



THE AUDIT COMMITTEE MANDATE

Last reviewed February 10, 2026

1. Purpose

The Audit Committee (the “Committee”) of Crombie Real Estate Investment Trust (the “REIT”) is a committee of the Board of Trustees of the REIT (the “Board”). The Committee has the responsibilities and duties as outlined below:

- (a) To perform such duties as may be required by applicable legislation and regulations including those of the Ontario Securities Commission, the Toronto Stock Exchange, and the Canadian Securities Administrators (“CSA”).
- (b) To assist the Board in fulfilling its oversight responsibilities for:
 - (i) The integrity of the financial statements;
 - (ii) Compliance with legal and regulatory requirements relating to financial disclosure;
 - (iii) The external auditors’ qualifications, independence, performance and fees;
 - (iv) Identification and monitoring of principal risks that could impact financial reporting;
 - (v) The system of internal control for financial reporting and management information systems; and
 - (vi) The review and approval of the REIT’s Environmental, Social and Governance (“ESG”) related data and disclosure.
- (c) To perform such other duties as may from time to time be assigned to the Committee by the Board.

2. Authority

The Committee has the authority to:

- (a) Conduct or authorize an investigation into any matters within the scope of its mandate or responsibility;
- (b) At the REIT’s expense, as determined by the Committee, retain independent counsel, accountants or others to advise the Committee or assist in carrying out its duties or assist in the conduct of an investigation;
- (c) Meet with management, internal auditors, external auditors or outside counsel as necessary; and
- (d) Call a meeting of the Board to consider any matter of concern to the Committee.

3. Composition

3.1. Composition of the Committee

- (a) The Committee shall be composed of a minimum of three Trustees, a majority of which must be resident in Canada for purposes of the Income Tax Act (Canada) and the regulations thereunder (“Residents”).
- (b) Members of the Committee shall be appointed by the Board on recommendation from the Governance and Nominating Committee.
- (c) All members of the Committee must be independent, as defined under National Instruments 52-110 – *Audit Committees* (“NI 52-110”) and the REIT’s Declaration of Trust (“DOT”). Independent Trustees must be free from any relationship that, in the opinion of the Board, could reasonably be expected to interfere with the exercise of a member’s independent judgement, except as otherwise permitted by applicable laws.
- (d) All members of the Committee shall be financially literate, as defined under NI 52-110. A member of the Board who is not financially literate may be appointed to the Committee, provided that such member attains financial literacy within a reasonable period of time from the date of their appointment and the Board determines that the appointment will not materially impair the Committee’s ability to act independently or its ability to fulfill the requirements set out in this mandate.

3.2 Member Appointment, Removal, & Vacancy

The members of the Committee shall be appointed or reappointed annually by the Board, with such annual appointments to take effect immediately following each annual general meeting of the Unitholders. Each member of the Committee shall continue to be a member thereof until a successor is appointed, unless they shall resign or be removed by the Board or shall cease to be a Trustee of the REIT. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board and shall be filled by the Board if the membership of the Committee is less than the minimum membership.

If a Committee member’s Trustee status should change, including a change in the member’s independence, the member shall advise the Chair within five days of such change and the Committee will then determine based on the requirements in the DOT, if such Trustee will be required to offer their resignation.

3.3 Committee Chair

- (a) The Board shall appoint a Chair from the Committee membership.
- (b) The Chair:

- (i) Provides leadership to the Committee with respect to its functions as described in this mandate and as otherwise may be appropriate including overseeing the logistics of the operations of the Committee;
- (ii) Presides at meetings. In the absence of the Chair, one of the present independent Trustee Committee members shall be chosen by the Committee to preside at the meeting;
- (iii) Is a voting member of the Committee;
- (iv) Ensures that the Committee meets on a regular basis, at least four times per year;
- (v) Reviews in advance the agenda and supporting materials for the Committee meetings as prepared by the secretary and other members of management;
- (vi) Acts as liaison and maintains communication with the Board and its chair to optimize and coordinate input from Trustees and to optimize the effectiveness of the Committee; and
- (vii) Reports annually to the Board on the role of the Committee and the effectiveness of the Committee's role in contributing to the objectives and responsibilities of the Board.

3.4 Committee Secretary

The Committee shall appoint a secretary of the Committee who need not be a Trustee. The secretary shall act as secretary of Committee meetings and shall record and maintain minutes of such meetings.

4. Meetings

4.1 Frequency

The Committee will meet as often as it determines necessary to fulfill its responsibilities, but in any event, will generally meet quarterly.

4.2 Quorum

No business may be transacted by the Committee at a meeting unless quorum of the Committee is present. The quorum at any meeting of the Committee shall be a majority of members, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other, provided that a majority of the Trustees comprising such quorum must be Residents. Approval of any proposed Transaction shall require majority approval by the Trustees present at the meeting, subject to any further authority limitations outlined below.

4.3 Meeting Organization

The time and place of the meetings of the Committee, the calling of meetings of the Committee, and the procedure at such meetings in all respects shall be determined by the Committee.

4.4 Notice

Notice of the time and place of every meeting shall be given in writing or electronic communication to each member of the Committee at least 48 hours prior to the time for such meeting, provided however, that a member may in any matter waive a notice of meeting. Attendance of a member at a meeting is a waiver of notice of a 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.

Committee meetings may be called by:

- (a) The Chair;
- (b) Any member of the Committee; or
- (c) The external auditors.

The external auditors and internal auditors shall be invited to attend and provide input at each quarterly Committee meeting. They shall also be afforded the opportunity to meet privately with the Committee, without management present.

4.5 Invitees

The Committee may invite to a meeting any officers or employees of the REIT, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

4.6 Reporting to the Board

The secretary shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be made available to the members of the Board. However, the Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board.

4.7 In-camera Sessions

As part of each meeting of the Committee, the Committee shall hold *in-camera* sessions with management, with the internal auditors, with the external auditors, and with only Committee members, and the agenda for each Committee meeting will afford an opportunity for such a session.

5. Responsibilities

5.1 Administration

- (a) The Committee annually reviews its mandate and recommends any changes to the Governance and Nominating Committee;
- (b) The Committee shall report to the Board on the proceedings and recommendations of each Committee meeting at the next regularly scheduled Board meeting; and

- (c) The Committee annually reviews the Committee's financial literacy and independence. At least one member must be a Chartered Professional Accountant ("CPA") or equivalent designation.

5.2 External Auditor

- (a) As required by the Board, the external auditor reports directly to the Committee, is invited to attend each quarterly Committee meeting, and meets in camera with the Committee on a quarterly basis;
- (b) The Committee must recommend to the Board:
 - (i) The external auditor to be nominated, after annual review, for purposes of preparing or issuing an auditor's report or performing other audit, review, or attest services for the REIT;
 - (ii) The compensation of the external auditor; and
 - (iii) Any proposal to change the external auditors.
- (c) The Committee is directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing the auditor's report or performing other audit, review, or attest services for the REIT, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (d) The Committee must pre-approve all non-audit services to be provided to the REIT or its subsidiary entities by the REIT's external auditor. The Committee has delegated to the Chair of the Committee the authority to pre-approve the non-audit services, with such pre-approval presented to the Committee at the next scheduled Committee meeting following such pre-approval. De minimis non-audit services satisfy the pre-approval requirement provided:
 - (i) the aggregate amount of all these non-audit services that were not pre-approved is reasonably expected to constitute no more than 5% of the total audit fees paid by the REIT and its subsidiaries to the REIT's external auditor during the fiscal year in which the services are provided;
 - (ii) the REIT or subsidiaries of the REIT, as the case may be, did not recognize the services as non-audit services at the time of the engagement;
 - (iii) the services are promptly brought to the attention of the Committee of the REIT and approved, prior to the completion of the audit, by the Committee or by the Chair of the Committee, who has been granted authority to pre-approve non-audit services; and
 - (iv) The Committee has instructed management that, to obtain pre-approval, management must detail the work to be performed by the external auditor and obtain the assurance from the external auditor that the proposed work does not impair their independence.

- (e) The Committee reviews, with the external auditor and management, all major accounting policies and practices adopted, any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgements of management that may be material to financial reporting. The Committee shall also review any significant changes to GAAP / IFRS or its application;
- (f) The Committee reviews and approves the REIT's hiring policies regarding partners, employees, and former partners and employees of the present and former external auditor of the REIT;
- (g) The Committee ensures through enquiry that the external auditor is in good standing with the Canadian Public Accountability Board (CPAB) and that the lead partner and other partners fulfil the rotation requirements. The Committee also reviews that the relationship between the external auditor and management of the REIT is independent with consideration to the requirements set out by the CSA and CPA Canada;
- (h) The Committee receives from the external auditor an outline of the annual audit scope, plan, resources, reliance on management and progress reports against that plan. The Committee approves the annual audit plan; and
- (i) The Committee reviews the auditor report with the external auditor:
 - (i) Significant findings during the year and management's response thereto;
 - (ii) Any difficulties encountered in the course of their audit, including any restrictions to the scope of their work or access to required information; and
 - (iii) Any changes required to the planned scope of their audit or quarterly reviews.

5.3 Risk Management

- (a) The Committee is responsible for overseeing key risks within its mandate as identified in the REIT's risk appetite framework and as delegated by the Board. This includes the review of assigned principal risks and ensuring appropriate risk management strategies and controls are in place. The Committee engages with management regarding how risks are identified, assessed, and mitigated, and evaluates management's assessment of the integrity of risk mitigation strategies and alignment with approved thresholds. The Committee also reviews risk management policies as recommended by management and, where appropriate, collaborates with other Board committees and the Board to ensure a coordinated approach to risk management;
- (b) The Committee annually reviews the adequacy and quality of insurance coverage maintained by the REIT and the status of litigation matters and other legal issues arising in the ordinary course of business;
- (c) The Committee monitors the status of compliance with laws and regulations and reviews the scope and effectiveness of internal systems designed to ensure legal and regulatory

compliance. The Committee receives reports from management, legal counsel, and third-party advisors, and remains informed on legislative and regulatory developments that may impact the REIT's risk profile and contingent liabilities;

- (d) The Committee reviews the environmental report and environment compliance, litigation report, hedge report, and any other reports requested from time to time to ensure their completeness, accuracy, and appropriateness;
- (e) On a quarterly basis, the Committee reviews the REIT's Information Technology ("IT") platform, including hardware, software applications, infrastructure, and cybersecurity. The Committee monitors ongoing and emerging IT risks, oversees capital allocation for new technology investments, and provides strategic oversight of project planning, implementation milestones, and associated risk mitigation measures;
- (f) The Committee receives ongoing reports from management and other third-party advisors confirming compliance with SIFT and other taxation-related policies. The Committee reviews related risks, priorities, and action plans to ensure continued compliance and risk mitigation;
- (g) The Committee regularly reviews the REIT's debt and liquidity position to ensure:
 - (i) compliance with debt covenants in trust deeds, mortgages and credit agreements;
 - (ii) achievement of liquidity requirements and financing plans;
 - (iii) absence of material business risks, uncertainties and contingent liabilities; and
 - (iv) appropriate debt ladder maturities exist that are aligned with the REIT's objectives and risk thresholds.
- (h) The Committee evaluates the ongoing technical training and/or education needs of its members to ensure they remain current on changes in financial reporting, risk management practices, and other relevant subject matters.

5.4 Financial Management and Reporting

- (a) The Committee reviews and recommends to the Board the approval of the REIT's financial statements, Management Discussion & Analysis ("MD&A"), and annual and interim earnings press releases prior to public disclosure of this information;
- (b) The Committee reviews and assesses the completeness and accuracy of all public disclosures that incorporate the REIT's financial statements or performance. This includes evaluating the information and metrics disclosed in the Annual Report, the Annual Information Form, the Management Information Circular, the Sustainability Report, and any other public filings or communications derived from such financial information;

- (c) The Committee reviews any related certifications, reports, audit opinions, or reviews issued by external auditors;
- (d) The Committee discusses with management, the auditors, and legal counsel, as requested, any litigation claim or other contingency that could have a material effect on the financial statements;
- (e) The Committee ensures that adequate procedures are in place for the review of the REIT's financial statements and all related public disclosures incorporating financial information. The Committee is responsible for periodically assessing the adequacy and effectiveness of such procedures;
- (f) The Committee reviews the REIT's disclosure controls and procedures associated with financial reporting, including any significant deficiencies or material non-compliance with such controls and procedures; and
- (g) The Committee reviews the Insider Trading Policies, Corporate Disclosure Policies, and the mandate of the Disclosure Committee. The Committee also reviews the minutes of the quarterly Disclosure Committee meetings to stay informed on disclosure-related governance matters.

5.5 Internal Audit

- (a) The Committee annually reviews and approves the Internal Audit relationship, Annual Audit Plan, Internal Audit Charter and compliance with Global Internal Audit Standards (as issued by the Institute of Internal Auditors);
- (b) The Committee receives quarterly reports from, and meets in camera with internal auditors. Internal auditors are invited to each quarterly Committee meeting;
- (c) The Committee ensures that the function of internal auditors is independent of management and has sufficient resources to carry out its mandate; and
- (d) The Committee approves the appointment, replacement, or termination of key Internal Audit Resources.

5.6 ESG Matters

The Committee contributes to the Board's oversight of ESG by:

- (a) Monitoring ESG metrics, performance indicators and disclosures, and ESG-related disclosure controls and procedures;
- (b) Integrating ESG in enterprise-risk management including climate and other sustainability and ESG risks, along with monitoring and mitigation strategies;

- (c) Monitoring compliance with ESG regulations including regulations associated with climate, environment, human rights, and supply chain;
- (d) Assessing and monitoring ESG-related litigation risks;
- (e) Providing oversight of ESG matters in the REIT's investor relations strategy; and
- (f) Monitoring ethics compliance, whistleblower complaints relating to Diversity, Equity & Inclusion, or other ESG matters.

5.7 Ethical and Legal Compliance

- (a) The Committee reviews the status and adequacy of the REIT's efforts to ensure its businesses are conducted and its facilities are operated in an ethical, legally compliant and socially responsible way, and recommends to the Board, for approval, policy changes and program initiatives considered advisable.
- (b) The Committee establishes procedures for the receipt, retention, and treatment of complaints related to accounting, internal controls, or auditing matters, including the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing practices. The Committee shall ensure such matters are promptly brought to the attention of the Chair;
- (c) The Committee regularly reviews and updates the REIT's Whistleblower Policy to ensure its effectiveness and alignment with best practices and regulatory expectations;
- (d) The Committee reviews managements oversight of the REIT's internal systems designed to ensure that financial statements, reports, and other financial disclosures provided to regulatory authorities and the public comply with all applicable legal and regulatory requirements; and
- (e) The Committee reviews, in consultation with legal counsel, the REIT's compliance with applicable laws and regulations, including corporate securities trading policies and any legal matters that may materially impact the financial statements or public disclosures of the REIT.

6. Reporting

The Committee shall regularly report to the Board all material matters falling within its mandate that it has reviewed or considered, together with any recommendations or approvals arising therefrom.

7. No Rights Created

Nothing contained in this Mandate is intended to expand either the authorities or standards of conduct required of the Trustees of the REIT pursuant to either the REIT's DOT or the requirements of applicable law.