

Audit Committee of the Board of Directors Charter

CNL HEALTHCARE PROPERTIES, INC

PURPOSE

The primary purpose of the Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) in fulfilling its oversight responsibilities relating to: (a) the integrity of the financial reports and other financial information provided by CNL Healthcare Properties, Inc. (the “Company”) to the public; (b) the Company’s compliance with legal and regulatory requirements, (c) the systems of internal controls which management has established; (d) the performance of the Company’s internal audit function; (e) the independence, qualifications and performance of the Company’s independent auditor; (f) the Company’s auditing, accounting and financial reporting processes generally; and (g) the duties set forth below and such other responsibilities as may be delegated to the Committee by the Board from time to time. The Committee is responsible for appointment, compensation and oversight of the Company’s independent auditors and internal auditors who shall report directly to the Committee and are ultimately accountable to the Board and the Committee. Consistent with this function, the Committee should encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels.

COMPOSITION

The Committee shall be composed of three or more directors as determined by the Board, each of whom shall be “independent,” as such term is defined or construed from time to time in the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder (the “Exchange Act”) and other laws and regulations applicable to the Company and the Committee. In addition, all members of the Committee must possess the requisite financial knowledge and accounting or related financial management experience to fulfill their duties, and the Committee shall endeavor to include in its membership at least one member that qualifies as an “audit committee financial expert” as that term is defined or construed from time to time in the Exchange Act and other laws and regulations applicable to the Company and the Committee. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or an outside consultant.

Prior to approving a director’s appointment to the Committee, the Board shall have determined; (a) that such director satisfies the foregoing independence requirements; (b) in the exercise of its business judgment, that such director has the requisite financial and accounting knowledge to serve on the Committee; and (c) whether such director qualifies as an “audit committee financial expert.”

No member of the Committee shall simultaneously serve on the audit committee of more than two public companies (excluding service on the Audit Committee of the Company) unless the Board has

made a determination that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.

The Board, after consultation with the Chief Executive Officer of the Company (“CEO”), shall determine which directors should serve on the Committee and who shall serve as chairman of the Committee. In addition, from time to time as it sees fit, the Board, after consultation with the CEO, shall remove directors from the Committee or appoint additional directors to the Committee. If a chairman is not elected by the Board, the members of the Committee may designate a chairman by majority vote of the full Committee.

COMPENSATION

The chairman of the Committee and each member of the Committee shall be entitled to compensation for being the chairman and/or member of the Committee, as applicable, and for meeting attendance as such fees are established from time to time by the Board. Each member of the Committee shall be entitled to reimbursement for reasonable out-of-pocket expenses incurred by such member in attending meetings of the Committee and in performing his/her duties as a member of the Committee. No member of the Committee shall receive from the Company any compensation other than his/her fees for serving as a director and a member of the Committee or any other committee of the Board.

MEETINGS

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee should meet at least annually with management and the independent accountants in separate sessions to discuss any matters that the Committee or either of these groups believe should be discussed privately.

Meetings of the Committee may be called by the Secretary of the Company upon the request of the chairman of the Committee, the CEO, the Company’s principal financial officer or a majority of the members of the Committee. Except for the regular quarterly meetings of the Committee, notice of any meeting of the Committee shall be given in the manner provided for in the Bylaws of the Company for meetings of the Board and its committees.

The provisions set forth in the Company’s Bylaws for meetings of the Board and its committees shall govern the quorum and voting requirements for all meetings of the Committee.

The Committee shall be required to keep a record of its actions and proceedings and from time to time shall report to the Board such record and include recommendations for Board actions when appropriate.

As necessary or desirable, the chairman of the Committee may request that members of management, independent consultants, and representatives of the independent auditors be present at meetings of the Committee.

RESPONSIBILITIES AND DUTIES

The Committee's specific powers and responsibilities in carrying out its oversight role are delineated in the Audit Committee Powers and Responsibilities Checklist. The checklist will be updated annually to reflect changes in regulatory requirements, authoritative guidance, and evolving oversight practices. As the compendium of Committee powers and responsibilities, the most recently updated checklist will be considered to be an addendum to this charter and is attached hereto.

Additionally, this charter, including the most recently updated Audit Committee Powers and Responsibilities Checklist, is available on the Company's website at <http://www.cnlhealthcareproperties.com/>.

Audit Committee Powers & Responsibilities Checklist

CNL HEALTHCARE PROPERTIES, INC

		WHEN PERFORMED				
		Meetings				
		First Quarter	Second Quarter	Third Quarter	Fourth Quarter	A/N
A. Independent Auditors						
1.	In the sole discretion of the Committee, retain or terminate the Company's independent auditor and pre-approve all fees and terms of the audit engagement				X	
2.	Approve in advance all tax and non-audit services which may legally be provided to the Company by its independent auditor, including the fees and terms for such services in accordance with Section 10A(i) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations promulgated by the Securities and Exchange Commission (the "SEC") thereunder The chairman of the Committee shall have the right to pre-approve all such tax and non-audit services on behalf of the Committee and shall promptly advise the remaining members of the Committee of such approval at the next regularly scheduled meeting	X	X	X	X	X
3.	Meet with the independent auditor to review the scope of the annual audit and the audit procedures to be utilized.				X	
4.	At the conclusion of the audit, review such audit, including any comments or recommendations of the independent auditor. The review will cover any audit problems or difficulties encountered by the independent auditors and management's response to those items. Items to be reviewed would include: any restrictions on the scope of the independent auditor's activities or on access to requested information, any significant disagreements between the independent auditor and management, any accounting adjustments that were noted or proposed by the independent auditor, but were passed (as immaterial or otherwise); any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company, and management's responses to such letters; any reportable control deficiencies identified during Sarbanes-Oxley Section 404 testing; and relevant current accounting rules and developments.	X				
5.	Review with the independent auditor and the Company's financial management the adequacy and effectiveness of the Company's internal accounting and financial controls, and management's report on any significant deficiencies in internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data and report on any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls	X	X	X	X	X

		WHEN PERFORMED				
		Meetings				
		First Quarter	Second Quarter	Third Quarter	Fourth Quarter	A/N
6.	Obtain and review, at least annually, a report by the independent auditor describing the auditor's internal quality-control procedures, and any material issues raised by the most recent internal quality-control review or peer review of the auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditor and any steps taken to deal with any such issues				X	
7.	Review with the Company's financial management and the independent auditor at least annually the Company's critical accounting policies and practices and significant accounting judgments and estimates	X				X
8.	Confirm quarterly that the Company's independent auditor has no conflict of interest with the Company under Section 10A(l) of the Exchange Act and the rules and regulations of the SEC promulgated thereunder	X	X	X	X	
9.	Review the annual written statement from the independent auditor delineating all relationships between the independent auditor and the Company, and discussing any relationships which may impact the continued objectivity and independence of the independent auditors				X	
10.	Evaluating the independent auditor and the lead audit partner on an annual basis, taking into account the opinions of the Company's management and internal auditors or others performing similar functions	X				
11.	As required by the SEC, every five years there should be regular rotation of the lead audit partner or the independent auditor.	X				
12.	Report the Committee's conclusions to the full Board with respect to the independent auditor's qualifications, performance and independence	X				X

		WHEN PERFORMED				
		Meetings				
		First Quarter	Second Quarter	Third Quarter	Fourth Quarter	A/N
B. Annual and Quarterly Financial Results and Statements and Public Announcements of Financial Information						
1.	<p>Review the annual and quarterly financial results and statements, including the disclosure in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” with management and the independent auditors prior to any filing with the SEC. The review will include the following items:</p> <ul style="list-style-type: none"> ⇒ any material accounting issues identified by management or the independent auditor and their impact on the financial statements ⇒ any audit problems or difficulties encountered by the independent auditor and management’s response to those items ⇒ the independent auditor’s evaluation of the quality of the disclosure and the content of the financial statements ⇒ any changes in accounting principles and significant judgments and estimates ⇒ the effect of any regulatory and accounting initiatives, such as off-balance sheet activities, on the financial statements ⇒ any related party transactions ⇒ any pending litigation and other contingent liabilities ⇒ all off-balance sheet arrangements that either have, or are reasonably likely to have a current or future effect on financial condition, results of operations, liquidity, capital expenditures, capital resources or significant components of revenue or expenses ⇒ the report of the independent auditor required by Section 10A(k) of the Exchange Act and the rules and regulations of the SEC promulgated thereunder, including the critical accounting policies and practices used, all alternative methods of financial accounting within GAAP that have been discussed with management, the treatment preferred by the independent auditor, and other material written communications with management ⇒ other matters required to be communicated by the independent auditor to the Committee under generally accepted auditing standards 	X	X	X	X	
2.	<p>Review, prior to announcement or distribution to analysts or rating agencies, Company earnings releases and earnings guidance for the purpose of ensuring that such press releases and guidance properly disclose financial information presented in accordance with GAAP and, to the extent pro forma information or non-GAAP financial measures are included, adequately disclose how such pro forma information or non-GAAP financial measure differs from the comparable GAAP information and that such pro forma information or non-GAAP financial measure is not given undue prominence, and to ensure that such press releases and guidance do not otherwise provide misleading presentations of the Company’s results of operations or financial condition</p>	X	X	X	X	

		WHEN PERFORMED				
		Meetings				
		First Quarter	Second Quarter	Third Quarter	Fourth Quarter	A/N
C. Other Reports and Certifications						
1.	Report to the entire Board, annually, or more often as deemed necessary, on the activities and findings of the Committee, including its recommendation on inclusion of the Company's audited financial statements into the Company's Annual Report on Form 10-K	X				X
2.	Prepare the annual report of the Committee's oversight responsibilities for inclusion in the Company's annual proxy statement	X				
3.	Review the Company's proxy statement disclosure concerning the independence of the members and the charter of the Committee	X				
4.	Include a copy of the Committee charter and most recent checklist as an appendix to the proxy statement at least once every three years					X
D. Internal Audit Function						
1.	Oversee the internal audit function, including the retention, evaluation and termination of the internal auditor and the approval of all fees and terms of engagement					X
2.	Meet with the internal auditor to review results of the annual risk assessment and develop the annual internal audit plan				X	
3.	Meet, at least annually, with the internal auditor to review the results of the work performed, the adequacy and effectiveness of the controls tested, and any recommendations or problems encountered and management's response to those items				X	
4.	Report the Committee's conclusions to the full Board with respect to the performance of the independent audit function	X				
E. Other Powers and Responsibilities						
1.	Review with management, the independent auditor and the internal auditors significant risks or exposures, discussing guidelines and policies to govern this process and assessing steps management has taken to minimize such risks to the Company				X	X
2.	Review the Company's REIT regulatory compliance	X	X	X	X	
3.	Review and/or reassess the Committee charter and checklist periodically, at least annually, and amend the charter and checklist as conditions dictate	X				X
4.	Obtain advice and assistance from outside legal, accounting or other advisors, as appropriate. The Committee has full power and authority to retain, at the Company's expense, such outside legal, accounting and other advisors as the Committee deems necessary or appropriate					X
5.	Meet separately, periodically, with each of management, with those responsible for internal audit function and with the independent auditors, to identify issues warranting Committee attention					X

6.	Establish, and review on a periodic basis, procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting and auditing matters and investigate any matter relating thereto, with full access to all of the Company's books, records, facilities and personnel	X					X
7.	Review and approve any transactions involving a potential conflict of interest directly or indirectly between the Company or affiliates of the Company, on the one hand, and the Company's officers, directors and employees, on the other hand.						X
8.	Review, as deemed necessary, the results of the audits of directors' and officers' expense accounts and management perquisites, including their use of the Company's assets.						X
9.	Review with management and the independent auditors, on an annual basis, the results of the monitoring of compliance with the Company's Code of Conduct.		X				
10.	Meet quarterly with the Company's principal financial officer to ascertain the ability of the officer and the CEO to sign the certifications required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002, including the reports of the effectiveness of disclosure controls and procedures and any changes in internal controls as well as discuss management's assessment of internal controls and compliance with Section 404	X	X	X	X		
11.	Review, as deemed necessary, the independence status prior to hiring former employees or employees of the independent auditors						X
12.	Conduct an evaluation of the Committee's performance on an annual basis		X				
13.	Review and approve significant accounting policies on an annual basis. Consider and approve, as appropriate, major changes to the Company's auditing and accounting principles and practices as suggested by the independent public accountant, management or the personnel responsible for the internal audit functions.	X					
14.	Review any disclosures provided by the CEO or CFO regarding significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data.	N/A					

15.	Review and approve the decision by the Company, and its subsidiaries, to enter into swaps, as defined in Section 1a(47) of the Commodity Exchange Act and applicable regulations and rules (“Swaps”).			X		
16.	Review and approve the decision by the Company, and its subsidiaries, to enter into Swaps that are exempt from the requirements of section 2(h)(1) and 2(h)(8) of the Commodity Exchange Act (“Exempt Swaps”), pursuant to section 2(h)(7) of the Commodity Exchange Act and applicable regulations and rules (the “End-User Exception”). The Committee must set appropriate policies governing use of Swaps, Exempt Swaps, and the End-User Exception by the Company, and its subsidiaries. The Committee must review and approve the decision to use Exempt Swaps, and the policies governing the use of Exempt Swaps, at least annually or more often upon a triggering event, including but not limited to a change in the Company’s hedging policy.			X		