

## Whistleblower Policy

No. 2

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### Employees, Consultants, Directors and Officers of Freehold Royalties Ltd.

#### Statement

Freehold Royalties Ltd. ("**Freehold**"), is committed to the highest possible standards of openness, honesty and accountability. In line with that commitment, we expect employees and others that we deal with who have serious concerns about any aspect of Freehold's work to come forward and voice those concerns.

Employees are usually the first to know when something is going seriously wrong. A culture of turning a blind eye to such problems means that the alarm is not sounded and those in charge do not get the chance to take action before real damage is done. This Policy aims to ensure that serious concerns are properly raised and addressed within Freehold, and it is a key tool in enabling the delivery of good governance practices.

#### Scope

This Policy applies to all directors, officers, employees and consultants of Freehold and of any affiliates or subsidiaries of Freehold (collectively, the "**Representatives**" or "**you**").

It is intended as a clear statement that if any wrongdoing by Freehold or any of its Representatives or by any of its consultants or suppliers is reported to Freehold, it will be reviewed and any identified wrongdoing will be investigated and remedied appropriately.

#### Application

##### **Reporting**

If you are aware of any violations of our Code of Business Conduct and Conflict of Interest Policy, it is your duty to report such occurrences. Violations include but are not limited to:

1. Falsification of financial records;
2. Unethical conduct;
3. Harassment; and
4. Theft.

To enable a thorough investigation, we require you to provide as much specific information as possible including names, dates, places and events that took place, your perception of why the incident(s) may be a violation, and what action you recommend be taken.

##### **Confidentiality and Anonymity**

Freehold will respect the confidentiality of any complaint received under this Policy, to the extent possible, and will accept anonymous written communications. All reasonable steps will be taken to protect the identity and information of reporters. However, we encourage you not to utilize the anonymous reporting medium except as a last resort because of the inherent difficulty of following up on anonymously reported violations. If you choose to remain anonymous and do not provide

## Whistleblower Policy

No. 2

sufficient detail, we may not be able to instigate a comprehensive investigation of the claim. Under this circumstance, failure to investigate a claim does not suggest that this Policy is ineffective.

### **Who to Contact**

As a first step, we encourage you to report your concern to your immediate leader. Where a satisfactory response is not received, or if you are uncomfortable addressing your concerns to your leader, you may contact any Vice President or the President.

Where a satisfactory response is not received, or if you are uncomfortable addressing your concerns to your leader, any Vice President or the President, you may address your concerns to the Chair of the Audit, Finance and Risk Committee (the "**Audit Committee**") of the board of directors (the "**Board**") of Freehold. Please put your concerns in writing and forward them in a sealed envelope, marked: "To be opened by the Chair of the Audit Committee only", addressed to:

Chair of the Audit, Finance and Risk Committee  
Freehold Royalties Ltd.  
c/o Burnet, Duckworth & Palmer LLP  
Attention: Edward (Ted) Brown  
Suite 2400, 525 - 8<sup>th</sup> Avenue SW  
Calgary, AB T2P 1G1

Freehold will promptly forward, unopened, any envelopes addressed in this manner to the Chair of the Audit Committee. If you would like to discuss any matter with the Audit Committee, you should indicate this in your submission and include a telephone number where you can be contacted if the Audit Committee deems it appropriate.

You may also submit your concern through Confidential, Anonymous, Reporting for Employees ("**CARE**"). CARE is an independent investigative agency operated by Doane Grant Thornton LLP:

Call toll-free: 1.855.484.2273

Or email: [usecare@doane.gt.ca](mailto:usecare@doane.gt.ca)

Or go to: [www.care.doanegrantthornton.ca](http://www.care.doanegrantthornton.ca) (secure website)

Surface mail: CARE - Doane Grant Thornton LLP  
11th Floor  
200 King Street West, Box 11  
Toronto ON  
Canada  
M5H 3T4

All concerns received through CARE will be reported to the CEO and Vice President, Corporate Services. Concerns involving the CEO will be reported to the Chair of the Audit Committee. Quarterly reports summarizing all incident reports will be forwarded to the Chair of the Audit Committee.

### **Investigation of Complaints**

All reports and complaints under this Policy will be reviewed promptly and thoroughly and fairly investigated as appropriate. All information disclosed during the course of the investigation will

## Whistleblower Policy

No. 2

remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable laws.

All reports made to leaders, Vice Presidents or the President in respect of matters specifically covered by this Policy will be reported to the Board. Specifically, any complaints received regarding financial statement disclosures, accounting, internal accounting controls or auditing matters will be forwarded to the Chair of the Audit Committee. At each Audit Committee meeting, the Audit Committee will review and consider any complaints or concerns received and take any action that it deems appropriate.

All Representatives have a duty to cooperate in an investigation. Should you fail to cooperate or provide false information in an investigation, Freehold will take effective remedial action commensurate with the severity of the offence. This action may include disciplinary measures up to and including termination, in the case of a Representative, or termination of the consulting contract in the case of a consultant and, if warranted, legal proceedings.

### ***Prevention of Retaliation***

If you report an incident under this Policy, retaliation will not be tolerated and any complaints of such including any who are aware of the retaliation but fail to act or report it will be investigated and the perpetrators subject to discipline, if you:

1. Disclose the information in the reasonably held belief that wrongdoing has been committed;
2. Believe it to be substantially true;
3. Do not act maliciously or make false allegations; and
4. Do not seek any personal or financial gain.

If you believe you have been unfairly or unlawfully retaliated against in respect of a report made under this Policy, you may file a complaint with your leader, or with any Vice President or the President in instances where you are uncomfortable filing the complaint with your leader. If you are uncomfortable filing the complaint with your leader, any Vice President or the President, you may file a complaint with the Chair of the Audit Committee, as outlined above, or through the CARE program.

### ***False or Malicious Allegations***

We assume that all reports under this Policy are made in the reasonably held belief that wrongdoing has been committed, are real, legitimate and significant enough to warrant an investigation. Freehold will regard the making of any deliberately false or malicious allegations by any Representative as a serious disciplinary offence which may result in disciplinary action, up to and including dismissal for cause. All false or malicious reports will be investigated, and individuals making false or malicious reports will be subject to discipline. While this appears contradictory to the Whistleblower Policy, it is designed to prevent gross misuse and protect the character and reputation of members of the organization from improper and false reports.