

**CHARTER OF THE CORPORATE GOVERNANCE
AND NOMINATING COMMITTEE
of the
BOARD OF DIRECTORS
of
STRAWBERRY FIELDS REIT, INC.**

Purposes

The Corporate Governance and Nominating Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Strawberry Fields REIT, Inc. (the “*Company*”) (a) identifies individuals qualified to become Board members, consistent with criteria approved by the Board, (b) recommends that the Board select the director nominees for the next annual meeting of shareholders, (c) develops and recommends Board members to the Board for committee membership, (d) develops and recommends to the Board corporate governance principles applicable to the Company, and (e) oversees the evaluation of the Board and Board Committees.

Composition

Size. The size of the Committee shall be determined by the Board, subject to any requirements or limitations in the Company’s articles of incorporation or by-laws. The Board believes that the Committee should always have at least three members.

Qualifications. Each Committee member shall be “independent” in accordance with applicable law, including the rules and regulations of the Securities and Exchange Commission (“SEC”) and the qualification requirements for the OTCQX, as such rules and requirements are interpreted by the Board in its business judgment, subject to the exceptions permitted under such rules.

Selection. The Board selects Committee members based on recommendations of the Committee. The Board will select a Committee Chair from among the Committee members. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

Duties and Responsibilities

The Committee has the following duties and responsibilities:

1. Identify New Director Candidates. The Committee shall identify individuals qualified to become Board members and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee shall consider such factors as it deems appropriate, consistent with criteria approved by the Board. These factors may include judgment, skill, diversity, integrity, experience with businesses and other organizations of comparable size, the interplay of the candidate’s experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.

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2. Stockholder Recommendations. The Committee shall review and evaluate director nominations as well as any recommendations relating to corporate governance issues submitted by the Company's stockholders, including reviewing the qualifications and making recommendations to the Board regarding director nominations submitted by the Company's stockholders.
3. Oversee Evaluations of the Board. The Committee shall oversee the evaluation of the Board's overall performance in accordance with the Company's corporate governance guidelines.
4. Evaluate Incumbent Directors. The Committee shall evaluate whether an incumbent director should be nominated for re-election to the Board based on criteria established by the Committee and the Board's overall performance evaluation. The Committee will also consider any significant change in the director's status, including changes that impact his or her job responsibility or primary employer, and any failure to meet the criteria for nomination or re-election to the Board.
5. Develop Corporate Governance Guidelines. The Committee may, but is not required to, develop and recommend to the Board corporate governance guidelines applicable to the Company. If developed, recommended and adopted, at least annually, the Committee shall review those guidelines and recommend changes, as appropriate.
6. Assist in Succession Planning. The Committee shall assist the Board in evaluating potential successors to the Company's Chairperson, Chief Executive Officer, as well as with the annual review and recommendation to the Board of Directors of the Management Succession Plan.
7. Supervise Director Candidates Interviews, and new Directors orientation and trainings. The Committee shall supervise the interviews of director candidates. The Committee shall oversee an orientation program to familiarize new directors with the Company's business and operations, including its reporting structure, strategic plans, significant financial, accounting and risk issues, compliance programs and policies, management team, and external auditors. The Committee shall also oversee ongoing director trainings and continuing education programs.
8. Monitor Director Independence. The Committee shall monitor that all directors categorized as independent meet the independence criteria of OTCQX qualification requirements, and report to the Board any relevant changes. The Committee shall also review and recommend to the Board director independence determinations made with respect to continuing and prospective directors.
9. Review Possible Conflicts of Interest. The Committee shall consider possible conflicts of interest of Board and Executive Management Committee members and make recommendations to prevent, minimize, or eliminate such conflicts of

interest. The Committee shall also review and approve any offers to Directors or Executive Management Committee members of directorships in any outside organization (excluding non-profit organizations) that has or desires to have a business relationship with the Company, or to any outside institution within the financial services industry.

10. Recommendations to the Board. The Committee shall make recommendations regarding the appropriate size and effectiveness of the Board in fulfilling its obligations to the Company and its stockholders. The Committee shall also make recommendations to the Board regarding (a) the structure, charter and composition of Board Committees, (b) the qualifications, appointment and removal of the members of Board Committees, and (c) the functions of the standing Board Committees, including the creation and elimination of Board Committees.
11. Code of Ethics. The Committee shall also review, at least annually, the Code of Ethics, and recommend changes to the Board, as appropriate.
12. Board Reports. At least annually, the Committee shall report its activities to the Board and in such manner and at such times as the Committee or the Board deems appropriate.
13. Other Delegated Duties or Responsibilities. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Meetings

The Committee shall meet, in person or telephonically, four times a year and as frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair shall, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members selected by the Board shall constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law, the Company's articles of incorporation or its by-laws. The Committee may also take any action permitted hereunder by unanimous written consent. The Committee Chair will supervise the conduct of the meetings and shall have other responsibilities which the Committee may designate from time to time.

The Committee may request any officer or other employee of the Company, or any representative of the Company's legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee.

Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee or a member of the Committee.

Resources and Authority

The Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee. The Committee shall have the sole authority to retain and terminate any search firm to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.

Annual Review

At least annually, the Committee shall (a) review this Charter and recommend any changes to the Board and (b) evaluate its performance against the requirements of this Charter and review this evaluation with the Board.