

# CHARTER REAL ESTATE INVESTMENT TRUST



9th Floor, 100 University Avenue  
Toronto, Ontario M5J 2Y1  
www.computershare.com

**Security Class**

**Holder Account Number**

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**Form of Proxy - Annual and Special Meeting of Unitholders of Charter REIT (the "Trust") to be held on June 30, 2010**

**This Form of Proxy is solicited by and on behalf of management of the Trust ("Management").**

## **Notes to proxy**

1. Every holder has the right to appoint another person or company of their choice, who need not be a unitholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the box provided on the reverse side of this proxy and cross out the names of the persons designated by Management.
2. The securities represented by this proxy will be voted as directed by the holder on the reverse side of this proxy, and, if such a direction is not given in respect of any matter, this proxy will be voted FOR each resolution as recommended by Management.
3. The securities represented by this proxy will be voted for, against or withheld from voting, in accordance with the instructions of the holder on any ballot that may be called for and, if the holder has specified a choice on the reverse side of this proxy with respect to any matter to be acted on, the securities will be voted accordingly.
4. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered owners should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
5. This proxy should be signed in the exact manner as the name appears on the proxy.
6. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the accompanying Notice of Annual and Special Meeting and Management Information Circular (collectively, the "Circular"), and other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the Circular provided by Management.
9. Whether or not you anticipate attending the meeting in person, kindly fill in and sign this proxy and return it in the envelope provided. Please note that a proxy may only be executed by you or your attorney authorized in writing. If you wish to be represented by proxy at the meeting or any adjournment thereof, you must, in all cases, return the completed proxy in accordance with the instructions contained in the Circular.
10. The undersigned hereby acknowledges receipt of the Notice of Annual and Special Meeting of Unitholders of Charter Real Estate Investment Trust and the Management Information Circular, each dated June 2, 2010 and furnished herewith.

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**Proxies submitted must be received by 2:30 pm, Eastern Time, on June 28, 2010.**



## Appointment of Proxyholder

I/We being holder(s) of Charter Real Estate Investment Trust ("Charter") hereby appoint: Janet Graham or failing this person, John van Haastrecht

OR

Print the name of the person you are appointing if this person is someone other than Management's Nominees listed herein.

as my/our proxyholder with full power of substitution, to attend, act and vote for me/us and on my/our behalf in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual and Special Meeting (the "Meeting") of the unitholders of Charter to be held at the Novotel Toronto North York Hotel, on Wednesday, June 30, 2010, at 2:30 pm (Toronto time) and at any adjournment thereof and at every poll that may take place as a consequence thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For

Withhold

### 1. Election of Trustees

Vote FOR or WITHHOLD from voting for the election of trustees of Charter as more particularly described in the accompanying Notice of Annual and Special Meeting and Management Information Circular (collectively, the "Circular").

For

Withhold

Fold

### 2. Appointment of Auditors

Vote FOR or WITHHOLD from voting for the appointment of Deloitte & Touche LLP as auditors of Charter for the ensuing year and the authorization of the trustees to fix the auditor's remuneration as more particularly described in the accompanying Circular.

For

Against

### 3. Ordinary Resolution

Vote FOR or AGAINST the approval of Charter's unit option plan as more particularly described in the accompanying Circular.

For

Against

### 4. Special Resolution

Vote FOR or AGAINST the approval of certain amendments to Charter's declaration of trust as more particularly described in the accompanying Circular.

## Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

DD / MM / YY

**Interim Financial Statements** - Mark this box if you would like to receive interim financial statements and accompanying Management's Discussion and Analysis by mail.

**Annual Report** - Mark this box if you would like to receive the Annual Report and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at [www.computershare.com/maillinglist](http://www.computershare.com/maillinglist).



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