

RMR MORTGAGE TRUST
(the “Trust”)

CHARTER OF THE NOMINATING COMMITTEE

ADOPTED/AMENDED:

Refer to Master Schedule contained in Trust’s Compliance Manual.

I. COMPOSITION

The Nominating Committee (the “Committee”) of the Trust shall have three or more members, each of whom shall be a member of the Board of Trustees of the Trust (the “Board”) who is not deemed to be an “interested person” (as such term is defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the “1940 Act”)) of the Trust (the “Disinterested Trustees”). The members of the Committee shall be elected by the Board and vacancies on the Committee shall be filled as provided in the Trust’s Bylaws, as they may be amended from time to time. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Although the investment advisor, other Board members, or shareholders, may submit suggested candidates for Disinterested Trustees to the Committee, neither the Committee nor the Disinterested Trustees as a group shall consider those candidates on a preferential basis as opposed to other possible candidates. Any shareholder of the Trust may submit the name of a candidate for consideration by the Committee by submitting a written notice to the Trust’s secretary and the Chair of the Committee in accordance with the provisions of the Trust’s Declaration of Trust and Bylaws, as each may be amended from time to time (the “Governing Documents”). The Trust’s secretary will forward any such written notice to the Committee promptly upon receipt. A shareholder seeking to nominate an individual (or individuals) for election to the Board must make such nomination in accordance with applicable provisions of the Trust’s Governing Documents.

II. PURPOSE

The primary functions of the Committee are to: (i) identify individuals qualified to become Disinterested Trustees and to select the Disinterested Trustee nominees for each annual meeting of shareholders or when vacancies occur; (ii) identify individuals qualified to become Board members who would not be Disinterested Trustees and recommend that the Board nominate such individuals for election as Board members at each annual meeting of shareholders or when vacancies occur; and (iii) consider recommendations from shareholders with respect to nominations of persons for election to the Board.

III. RESPONSIBILITIES AND DUTIES – BOARD NOMINATIONS

The Committee shall determine, or assist the Board in determining, the desired experience, diversity, mix of skills, attributes and other criteria and qualities appropriate for Board membership, including any specific minimum qualifications and specific qualities or skills that each Board member must possess. The Committee shall evaluate candidates’ qualifications for Board membership, and their independence from the Trust’s investment adviser and other

principal service providers, and shall (i) in the case of Disinterested Trustees, select Disinterested Trustee nominees, and (ii) in the case of potential Board members who are not Disinterested Trustees, make recommendations to the Board with respect to such nominees. Persons selected as Disinterested Trustee nominees must not be “interested persons,” as defined in the 1940 Act, of the Trust. The Committee shall also consider the effect of any relationship beyond those delineated in the 1940 Act that might impair the independence of a prospective Disinterested Trustee (e.g., business, financial or family relationships with the investment advisor or its affiliates). In determining nominees’ qualifications for Board membership, the Committee may consider such other factors as it may determine to be relevant to fulfilling the role of being a member of the Board. The Committee shall ensure that the composition of the Board and its committees complies with any applicable law and the requirements of any stock exchange on which the shares of the Trust are listed for trading.

The Committee shall periodically review the composition of the Board to determine whether it may be appropriate to add individuals with different backgrounds or skills from those already on the Board. The Committee shall also periodically review and assess the Board’s leadership structure and recommend any proposed changes to the Board. In addition, the Committee shall periodically review the size of the Board and recommend to the Board any changes it may consider appropriate.

To be considered by the Committee, shareholder recommendations with respect to nominations of persons for election to the Board must be made in accordance with the provisions of the Trust’s Governing Documents. A shareholder seeking to nominate an individual (or individuals) for election to the Board must make such nomination in accordance with applicable provisions of the Trust’s Governing Documents.

The Committee may conduct or authorize investigations into or studies of matters within the Committee’s scope of responsibilities, and may retain, at the Trust’s expense, such independent counsel or other consultants or advisers as it deems necessary. Without limiting the generality of the foregoing, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify Disinterested Trustee candidates and shall have sole authority to approve the search firm’s fees and other retention terms. Without limiting the generality of the foregoing, the Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors in connection with its responsibilities and duties under this Charter at the expense of the Trust.

IV. RESPONSIBILITIES AND DUTIES – COMMITTEE NOMINATIONS

The Committee may make recommendations to the Board for memberships on all committees of the Trust and shall review Board committee assignments as necessary.

The Committee shall review as necessary the responsibilities of any committee of the Board, whether there is a continuing need for each committee, whether there is a need for additional committees, and whether committees should be combined or reorganized. The Committee shall make recommendations for any such action to the full Board.

V. GENERAL PROVISIONS

The Committee shall make regular reports to the Board.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

The Committee shall perform such other duties as the Board may assign to it from time to time.

1. It is expected that the Committee will meet at least once a year or more frequently as the circumstances require.
2. The Chair of the Committee is delegated the authority and responsibility to determine whether to approve requests of trustees for reimbursement of their out of pocket costs for attending continuing education programs, provided that any such request for reimbursement made by the Chair must instead be approved by a member of the Committee other than the Chair. In addition, in instances where the Chair is unavailable, as determined in good faith by the other members of the Committee, any such approval may instead be made by another member of the Committee other than the trustee who is requesting such reimbursement. Determinations as to whether to approve such a request for reimbursement shall be made in the discretion of the applicable Committee member authorized to make such determination pursuant to this item. The amount of such costs that may be approved for reimbursement for such programs shall be limited to the trustee's out of pocket costs of attendance, including program enrollment fees, travel and lodging, as appropriate.
3. The Committee is by this Charter delegated the powers of the Board necessary to carry out its purposes, responsibilities and duties provided in this Charter or reasonably related to those purposes, responsibilities and duties.
4. The Committee may form and delegate authority to subcommittees of one or more members when appropriate. Any subcommittee shall be subject to this Charter. The decisions of any subcommittees to which authority is delegated under this paragraph shall be presented to the full Committee at its next regularly scheduled meeting.