STRATEGIC STUDENT & SENIOR HOUSING TRUST, INC.

WHISTLEBLOWER POLICY

Amended as of June 11, 2020

Strategic Student & Senior Housing Trust, Inc., a Maryland corporation (the "**Company**"), has adopted this policy to encourage (each of the following referred to as a "**Reporting Person**") (a) employees, if any, officers and directors of the Company, (b) employees and officers of the advisor to the Company, SSSHT Advisor, LLC (the "**Advisor**"), and its affiliates, (c) employees, if any, of the Company's subsidiaries and other affiliates whose financial information is included in the Company's consolidated financial statements, and (d) employees of any other Company-affiliated entity which enters into contractual relationships with the Company to report to responsible persons possible (i) violations of law, including the securities laws, (ii) accounting irregularities, and (iii) other suspected wrongdoing, including their own, which in any way may affect the Company or the properties owned by the Company. The goal of this policy is to discourage illegal activity and business conduct that damages the Company's good name, business interests, and its relationships with officers and directors, stockholders, broker-dealers, real estate professionals, suppliers, tenants, and the community at large. While the Company does not encourage frivolous complaints, it does want to encourage Reporting Persons who know of a Harmful Violation (defined below) or potentially what is reasonably believed to be a Harmful Violation, to contact a representative of the Company through one of the methods contained in this policy. A "Harmful Violation" includes the following:

1. violations of law which in any way may affect the Company or the properties owned by the Company, including any rule or regulation of the Securities and Exchange Commission, federal laws related to fraud against the stockholders of the Company, and the laws and regulations of any jurisdiction in which the Company operates;

2. fraud or deliberate error in the preparation, evaluation, review, or audit of any of the Company's financial statements;

3. fraud or deliberate error in the recording and maintaining of the Company's financial records;

4. deficiencies in or noncompliance with the Company's internal accounting controls;

5. misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the Company's financial records, financial reports, or audit reports;

6. deviation from full and fair reporting of the Company's financial condition;

7. any other matter that, in the good faith belief of any Reporting Person, could cause harm to the business or public reputation of the Company;

8. any attempt to conceal a potential Harmful Violation or to conceal evidence of a potential Harmful Violation; or

9. any retaliation for any report, complaint, allegation, or other disclosure made pursuant to this policy (a "**Disclosure**").

1. Purpose of the Policy

The Company has adopted this policy to:

(a) set forth the procedures established by the Audit Committee of the Board of Directors of the Company for:

i. the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

ii. the confidential, anonymous submission by Reporting Persons of concerns regarding questionable accounting or auditing matters;

(b) cause Harmful Violations to be disclosed before they can disrupt the business or operations of the Company, or lead to serious loss;

(c) promote a climate of accountability; and

(d) ensure that no Reporting Person should feel at a disadvantage in raising legitimate concerns.

This policy provides a means whereby a Reporting Person can safely raise, internally and at a higher level, serious concerns and disclose information that the Reporting Person believes in good faith is or could cause a Harmful Violation. This policy does not apply to all grievances, such as those related to terms of employment or those concerns that are specifically addressed by existing policies of the Company relating to discriminatory harassment, and any such other grievances not specifically covered by this policy shall be handled in the manner stated in such other existing policies.

2. Reporting Persons Protected

This policy and the related procedures offer protection from retaliation to a Reporting Person, who makes any Disclosure with respect to matters that are, or could reasonably give rise to, Harmful Violations, provided the Disclosure is made:

- In good faith (as defined below);
- In the reasonable belief of the individual making the Disclosure that the conduct or matter covered by the Disclosure could give rise to or has resulted in a Harmful Violation; and
- Pursuant to the procedures contained below.

No complaint that satisfies these conditions shall result in any retaliation or threat of retaliation against the Reporting Person by the Company or any director, officer, employee, if any, contractor, subcontractor, or agent of the Company. Any acts of retaliation against a Reporting Person shall be treated by us as a serious violation of Company policy and could result in discharge.

Accordingly, any Reporting Person who, in good faith, makes a Disclosure pursuant to this policy with respect to a Harmful Violation or potential Harmful Violation shall be protected from any retaliation by the Company. "Good faith" as used herein means that the Reporting Person has a reasonably held belief that the Disclosure made by the Reporting Person is true and has not been made for personal gain, for malicious or frivolous reasons, or for any ulterior motive.

Any Reporting Person who feels that he or she has been subjected to retaliation in violation of this policy should immediately report such behavior in accordance with the procedures set forth in this policy.

The Company notes that the Sarbanes-Oxley Act of 2002 (the "**Sarbanes-Oxley Act**") provides certain legal protection to employees who provide information in investigations, including internal investigations into certain types of violations of the securities laws and regulations or who file proceedings relating to similar violations. Under these laws, the Company and its officers, directors, employees, if any, contractors, subcontractors, and agents are prohibited from discharging, demoting, suspending, threatening, harassing, or in any other manner discriminating against an employee in connection with the terms and conditions of his or her employment because of any lawful act done by such employee to provide information, cause information to be provided, or otherwise assist an investigation regarding conduct which such employee reasonably believes constitutes a violation of any rule of the Securities and Exchange Commission or any other provision of federal law relating to fraud against the stockholders of the Company.

3. Confidentiality of Disclosure

The Company will use its best efforts to treat all Disclosures by Reporting Persons as confidential and privileged to the fullest extent permitted by law so long as maintaining such confidentiality and privilege is compatible with a fair investigation. The Company will exercise particular care to keep confidential the identity of any Reporting Person making a Disclosure under this procedure until a formal investigation is undertaken. Thereafter, the identity of the Reporting Person making the Disclosure may be kept confidential, if requested, unless (a) such confidentiality is incompatible with a fair investigation, (b) there is an overriding reason for identifying or otherwise disclosing the identity of the Reporting Person, or (c) such disclosure is required by law. In any such instance, the Reporting Person making the Disclosure will be so informed in advance of the Reporting Person being identified with the Disclosure. Where disciplinary proceedings are invoked against any individual following a Disclosure under this procedure, the Company will normally require the name of the Reporting Person making the Disclosure to be disclosed to the person subject to such proceedings. In addition, the person making the Disclosure confidentially should be advised that his or her identity will be disclosed if, after the investigation, it is reasonably determined that the Disclosure was made maliciously or recklessly.

While the Company encourages individuals to put their name to any Disclosure they make, any Reporting Person may make an anonymous Disclosure. In responding to an anonymous Disclosure, the Company will pay due regard to fairness to any individual named in the Disclosure, the seriousness of the issue raised, the credibility of the information or allegations in the Disclosure, and the prospects of an effective investigation and discovery of evidence.

Investigations will be conducted as quickly as possible, taking into account the nature and complexity of the Disclosure and the issues raised therein.

4. Unsubstantiated Allegations

If a Reporting Person makes a Disclosure in good faith pursuant to this policy and any facts alleged are not confirmed by subsequent investigation, no action will be taken against the Reporting Person. In making a Disclosure, all individuals should exercise due care to ensure the accuracy of the information disclosed. Reporting Persons making a Disclosure that is determined to be without substance and to have been made for personal gain or for malicious or frivolous reasons will not be protected by this policy.

Where alleged facts disclosed pursuant to this policy are not substantiated, the conclusions of the investigation will be made known both to the Reporting Person who made the Disclosure and to the person(s) against whom any allegation was made in the Disclosure.

5. Follow-Up

A detailed report of all substantive Disclosures and any subsequent actions taken in response thereto will be made to the Audit Committee in instances where the Disclosure relates to an issue or matter within its purview. In all other cases, a summary report will be made to the Audit Committee.

The conclusion of any investigation will be communicated to the person or persons against whom the Disclosure is made and to the Reporting Person.

6. Procedures for Submission of Complaints or Concerns Regarding Financial Statement Disclosures, Accounting, Internal Accounting Controls, or Auditing Matters

Section 301 of the Sarbanes-Oxley Act requires the Audit Committee of the Company to establish procedures for: (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters ("**Accounting Matters**"); and (b) the submission by employees of the Company and others, on a confidential and anonymous basis, of concerns regarding questionable Accounting Matters. In the event a Reporting Person makes a Disclosure of a Harmful Violation relating to an Accounting Matter, the Chairman of the Audit Committee shall follow the procedures set forth in this Section 6.

6.1. Any Reporting Person may submit, on a confidential, anonymous basis if the Reporting Person so desires, any concerns regarding Accounting Matters to the Audit Committee Chairman by (i) submitting a completed Complaint Form in the form attached as Exhibit "A" to this policy to the address below; (ii) utilizing the EthicsPoint secure web portal located at www.smartstopassetmanagement.ethicspoint.com; or (iii) dialing toll-free 1-844-771-5050 to reach the EthicsPoint secure telephonic reporting system. All complaints regarding Accounting Matters submitted via the secure web portal or secure telephonic reporting system will be collected by an independent service (not affiliated with the Company) and then forwarded directly to the Chairman of the Audit Committee. If a Reporting Person would like to discuss any matter with the Chairman of the Audit Committee, the Reporting Person should indicate this in the submission and include a telephone number at which he or she might be contacted if the Chairman of the Audit Committee deems it appropriate.

Address for mailed submissions pursuant to option (i) above:

Personal and Confidential Communication/Whistleblower Submission
Only Recipient May Open
Chairman of the Audit Committee
Strategic Student & Senior Housing Trust, Inc.
c/o Whistleblower Officer
10 Terrace Road
Ladera Ranch, California 92694

6.2. Following the receipt of any complaints submitted hereunder, the Chairman of the Audit Committee will refer the matter to the full Audit Committee, which will investigate each matter so reported and take corrective and disciplinary actions, if appropriate, which may include, alone

or in combination, a warning or letter of reprimand, demotion, loss of merit increase, bonus or stock options, suspension without pay, or termination of employment.

6.3. The Audit Committee may enlist officers of the Company and/or outside legal, accounting, or other advisors, as appropriate, to conduct any investigation of complaints regarding financial statements disclosures, accounting, internal accounting controls, or auditing matters. In conducting any investigation, the Audit Committee shall use reasonable efforts to protect the confidentiality and anonymity of the Reporting Person.

6.4. The Audit Committee shall retain as a part of the records of the Audit Committee any such Disclosures or concerns for a period of no less than seven (7) years.

7. Procedures for Submission of Disclosures not Covered by Section 6

7.1. Any Disclosure made by a Reporting Person under this policy not covered by Section 6 must be submitted to the Whistleblower Officer of the Company by (i) submitting a completed Complaint Form in the form attached as Exhibit "A" to this policy to the address below; (ii) utilizing the EthicsPoint secure web portal located at www.smartstopassetmanagement.ethicspoint.com; or (iii) dialing toll-free 1-844-771-5050 to reach the EthicsPoint secure telephonic reporting system. All complaints submitted pursuant to this Section via the secure web portal or secure telephonic reporting system will be collected by an independent service (not affiliated with the Company) and then forwarded directly to the Whistleblower Officer.

Address for mailed submissions pursuant to option (i) above:

Personal and Confidential Communication/Whistleblower Submission Only Recipient May Open
Whistleblower Officer
Strategic Student & Senior Housing Trust, Inc.
10 Terrace Road
Ladera Ranch, California 92694

Any Disclosure concerning the Whistleblower Officer may be submitted directly to the Chairman of the Audit Committee by (i) submitting a completed Complaint Form in the form attached as Exhibit "A" to this policy to the address below; (ii) utilizing the EthicsPoint secure web portal located at www.smartstopassetmanagement.ethicspoint.com; or (iii) dialing toll-free 1-844-771-5050 to reach the EthicsPoint secure telephonic reporting system. All complaints submitted pursuant to this Section via the secure web portal or secure telephonic reporting system will be collected by an independent service (not affiliated with the Company) and then forwarded directly to the Chairman of the Audit Committee.

Address for mailed submissions pursuant to option (i) above involving the Whistleblower Officer:

Personal and Confidential Communication/Whistleblower Submission
Only Recipient May Open
Chairman of the Audit Committee
Strategic Student & Senior Housing Trust, Inc.
10 Terrace Road
Ladera Ranch, California 92694

7.2. Upon receiving a Disclosure, the Whistleblower Officer shall immediately enter the pertinent information into a log and open a file for each Disclosure, which file shall be maintained in a secure location to protect the confidentiality of the Disclosure.

7.3. The Whistleblower Officer shall review the Disclosure and take appropriate steps to investigate the matters alleged in the Disclosure as deemed appropriate by the Whistleblower Officer. The Whistleblower Officer may enlist other officers, directors, or consultants as necessary to conduct a thorough investigation of the matters alleged in the Disclosure. If on preliminary examination the matter raised or alleged in any Disclosure is judged to be without substance or merit, the matter shall be dismissed and the Reporting Person informed of the decision and the reasons for such dismissal. If it is judged that the allegation(s) or issue(s) covered in the Disclosure have merit, the matter shall be dealt with in accordance with this policy, the Company's normal disciplinary procedures, and/or as otherwise may be deemed appropriate according to the nature of the case. The Reporting Person shall be informed as to the ultimate outcome of the investigation.

7.4. A Reporting Person should expect some response to the Disclosure no later than two weeks after the Disclosure, unless the Reporting Person believes in good faith that conditions warrant a quicker reply, in which case the Reporting Person shall detail those conditions as part of his or her initial Disclosure and suggest expedited treatment.

7.5. If any Disclosure relates to the alleged conduct of a director or officer of the Company, the Disclosure shall be referred by the Whistleblower Officer to the Chairman of the Audit Committee for investigation by the Audit Committee. The Audit Committee may retain counsel to investigate the facts and allegations contained in any such Disclosure.

7.6. Disclosures received by the Whistleblower Officer anonymously or with instructions from the Reporting Person to keep the Disclosure confidential shall be handled as provided in Section 3 of this policy.

7.7. The file for each Disclosure shall be retained by the Company for a period of seven (7) years following the date of conclusion of the investigation.

7.8. The Whistleblower Officer shall promptly forward to the Audit Committee any Disclosure that it has received regarding financial statement disclosures, accounting, internal accounting controls, or auditing matters.

8. Annual Review and Reporting

The Whistleblower Officer shall make a quarterly report to the Audit Committee of (i) the number of Disclosures made, (ii) the number of investigations commenced in response to Disclosures, (iii) the number of wrongdoings discovered, and (iv) all disciplinary actions taken in response to matters discovered through Disclosures. This policy will be reviewed annually by the Audit Committee after consultation with the Whistleblower Officer, taking into account the effectiveness of the policy in promoting proper disclosure, but with a view to minimizing the opportunities to cause improper investigations.

EXHIBIT "A"

COMPLAINT FORM

1. Case Number:_____

2. ***(Note: The information relating to the Reporting Person in this Section 2 should not be completed if the Disclosure is submitted anonymously)***

   Reporting Person's Name:_____ Tel:_____

   Supervisor:_____ E-mail:_____

3. Department of the Reporting Person:_____

4. Type of Violation: ❑ Legal ❑ Accounting/Auditing ❑ Retaliation

5. Date the Reporting Person became aware of Harmful Violation:_____

6. Harmful Violation is: ❑ Ongoing ❑ Completed ❑ Unsure

7. Department suspected of Harmful Violation:_____

8. Individuals suspected of Harmful Violation:_____

9. Describe the relevant facts of the Harmful Violation:

   _____

   _____

   _____

10. Describe how the Reporting Person became aware of the Harmful Violation:

    _____

    _____

    _____

11. Describe the steps taken by the Reporting Person regarding the Harmful Violation prior to submitting this Complaint:

    _____

    _____

12. Who, if anyone, may be harmed or adversely affected by the Harmful Violation?

    _____

13. If the Harmful Violation is legal in nature, rather than relating to accounting or auditing matters, estimated amount of potential loss to the Company as a result of the Harmful Violation:

    $_____

14. If the Harmful Violation relates to a misreporting of accounting/auditing matters, estimated amount of the misreporting and indicate the category (or categories) of misreporting:

$_____

Category: ❑ Assets ❑ Liabilities ❑ Expenses
❑ Revenues ❑ Valuation ❑ Equity

15. Provide any suggestions for remedying the Harmful Violation:

_____

_____

_____