

**CANADIAN APARTMENT PROPERTIES
REAL ESTATE INVESTMENT TRUST
INVESTMENT COMMITTEE CHARTER**

Section 1 Purpose.

The Investment Committee (the “**Committee**”) is a committee of the Board of Trustees (the “**Board of Trustees**” or the “**Board**”) of Canadian Apartment Properties Real Estate Investment Trust (the “**Trust**”). Its primary function is to assist the Board of Trustees in fulfilling its applicable responsibilities to the Trust, by:

- except as otherwise delegated by the Board of Trustees, reviewing all investment and disposition proposals for the Trust;
- where the approval of the Board of Trustees is required, recommend to the Board of Trustees approval or rejection of proposed transactions by the Trust (including acquisitions and dispositions of investments by the Trust); and
- where the approval of the Committee is required, approve or reject proposed transactions by the Trust (including acquisitions and dispositions of investments by the Trust).

Section 2 Composition and Meetings.

- 1) The Board of Trustees shall elect annually from among its members a committee to be known as the “Investment Committee” to be composed of not less than three trustees, a majority of whom are Independent Trustees (as defined in the Declaration of Trust) and not officers or employees of the Trust or of any of its affiliates, and each of whom shall have had at least 5 years of substantial experience in the real estate industry.
- 2) No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by a resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum provided that if the number of members of the Committee is an even number one half of the number of members plus one shall constitute a quorum and provided further that a majority of the members present are Independent Trustees.
- 3) Any member of the Committee may be removed or replaced at any time by the Board of the Trustees and shall cease to be a member of the Committee upon

ceasing to be a trustee. Subject to the foregoing, each member of the Committee shall hold such office until the next annual meeting of unitholders after his or her election as a member of the Committee.

- 4) Where for any reason a member of the Committee is disqualified from voting on or participating in a decision, any other Independent and disinterested trustee not already a member of the Committee may be designated by the trustees to act as an alternate.
- 5) The Committee will meet as many times as is necessary to carry out its responsibilities. Meetings will be at the call of the Chairman. Notwithstanding the foregoing, any member of the Committee may call a meeting of the Committee upon not less than 48 hours notice.
- 6) The Committee may delegate any or all of its functions to any of its members or any sub-set thereof, or other persons, from time to time as it sees fit.
- 7) The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board of Trustees may from time to time determine.

Section 3 General Role.

The Committee should:

- (a) Determine the agenda items for its meetings;
- (b) Review this Charter and recommend to the Board and the trustees changes to this Charter, as considered appropriate from time to time;
- (c) Review the public disclosure regarding the Committee required from time to time by applicable Canadian securities laws; and
- (d) Report to the Board on the business conducted at meetings and any material decision reached by the Committee.

Section 4 General.

- 1) Notwithstanding the foregoing and subject to applicable law, nothing contained in this Charter is intended to require the Committee to ensure the Trust's compliance with applicable laws or regulations.
- 2) Notwithstanding the appointment of the Committee and the granting of any authority, the Trustees may consider and approve or disapprove any matter which the Committee has the authority to consider or approve.

- 3) The Committee is a committee of the Board of Trustees and it is not and shall not be deemed to be an agent of the Trust's unitholders for any purpose whatsoever. The Board of Trustees may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively. No provision contained herein is intended to give rise to civil liability to securityholders of Trust or any other liability whatsoever.
- 4) The duties of the Committee may be changed from time to time by the Trustees and shall be subject to such authority as may be delegated from time to time to officers of the Trust without requiring the approval of or review by the Trustees or the Committee.

Approved by the Board of Trustees February 24, 2010