

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

OF

SMARTSTOP SELF STORAGE, INC.

Amended as of November 19, 2014

I. Purpose and Responsibilities

The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of SmartStop Self Storage, Inc. (formerly known as Strategic Storage Trust, Inc.) (the “Company”) in fulfilling its oversight responsibilities under Maryland law. As such, the Committee shall have the following primary responsibilities: (i) assist the Board with identifying individuals qualified to serve on the Board, consistent with criteria approved by the Board, and recommend to the Board a slate of director nominees for election at the annual meeting of the stockholders of the Company or to fill vacancies that occur on the Board from time to time; (ii) develop and recommend to the Board a set of corporate governance policies and principles to be applicable to the Company and recommend any changes to those guidelines; (iii) oversee an annual evaluation of the Board and each of the committees of the Board; (iv) review any related party transactions and procedures for evaluating and approving such transactions, in accordance with Maryland General Corporation Law (“MGCL”); and (v) ensure that the Company and the Board are in compliance with all New York Stock Exchange corporate governance listing requirements.

II. Composition and Operations

The Committee shall be comprised of at least two of the independent members of the Company’s Board, each of whom must meet the “independence” requirements set forth in the New York Stock Exchange Listed Company Manual.

The members of the Committee are appointed by the Board and shall serve until their successors are appointed or duly elected and qualified. The Board shall, or shall delegate to the members of the Committee the responsibility to, designate one member of the Committee to serve as chairman of the Committee. The Board may, at any time, remove one or more directors as members of the Committee and may fill any vacancy on the Committee. The Committee may form and delegate authority to subcommittees as appropriate.

The Committee shall meet on a regular basis no less frequently than two times a year, and shall hold such special meetings as circumstances may require. All Committee members are expected to attend each meeting, in person or via tele- or video-conference. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Minutes of each meeting of the Committee shall be recorded by the secretary to the Committee. Approval by a majority of the members present at a meeting at which a quorum is present shall constitute approval by the Committee. The Committee may also act by unanimous written consent without a meeting.

III. Authority and Responsibilities

A. Nominating Function

At least annually, the Committee shall review with the Board the appropriate skills and characteristics required of Board members. The Committee shall make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders. The full Board shall remain responsible for selecting nominees and recommending them for election by the stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. The Committee is responsible for developing and implementing the screening process necessary to identify qualified candidates. As a part of its screening process, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity of experience, qualifications and expertise, the interplay of the candidate's experience with the experience of the other Board members, the candidate's industry knowledge and experience, applicable requirements of the New York Stock Exchange to maintain a minimum number of independent directors, requirements of the SEC to have persons with financial expertise available to serve on the Company's audit committee, the ability of a nominee to devote sufficient time to the affairs of the Company, any actual or potential conflicts of interest, and to the extent to which the candidate generally would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management or stockholders, but it is not required to do so. In the event the Company is legally required, by contract or otherwise, to provide a third party with the ability to nominate a director, the selection and nomination of such director need not be subject to the Committee's review.

The Committee may determine, from time to time, the advisability of retaining a search firm or consultant to assist in the identification and evaluation of candidates for membership on the Board. The Committee has the sole authority to retain, at Company expense, and terminate any such search firm or consultant, including sole authority to approve the fees to be paid to such firm or consultant and all other retention terms.

On an annual basis, the Committee shall evaluate the membership of the committees of the Board. The Committee shall provide to the full Board the results of its evaluation, together with the Committee's recommendation as to committee membership during the upcoming year, for consideration by the Board in connection with the annual committee appointment process. In the event of a vacancy on any of the committees of the Board, the Committee shall provide its recommendation regarding a replacement committee member to the full Board.

B. Corporate Governance Function

The Committee shall develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, review these principles at least once a year and recommend any changes to the Board.

The Committee shall, from time to time, review the governance structures and procedures of the Company and suggest improvements thereto to the full Board of Directors. Such improvements, if adopted by the full Board, shall be incorporated into the written guidelines.

The Committee shall conduct and provide the Board an annual review of this charter and recommend any proposed changes to the Board for approval.

C. Annual Evaluation Function

The Committee shall conduct an annual evaluation of its performance. Additionally, the Committee shall oversee an annual evaluation of the Board and each of the other committees of the Board.

D. Related Party Transactions and Conflicts of Interest

The Committee shall review any proposed transaction or arrangement, involving any member of the Board, an employee of the Company, or any of its or their affiliates (each a “Related Party”) providing legal, accounting, financial, consulting or other similar services to the Company or in which a Related Party has a material personal or financial interest (direct or indirect), as determined by the Board, and make a recommendation to the Board regarding any such proposed transaction or arrangement. If a Related Party is a member of the Board, the Committee will abide by the provisions of the MGCL, including Section 2-419, in connection with such matter and further, such member of the Board will not participate in any Committee discussion regarding the matter in which such member of the Board has such an interest. The Committee shall also be responsible for reviewing and approving any other transaction that potentially would result in a conflict of interest involving the Company. Upon the approval of the Nominating and Corporate Governance Committee, the actual or potential conflict of interest transaction in question must be approved by a majority of the Board of Directors (including a majority of the independent directors) not otherwise interested in the transaction as fair and reasonable to the Company and on terms not less favorable to the Company than those available from unaffiliated third parties.

For purposes hereof, a Related Party includes any entity with which a member of the Board or an employee of the Company is affiliated, any immediate family member of such person and any entity in which such person’s immediate family member has a material interest.

E. Other Activities

The Committee shall perform any other activities consistent with this charter, the Company’s articles of amendment and restatement, as amended, the Company’s bylaws and governing law as the Board deems appropriate. The Committee shall regularly report to the Board regarding the status and disposition of any of the matters contained herein.

IV. Engagement of Advisors

The Committee shall have the resources and authority appropriate to carry out its duties, including the authority to engage independent counsel and other advisors, and to cause the officers of the Company to provide such funding as it determines is appropriate for payment of compensation to the independent counsel and any other advisor employed by the Committee. Any payment or commitment that involves \$50,000 or more shall require approval of the Board.