the Committee's purview, the performance and independence of the external auditors, the performance of any internal audit function and other matters related to the Committee's functions and responsibilities.
4. Notice of a meeting of the Committee may be given orally or by letter, electronic mail, facsimile transmission or telephone not less than 24 hours before the time fixed for the meeting; provided, however, that a member may in any manner waive a notice of a meeting and attendance of a member at a meeting is a 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 is not lawfully called.
5. The Committee may invite such other persons (e.g., the Chief Executive Officer and the Chief Financial Officer) to its meetings, as it deems necessary. All other Directors that are not members of the Committee may attend Committee meetings but may not vote.
6. The external auditors shall be invited to make presentations to the Committee as appropriate.
7. The Committee at any time may, and at each regularly scheduled meeting shall, meet without management present, and shall meet with the external auditors, without management present, at each meeting at which the external auditors are in attendance.
8. The Chair, any two members of the Committee, the external auditors, the Chief Executive Officer or the Chief Financial Officer may call a special meeting of the Committee at any time.

### **General Responsibilities**

1. The Committee's principal responsibility is one of oversight. PMF REIT's management is responsible for preparing PMF REIT's financial statements and other disclosure documentation required by applicable Securities Laws, and PMF REIT's external auditors are responsible for auditing and/or reviewing those financial statements. In carrying out these oversight responsibilities, the Committee is not required to provide any expert or special assurance as to PMF REIT's financial statements or any professional certification as to the external auditors' work.
2. Nothing contained herein is intended or may be construed to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all Board members are subject. Although the designation of a Committee member as being financially literate or having accounting or related financial expertise for disclosure purposes is based on that individual's education and experience, which that individual will bring to bear in carrying out his or her duties on the Committee, such designation does not impose any duties, obligations or liability greater than the duties, obligations and liability imposed on such person as a member of the Committee and the Board in the absence of such designation.
3. While the Committee has the responsibilities set forth herein, it is not the duty of the Committee to prepare financial statements, plan or conduct audits, manage the Entities' exposure to risk, certify or guarantee the internal or external audit of PMF REIT or to determine that the financial statements and disclosures are complete and accurate and are in accordance with International Financial Reporting Standards and applicable rules and regulations. These are the responsibilities of management and the external auditors, as applicable. The Committee, its Chair and Committee members are members of the Board, appointed to the Committee to provide broad oversight of the financial, risk and control related activities and processes of PMF REIT, and are specifically not accountable or responsible for the day-to-day operation or performance of such activities.

## Specific Responsibilities

The specific responsibilities of the Committee are:

### 1. Internal Control

- (a) Evaluating whether management is setting the appropriate “control culture” by communicating the importance of internal control and the management of risk and ensuring that all employees have an understanding of their roles and responsibilities.
- (b) Reviewing annually the adequacy and quality of PMF REIT’s financial and accounting staffing, the need for and scope of internal audit reviews, and the plan, budget and the designations of responsibilities for any internal audit.
- (c) Reviewing annually with the external auditors, any significant matters regarding PMF REIT’s internal controls and procedures over financial reporting that have come to their attention during the conduct of their annual audit, and review whether internal control recommendations made by the auditors have been implemented by management.
- (d) Reviewing major risk exposures (whether financial, operating or otherwise) and the guidelines and policies that management has put in place to govern the process of monitoring, controlling and reporting such exposures.
- (e) Establishing procedures for the receipt, retention and treatment of any complaints received by the Entities regarding internal controls or auditing matters, including procedures to enable confidential, anonymous submissions to be made by employees of PMF REIT and its subsidiaries concerning questionable accounting, internal accounting controls or auditing matters; reviewing any issues or complaints raised pursuant to such procedures and annually reviewing PMF REIT’s Whistleblower Policy and Code of Business Ethics and recommend any amendments to the Nominating and Governance Committee.
- (f) Reviewing and approving any related party transactions outside of the ordinary course of business, or any material amendment thereto prior to the transaction being entered into.

### 2. Financial Reporting

#### (a) General

- (i) Gaining an understanding of the current areas of financial risk and how management is managing these areas of risk effectively.
- (ii) Considering with the external auditors any fraud, illegal acts, deficiencies in internal control or other similar issues.
- (iii) Reviewing significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- (iv) Reviewing all critical accounting policies and practices used by PMF REIT, including all alternative treatments of financial information under International Financial Reporting Standards that have been discussed with the external auditors.
- (v) Reviewing any legal matters that could significantly impact the financial statements.
- (vi) Overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for PMF REIT, including the

resolution of any disagreements between management and the external auditor regarding financial reporting.

- (vii) Reviewing the quarterly CEO and CFO certifications and any sub-certifications from senior management in respect of disclosure controls and procedures and internal controls over financial reporting.
  - (viii) Reviewing the internal control report prepared by management, including management's assessment of the effectiveness of PMF REIT's internal controls over financial reporting and disclosure controls and procedures and any related report by the independent auditors.
  - (ix) Receiving the certification from the Chief Financial Officer on compliance with statutory liabilities.
  - (x) Reviewing with management and the external auditors the effect of off-balance sheet transactions and structures on the financial statements.
- (b) Annual Financial Statements
- (i) Reviewing and recommending to the Board for approval the annual financial statements and management's discussion and analysis ("MD&A") and determining whether they are accurate, complete and consistent with the information known to Committee members; assessing whether the financial statements reflect appropriate accounting principles.
  - (ii) Focusing on judgmental areas, for example those involving valuation of assets and liabilities; warranty, product or environmental liability; litigation reserves; and other commitments and contingencies; assessing whether such judgments and estimates are reasonable.
  - (iii) Meeting with management and the external auditors to review the financial statements and the results of the audit.
  - (iv) Reviewing the other sections of the annual report before its release and considering whether the information is accurate, complete and consistent with members' knowledge about PMF REIT and its operations.
  - (v) Reviewing the post-audit or management letter from the external auditors and management's response and follow-up in respect of any identified issues.
- (c) Annual Information Form, Earnings Releases, Interim Financial Statements, Analysts' Briefings and Other Public Disclosures
- (i) Remaining briefed on how management develops the annual information form, earnings releases, interim financial information, MD&A statements, analysts' briefings and other public disclosures and the extent to which the external auditors review such information.
  - (ii) Assessing the fairness, accuracy and completeness of the interim financial statements and MD&A disclosures, and obtaining explanations from management and internal and external auditors on whether:
    - a) actual financial results for the interim period varied significantly from budgeted or projected results;
    - b) changes in financial ratios and relationships in the interim financial statements are consistent with changes in PMF REIT's operations and financing practices;

- c) International Financial Reporting Standards have been consistently applied;
  - d) there are any actual or proposed changes in accounting or financial reporting practices;
  - e) there are any significant or unusual events or transactions;
  - f) PMF REIT's financial and operating controls are functioning effectively;
  - g) the preliminary announcements and interim financial statements contain adequate and appropriate disclosures; and
  - h) there are any breaches of debt covenants.
- (iii) Reviewing, discussing with management and the external auditors PMF REIT's annual information form, financial statements, MD&A, annual and interim earnings news releases, prospectuses and financial information in other public reports and public filings before PMF REIT publicly discloses them.
- (iv) Being satisfied that adequate procedures are in place for review of PMF REIT's public disclosure of financial information extracted or derived from PMF REIT's financial statements, other than those referred to above immediately above and periodically assessing the adequacy of such procedures.

### 3. External Audit

- (a) Reviewing the external auditors' proposed audit scope, staffing and approach and ensure no unjustified restrictions or limitations have been placed on the scope.
- (b) Approving the fees for the audit and interim reviews to be performed by the external auditors.
- (c) Reviewing the qualifications and performance of the external auditors and reviewing the external auditors' report on its internal quality control procedures.
- (d) Considering the independence of the external auditor, including reviewing the range of services provided in the context of all consulting services procured by the Entities and ensuring the rotation of the lead audit partner and the audit partner with responsibility for reviewing the audit in accordance with Securities Laws.
- (e) Making recommendations to the Board regarding the appointment and re-appointment of the external auditors.
- (f) Reviewing and approving the employment of any partner, employee, former partner or former employee of the external auditor or a former external auditor.
- (g) Ensuring that significant findings and recommendations made by the external auditors are received and discussed on a timely basis.
- (h) Ensuring that management responds to recommendations by the external auditors.
- (i) Pre-approving the retention of the independent auditor for any non-audit service and the fee for such service. The Committee may satisfy the pre-approval requirement if:
  - (i) the aggregate amount of all the non-audit services that were not pre-approved constitutes no more than five per cent of the total amount of revenues paid by PMF REIT to its independent auditors during the fiscal year in which the services are provided;

- (ii) the services were not recognized by PMF REIT at the time of the engagement to be non-audit services; and
- (iii) the services are promptly brought to the attention of the Committee and are approved, prior to the completion of the audit, by the Committee or by one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee.

The Committee may delegate to one or more independent members the authority to pre-approve non-audit services provided that the pre-approval of non-audit services by any member to whom authority has been delegated must be presented to the full Committee at its first scheduled meeting following such pre-approval.

4. Compliance With Laws And Regulations

- (a) Reviewing the effectiveness of the system for monitoring compliance with laws and regulations (including insider reporting) and the results of management's investigation and follow-up (including disciplinary action) of any fraudulent acts or non-compliance.
- (b) Obtaining regular updates from management and PMF REIT's legal counsel regarding compliance matters.
- (c) Being satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements.
- (d) Reviewing the findings of any examinations by regulatory agencies.

5. Compliance With PMF REIT's Code Of Business Ethics

- (a) Ensuring that PMF REIT's Code of Business Ethics is in writing and that arrangements are made for all employees to be aware of its contents.
- (b) Evaluating whether management is setting the appropriate "tone at the top" by communicating the importance of the Code of Business Ethics and the guidelines for acceptable behavior.
- (c) Reviewing the process for monitoring compliance with PMF REIT's Code of Business Ethics.
- (d) Obtaining regular updates from management regarding compliance and reviewing any issues of non-compliance.

6. Environmental, Health and Safety

- (a) The Committee shall review the actions taken by management to ensure that PMF REIT has proper systems for implementing policies with respect to environmental and occupational health and safety and property safety matters including waste management, and that such systems to involve appropriate standards, education, supervision and inspection taking into account risk management practices in the industry to which they are to apply.
- (b) The Committee shall review the actions taken by management to ensure that employees are: (a) aware of the Entities' policies with respect to environmental, occupational health and safety and property safety, and (b) expected to deal with environmental, occupational health and safety, and property safety problems expeditiously or to bring such problems to the attention of appropriate management personnel.
- (c) The Committee shall receive and review periodic reports from management and such independent consultants, if any, as the Committee shall consider appropriate, on environmental, occupational health and safety, and property safety matters, such reports to note in particular any significant government requests for action and the manner of dealing with the same.

- (d) The Committee shall receive and review periodic reports from management on current and emerging issues and proposed legislation in environmental, occupational health and safety, and property safety matters as they may affect the Entities' operations and shall bring to the attention of the Board such issues as it shall think appropriate.
- (e) The Committee shall bring to the attention of the Board any serious problems or deviations that management cannot deal with expeditiously or within reasonable economic bounds.
- (f) The Committee shall undertake such additional activities within the scope of its responsibilities as it shall deem appropriate in its discretion.

7. Reporting Responsibilities

- (a) Regularly updating the Board about Committee activities and making appropriate recommendations.
- (b) Ensuring the Board is aware of matters that may significantly impact the financial condition or affairs of the business of PMF REIT.
- (c) Reviewing and updating these terms of reference and recommending any amendments to the Nominating and Governance Committee.
- (d) Evaluating the Committee's own performance, and of its member, annually, including a review of the compliance of the Committee with these terms of reference.
- (e) The Committee shall annually review transactions involving directors and officers, including a review of travel expenses and entertainment expenses, related party transactions and any conflicts of interests.

**Authority**

The Board grants authority to the Committee, within the scope of its responsibilities, to:

- (a) Study or investigate any matter of interest or concern that the Committee considers appropriate or necessary.
- (b) Seek any information it requires from any employee (and all employees are directed to co-operate with any request made by the Committee) or external parties and review all books and records of the Entities.
- (c) Obtain outside legal or other professional advice as deemed necessary and to set and authorize the compensation to be paid to such advisors at PMF REIT's expense.
- (d) Ensure the attendance of officers of PMF REIT at meetings as appropriate.
- (e) Communicate directly with the external auditors or any internal auditors.
- (f) Delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.
- (g) Approve PMF REIT's key accounting and finance policies.

## APPENDIX A

## AUDIT COMMITTEE

## CALENDAR OF ACTIVITIES

	March	May	August	November
<b><u>Review and Approve Financial Statements and Reports</u></b>				
Financial Statements	X	X	X	X
Review major accounting policies and significant estimates.	X	X	X	X
Consider changes in accounting principles and whether industry standards are being followed	X	X	X	X
Consider unresolved differences of opinion between management and the auditor	X	X	X	X
Annual Report, including MD&A.	X			
Annual Information Form	X			
Interim Report, including MD&A.		X	X	X
<b><u>External Auditors</u></b>				
Review auditor independence	X	X	X	X
Review cooperation and services provided by management.	X	X	X	X
Meeting with auditors without management	X	X	X	X
Review non-audit services	X	X	X	X
Discuss audit report and findings	X			
Review recommendations and response to audit report.	X			
Review qualifications and performance of auditors and recommend appointment of auditors	X			
Receive interim review report from auditors		X	X	X
Review recommendations and responses from interim review		X	X	X
Approve audit fees				X
Review scope of audit and audit plan				X
<b><u>Risk Management and Control</u></b>				
Update on financial risks and review of risk management plans	X	X	X	X
Report on and review of effectiveness of internal controls over financial reporting and disclosure controls and procedures; CEO & CFO certifications	X	X	X	X
Receive a report on any complaints/concerns received under the Whistleblowing Policy or Code of Business Ethics and any fraud, illegal acts or similar issues	X	X	X	X

	March	May	August	November
Review related party and off-balance sheet transactions	X	X	X	X
Review adequacy of and changes in financial personnel		X		
Review Whistleblower Policy				X
Assessment of adequacy of insurance coverage		X		
<b><u>Other</u></b>				
Report on Entities activities	X	X	X	X
Review environmental, health and safety matters	X	X	X	X
Review litigation	X	X	X	X
Review key accounting and finance policies	X			X
Review terms of reference and calendar				X
Evaluate Committee's performance		X		