



**POLICY FOR RECEIPT OF COMPLAINTS AND
WHISTLEBLOWER PROTECTION POLICY**

**ADOPTED BY THE BOARD OF TRUSTEES ON
MARCH 23, 2015**



PARTNERS REAL ESTATE INVESTMENT TRUST

POLICY FOR RECEIPT OF COMPLAINTS AND WHISTLEBLOWER PROTECTION POLICY

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1. General

“**Trust**” refers to Partners Real Estate Investment Trust and to all related and subsidiary corporations of the Trust.

The Trust prides itself on being a good corporate citizen and is committed to the highest ethical standards. The Trust maintains a high standard of business ethics by conducting its business with integrity and by achieving compliance with all applicable laws, rules and regulations. In line with this commitment, and in keeping with the Trust’s adherence to a practice of maintaining open communications with its employees, tenants, suppliers, colleagues and investors, this Policy for Receipt of Complaints and Whistleblower Protection Policy on Financial Matters (the “**Policy**”) seeks to create procedures for the receipt, retention and treatment by the Audit Committee of the Trust of concerns, complaints or allegations received by the Trust, including confidential and anonymous submissions made by employees, officers and trustees of the Trust (collectively, the “**Employees**”), regarding accounting, internal accounting controls, or auditing matters, including, without limitation, with respect to the accuracy, fairness or appropriateness of any of the Trust’s accounting practices or financial reports, theft, fraud, conflicts of interest or other unethical behavior, corporate fraud and disclosure of fraudulent or misleading financial information. This Policy is intended to provide Employees with an avenue to raise such concerns, complaints and allegations with the assurance that they will be protected from reprisal or victimization for raising their concerns, complaints and allegations in good faith. This Policy is intended to promote ethical conduct in conjunction with the Trust’s Code of Business Conduct and Ethics.

For the purposes of this Policy, each matter regarding accounting, internal accounting controls, auditing or other financial matters that is the subject of a concern, complaint or submission under this Policy is referred to as an “Accounting Irregularity.”

2. No Retaliation

This Policy is intended to encourage and enable Employees to raise serious concerns within the Trust rather than seeking resolution outside the Trust.

The Trust will not retaliate against any Employee for reporting a suspected Accounting Irregularity in good faith and any Employee or agent of the Trust who retaliates against another Employee who has reported a suspected Accounting Irregularity in good faith is subject to discipline up to and including termination of employment.

This means that the Trust and its Employees will not penalize, discharge, demote, suspend, threaten, harass, transfer to an undesirable assignment or location, or otherwise discriminate against any Employee for reporting any suspected Accounting Irregularity in good faith.

This protection extends to any Employee who provides information, including to any law enforcement agency, in relation to an investigation, including an internal investigation.

3. Reporting Suspected Accounting Irregularities

It is the responsibility of all Employees to report all Accounting Irregularities and suspected Accounting Irregularities in accordance with this Policy. The Trust maintains an open door policy and encourages Employees to share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an Employee's manager or any executive with whom he or she is comfortable speaking is in the best position to address an area of concern. However, if an Employee is i) not comfortable speaking with his or her manager or an executive or ii) not satisfied with their manager's or the executive's response, he or she is encouraged to speak with the chair ("**Chair**") of the Audit Committee of the Board of Trustees of the Trust (the "**Audit Committee**") (by electronic mail at auditcommitteechair@partnersreit.com or by mail or other means of delivery, addressed to the headquarters of the Trust at 249 Saunders Road, Unit #3, Barrie, Ontario, L4N 9A3, in a sealed envelope marked "Private and Strictly Confidential – Attention: Chair of the Audit Committee of Partners REIT").

If an Employee receives a report of a suspected Accounting Irregularity from an external source, the Employee is required to disclose the provided information to the Employee's manager, the Chief Financial Officer, or any executive with whom he or she is comfortable speaking.

Upon becoming aware of a concern or complaint about a suspected Accounting Irregularity, managers and executives of the Trust are required to report such suspected Accounting Irregularities to the Audit Committee, which has specific and exclusive responsibility to investigate all reported suspected Accounting Irregularities.

An Employee should contact a member of the Audit Committee directly in connection with any suspected fraud or securities law violations, or when that Employee is not satisfied or is uncomfortable with following the Trust's open door policy. Any member of the Audit Committee that receives such a report should notify the Chair of the Audit Committee about the report.

Complaints may also be submitted confidentially or anonymously, as described under "Confidentiality" below.

4. Acting in Good Faith

Anyone filing a complaint concerning a suspected Accounting Irregularity must be acting in good faith. For the purposes of this Policy, "good faith" means that an Employee reasonably believes that the information disclosed indicates a violation of the Policy or constitutes a suspected Accounting Irregularity and is not reporting the suspected Accounting Irregularity for personal gain or any ulterior motive.

Any allegations that prove not to have been made in good faith and which prove to have been made maliciously or with knowledge that they are false will be viewed as a serious disciplinary offence and will be subject to disciplinary action including the possible termination of office and employment.

5. Confidentiality

Complaints or submissions concerning a suspected Accounting Irregularity may be submitted on a confidential basis by the complainant or may be submitted anonymously. As required by applicable law, all confidential complaints or submissions will be kept confidential to the fullest extent possible, but the complainant should be aware that maintaining confidentiality may make it difficult to conduct an adequate or complete investigation. Any manager, executive or Audit Committee member who receives an anonymous complaint is required to report such complaint to the Chair of the Audit Committee for investigation in accordance with this Policy. The Trust shall not make any effort, or tolerate any effort made by management or any other person or group, to ascertain the identify of any person who makes a report of a suspected Accounting Irregularity.

The Audit Committee will ensure that anyone enlisted to conduct an investigation will be a person not directly involved in the matter related to the Accounting Irregularity.

6. Handling of Reported Suspected Accounting Irregularities

Upon receipt of a report about a suspected Accounting Irregularity, the Chair of the Audit Committee will immediately notify the full Audit Committee about the report and, unless the report is made anonymously, the Chair of the Audit Committee will notify the complainant and acknowledge receipt of the reported suspected Accounting Irregularity within five business days.

The Audit Committee is responsible for promptly reviewing, investigating (where it is determined further investigation is required) and resolving each report referred to the Audit Committee, regardless of whether the report was received openly, confidentially, by an Employee or from an external source. Appropriate corrective action will be taken if warranted by the investigation. In reviewing any report, the Audit Committee may, in its discretion, consult with any trustee, officer or employee of the Trust who is not the subject of the allegation and who may have knowledge which would assist the Audit Committee.

In the event the Audit Committee determines an investigation is warranted, the Audit Committee will oversee all investigations of suspected Accounting Irregularities, but where appropriate, may delegate the execution of investigations hereunder to Employees or external parties, provided that all persons involved in any such investigation will comply with the terms of this Policy and applicable law. In executing its responsibilities hereunder, the Audit Committee will be entitled to use any corporate or external resource that it deems necessary to fulfill its duties hereunder.

At any time during a review and/or investigation of a report of an Accounting Irregularity, the Chair of the Audit Committee may notify the Trust's legal counsel or external auditors of the receipt of such report and/or the progress or results of any review and/or investigation of the report and will provide such level of detail as may be necessary to allow for appropriate consideration by such persons of the Trust's ongoing disclosure obligations, including with regard to any required officer certificates.

The Trust will retain records of reports of suspected Accounting Irregularities received by the Audit Committee, together with a summary of the investigation process and the status or disposition of the complaint, for a period of no less than ten years as a separate part of the records of the Audit Committee, which records will be reviewed by the Audit Committee semi-annually.