

UNDERTAKING

TO: THE ONTARIO SECURITIES COMMISSION

RE: OFFERING OF UNITS OF CHARTWELL SENIORS HOUSING REAL ESTATE INVESTMENT TRUST UNDER THE SHORT FORM PROSPECTUS DATED AUGUST 4, 2005

Terms not defined herein shall have the meanings as set out in the Securities Act (Ontario), as amended

Chartwell Seniors Housing Real Estate Investment Trust (the “Issuer”) hereby undertakes to the Ontario Securities Commission that:

- (a) in complying with its reporting issuer obligations, the Issuer will treat Chartwell Master Care LP (the “operating entity”) as a subsidiary of the Issuer; however, if generally accepted accounting principles prohibit the consolidation of financial information of the operating entity and the Issuer, and for as long as the operating entity (including any of its significant business interests) represents a significant asset of the Issuer, the Issuer will provide unitholders with separate financial statements for the operating entity (including information about any of its significant business interests);
- (b) for so long as the Issuer is a reporting issuer, the Issuer will take the appropriate measures to require each person who would be an insider of the operating entity if the operating entity were a reporting issuer to: (i) file insider reports about trades in units of the Issuer (including securities which are exchangeable into units of the Issuer) and (ii) comply with statutory prohibitions against insider trading; and
- (c) the Issuer will annually certify that it has complied with this undertaking and file the certificate on SEDAR concurrently with the filing of its annual financial statements.

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Dated this 4th day of August, 2005

**CHARTWELL SENIORS
HOUSING REAL ESTATE
INVESTMENT TRUST**

By: (signed) "Leslie Veiner"

Name: Leslie Veiner

Title: Chief Financial Officer