

NOTICE OF MEETING ANNUAL GENERAL MEETING OF UNITHOLDERS

WHERE:	WHEN:	RECORD DATE:
VIRTUAL ONLY MEETING VIA THE LUMI AGM PLATFORM LOCATED	Tuesday, June 25, 2024	May 8, 2024
URL: https://web.lumiagm.com/ Meeting ID: 289110059 Password: MRUN24 (case sensitive)	9:30 AM MT	

Melcor REIT (the "REIT") will be holding its 2024 Annual General Meeting (the "Meeting") in a virtual only format, via the LUMI AGM Platform. In this way, all Unitholders will have an equal opportunity to participate in, and contribute to, the Meeting online, regardless of their geographic location.

Unitholders will not be able to attend the Meeting in person.

Instructions on how to participate in the virtual Meeting can be found in the Information Circular on page 7 accompanying this Notice.

AT THE MEETING YOU WILL BE ASKED TO:

1. Receive the consolidated financial statements of the REIT for the fiscal year ended December 31, 2023, together with the auditor's report on those statements;
2. Fix the number of Trustees to be elected at seven (7);
3. Elect Trustees to the Board of the REIT;
4. Appoint PricewaterhouseCoopers LLP, Chartered Accountants, as the REIT's auditors for the ensuing year at remuneration to be fixed by the Board of Trustees; and
5. Transact any other business properly brought before the meeting, or any adjournment thereof.

Please read through this circular for more detailed information on the matters that will be considered and voted on at the meeting.

YOUR VOTE IS IMPORTANT: Please follow the instructions for completing and returning the enclosed form of proxy.

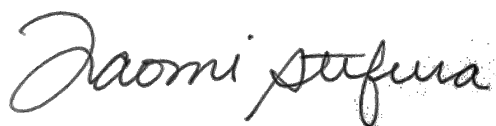
Please note that the REIT has opted to use the notice and access model for delivery of meeting materials to unitholders. Under notice and access, unitholders will receive a Notice-and-Access Notification with instructions on how to access our proxy material for the fiscal year ended December 31, 2023. This Notice also provides instructions on how to vote online and how to request a paper copy of the proxy materials to be delivered by mail. For your vote to be recorded, it must be received by our transfer agent, Odyssey Trust Company, no later than 9:30 AM MT on June 21, 2024.

Unitholders as at May 8, 2024 (the record date) will be entitled to vote at the meeting or via proxy by the proxy deadline. If you acquired your units after this time and wish to vote them at the meeting, please refer to the instructions on page 4, "What if I acquired my units after May 8, 2024?"

The Board of Trustees have approved the contents of this Notice and authorized us to send this information to our Unitholders, Trustees, and our auditors.

Dated as of the 8th day of May, 2024.

BY ORDER OF THE BOARD OF TRUSTEES



Naomi Stefura
Chief Financial Officer and Corporate Secretary
Melcor REIT

IMPORTANT NOTICE REGARDING AVAILABILITY OF MATERIALS

Proxy materials, including our 2023 Annual Report, are available online:

www.sedarplus.ca

www.MelcorREIT.ca/2024AGM

To request a paper copy, please see instructions on page 3 "Requesting Paper Copies"

MELCOR REIT

Management Information Circular for the 2024 Annual General Meeting of Trustees

May 8, 2024

All Unitholders are Invited to Our Virtual Annual General Meeting:

URL: <https://web.lumiagm.com/289110059>
Password: MRUN24 (case sensitive)

Tuesday, June 25, 2024
9:30 AM MT

Your Vote is Important

Please follow the instructions on page 6 to vote your proxy.

DURING VIRTUAL MEETING



MAIL



ONLINE



Date of Information

All information contained in this Management Information Circular (circular) is as of May 8, 2024 unless otherwise stated.

Other Information

Additional information about Melcor Real Estate Investment Trust (the REIT), including our annual information form and annual and quarterly reports, is available on SEDAR+ at www.sedarplus.ca.

Forward-looking Statements

In order to provide our investors with an understanding of our current results and future prospects, our public communications often include written or verbal forward-looking statements.

Forward-looking statements are disclosures regarding possible events, conditions, or results of operations that are based on assumptions about future economic conditions, courses of action and include future-oriented financial information.

This Management Information Circular and other materials filed with the Canadian securities regulators contain statements that are forward-looking. These statements represent the REIT's intentions, plans, expectations, and beliefs and are based on our experience and our assessment of historical and future trends, and the application of key assumptions relating to future events and circumstances. Forward-looking statements may involve, but are not limited to, comments with respect to our strategic initiatives for 2024 and beyond, future leasing, acquisition and financing plans and objectives, targets, expectations of the real estate, financing and economic environments, our financial condition, or the results of or outlook for our operations.

By their nature, forward-looking statements require assumptions and involve risks and uncertainties related to the business and general economic environment, many beyond our control. There is significant risk that the predictions, forecasts, valuations, conclusions or projections we make will not prove to be accurate and that our actual results will be materially different from targets, expectations, estimates or intentions expressed in forward-looking statements. We caution readers of this document not to place undue reliance on forward-looking statements. Assumptions about the performance of the Canadian economy and how this performance will affect the REIT's business are material factors we consider in determining our forward-looking statements. For additional information regarding material risks and assumptions, please see the discussion "Business Environment & Risks" in our annual Management Discussion and Analysis (MD&A) for the year ended December 31, 2023, which is incorporated by reference.

Readers should carefully consider these factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements. Except as may be required by law, we do not undertake to update any forward-looking statement, whether written or oral, made by the REIT or on its behalf. In order to provide our investors with an understanding of our current results and future prospects, our public communications often include written or verbal forward-looking statements.

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WE WELCOME YOU TO

Our 11th Annual Meeting of Unitholders

Dear Fellow Unitholders:

On behalf of the REIT's Board of Trustees and our management team, I invite you to attend the 2024 Annual General Meeting of unitholders. Our meeting for 2024 will be moving to an online platform, with details provided below. Our online audience will be able to ask questions following the meeting. We encourage you to vote in advance of the meeting or follow the instructions on page 6 to ensure your in person vote is counted.

WHERE:	WHEN:	RECORD DATE:
VIRTUAL ONLY MEETING VIA THE LUMI AGM PLATFORM LOCATED	Tuesday, June 25, 2024	May 8, 2024
URL: https://web.lumiagm.com/ Meeting ID: 289110059 Password: MRUN24 (case sensitive)	9:30 AM MT	

At the meeting, we will deal with the business items described in the Notice of Meeting and management information circular and our Management Team will review the REIT's 2023 operating and financial performance.

Matters to be voted on at this meeting are routine in nature and include the appointment of the REIT's auditors and the election of trustees. The Board recommends that you vote **in favour** of all matters.

We invite you to review our annual MD&A and Financial Statements for the financial highlights of our year.

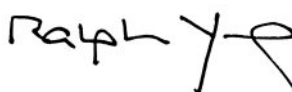
Additional documentation and information concerning the REIT, including our annual report, is available on our website at www.melcorREIT.ca and on SEDAR+ at www.sedarplus.ca.

We encourage you to vote in advance by any of the means available to you, as described on page 6.

Sincerely,



Andrew Melton
Chief Executive Officer
Melcor REIT



Ralph Young
Chairman
Melcor REIT

GENERAL INFORMATION

Meeting

This management information circular (circular) provides unitholders with information to help make voting decisions at the annual meeting (the AGM or meeting) of the REIT to be held on June 25, 2024.

Notice-and-Access

The REIT has elected to use notice-and-access rules which allow the REIT to post electronic versions of proxy-related materials online without mailing such documents directly to unitholders, provided that notice of such posting is sent to unitholders by mail.

All unitholders, except those who have previously requested to receive paper copies of the REIT's financial information, will receive only a notice-and-access notification and a voting instruction form. If you receive the notice and would like to receive a paper copy of our proxy-related materials, financial statements or MD&A, please follow the instructions under the heading Requesting Paper Copies.

All materials will be forwarded to unitholders at the REIT's expense.

We anticipate that notice-and-access will directly benefit the REIT through substantial reductions in postage and printing costs. We believe that notice-and-access is an environmentally responsible method of communicating with unitholders by reducing the large volume of paper documents generated by printing proxy-related materials.

Unitholders with questions about notice-and-access can contact us via the following toll free numbers:

Melcor REIT: 1-855-673-6931 (toll-free)
Odyssey Trust Company: 1-888-290-1175

Requesting Paper Copies

In order to receive a paper copy of the REIT's proxy-related materials, financial statements or MD&A, requests by unitholders may be made up to one year from the date the circular was filed on SEDAR. Please direct your request for materials to:

Melcor REIT

By Mail: Investor Relations
900, 10310 Jasper Avenue
Edmonton, Alberta T5J 1Y8

By Phone: 1-855-673-6931

By Email: ir@melcorreit.ca

The REIT estimates that unitholder requests for paper copies of the circular, financial statements and MD&A will need to be received prior to June 11, 2024 in order to have sufficient time to receive and review the materials requested and return the

completed form of proxy by the due date described under Voting Instructions on page 6.

We do not intend to pay intermediaries to forward proxy-related materials to objecting beneficial owners.

Registered and Beneficial Unitholders

You are a registered holder of REIT units if your units are held in your name and you have a trust unit certificate.

You are a beneficial holder of REIT units if your units are held in the name of a nominee such as a bank, trust company, securities broker, Trustee or other institution.

All references to unitholders in this circular and the accompanying form of proxy are to registered unitholders unless specifically stated otherwise. Where documents are stated to be available for review or inspection, such items will be shown upon request to a registered unitholder who produces proof of their identity.

Annual and Interim Reports

Unitholders who wish to receive paper copies of the REIT's interim and annual reports may fill out and return the Supplemental Mailings form enclosed with the notice package. You may also complete this form to receive email notice of the availability of electronic files.

If you are a Beneficial Unitholder, you made an election to receive or not receive trust information through your Intermediary. If you wish to change your election, you will need to do so through your intermediary.

We maintain perpetual unitholder mailing lists for both electronic notices and quarterly and annual hard copy mailings. All unitholders and interested parties can be added to the perpetual list by request to Investor Relations. Please specify whether you wish to be added to the electronic list, the paper list or both. If you already receive annual and/or quarterly reports, **you do not need to complete the form again unless you would like to change your option, or if your mailing address has changed.**

By Mail: Investor Relations
900, 10310 Jasper Avenue
Edmonton, Alberta T5J 1Y8

By Phone: 1-855-673-6931

By Fax: 780-426-1796

By Email: ir@melcorreit.ca

NOTE: You will remain on this list until you request removal.

The REIT's annual report can be accessed at www.MelcorREIT.ca/2024AGM or you can request a copy by contacting us via the methods described above.

FREQUENTLY ASKED QUESTIONS ABOUT THE MEETING

Who is soliciting my proxy?

The enclosed form of proxy is solicited by the REIT's management to vote your units as you instruct at the annual meeting of unitholders. We pay the cost of proxy solicitation for all registered and non-objecting beneficial unitholders. We do not pay for intermediaries to forward information to objecting beneficial owners (OBOs). OBOs will not receive proxy materials unless the OBOs intermediary assumes the cost of delivery.

We are soliciting proxies mainly by mail. However, certain employees of Melcor Developments Ltd. (Melcor Developments) may also solicit proxies by email, telephone or in person.

What will I be voting on?

Unitholders will vote to:

- **Fix** the number of members of the Board of Trustees to be elected at the meeting at seven (7)
- **Elect** the Trustees
- **Appoint** PricewaterhouseCoopers LLP as auditors
- **Other** business, if any

How will these matters be decided at the Meeting?

A majority of the votes cast by proxy and in person will constitute approval of all matters at the meeting.

Who counts the votes?

Proxies will be counted and tabulated by the REIT's transfer agent, Odyssey Trust Company.

How can I contact the Transfer Agent?

By Mail: Odyssey Trust Company
702 67 Yonge St
Toronto, ON M5E 1J8
By Phone: 1-888-290-1175
Online: <https://odysseycontact.com/>

How many votes do I have?

You will have one vote for each unit you held at the close of business on May 8, 2024 (the record date).

What if I acquired my units after May 8, 2024?

To vote units you acquired after the record date, you must, not later than 10 days before the AGM:

- Request that your name be added to the voters' list; and
- Produce a properly endorsed unit certificate or otherwise establish that you own the units

How will my proxy be voted?

On your form of proxy, you may indicate how you wish your proxyholder to vote your trust units. Where you have specified a choice with respect to any matter to be acted upon, your units will be voted in accordance with the choice you have made.

If you have not specified a choice, your units will be voted:

- **FOR** the fixing of the number of members of the Board of Trustees to be elected at the meeting at seven (7);
- **FOR** the election of each of the proposed nominees as Trustees;
- **FOR** the appointment of PricewaterhouseCoopers LLP as auditors and authorize the Trustees to fix their remuneration.

How many units are entitled to vote?

The REIT has an authorized capital consisting of an unlimited number of units and an unlimited number of special voting units, each carrying the right to vote. As of the close of business on May 8, 2024, there were 12,963,169 units issued and outstanding and 16,125,147 special voting units issued and outstanding (all held by Melcor Developments).

How do I vote?

See Voting Instructions, page 6.

What is quorum for the meeting?

The REIT's Amended and Restated Declaration of Trust provides that a quorum for the transaction of business at any meeting of unitholders shall be at least two (2) persons present in person or represented by proxy, each being a unitholder entitled to vote or their appointed proxyholder, and representing in the aggregate no less than ten (10%) percent of the REIT's outstanding units carrying voting rights.

What if there are amendments or if other matters are brought before the meeting?

The enclosed form of proxy gives the persons named on it authority to use their discretion in voting on amendments or variations to matters identified in the notice.

As of the time of printing of this circular, management is not aware of any other matter to be presented for action at the meeting.

Are there any principal unitholders?

To the best knowledge of the Trustees and officers of the REIT, and based on public filings as of May 8, 2024 no person or entity beneficially owns, directly or indirectly, or exercises control or direction over more than ten percent (10%) of the votes attached to all voting units, other than the following:

Name of Unitholder	Voting Units Beneficially Owned	Percentage of Outstanding Voting Units
Melcor Development Ltd.*	16,125,147 special voting units	55.4%

*Melcor Developments holds an approximate 55.4% effective interest in the REIT through ownership of 16,125,147 Class B LP units of the Melcor REIT Limited Partnership and a corresponding number of special voting units of the REIT.

BUSINESS TO BE CONDUCTED AT THE MEETING

In the absence of proxy instructions, management proxyholders will vote **FOR** all matters outlined below.

1. RECEIVE FINANCIAL STATEMENTS

The REIT's audited consolidated financial statements for the year ended December 31, 2023 will be placed before the unitholders for their consideration. These audited consolidated financial statements have been reviewed and recommended for approval by the Audit Committee and approved by the full Board of Trustees. A copy of the audited consolidated financial statements is available on our website at www.melcorREIT.ca.

Unitholders are not required to vote on the audited consolidated financial statements.

2. FIX NUMBER OF TRUSTEES

We propose that the number of Trustees to be elected at the meeting be fixed at seven (7). Management intends to place before the meeting, for approval, with or without modification, a resolution fixing the number of Trustees to be elected at the meeting at seven (7).

*The Board recommends you vote **FOR** fixing the Trustees at 7.*

Additional Trustees may be appointed by the Board between AGMs pursuant to the Amended and Restated Declaration of Trust.

3. ELECT TRUSTEES

You will elect 7 Trustees to serve on our Board until the close of the next annual meeting or until their successors are elected or appointed. You will find information about each Trustee nominee beginning on page 10. We, the Board and management of the REIT, believe the nominees are well qualified to serve as Trustees. All nominees have confirmed their eligibility and willingness to serve.

If for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies in favour of management designees will be voted for another nominee at their discretion unless the unitholder has specified in his proxy that the units are to be withheld from voting in the election of Trustees.

*The Board recommends you vote **FOR** each nominated Trustee.*

MAJORITY VOTING POLICY

We have a majority voting policy. Any nominee in an uncontested election who receives more withhold votes than votes in their favour shall be considered to not have received unitholder support and is expected to immediately resign from the Board. Nominees must agree to the policy before they are recommended to unitholders. The majority voting policy does not apply to a contested election (number of nominees exceeds the number of Trustees to be elected.)

In the event a Trustee fails to tender their resignation in accordance with the policy, the Board will not re-nominate the Trustee.

EMPLOYMENT EQUITY & DIVERSITY POLICY

Our employment equity and diversity policy applies to all positions at the REIT, including Trustees. See Appendix D, page 28 for the REIT's employment equity and diversity policy.

4. APPOINT AUDITORS

You will vote on appointing PricewaterhouseCoopers LLP, Chartered Accountants (PwC), as the REIT's auditors until the next meeting of unitholders and to authorize the Board to fix the auditors remuneration. PwC have been the REIT's auditors since the REIT became public on May 1, 2013.

The following table shows fees paid to PwC in 2023 and 2022:

	2023	2022
Audit fees ¹	\$ 221,048	\$ 198,900
Audit-related fees ²	52,473	46,680
Tax fees ³	13,750	10,500
All other fees ⁴	41,088	145,716
Total	\$ 328,359	\$ 401,796

1. Audit fees include the audit plan and incremental procedures.
2. Audit-related fees include quarterly reviews.
3. Tax fees include tax compliance services, tax advisory and planning services.
4. All other fees in 2022 include services rendered for JVs, operating costs and prospectus related services for an offering (\$109,356) which did not proceed due to market conditions.

Additional information regarding the REIT's Audit Committee (required in accordance with National Instrument 52-110 - "Audit Committees") is contained in the REIT's annual information form dated March 5, 2024 under the heading "Audit Committee," and a copy of the Terms of Reference of the Audit Committee is attached to the annual information form as Schedule "A." The REIT's annual information form is available on SEDAR+ at www.sedarplus.ca. Such Terms of Reference we incorporate herein by reference.

*The Board recommends you vote **FOR** appointing PwC.*

6. OTHER BUSINESS



Management does not intend to present any other business at the meeting and we are not aware of amendments to proposed matters or any other matters calling for your action.

Interest of Certain Persons in Matters To Be Acted Upon

Other than as set forth in this circular, none of the REIT's Trustees or senior officers, nor any person who has held such a position since the beginning of the REIT's most recently completed financial year, nor any proposed nominee for election as a Trustee, has any material interest, direct or indirect by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of Trustees.

VOTING INSTRUCTIONS

How you vote depends on whether you are a non-registered (beneficial) or registered unitholder. You are a beneficial unitholder if the units you own are registered in the name of an intermediary (a bank, trust company, securities broker, trustee or other institution). This applies to the majority of unitholders. You are a registered unitholder if your units are held in your name, with your name appearing on your certificate or statement from a direct registration system confirming your unitholdings.

Voting Options	Registered unitholders
<p>BY MAIL OR ONLINE</p> 	<p>We sent you a proxy form with your Notice package. You may vote your proxy by any of the means outlined on the proxy form, including authorizing someone to attend the meeting and vote for you (see voting in persons below).</p> <p>You may vote in advance by completing your proxy form and returning it:</p> <ul style="list-style-type: none"> • By mail (in the envelope provided) • Online at: https://vote.odysseytrust.com <p>Odyssey Trust Company must receive your completed proxy no later than 9:30 AM MT on June 21, 2024 (the proxy deadline).</p> <p>Non-registered (beneficial) unitholders</p> <p>Your intermediary sent you a voting instruction form. We do not have records of your unitholdings, so you must follow the instructions from your intermediary.</p> <p>Complete the voting instruction form and return it as instructed.</p> <p>Your voting instruction form tells you how to return the form and provides options for mailing and online voting.</p> <p>Your intermediary must receive your voting instructions with sufficient time to act on them, generally 1 business day before the proxy deadline.</p>
<p>VOTING ONLINE AND ASSIGNING A PROXY</p> 	<p>If you are a registered unitholder, you may attend and vote in person. If you are a beneficial unitholder and you would like to attend the meeting and vote your units in person, please appoint yourself as proxyholder.</p> <p>Your voting instruction or proxy form names Naomi Stefura or Andrew Melton, officers of the REIT, as your proxyholder. You can designate someone else to be your proxyholder by printing that person's name (including your own) in the space provided (or following the online instructions). The proxyholder you name does not need to be a unitholder, but must attend the meeting to vote for you.</p> <p>If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend and participate at the Meeting as your proxy and vote your units, including if you are a nonregistered unitholder and wish to appoint yourself as proxyholder to attend, participate and vote at the Meeting, you MUST register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. Without a Username, proxyholders will not be able to attend, participate or vote at the Meeting. To register a proxyholder, unitholders MUST send an email to appointee@odysseytrust.com and provide Odyssey Trust Company ("Odyssey") with their proxyholder's contact information, amount of units appointed, name in which the units are registered if they are a registered unitholders, or name of broker where the units are held if a beneficial unitholders, so that Odyssey may provide the proxyholder with a Username via email.</p> <p>Your proxyholder must vote according to the instructions you provided. If you did not specify how you want to vote, your proxyholder can vote your units as he or she wishes. Your proxyholder will also decide how to vote on amendments or variations to any item of business or new matters that are properly brought before the meeting (although none are anticipated).</p> <p>If you complete and return the form without naming a proxyholder or specifying how you want to vote, Naomi Stefura or Andrew Melton will vote as follows for you:</p> <ul style="list-style-type: none"> • For fixing the number of trustees at seven • For the election of trustee nominees • For the appointment of the unitholders' auditors
<p>PARTICIPATING ONLINE</p>	<p>To participate in the live meeting, please join via this link: URL: https://web.lumiagm.com/289110059 Password: MRUN24 (case sensitive)</p> <p>Participants are asked to login at least 15 minutes prior to the scheduled start of the meeting.</p> <p>Participants will be able to hear presenters, view the presentation deck and ask questions at the appropriate time..</p>

Voting Options	Registered unitholders
CHANGING YOUR MIND	<p>If you have provided voting instructions to your intermediary and you change your mind about how you want to vote, contact your intermediary to find out what to do. If you voted online, you can also change your instructions online.</p> <p>Note that your intermediary must receive your revised instructions with enough time to act on them prior to the proxy deadline.</p>
CONFIDENTIALITY	<p>The REIT's transfer agent counts all proxies to ensure confidentiality and only shares proxies with management where they contain comments clearly intended for management, in the event of a proxy contest or to meet legal requirements.</p>
VOTING RESULTS	<p>We will file the voting results, including details about the percentage of support received for each item of business, promptly following the meeting.</p>

If you have any questions or concerns regarding voting or participating at the Meeting or during the Meeting, please visit

Online: <https://support.lumiglobal.com/knowledge/virtual> for common troubleshooting or to speak with us directly via our virtual assistant.

Phone: Registered unitholders or proxy appointees needing help locating their control number can call **1-888-290-1175**.

Please note that LUMI Technical Support will only be available once the Meeting link is open (i.e. – 1 hour before the Meeting begins).

LUMI AGM Meeting:

How To Participate in the Meeting if you are a Guest

You cannot vote or submit questions at the Meeting if you attend the Meeting as a guest. You can only watch or listen to the Meeting.

How to Log into the Meeting as a Guest

1. Log in at: <https://web.lumiagm.com/289110059>, Password: MRUN24 (case sensitive)

at least 15 minutes before the Meeting is scheduled to start

2. Click on "I am a guest"

3. Fill in the form

How To Ask a Question

Registered Unitholders or proxyholder appointees (only) may submit questions via text through the LUMI AGM Platform once the Meeting has been opened. Questions will not be accepted from Meeting guests.

How to ask a question:

1. Select the messaging tab
2. Type your question within the box at the top of the screen
3. Click the "send" arrow

How do I vote?

Voting at the Meeting

Registered unitholders may vote at the Meeting by completing a ballot online during the Meeting, as further described below. See "How do I attend and participate at the Meeting?".

Beneficial unitholders who have not duly appointed themselves as proxyholder will not be able to attend, participate or vote at the Meeting. This is because the Company and its transfer agent do not have a record of the beneficial unitholders of the Company, and, as a result, will have no knowledge of your unitholdings or entitlement to vote, unless you appoint yourself as proxyholder. If you are a beneficial unitholder and wish to vote at the Meeting, you have to appoint yourself as proxyholder, by inserting your own name in the space provided on the voting instruction form sent to you and must follow all of the applicable instructions provided by your intermediary. See "Appointment of a Third Party as Proxy" and "How do I attend and participate at the Meeting?".

Appointment of a Third Party as Proxy

The following applies to unitholders who wish to appoint a person (a "third party proxyholder") other than the management nominees set forth in the form of proxy or voting instruction form as proxyholder, including beneficial unitholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting.

Unitholders who wish to appoint a third party proxyholder to attend, participate or vote at the Meeting as their proxy and vote their Units MUST submit their proxy or voting instruction form (as applicable) appointing such third party proxyholder AND register the third party proxyholder, as described below. Registering your proxyholder is an additional step to be completed AFTER you have submitted your proxy or voting instruction form.

Failure to register the proxyholder will result in the proxyholder not receiving a Username to attend, participate or vote at the Meeting.

Step 1: Submit your proxy or voting instruction form: To appoint a third party proxyholder, insert such person's name in the blank space provided in the form of proxy or voting instruction form (if permitted) and follow the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you are a beneficial unitholder located in the United States, you must also provide Odyssey with a duly completed legal proxy if you wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as your proxyholder. See below under this section for additional details.

Step 2: Register your proxyholder: To register a proxyholder, unitholders MUST send an email to appointee@odysseytrust.com by 9:30 a.m. (MT) on June 21, 2024 and provide Odyssey with the required proxyholder contact information, amount of units appointed, name in which the units are registered if they are a registered unitholder, or name of broker where the units are held if a beneficial unitholder, so that Odyssey may provide the proxyholder with a Username via email. Without a Username, proxyholders will not be able to attend, participate or vote at the Meeting.

If you are a beneficial unitholder and wish to attend, participate or vote at the Meeting, you have to insert your own name in the space provided on the voting instruction form sent to you by your intermediary, follow all of the applicable instructions provided by your intermediary AND register yourself as your proxyholder, as described above. By doing so, you are instructing your intermediary to appoint you as proxyholder. It is important that you comply with the signature and return instructions provided by your intermediary. Please also see further instructions below under the heading "*How do I attend and participate at the Meeting?*".

Legal Proxy – US Beneficial Unitholders

If you are a beneficial unitholder located in the United States and wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as your proxyholder, in addition to the steps described above and below under "How do I attend and participate at the Meeting?", you must obtain a valid legal proxy from your intermediary. Follow the instructions from your intermediary included with the legal proxy form and the voting information form sent to you, or contact your intermediary to request a legal proxy form or a legal proxy if you have not received one. After obtaining a valid legal proxy from your intermediary, you must then submit such legal proxy to Odyssey. Requests for registration from beneficial unitholders located in the United States that wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as their proxyholder must be sent by e-mail to appointee@odysseytrust.com and received by 9:30 a.m. (MT) on June 21, 2024.

How do I attend and participate at the Meeting?

The Company is holding the Meeting as a completely virtual meeting, which will be conducted via live webcast. Unitholders will not be able to attend the Meeting in person. In order to attend, participate or vote at the Meeting (including for voting and asking questions at the Meeting), unitholders must have a valid Username.

Registered unitholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at web.lumiagm.com/289110059. Such persons may then enter the Meeting by clicking "I have a login" and entering a Username and Password before the start of the Meeting:

Registered unitholders: The control number located on the form of proxy is the Username. The Password to the Meeting is MRUN24 (case sensitive). If as a registered unitholder you are using your control number to login to the Meeting and you have previously voted, you do not need to vote again when the polls open. By voting at the meeting, you will revoke your previous voting instructions received prior to voting cutoff.

Duly appointed proxyholders: Odyssey will provide the proxyholder with a Username by e-mail after the voting deadline has passed. The Password to the Meeting is MRUN24 (case sensitive). Only registered unitholders and duly appointed proxyholders will be entitled to attend, participate and vote at the Meeting. Beneficial unitholders who have not duly appointed themselves as proxyholder will be able to attend the meeting as a guest but not be able to participate or vote at the Meeting. Unitholders who wish to appoint a third party proxyholder to represent them at the Meeting (including beneficial unitholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting) MUST submit their duly completed proxy or voting instruction form AND register the proxyholder. See "Appointment of a Third Party as Proxy".

Rules of Conduct for the Meeting

1. Questions will only be answered relating to matters to be voted on before a vote is held on each matter, if applicable.
2. General questions will be answered at the end of the Meeting.
3. It is recommended that you submit any questions that you may have as soon as possible during the Meeting so that they can be addressed at the right time.
4. There is no limit to the number of questions that can be asked.
5. Please make all questions as brief and concise as possible, and address only one (1) topic per question.
6. Questions received from multiple Unitholders (or proxyholder appointees) regarding the same topic, or topics that are otherwise related, will be grouped, summarized, and answered together.
7. All questions received via the LUMI AGM Platform will be moderated before being addressed.
8. All Unitholder/proxyholder appointee questions are welcome. Questions will not be addressed that:
 - a. are irrelevant to the REIT's operations or to the business of the Meeting;
 - b. are related to non-public information about the REIT's;
 - c. are related to personal grievances;
 - d. constitute derogatory references to individuals or that are otherwise offensive to third parties;
 - e. are repetitious or have already been asked by other Unitholders/proxyholder appointees;
 - f. are in furtherance of a Unitholder's/proxyholder appointee's personal, or business, interest; or
 - g. are out of order or not otherwise appropriate as determined by the Board Chair or Secretary of the Meeting in their reasonable judgment.
9. If you submitted a question but it was not answered during the Meeting, Unitholders/proxyholder appointees may contact Investor Relations at ir@melcorreit.ca or mail your question to:

By Mail: Melcor REIT - Investor Relations
900, 10310 Jasper Avenue
Edmonton, Alberta T5J 1Y8

NOMINEES FOR ELECTION TO THE BOARD OF TRUSTEES



Barry James, FCA, FCPA, ICD.D

Edmonton, Alberta, Canada

Independent

Principal Occupation:		About:	
Corporate Director		Barry James recently retired as the Chief Corporate Development Officer at Lloyd Sadd Insurance Brokers Ltd. Barry was previously at PricewaterhouseCoopers LLP before retiring in 2013.	
Trustee Since	2024		
2023 Attendance⁴	n/a		
2023 Trustee Compensation⁴	\$0		Mr. James received a Bachelor of Commerce (with Distinction) degree from the University of Alberta in 1980, qualified as a CA in 1983 and became a Fellow of the Chartered Accountants in 2007. He was admitted to the PwC partnership in 1989 and was the Managing Partner of the Edmonton office for 10 years from July 2001 to June 2011.
REIT Unitholdings	2,800		
Committees³	Audit, Independent		



Richard Kirby MBA, LLB, ICD.D

Edmonton, Alberta, Canada

Independent

Principal Occupation:		About:	
President, Midnight Sun Financial		Mr. Kirby holds an MBA from Cornell University and a Bachelor of Laws from Dalhousie University. He co-founded and is the president of Midnight Sun Financial, a firm focused on innovative financial businesses ranging from private equity investing through to proprietary algorithmic foreign exchange and derivatives trading. Prior to that, Mr. Kirby was partner and counsel with the law firm Felesky Flynn LLP from 2002 until 2017. He is a board member for a variety of corporations and not-for-profit organizations.	
Trustee Since	2019		
2023 Attendance	91 %		
2023 Trustee Compensation	\$37,500		
REIT Unitholdings	–		
Committees³	Audit, Governance, Independent		

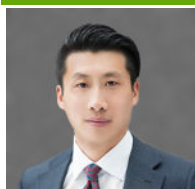


Bernie Kollman, ICD.D

Edmonton, Alberta, Canada

Independent

Principal Occupation:		About:	
Corporate Director		Ms. Kollman is a dedicated Edmonton region community builder and currently serves on the Boards of Edmonton Regional Airports Authority (YEG) and Arrkann Trailer & RV Centre and as a forum Chair of MacKay CEO Forums, a peer mentoring group. Previously, Bernie served as Board Chair of Travel Alberta, the Edmonton Chamber of Commerce, as board member of Edmonton Global, Compute Canada, the United Way and Alcanna, a public company. Bernie retired from IBM Canada where she served as vice president of the public sector business in Alberta and senior executive for Edmonton.	
Trustee Since	2021		
2023 Attendance	100%		
2023 Trustee Compensation	\$39,000		
REIT Unitholdings	10,000		
Committees³	Audit, Governance, Independent		



Brandon Kot
Edmonton, Alberta, Canada

Independent

Principal Occupation:

Managing Partner, Canada ICI Capital Corporation

Trustee Since

2024

2023 Attendance⁴

n/a

2023 Trustee Compensation⁴

–

REIT Unitholdings

Committees³

Audit, Governance

About:

Mr. Kot has extensive experience in the real estate market and has established himself as a leader in Canada's commercial mortgage industry. Mr. Kot obtained his Bachelor of Commerce from the University of Alberta in 2005 and is currently Managing Partner of Canada ICI Capital Corporation, a national real estate finance group, having worked there for almost 20 years. He also serves as a member of the Board of Trustees for the Stollery Children's Hospital Foundation and is an active member of the Real Estate Council of Alberta and Mortgage Professionals Canada.



Andrew Melton
Calgary, Alberta, Canada

Related^{1,2}

Principal Occupation:

CEO, Melcor REIT, Corporate Director

Trustee Since

2013

2023 Attendance

100 %

2023 Trustee Compensation

–

REIT Unitholdings

144,025

Committees³

none

About:

Andrew J. Melton is a respected business and community leader with over three decades of experience in commercial real estate and he was instrumental in the formation of the REIT. He has been a member of Melcor's board of directors since 1985. Mr. Melton began his career in 1978 with Graeme Young & Associates and retired as a partner from Avison Young, a full-service commercial real estate company, in 2010.



Naomi Stefura MPAcc, CA
Edmonton, Alberta, Canada

Related¹

Principal Occupation:

COO & CFO, Melcor Developments Ltd.

Trustee Since

2022

2023 Attendance

100 %

2023 Trustee Compensation

–

REIT Unitholdings

21,560

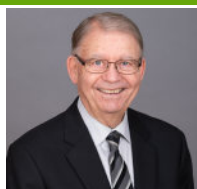
Committees³

none

About:

Naomi Stefura is a Chartered Accountant with over 15 years of experience in the real estate sector. She is the Chief Operating Officer & Chief Financial Officer of Melcor Developments Ltd. and Chief Financial Officer of the Melcor REIT. Ms. Stefura also serves on the board of Explore Edmonton as Vice Chair of the Board.

Ms. Stefura holds a Bachelor of Commerce degree from the University of Alberta and a Masters of Professional Accounting from the University of Saskatchewan.



Ralph Young PEng, MBA
Edmonton, Alberta, Canada

Related^{1,2} (Chair)

Principal Occupation:	About:
Corporate Director	Ralph Young was the Chancellor of the University of Alberta from 2012 - 2016 and retired as Melcor Development's Chief Executive Officer in 2013. Ralph received a Master of Business Administration from the University of Alberta in 1973. He serves on the boards of several public, private and not-for-profit organizations.
Trustee Since	2013
2023 Attendance	100 %
2023 Trustee Compensation	\$41,500
REIT Unitholdings	26,800
Committees³	none

1. Mr. Melton, Ms. Stefura and Mr. Young are the Melcor Developments nominees to the REIT Board of Trustees,
2. Mr. Melton and Mr. Young are directors and Ms. Stefura is Chief Operating Officer and Chief Financial Officer of Melcor Developments, which owns 55.4% of the voting units of the REIT.
3. All trustees were members of the Investment Committee throughout 2023. This committee was abolished on February 14, 2024 and did not meet in 2023.
4. Mr. James and Mr. Kot were appointed as Trustees on April 16, 2024.

The term of office for each proposed Trustee expires on the date of the next AGM.

Except as set forth below, no proposed trustee:

- a. is, as at May 8, 2024, or has been, within ten (10) years before May 8, 2024, a director or executive officer of any corporation that, while that person was acting in that capacity, or within a year of that person ceasing to act in that 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 trustee appointed to hold its assets, or
- b. has, within the ten years preceding May 8, 2024, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Richard Kirby is a director and executive officer of each of Midnight Integrated Financial Inc., Tower Adventures Ltd., Booker Adventure Corp., Comstock Adventure Corp., Sentinel Investments Inc. and Gemini Share Inc. (collectively the "Midnight Group"). As a result of certain tax reassessments made by Canada Revenue Agency, the Midnight Group obtained a protection order under the Companies' Creditors Arrangement Act (Canada) while the Midnight Group challenges the reassessments in the Tax Court of Canada.

The following nominees are also Trustees or Directors of other reporting issuers:

Trustee	Reporting Issuer	Exchanges
Andrew Melton	Melcor Developments Ltd.	TSX
Ralph Young	Melcor Developments Ltd.	TSX
Barry James	Auto Canada Inc. Corus Entertainment Inc.	TSX TSX

Nominee Unitholdings

Independent	Number	Value ¹
Richard Kirby	– \$	–
Bernie Kollman	10,000 \$	29,800
Barry James	2,800 \$	8,344
Brandon Kot	– \$	–
Independent Trustee Total	12,800 \$	38,144
Related Trustees	Number	Value ¹
Andrew Melton	144,025 \$	597,704
Naomi Stefura	21,560 \$	89,474
Ralph Young	26,800 \$	111,220
Related Trustee Total	192,385 \$	798,398

1. Based on closing price of REIT units on May 8, 2024 (\$2.98).

EXECUTIVE COMPENSATION

The executive officers of the REIT are employed by Melcor Developments and the REIT does not directly or indirectly pay any compensation to them. Any variability in compensation paid by Melcor Developments to the executive officers of the REIT has no impact on the REIT's financial obligations, including its obligations under the Asset Management Agreement entered into with Melcor Developments. See "Arrangements with Melcor" in the REIT's Annual Information Form dated March 5, 2024 which may be accessed on SEDAR+ at www.sedarplus.ca. The total compensation received by the executive officers of the REIT is determined by Melcor Developments in accordance with its executive compensation philosophy. For a detailed discussion of the objectives and elements of Melcor Developments' compensation program, see the most recent management information circular of Melcor Developments (the Melcor circular), which may be accessed on SEDAR+ at www.sedarplus.ca. Note that the information contained on Melcor Developments' profile on SEDAR, including the Melcor circular, is not incorporated by reference into this circular.

Summary Compensation Table

The REIT's Named Executive Officers (NEOs) are Andrew Melton (Chief Executive Officer) and Naomi Stefura (Chief Financial Officer). The following table sets out information concerning the compensation that was earned by, paid to, or awarded to these NEOs by Melcor Developments, based on the portion of time attributable to services provided to the REIT.

Name & Principal Position	Year	Base salary ¹	Annual cash incentive ¹	Unit-based awards	All other compensation ¹	Total compensation ¹
Andrew J. Melton² President & CEO	2023	\$ 210,000	\$ 170,000		nil \$ 21,150	\$ 401,150
	2022	\$ 210,000	\$ 150,000		nil \$ 26,625	\$ 386,625
	2021	\$ –	\$ –		nil \$ –	\$ –
Naomi M. Stefura Chief Financial Officer	2023	129,600	263,538		nil 3,487	396,625
	2022	\$ 120,000	\$ 234,188		nil \$ 3,487	\$ 357,675
	2021	\$ 120,000	\$ 248,280		nil \$ 3,204	\$ 371,484

1. Represents the portion of salary and bonus (paid by Melcor Developments) attributable to the estimated time spent on REIT activities. All compensation for Mr. Melton and Ms. Stefura was paid by Melcor, and there was no reimbursement by the REIT. These individuals act in a variety of capacities for Melcor, the REIT and their respective affiliates, and accordingly, the total compensation received from Melcor may not be disclosed in this table. The allocation of the total compensation disclosed in this table was determined by Melcor solely for the purposes of this table, based on the time estimated to have been spent by Mr. Melton (100%) and Ms. Stefura (40%) in connection with REIT-related services.
2. Mr. Melton was named Chief Executive Officer of the REIT effective January 1, 2022.

Compensation Discussion and Analysis

The compensation of Melcor Developments is calculated in accordance with the Asset Management Agreement and the Property Management Agreement and is not subject to the general discretion of the Board. Accordingly, compensation received from Melcor Developments by persons provided by Melcor Developments, as officers of the REIT, is not within the discretion of the Board.

Compensation & Governance

During the financial year ended December 31, 2023, the Corporate Governance & Compensation Committee (CGCC) consisted of four Trustees: Larry Pollock (Chair), Richard Kirby, Carolyn Graham and Bernie Kollman.

Effective March 5, 2024 Ms. Graham and Mr. Pollock resigned as Trustees of the REIT. On April 16, 2024 Mr. Kot was appointed as Trustee of the REIT, and also joined the CGCC committee on that date.

The independent trustees on the CGCC as of May 8, 2024 are: Richard Kirby (chair), Bernie Kollman, and Brandon Kot.

The REIT believes each member of the CGCC has direct experience relevant to committee responsibilities. Refer to page 10 for additional information the trustees.

All members of the CGCC committee are independent Trustees of the REIT. As noted above, because the Named Executive Officers are employed by Melcor Developments, rather than the REIT, the CGCC does not make recommendations for or participate in decisions regarding the compensation of the Named Executive Officers.

TRUSTEE COMPENSATION

As at May 8, 2024, the REIT has seven (7) Trustees, four (4) of whom are independent Trustees (as determined in accordance with applicable securities laws).

The CGCC is responsible for reviewing the adequacy and form of compensation of the Trustees, the Chair and the Lead Trustee to ensure compensation realistically reflects the responsibilities and risks involved with being an effective Trustee.

Trustee compensation is made up of an annual Trustee retainer, additional retainers for committee Chairs and the Lead Trustee, and meeting fees for each meeting attended.

Trustee compensation is not paid to Trustees who are also executive officers of Melcor Developments.

Trustee compensation was evaluated and adjusted effective July 1, 2022 as per the table below.

Retainers and Fees

Trustee compensation was set as follows:

Component	EFFECTIVE	
	1-Jan-23	1-Jul-23 ²
Trustee Retainer	\$21,000	\$24,000
Chair Retainer ¹	\$10,000	\$10,000
Lead Trustee Retainer ¹	\$7,000	\$7,000
Audit Chair Retainer ¹	\$10,000	\$12,000
Governance Chair Retainer ¹	\$5,000	\$6,000
Board & Committee Meetings	\$1,500	\$1,500
Fee per Ad Hoc Meeting	\$750	\$750

- ¹ Paid in addition to annual Trustee retainer and meeting fees.
- ² Proposed and approved at the March 8, 2023 board meeting.

Trustees do not receive option-based awards, unit-based awards, non-equity incentive plan compensation or pension income.

Trustee Compensation Summary

The following table provides a summary of the fees earned by Trustees for the financial year ended December 31, 2023:

Trustee	Annual retainer ¹	Meeting fees	All other compensation	Total
Carolyn Graham ³	\$ 34,500	\$ 16,500	\$ –	\$ 51,000
Richard Kirby	\$ 22,500	\$ 15,000	\$ –	\$ 37,500
Bernie Kollman	\$ 22,500	\$ 16,500	\$ –	\$ 39,000
Andrew Melton ²	\$ –	\$ –	\$ –	\$ –
Larry Pollock ³	\$ 35,500	\$ 16,500	\$ –	\$ 52,000
Naomi Stefura ²	\$ –	\$ –	\$ –	\$ –
Ralph Young	\$ 32,500	\$ 9,000	\$ –	\$ 41,500

- ¹ Includes lead trustee and committee chair retainers.
- ² Executive Officers do not receive trustee compensation.
- ³ Ms. Graham and Mr. Pollock resigned from the board effective March 5, 2023.

Trustees' Unitholdings Requirement

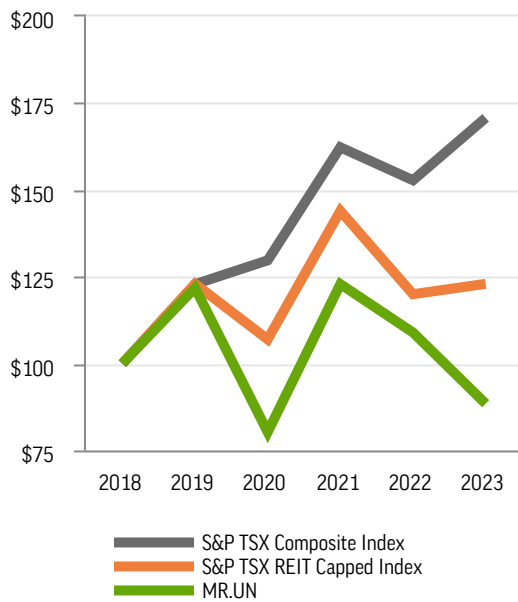
The REIT board introduced a unitholding requirement for all trustees, effective July 1, 2023.

To ensure that trustee interests are aligned with unitholders' interests, REIT trustees are required to hold (directly or indirectly) the dollar-value equivalent of two (2) times their annual trustee retainer in units. New trustees have three years from their initial appointment to comply with this requirement. Trustees on the board the date the policy came into effect in 2023 have until July 1, 2026 to comply. To determine compliance, REIT units are valued using the higher of the closing price of MR.UN on the TSX on the annual assessment date (December 31) or the original purchase price. Trustees who are also employees must also meet this requirement, at the same dollar-value equivalent as the independent trustees.

PERFORMANCE GRAPH

The following graph compares total unitholder return for \$100 invested in REIT units over the five most recently completed years (assuming all distributions are reinvested) with the cumulative returns of the S&P TSX Composite Index and the S&P TSX REIT Capped Index:

Year Ended	S&P TSX Composite Index	S&P TSX REIT Capped Index	MR.UN
2018	\$100	\$100	\$100
2019	\$123	\$123	\$122
2020	\$130	\$107	\$80
2021	\$162	\$144	\$123
2022	\$153	\$120	\$109
2023	\$171	\$123	\$88



External Management

The REIT is externally managed, administered and operated by Melcor Developments pursuant to the terms of the Asset Management Agreement and the Property Management Agreement. See "Arrangements with Melcor" in the REIT's Annual Information Form dated March 5, 2024 which may be accessed on SEDAR at www.sedar.com. For the financial year ended December 31, 2023, the REIT paid Melcor asset management fees totaling \$2.16 million and property management fees totaling \$2.85 million.

Interest of Informed Persons In Material Transactions

Other than as disclosed in this circular, there are no material interests, direct or indirect, of any Trustee or executive officer of the REIT, any unitholder that beneficially owns, or controls or directs, (directly or indirectly) more than 10% of the units or special voting units of the REIT, or any associate or affiliate of any of the foregoing persons, in any transaction since the establishment of the trust (up to the date hereof) that has materially affected or is reasonably expected to materially affect the trust or any of its subsidiaries.

Mr. Andrew Melton (CEO) and Ms. Naomi Stefura (CFO), are employees of Melcor Developments. In addition, Mr. Ralph Young (Chair) and Mr. Andrew Melton are directors of Melcor Developments and are Melcor's nominees to the REIT board. Ms. Naomi Stefura is the COO and CFO of Melcor Developments, and is also a Melcor nominee to the REIT's board.

The REIT indirectly acquired certain properties from Melcor Developments and entered into certain agreements with Melcor Developments in connection with the REIT's initial public offering. Subsequent to the initial public offering, the REIT has acquired additional properties from Melcor Developments. In addition, Melcor Developments holds a significant effective interest in the REIT.

For a discussion of the arrangements with Melcor Developments, please see the REIT's Annual Information Form dated March 5, 2024 which may be accessed on SEDAR+ at www.sedarplus.ca or at www.MelcorREIT.ca.

CORPORATE GOVERNANCE & COMPENSATION COMMITTEE REPORT FOR 2023

The Corporate Governance & Compensation Committee (CGCC) is responsible for assisting the Board in ensuring that the REIT's process and structure support the REIT's objectives and create unitholder value, and in measuring Board performance with respect to governance standards.

The primary mandate of the CGCC is to:

- Provide a focus on governance that will enhance the REIT's performance. The committee assesses and makes recommendations regarding Board effectiveness, establishes and leads the process for identifying, recruiting, appointing, re-appointing and providing ongoing development for Trustees and monitors their work performance,
- Assist the Board in fulfilling its obligations relating to compensation and establishing a plan of continuity and development of senior management; and
- Establish policies and procedures designed to identify and mitigate risks associated with the REIT's compensation policies and practices.

The members of the CGCC in 2023 were Mr. Pollock (Chair), Mr. Kirby, Ms. Graham and Ms. Kollman. All committee members are independent Trustees. The CGCC held one meeting in 2023 which included an in camera session without the presence of REIT management.

Subsequent to year end, Mr. Pollock and Ms. Graham resigned from the REIT Board of Trustees effective March 5, 2024.

CGCC Approval

The CGCC has reviewed and discussed the compensation disclosure in this document, including information in the Board of Trustees section, the Executive Compensation section and the Trustee's Compensation section with the REIT's management. It has recommended that the disclosure be included in the circular.

On behalf of the Corporate Governance and Compensation Committee,

Dated as of the 8th day of May, 2024.



Richard Kirby
Corporate Governance & Compensation Committee
Chair

STATEMENT OF GOVERNANCE PRACTICES

The REIT's Amended and Restated Declaration of Trust provides that, subject to certain conditions, the Trustees have full, absolute and exclusive power, control and authority over the REIT's assets, affairs and operations, to the same extent as if the Trustees were the sole and absolute legal and beneficial owners of the trust's assets. The governance practices, investment guidelines and operating policies of the REIT are overseen by a Board consisting of a minimum of three (3) and a maximum of twelve (12) Trustees, a majority of whom are (and must be) independent Trustees and a majority of whom (and a majority of independent Trustees) are (and must be) Canadian residents.

The mandate of the Board, which is discharged directly or through one of the two standing committees of the Board, is one of stewardship and oversight of the REIT and its business, and includes responsibility for strategic planning, review of operations, disclosure and communication policies, oversight of financial and other internal controls, corporate governance, Trustee orientation and education, senior management compensation and oversight, and Trustee compensation and assessment.

The standard of care and duties of the Trustees provided in the Amended and Restated Declaration of Trust is similar to those imposed on directors of a corporation governed by the Business Corporations Act (Alberta). Accordingly, each Trustee is required to exercise the powers and discharge the duties of his or her office honestly, in good faith and in the best interests of the REIT and the unitholders and, in connection therewith, to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Amended and Restated Declaration of Trust grants Melcor Developments the exclusive right to nominate a number of Trustees proportionate to Melcor Developments ownership interest in the REIT (on a fully diluted basis) provided that, so long as Melcor Developments owns at least a 10% ownership interest in the REIT (on a fully diluted basis), it shall have the right to nominate not less than one Trustee.

The REIT's Board of Trustees and management team recognize that effective corporate governance practices are fundamental to the long-term success of the REIT. As such, the Board of Trustees and management have implemented a series of governance policies and procedures to meet or exceed applicable Canadian stock exchange and regulatory rules. The Corporate Governance & Compensation Committee monitors regulatory changes and best practices and periodically reviews, evaluates and modifies corporate governance processes as necessary. The Board of Trustees and management are committed to maintaining a high level of corporate governance.

A description of the REIT's corporate governance practices under National Instrument 58-101, "Disclosure of Corporate Governance Practices", is provided in Schedule A. Further Appendix A and B contain: (i) the Mandate of the Board of Trustees and (ii) the Mandate of the Corporate Governance & Compensation Committee. Further, the Mandate of the Audit Committee is contained in Exhibit A to the REIT's Annual Information Form dated March 5, 2024.

ADDITIONAL INFORMATION

Additional information relating to the REIT's business is available on SEDAR+ at www.sedarplus.ca or under 'Investor Relations' on the REIT's website at www.melcorreit.ca. Additional financial information about the REIT is provided in the consolidated financial statements and management's discussion and analysis in the annual report for the year ended December 31, 2023.

Copies of these documents and any other documents incorporated by reference, additional interim financial statements for periods subsequent to December 31, 2023 and additional copies of this circular are available on request.

Unitholders who wish to receive paper copies of the REIT's interim and annual reports may fill out and return the Supplemental Mailings form enclosed with the notice package. You may also complete this form to receive email notice of the availability of electronic files.

If you are a beneficial unitholder, you made an election to receive or not receive trust information through your intermediary. If you wish to change your election, you will need to do so through your intermediary.

We maintain perpetual unitholder mailing lists for both electronic notices and quarterly and annual hard copy mailings. All unitholders and interested parties can be added to the perpetual list by request to Melcor REIT Investor Relations. Please specify whether you wish to be added to the electronic list, the paper list or both lists.

If you already receive the desired materials, you do NOT need to complete the supplemental mailing list again.

By Mail: Investor Relations
900, 10310 Jasper Avenue
Edmonton, Alberta T5J 1Y8

By Phone: 1-855-673-6931

By Fax: 780-426-1796

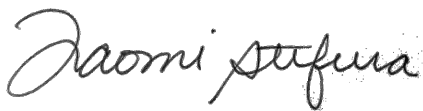
By Email: ir@melcorREIT.ca

NOTE: You will remain on this list until you request removal.

The REIT's annual report can be accessed at www.MelcorREIT.ca/2024AGM or you can request a copy by contacting us via the methods described above.

Board of Trustees Approval

The REIT's Board of Trustees has approved the content and the sending of this information circular to the unitholders.



Naomi Stefura

Chief Financial Officer
Melcor REIT

SCHEDULE A DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

The corporate governance practices described below explain how the REIT is meeting the guidelines of security regulators in Canada, including National Policy 58-201 – *Corporate Governance Guidelines* and National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

Governance Guideline	Comments
Board of Trustees	
<i>Disclose whether or not a majority of Trustees are independent.</i>	<p>Four of the REIT's seven Trustees (67%) are independent. The independent Trustees for 2023 were:</p> <p>Larry Pollock Carolyn Graham Richard Kirby Bernie Kollman</p> <p>Effective March 5, 2024 Mr. Pollock and Ms. Graham resigned as trustees. On April 16, 2024 Barry James and Brandon Kot were appointed as trustees, both whom are independent to the REIT.</p>
<i>Disclose the identity of Trustees who are not independent, and describe the basis for that determination.</i>	<p>The following Trustees are not considered independent as defined in National Instrument 52-110 Section 1.4 <i>Audit Committees</i>:</p> <ul style="list-style-type: none"> Andrew Melton – CEO of Melcor REIT and nominee of Melcor Developments. Mr. Melton is a director of Melcor Developments. Naomi Stefura – CFO of Melcor REIT and nominee of Melcor Developments. Ms. Stefura is the COO & CFO of Melcor Developments. Ralph Young – Chair and nominee of Melcor Developments. Mr. Young is a director of Melcor Developments. <p>Melcor Developments Ltd. holds an approximate 55.4% effective interest in the REIT through ownership of 16,125,147 Class B LP units of the Melcor REIT Limited Partnership and a corresponding number of special voting units of the REIT.</p>
<i>If a Trustee is presently a Trustee/director of any other reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the Trustee and the other issuer.</i>	All Trustee/directorships with other public entities for each Trustee are disclosed on page 12 of this circular.
<i>Disclose whether or not the independent Trustees hold regularly scheduled meetings at which non-independent Trustees and members of management are not in attendance.</i>	<p>The independent Trustees hold <i>in camera</i> sessions at most Board and in person committee meetings. The Audit Committee also holds <i>in camera</i> sessions with the external auditors and management.</p> <p>FY2023 In Camera Sessions:</p> <p>Board:.....6/6 Audit Committee:.....4/4 Compensation and Governance:.....1/1</p>
<i>Disclose whether the Chair of the Board of Trustees is an independent Trustee. If the Board of Trustees has a Chair or lead Trustee who is an independent Trustee, disclose the identity of the independent Chair or lead Trustee, and describe his or her role and responsibilities.</i>	<p>The Chair of the Board of Trustees is Mr. Ralph Young who is not an independent Trustee. The Board appoints a lead Trustee. The lead Trustee for fiscal 2023 was Mr. Larry Pollock. Mr. Pollock resigned effective March 5, 2024. Effective March 5, 2024, Mr. Richard Kirby was appointed lead Trustee. The role and responsibilities of the lead Trustee are as follows:</p> <ul style="list-style-type: none"> act as Chair to the Governance Committee; Chair meetings of the Board in the absence of the Chair; establish, in consultation with the Chair and the Governance Committee, procedures to govern the Board's work; in concert with the Chair, setting the agenda for Board meetings, based on input from Trustees and, when applicable, organizing pre-meeting consultations with the Board regarding same; in concert with the Chair and CEO, ensuring the appropriate flow of information to the Board and reviewing adequacy and timing of documentary materials in support of management's proposals; develop the agenda for the <i>in camera</i> sessions of the Board (i.e. without management or Melcor representatives present), with such sessions to be held at least two (2) times each year, or as required or deemed necessary, and to Chair such sessions; as requested by the Board, act as a liaison between the REIT's management and the Board; ensure that the Governance Committee: <ul style="list-style-type: none"> evaluates the operation and effectiveness of the Board annually; works with the Chair to ensure planning for committee member and committee Chair succession; consider any other appropriate structures and procedures to ensure that the Board can function independently of management; and undertake the lead on any other corporate governance matters that the Board may request from time to time.

Governance Guideline	Comments			
Disclose the attendance record of each Trustee for all meetings of the Board of Trustees held since the beginning of the issuer's most recently completed financial year.	Trustee	Board	Committee	% of Total Meetings
	Carolyn Graham ¹	6/6	5/5	100%
	Richard Kirby	6/6	4/5	91%
	Bernie Kollman	6/6	5/5	100%
	Andrew Melton	6/6	–	100%
	Larry Pollock ¹	6/6	5/5	100%
	Naomi Stefura	6/6	–	100%
	Ralph Young	6/6	–	100%

¹ Ms. Graham and Mr. Pollock resigned effective March 5, 2024.

Board of Trustees' Mandate

Disclose the text of the Board of Trustees' mandate.

The Board has adopted a mandate (see Appendix A) which, amongst other matters, sets out the Board's principal responsibilities which are:

- adoption of a corporate strategic planning process;
- monitoring tactical progress;
- managing risks and protecting unitholder value;
- succession planning including appointing, developing and monitoring executives;
- internal corporate controls and management information systems;
- reviewing and approving material transactions not in the ordinary course of business;
- monitoring effectiveness of Trustees; and
- knowledge and understanding of the business and maintaining high levels of integrity in business conduct.

Position Descriptions

Disclose whether or not the Board of Trustees has developed written position descriptions for the Chair and the Chair of each committee of the Board of Trustees.

The Board of Trustees has developed written position descriptions for the Chair, Lead Trustee, and the Chair of each Board committee.

See Appendix C: Position Descriptions in this circular & Appendix B to the 2023 Annual Information Form, filed on www.sedarplus.ca and incorporated by reference in this circular.

Disclose whether or not the Board of Trustees has developed a written position description for the CEO.

The Board of Trustees has developed and approved a written position description for the CEO.

See Appendix C: Position Descriptions

Orientation & Continuing Education

Briefly describe what measures the Board of Trustees takes to orient new Trustees regarding:

Board orientation materials are available to all Trustees at any time via the secure Board Resource Centre.

(a) the role of the Board, its committees and its Trustees.

Trustees have access to a secure Resource Centre that contains a Board Handbook, including mandates for the board and committees which outline the REIT's expectations for Trustee roles and responsibilities. The Resource Centre also contains governance related resources.

(b) the nature and operation of the issuer's business.

Appropriate senior personnel and external advisors provide briefing sessions to help Trustees better understand the REIT's strategy and business operations. Trustees also participate on tours from time-to-time with local management. This provides an opportunity to meet with employees and learn more about the REIT's business, development activities and asset holdings.

On a quarterly basis, the Trustees receive updates from external consultants, including our external auditors on items such as sustainability, cyber security, energy trends in the industry, and artificial intelligence. In 2022, external advisors provided the board of Trustees with presentations on sustainability and cyber security.

Briefly describe what measures the Board takes to provide continuing education for its Trustees.

Subject to Board approval, Trustees may enroll in professional development courses at the REIT's expense. No Trustees were enrolled in professional development courses at the REIT's expense in 2023.

Ethical Business Conduct

Disclose whether or not the Board of Trustees has adopted a written code for the Trustees, officers and employees. If the Board of Trustees has adopted a written code:

The REIT has a Business Code of Conduct that is applicable to all Trustees, officers and employees. We note that the REIT has no employees.

(a) disclose how a person or company may obtain a copy of the code

The REIT's Business Code of Conduct is available on our website at www.melcorREIT.ca and on SEDAR+ at www.sedarplus.ca. It may also be mailed on request (see Additional Information, page 18).

(b) describe how the Board of Trustees monitors compliance with its code

All new Trustees are required to review and confirm compliance with the REIT's policies, including the Business Code of Conduct, prior to putting their names forward for election to the board.

Trustees are also required to review and confirm compliance annually.

Governance Guideline	Comments
<i>(c) provide a cross-reference to any material change report that pertains to any conduct of a Trustee or executive officer that constitutes a departure from the code</i>	The Board has not granted any waiver of the Business Code of Conduct nor has a material change report been required or filed pertaining to the conduct of a Trustee or executive officer.
<i>Describe any steps the Board of Trustees takes to ensure Trustees exercise independent judgment in considering transactions and agreements in respect of which a Trustee or executive officer has a material interest.</i>	The REIT's Business Code of Conduct outlines its conflict of interest guidelines. If a Trustee has a material interest in a specific topic, they must excuse themselves to permit in camera discussions amongst the other Trustees and must abstain from voting upon such topic. Care is taken to ensure all Trustee conflicts are disclosed in a timely manner and documented in the meeting minutes.
<i>Describe any other steps the Board of Trustees takes to encourage and promote a culture of ethical business conduct.</i>	Ethical business conduct is a constant focus of the Board. Board members are encouraged to interact with employees and members of the management team. The Board encourages senior management to promote ethical conduct among all employees.
Nomination of Trustees	
<i>Describe the process by which the Board of Trustees identifies new candidates nomination.</i>	The Corporate Governance & Compensation Committee is responsible for identifying new candidates for recommendation to the Board, other than Melcor Developments nominees. The Committee considers the composition of the Board and prepares recommendations for independent Trustee nominees. This process is performed in consultation with the Chair, CEO and Trustees.
<i>Disclose whether the Board of Trustees has a nominating committee composed entirely of independent Trustees.</i>	The Corporate Governance & Compensation Committee is responsible for Trustee nominations. All members of the Corporate Governance & Compensation Committee are independent.
<i>If the Board of Trustees has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.</i>	The Corporate Governance & Compensation Committee is responsible for Trustee nominations. See Appendix B: Mandate of the Corporate Governance & Compensation Committee on page 24 and the Report of the Corporate Governance & Compensation Committee on page 16 of this circular for additional information.
Compensation	
<i>Describe the process by which the Board of Trustees determines the compensation for the issuer's Trustees and officers.</i>	The Named Executive Officers of the REIT are employed by Melcor Developments, rather than the REIT, and the committee does not make recommendations or participate in decisions regarding their compensation. However, should the REIT directly retain executive officers, the committee will be responsible for reviewing and approving their compensation, including general salary structure and short- and long-term incentive programs and bonuses. The committee also discusses personnel and human resource matters, including recruitment and management succession plans. See Compensation Discussion and Analysis contained in this circular for additional information.
<i>Disclose whether the compensation committee is composed entirely of independent Trustees.</i>	The Corporate Governance & Compensation Committee is composed of four (4) Trustees, all independent.
<i>If the Board of Trustees has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.</i>	The Corporate Governance & Compensation Committee does not make recommendations or participate in decisions regarding compensation, as Melcor Developments employs all personnel who support REIT operations. See Appendix B: Mandate of the Corporate Governance & Compensation Committee and the Report of the Corporate Governance & Compensation Committee contained in this circular for additional information.
Other Board Committees	
<i>If the Board of Trustees has other standing committees, identify them and describe their function.</i>	In 2024, the Board of Trustees formed an Independent Committee to oversee a broad-based strategic review with a focus on unlocking unitholder value. The Independent Committee has retained BMO Capital Markets as financial advisor to evaluate a broad range of strategic alternatives to maximize unitholder value. DLA Piper (Canada) LLP has been retained as legal counsel to the Independent Committee. The committee was initially comprised of independent members: Richard Kirby, Bernie Kollman, Carolyn Graham, and Larry Pollock. Effective March 5, 2024, Ms. Graham and Mr. Pollock resigned. On April 16, 2024 Mr. Barry James and Mr. Brandon Kot were appointed as trustees of the REIT, and Mr. James also joined the Independent Committee.
Assessments	
<i>Disclose whether or not the Board of Trustees, its committees and individual Trustees are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments.</i>	The Corporate Governance & Compensation Committee has the responsibility for assessing the Board's effectiveness as a whole. A periodic self-assessment is conducted with the findings reported to the full Board. The assessment process examines the effectiveness of the Board as a whole and specifically reviews areas that the Board members believe could be improved to ensure the continued effectiveness of the Board in the execution of its responsibilities. An assessment of each individual Trustee is not performed; however, each Trustee has a one-on-one conversation with the Lead Trustee.

Governance Guideline	Comments
Trustee Term Limits and Other Mechanisms for Board Renewal	
<i>Disclose whether or not the issuer has adopted term limits for Trustees.</i>	<p>The Board is responsible for recommending candidates for election to unitholders from time to time that together contribute the right mix of skills and qualities to the Board. To assist in making those recommendations, the Board periodically conducts both formal and informal reviews of the effectiveness of the Board and individual Board members.</p> <p>The Board is concerned that imposing arbitrary and inflexible Trustee term limits may result in the REIT losing valued Trustees at a time when it most needs their skills, qualities and contributions, as well as their knowledge of the history and culture of the organization. Mandatory retirement ages pose the same risk and the Board does not want to risk the loss of key Trustees to retirement policies that seem unnecessarily arbitrary and inflexible when they force a high performing Trustee off the Board. Consequently the Board has not adopted term limits for its Trustees but rather relies on the experience of its members to determine when Board renewals, removals and additions are appropriate.</p>
Policies Regarding the Representation of Women on the Board	
<i>Disclose whether the issuer has adopted a written policy related to identifying and nominating women Trustees.</i>	<p>The REIT has an Employment Equity and Diversity Policy (Appendix D), which recognizes employment equity and diversity as values that are important to the REIT.</p> <p>The Board evaluates potential nominees annually by reviewing the qualifications of prospective members and determines their relevance taking into consideration current Board composition and the anticipated skills required to round out the capabilities of the Board, including knowledge and diversity of membership.</p>
<i>Disclose the number and proportion of Trustees who are women.</i>	<p>Effective December 31, 2023 and throughout 2023, three of the REIT's seven trustees were female (43%); two of the four (50%) independent trustees were female. Effective May 8, 2024, two of the REIT's seven trustees are female (29%); one of the four (25%) independent trustees are female.</p>
<i>Disclose whether, and if so, how, the Board nominating committee considers the level of representation of women on the Board when identifying and nominating candidates for election or reelection.</i>	<p>The Board annually evaluates potential nominees by reviewing the qualifications of prospective members and determines their relevance, taking into consideration current Board composition and the anticipated skills required to round out the capabilities of the Board, including knowledge and diversity of membership. See Appendix D: Employment Equity and Diversity Policy.</p>
<i>Disclose whether, and if so, how, the issuer considers the level of representation of women in executive officer positions when making executive officer appointments.</i>	<p>Melcor, the REIT's Asset and Property Manager, is committed to the fundamental principles of equal employment opportunities as prescribed in its employment policies. We are committed to treating people fairly, with respect and dignity, and to offering equal employment opportunities based upon an individual's qualifications and performance. Furthermore, the REIT's employment policies and procedures provide that candidates are selected based on the primary considerations of experience, skill and ability. Note that the REIT has no employees. See Appendix D: Employment Equity and Diversity Policy</p>
<i>Disclose whether the issuer has adopted a target regarding women on the Board.</i>	<p>The REIT has not adopted a target regarding women on its Board. In its annual review and evaluation of potential nominees to the Board, the Corporate Governance and Compensation Committee focuses on the current Board composition and the anticipated skills required to round out the capabilities of the Board, including knowledge and diversity of its membership. See Appendix D: Employment Equity and Diversity Policy</p>
<i>Disclose whether the issuer has adopted a target regarding women in executive officer positions.</i>	<p>The REIT has not adopted a target regarding women in executive officer positions as it is an equal employment opportunity employer whereby candidates are selected based on the primary considerations of experience, skill and ability. See Appendix D: Employment Equity and Diversity Policy</p>
<i>Disclose the number and proportion of executive officers of the issuer who are women.</i>	<p>The REIT has two (2) Executive Officers, one (1) is a woman (50%).</p>

APPENDIX A MANDATE OF THE BOARD OF TRUSTEES

Introduction

The primary responsibility of the Board of Trustees of the REIT is to oversee the management of the business and to pursue the best interests of the REIT. The Board has plenary power and exercises overall responsibility for the management and supervision of the affairs of the REIT.

Board Meetings

In order for the Board to transact business, a majority of the Trustees must be present, and a majority of those present must be resident Canadians. The Board shall meet on a regular basis and shall schedule a sufficient number of meetings (whether in person or by teleconference) to carry out its mandate, which shall occur at least once each quarter. The Board shall have an *in camera* session at each Board meeting with only independent Trustees present.

Reports from Committees/Subsidiaries

Unless waived by the Board, each committee Chair shall provide a report to the Board on material matters considered by the committee at the first Board meeting after the committee's meeting. Each Board of a material subsidiary that does not have the same Trustees as the Board shall provide a report to the Board on material matters considered by the subsidiary Board at the first Board meeting after the subsidiary's meeting.

Chair

The Board shall appoint a Chair of the Board who shall have responsibility to ensure that the Board discharges its duties and responsibilities.

Lead Trustee

In the event the Chair of the Board is not independent, the independent members of the Board shall appoint a lead Trustee. The lead Trustee will Chair the meetings of the independent Trustees and assume other responsibilities as the Board may designate from time to time.

Outside Advisors

The Board shall have the authority to retain, at the REIT's expense, independent advisors and consultants to advise the Board as it determines necessary to carry out its duties and to fix the remuneration of such advisors and consultants. The Board may request any officer or employee of the REIT, or the REIT's internal or external auditors or legal counsel to attend a meeting of the Board or to meet with any Trustees of, or consultants to, the Board.

Governance

The Board has responsibility for developing the REIT's approach to governance issues although the Governance Committee plays a key role by recommending and reporting on governance issues, including ethical conduct, to the Board. The Board may delegate specific governance issues to other committees of the Board. The Board is responsible for establishing the appropriate procedures to ensure that the Board, Board committees and individual Trustees can function independently of management.

General Duties

It is the duty of the Trustees of the REIT to manage, or supervise the management of, the business and affairs of the REIT. In exercising his or her duties, every Trustee shall act honestly and in

good faith with a view to the best interests of the REIT and exercise the care, diligence and skill that a reasonably prudent person would exercise in similar circumstances. Each Trustee shall also comply with the provisions of the *Canada Business Corporations Act*, and the by-laws of the REIT.

Trustees' Duties and Responsibilities

The Board has responsibility for stewardship of the REIT, including:

Strategic Planning Process

- Provide input to management on emerging trends and issues.
- Review and approve management's strategic plans.
- Review and approve the REIT's financial objectives, plans and actions, including significant capital allocations and expenditures.

Monitoring Tactical Progress

- Monitor the REIT's performance against the strategic and business plans, including assessing operating results to evaluate whether the business is being properly managed.

Risk Assessment

- Identify the principal risks of the REIT's businesses, including cyber-related risk, and ensure that appropriate systems are in place to manage these risks.

Environmental, Social & Governance

- Oversee the REIT's approach to environmental, social and governance issues.

Senior Level Staffing

- Select, monitor and evaluate the CEO and other senior executives, and ensure management succession.
- Approve a position description for the CEO including limits to management's responsibilities and corporate objectives which the CEO is responsible for meeting, all upon recommendation from the Compensation & Governance Committee.

Integrity

- Ensure the integrity of the REIT's internal control and management information systems.
- Ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, and the REIT's own governing documents.

Material Transactions

- Review and approve material transactions not in the ordinary course of business.

Monitoring Trustees' Effectiveness

- Assess its own effectiveness in fulfilling the above and Trustees' responsibilities, including monitoring the effectiveness of individual Trustees.

Other

- Perform such other functions as prescribed by law or assigned to the Trustees in the REIT's Declaration of Trust.

APPENDIX B MANDATE OF THE CORPORATE GOVERNANCE & COMPENSATION COMMITTEE

A. PURPOSE

1. At Melcor Real Estate Investment Trust, corporate governance means the process and structure, used to supervise the business and affairs of the REIT, with the objective of enhancing unitholder value, which includes ensuring the financial viability of the business. The process and structure define the division of power, and establish mechanisms for achieving accountability among unitholders, the Board of Trustees of the REIT and management of the REIT.
2. The purpose of the Corporate Governance & Compensation & Committee (the "Committee") of the Board is:
 - a. To provide a focus on governance that will enhance the REIT's performance. The Committee assesses and makes recommendations regarding Board effectiveness, establishes and leads the process for identifying, recruiting, appointing, re-appointing and providing ongoing development for Trustees and monitors their work performance; and
 - b. To assist the Board in fulfilling its obligations relating to compensation and establishing a plan of continuity and development of senior management; and
 - c. To establish policies and procedures designed to identify and mitigate risks associated with the REIT's compensation policies and practices.

B. COMPOSITION AND OPERATIONS

1. The Committee shall consist of at least three members of the Board of the REIT (the "Board"), with the majority being, in the determination of the Board, "independent" as that term is defined by Multilateral Instrument 52-110, as amended from time to time, and the majority of whom shall be resident Canadians. Each member shall complete and return to the REIT annually a questionnaire regarding the member's independence. Non-independent Trustees shall abstain from voting on matters related to Trustee nominations and compensation.
2. The membership of the Committee will represent a diverse background of experience and skills. To ensure the Committee has the expertise to carry out its mandate, it is intended that its members will have, or acquire within a reasonable period of time after being appointed, an understanding of relevant issues relating to governance and compensation.
3. The Committee shall have the authority to delegate tasks to individual members and subcommittees.
4. The Committee shall have the authority to engage and compensate any outside advisor that it determined to be necessary to permit it to carry out its duties.

5. The Committee may invite such officers, Trustees and employees and consultants of the REIT as it may see fit, from time to time, to attend at meetings of the Committee, and assist in the discussion and consideration of matter under consideration by the Committee.
6. The Committee shall meet at least once a year. The members of the Committee shall determine the time and place where meetings of the Committee shall be held, the calling of meetings and the procedure at such meetings. At each meeting, the Committee shall hold an *in camera* session with only Committee members present.
7. The Board shall appoint one of the members of the Committee as Committee Chair. The Chair of the Committee so appointed shall preside as Chair at Committee meetings. If the Chair is not present at any meeting of the Committee, the Committee, among the members present, shall choose the Chair of the meeting.
8. The Secretary to the Committee will be either the Secretary of the REIT or his or her delegate.
9. The members of the Committee shall be appointed at the first meeting of the Board, following each Annual Meeting of unitholders of the REIT.
10. Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a Trustee. The Board may fill vacancies on the Committee by election from among its number. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains in office. Subject to the above, each member of the Committee shall hold office as such until the next Annual Meeting of unitholders after his/her election.

C. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee will be responsible for:

1. Developing a long-term plan for Board composition that takes into consideration the current strengths, skills and experience on the Board, retirement dates and the strategic direction of the REIT.
2. Developing recommendations regarding the essential and desired experiences, competencies, skills and personal qualities for potential Trustees, taking into consideration the Board's short-term needs and long-term succession plans.
3. Reviewing and making recommendations to the Board concerning any change in the number of Trustees composing the Board;
4. Overseeing the recruitment and selection of candidates as Trustees of the REIT, other than Melcor Developments Ltd.'s nominees. The recruitment and selection of such

candidates will involve an identification of the qualifications for Trustees that are required to fulfill Board responsibilities and an evaluation of the qualifications that existing Trustees possess. The Committee will then recommend candidates to the Board for nomination as Trustees to be elected by the unitholders.

5. Organizing an orientation and education program for new Trustees as to the nature and operation of the REIT and its business, as to the role of the Board, its committees, the Chair of the Board and the lead Trustee of the Board (if applicable), and as to the contribution that an individual Trustee is expected to make.
6. Coordinating continuing Trustee development programs to enable the Trustees to maintain or enhance their skills and abilities as Trustees as well as ensuring their knowledge and understanding of the REIT and its business remains current.
7. Considering and approving proposals by the Trustees to engage outside advisers on behalf of the Board as a whole or on behalf of the independent Trustees.
8. Reviewing and approving the compensation paid by the REIT, if any, to consultants of the REIT.
9. Reviewing and making recommendations to the Board concerning the level and nature of the compensation payable, if any, to the Trustees and officers of the REIT.
10. Ensure compensation policies and practices for the Trustees, the CEO and the senior executives:
 - a. Properly reflect their respective duties and responsibilities;
 - b. Are competitive in attracting, retaining and motivating people of the highest quality;
 - c. Align the interests of the Trustees, the Chief Executive Officer and the senior executives with unitholders and the REIT as a whole;
 - d. Are based on established business and individual performance objectives; and
 - e. Do not encourage the taking of inappropriate or excessive risks.
11. Administering any unit option or purchase plan of the REIT or any other compensation incentive programs, having regard to the REIT's business objectives and the risks to which it is exposed;
12. Assessing the performance of the CEO, the officers and other members of the executive management team of the REIT in light of pre-established performance objectives and report its conclusions to the Board.
13. Assessing the effectiveness of the Board, each of its committees and individual Trustees. Trustees will be regularly surveyed to form the basis of such assessment and such assessment will be reviewed by the Chair of the Board, with the exception of the assessment of the Chair of the Board and the non-independent Trustees, which will be reviewed by the lead Trustee.

14. At the request of the Chair of the Board or the Board, undertake such other corporate governance initiatives, as may be necessary or desirable to contribute to the success of the REIT.
15. Recommend to the Board any reports on corporate governance that may be required or considered advisable.
16. Review unitholders proposals, as required, and recommend to the Board the REIT's response to the proposals.
17. Review all annual executive compensation disclosure before it is publicly released.
18. Review related party transactions between the REIT and any related parties, including the compensation plans of the CEO, officers and members of the executive management team of the REIT.
19. Review and approve the REIT's insurance policies and associated premiums.

D. ACCOUNTABILITY

1. The Committee shall report its discussions and recommendations to the Board by distributing the minutes of its meetings and, where appropriate, by oral report at the next Board meeting.
2. Minutes of all committee meetings will be subsequently reviewed and approved by the Committee.
3. For the purposes of performing their duties, the members of the Committee shall have the right at all reasonable times to inspect all the books and records of the REIT and its subsidiaries, and to discuss with management and officers, such accounts, records and matters relating to remuneration paid by the REIT.

APPENDIX C POSITION DESCRIPTIONS

Chair

A key responsibility of the Chair of the Board of Trustees is to provide leadership to the Board to enhance Board effectiveness. The Board has ultimate accountability for supervision of the management of the REIT. Critical to meeting this accountability is the relationship between the Board, management, unitholders and other stakeholders. The Chair, as the presiding member, must oversee that these relationships are effective, efficient and further the best interests of the REIT.

The Chair reports to the Board. The Chair shall:

- Chair all meetings of the Board of Trustees and unitholders;
- Lead the Board in ensuring that the Board assumes its duties and responsibilities for the stewardship of the REIT as set out in the Corporate Governance Guidelines as approved by the Board, the constating documents of the Corporation and corporate law;
- Ensure, in cooperation with the CEO and the Board, that there is an effective succession plan in place for the CEO position and the other senior management positions of the REIT;
- Assist the Chief Executive Officer and other members of the senior management team in the short and long range planning activities of the REIT including the acquisition and growth strategies;
- Ensure the development, on an annual basis, of the corporate objectives which the Chief Executive Officer is responsible for meeting, for the review and approval of the Board;
- Establish the agenda for meetings of the Board in conjunction with the Chief Executive Officer, and ensures the proper and timely flow of information to the Board sufficiently in advance of the meetings;
- Act as a liaison between the REIT's management and the Board where and if required;
- In conjunction with the Chief Executive Officer, represent the REIT before its stakeholders, including unitholders, managers, the industry and the public;
- Undertake the lead on any corporate governance matter that the Board may request from time to time;
- Develop and maintain a good working relationship between the office of the Chair, the CEO, and the Board to assure open communications, cooperation, interdependence, mutual trust, respect, and commonality of purpose;
- Take steps to foster the Board's understanding of its responsibilities and boundaries with management;
- Establish any other procedures to govern the effective and efficient conduct of the Board's work; and
- Carry out other duties as requested by the Board.

Lead Trustee

The Chair of the Board is not independent as he is a Melcor nominee. Therefore, in keeping with the spirit and intent of good corporate governance and following the recommendations of the corporate governance guidelines set out by the Canadian Securities Administrators, the Board has appointed one of its independent Trustees to fill the role of lead Trustee.

The following outlines the duties and responsibilities of the lead Trustee:

- Develop the agenda for the Executive Sessions of the Board (i.e. without management present), with such sessions to be held at least two (2) times each year, or as required or deemed necessary, and to Chair such Sessions;
- Act as a liaison between the REIT's management and the Board where and if required;
- Ensure the Board is carrying out its responsibilities in accordance with good governance practices, the constating documents of the Corporation, the approved corporate governance guidelines and that the Board is enabled to carry out its duties as prescribed and under the law.
- Consider any other appropriate structures and procedures to ensure that the Board can function independently of management; and
- Undertake the lead on any other corporate governance matters that the Board may request from time to time.

Corporate Governance & Compensation Committee Chair

The primary responsibility of the Chair of the Corporate Governance & Compensation Committee ("CGCC") is to provide leadership to the CGCC to ensure its effectiveness. Critical to meeting this accountability is ensuring that the Corporation has in place an appropriate and effective system of corporate governance.

The Chair of the CGCC shall:

- Set the tone for the work of the CGCC;
- Set the agenda and Chair CGCC meetings, and ensure distribution of meeting materials and minutes;
- Oversee the logistics of the committee's operations and ensure compliance with the approved terms of reference of the CGCC; and
- Report to the full Board on the decisions and recommendations of the CGCC.

Chief Executive Officer

The Chief Executive Officer (CEO) reports to the Board of Trustees. The duties and responsibilities of the position include, but are not limited to, the following:

- Develop and recommend to the Board a long-term strategy and vision for the REIT that leads to the creation of unitholder value;
- Develop, on an annual basis, the corporate and personal objectives for which the CEO will be held accountable, for the review and approval of the Board;
- Foster a corporate culture that promotes ethical practices, encourages individual integrity, and fulfills social responsibility;
- Maintain a positive and ethical work climate that is conducive to attracting, retaining, and motivating a diverse group of top-quality employees at all levels;
- Assemble and lead an effective and efficient organization that is capable of meeting corporate objectives; ensuring that corporate policies are understood and are properly interpreted and administered by the organization;
- Consistently strive to achieve the REIT's financial and operating goals and objectives, as recommended to and approved by the Board;
- Ensure that the REIT has an effective management team below the level of the CEO, and has an active plan for its development and succession;
- In conjunction with the Chair, to represent the REIT before its stakeholders, including employees, customers, unitholders, the industry and the public.

APPENDIX D EMPLOYMENT EQUITY & DIVERSITY POLICY

Introduction

This Employment Equity and Diversity Policy (the "Policy") sets out the approach to employment equity and diversity of Melcor Real Estate Investment Trust (the "Trust").

Scope and Application

"Employment equity" recognizes the value and dignity of each individual and ensures that each individual will have genuine, open and unhindered access to employment opportunities with the Trust. Employment equity involves hiring the most suitably qualified candidate for any open position while ensuring that the hiring process and the qualifications required for each position are fair and equitable for all persons.

"Diversity" involves recognizing and valuing the unique contribution people can make to the Trust because of their individual background, different skills, experiences and perspectives. The Trust also recognizes that diversity within the workforce will generate value for the Trust's stakeholders (including its customers, unitholders, employees, and the communities in which it operates). Fostering diversity also allows the Trust to attract, retain and motivate employees from the widest pool of available talent.

The Trust will take all appropriate steps to ensure that throughout the entire organization both a high standard of employment equity, and a culture accepting and encouraging of diversity, are maintained at all times.

Policy Statement

The Trust will retain, promote and hire the best people it can, focusing on actual and potential contribution in terms of their performance, competence, collaboration and professional accountability. Management will ensure that all employment-related decisions are based on principles of individual merit and achievement such as job performance, skills, knowledge, and abilities relevant to specific positions and not on factors unrelated to a person's performance or ability to do the job.

The Trust will foster an inclusive culture, accepting and encouraging of diversity within its workforce, and will not discriminate in its employment practices on the basis of gender, race, ethnicity, sexual orientation, religion, age, disability, or any other characteristic protected by law. This includes all aspects of employment at every level within the Trust (i.e. - from the Board of Trustees (the "Board") level on down), including: hiring; job assignment; compensation; discipline; termination; access to benefits; and training. In order to garner the full benefits of diversity (including the availability of the widest pool of available talent), Management will periodically review the Trust's recruitment and selection practices at all levels (from the Board level on down) to ensure they are appropriately structured so that a diverse range of candidates are considered and that there are no conscious or unconscious biases that might discriminate against certain candidates.

Management will make reasonable accommodation for qualified individuals with known disabilities unless doing so would result in an undue hardship.

Management will lead this Employment Equity and Diversity Policy by regarding it as a key business issue and an essential part of the Trust's day to day business activities.

The Board will annually review (i) Management's report to the Board regarding the proportion of women in the Trust's workforce throughout the Trust's various offices and across its various employment levels; and (ii) this Employment Equity and Diversity Policy to determine if the objectives of the Policy are being met and to consider the adequacy and appropriateness of the Policy in furthering the Trust's objectives.

Any employee with questions or concerns about discrimination in the workplace is encouraged to bring these issues to the attention of their immediate Supervisor, the Trust's Human Resources department, or any senior officer of the Trust. Employees can raise concerns and make reports without fear of reprisal. It is also a violation of this Policy for anyone to knowingly make a false complaint of discrimination, or to provide false information about a complaint. Anyone found to be engaging in any type of unlawful discrimination will be subject to disciplinary action, up to and including termination of employment.

This Policy will be published on the Trust's website for public information purposes.