

## **DRI HEALTHCARE TRUST**

### **MANDATE OF THE BOARD OF TRUSTEES**

The board of trustees (the “**Board**”) of DRI Healthcare Trust (the “**Trust**”) is elected by unitholders and is responsible for the stewardship of the activities and affairs of the Trust. The purpose of this mandate is to describe the main duties and responsibilities of the Board. The Board seeks to discharge such responsibility by reviewing, discussing and approving the Trust’s strategic planning and organizational structure and supervising management and the manager of the Trust to oversee that the strategic planning and organizational structure enhance and preserve the business of the Trust and the underlying value of the Trust. The manager of the Trust, DRI Capital Inc. (the “**Manager**”), provides management and other services to the Trust and its subsidiaries, and also provides the services of certain employees of the Manager who act as executive officers of the Trust.

#### **Duties of Trustees**

The Board discharges its responsibility for overseeing the management of the Trust’s activities and affairs by delegating to the Trust’s senior officers the responsibility for day-to-day activities of the Trust. The Trust has also engaged the Manager to provide certain services to the Trust. The Board discharges its responsibilities both directly and by delegation through its committees. In addition to these standing committees, the Board may appoint *ad hoc* committees periodically to address certain issues of a more short-term nature.

Principal duties, which may be carried out directly or via one or more committees, include, but are not limited to the following:

#### **Relationship with Management**

1. The Board is responsible for approving the appointment of the Chief Executive Officer (the “**CEO**”) and all other senior management.
2. In approving the appointment of the CEO and all other senior management, the Board will, to the extent feasible, satisfy itself as to the integrity of these individuals and that they create a culture of integrity throughout the Trust.
3. The Board from time to time delegates to senior management the authority to enter into certain types of transactions, including financial transactions, subject to specified limits. Investments and other expenditures above the specified limits, and material transactions outside the ordinary course of business are reviewed by and are subject to the prior approval of the Board.
4. The Board is responsible for overseeing the Trust’s relationship with the Manager.
5. The Board assesses and revises the Trust’s executive compensation practices, including overseeing any equity-based compensation plans and grants and reviewing the Trust’s executive compensation disclosure.

## **Board Organization**

6. The Board will receive recommendations from the Governance, Compensation and Nominating Committee (the “**GCN Committee**”), but retains responsibility for managing its own affairs by giving its approval for its composition and size, the selection of the Chair of the Board, the selection of the lead independent trustee of the Board, if applicable, candidates nominated for election to the Board, committee and committee chair appointments, committee charters and trustee compensation.
7. The Board may establish committees of the Board, where required or prudent, and define their mandate. The Board may delegate to Board committees matters it is responsible for, including the approval of compensation of the Board and equity compensation of management, the conduct of performance evaluations and oversight of internal control systems, but the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.
8. The Board will oversee orientation and education program for new trustees and ongoing educational opportunities for continuing trustees.

## **Strategic Planning**

9. The Board has oversight responsibility to participate directly, and through its committees, in reviewing, questioning and approving the mission of the Trust and its objectives and goals.
10. The Board is responsible for advising management on strategic issues, approving the Trust’s strategic plans, approving the Trust’s annual business plan and annual operating and other budgets and for monitoring the Trust’s performance against strategic and annual plans as well as against annual and other budgets.

## **Monitoring of Financial Performance and Other Financial Reporting Matters**

11. The Board is responsible for enhancing congruence between stakeholder expectations, the Trust’s plans and management performance, including the performance of the Manager.
12. The Board is responsible for adopting processes for monitoring the Trust’s progress toward its strategic and operational goals, and to revise and alter its direction to management in light of changing circumstances affecting the Trust.
13. The Board is responsible for approving the Trust’s audited financial statements, management’s discussion and analysis accompanying such financial statements and annual earnings press release.
14. The Board is responsible for reviewing the Trust’s unaudited interim period financial statements, management’s discussion and analysis accompanying such financial statements and quarterly earnings press releases.
15. The Board is responsible for approving other applicable regulatory filings that require or are advisable for the Board to approve, and the Board may delegate responsibility for approving such filings. Such filings include, without limitation, management information circulars, annual information forms, offering documents and other applicable disclosure.

16. The Board is responsible for reviewing and approving material transactions outside the ordinary course of business and those matters which the Board is required to approve under the Declaration of Trust, including the payment of distributions.

### **Risk Management**

17. The Board is responsible for overseeing the identification of the principal risks of the Trust's business, including cybersecurity risks, and the implementation of appropriate systems to effectively monitor and manage such risks with a view to the long-term viability of the Trust and achieving a proper balance between the risks incurred and the potential return to the Trust's unitholders.

### **Policies and Procedures**

18. The Board is responsible for:
  - (a) approving and assessing compliance with all significant policies and procedures by which the Trust is operated; and
  - (b) approving policies and procedures designed to ensure that the Trust operates at all times within applicable laws and regulations.
19. The Board is responsible for supporting a corporate culture of integrity and responsible stewardship.
20. The Board shall enforce its policy respecting confidential treatment of the Trust's proprietary information and the confidentiality of Board deliberations.

### **Communications and Reporting**

21. The Board is responsible for:
  - (a) overseeing the accurate reporting of the financial performance and condition of the Trust to unitholders, other securityholders and regulators on a timely and regular basis;
  - (b) encouraging effective and adequate communication with unitholders, other stakeholders and the public; and
  - (c) ensuring the integrity and adequacy of internal controls and management information systems.

### **Certain Individual Responsibilities of Members of the Board**

22. Each member of the Board is expected to attend all meetings of the Board, unless adequate notification of absence is provided.
23. Each member of the Board is expected to have reviewed all materials provided in connection with a meeting in advance of such meeting and to be prepared to discuss such materials at the meeting.

**Review and Disclosure**

The Board will review and reassess the adequacy of this mandate periodically and otherwise as it deems appropriate and amend it accordingly. The performance of the Board will be evaluated with reference to this mandate.

The Board will ensure that this mandate is disclosed on the Trust's website and that this mandate or a summary of it which has been approved by the GCN Committee is disclosed in accordance with all applicable securities laws or regulatory requirements.

**Dated** February 7, 2024