Insider Trading Policy

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. The business and affairs of Freehold will be conducted in strict observance of both the spirit and letter of applicable securities laws.

Scope

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

The objectives of this Policy are to:

1. Educate Representatives about their legal obligations with respect to insider trading and tipping; and

2. Foster and facilitate internal compliance with applicable laws to prevent transactions that would not be in full compliance with the legal requirements.

Application

It is illegal for anyone with knowledge of material undisclosed information affecting a public company that has not been publicly disclosed to purchase or sell securities of that company. It is also illegal for anyone to inform any other person of material undisclosed information, except in the necessary course of business. Such disclosure is referred to as "**tipping**". Anyone who receives material undisclosed information (a "**tippee**") is also prohibited from disclosing it further or from trading securities of that company with knowledge of that information before it is disclosed and disseminated.

Therefore, insiders and others with knowledge of material undisclosed information about Freehold or counterparties in negotiations of potentially material undisclosed transactions are prohibited from trading securities of Freehold or any counterparty until the information has been fully disclosed and a reasonable period has passed for the information to be widely disseminated.

Blackout Periods

General blackout periods coincide with the preparation and release of Freehold's quarterly and annual financial statements and related disclosure documents including management's discussion and analysis (collectively, the "**Quarterly and Annual Filings**") and are designed to ensure that there is no perception that any Representatives are making trading decisions using the information that is to be contained in Freehold's Quarterly and Annual Filings. These general blackout periods commence five business days following the end of a financial quarter and end one business day following the issuance of a news release disclosing quarterly or annual financial results contained in the Quarterly and Annual Filings. During a general blackout period, no Representatives are to buy or sell securities of Freehold.

Trading blackouts may also be prescribed from time to time as a result of special circumstances relating to Freehold that could give rise to material undisclosed information, pursuant to which

Representatives would be precluded from trading in securities of Freehold. Representatives and other persons with knowledge of the special circumstances will be subject to the trading blackout. Such persons may include external advisors, such as legal counsel or investment bankers. Affected individuals will be informed that the trading blackout applies to them. Any individual who is subject to a trading blackout must not disclose to any third party that a trading blackout is in effect.

Directors and officers of Freehold must provide prior notice to the Chief Financial Officer ("**CFO**") or the President and Chief Executive Officer ("**CEO**") before trading in any securities of Freehold. In response to such notice, the CFO or CEO will advise the director or officer whether a blackout period is in effect and whether such director or officer is permitted to trade in securities of Freehold.

Clearance to trade does not relieve any person of their obligation not to trade while in possession of material undisclosed information.

If any other Representative is uncertain as to whether they are subject to a trading blackout or whether it is advisable to trade in securities of Freehold, they are encouraged to consult with the CEO or CFO before trading in securities of Freehold.

The CFO must pre-clear any trade in securities of Freehold with the CEO or, if the CEO is unavailable, with the Chair of the board of directors of Freehold (the "**Board**") or the Chair of the Audit, Finance and Risk Committee (the "**Audit Committee**") of the Board. The CEO must pre-clear any trade in securities of Freehold with the Chair of the Board or the Chair of the Audit Committee.

Standing Orders, Short Selling and Option Trading

In order to avoid possible inadvertent conflict with this Policy, standing sell orders or standing purchase orders are not to be left with a broker.

You may not knowingly sell, directly or indirectly, securities of Freehold that you do not own or have not fully paid for. You may not, directly or indirectly, buy or sell a call or put or enter into an equity monetization transaction with similar effect in respect of securities of Freehold. This includes purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held directly or indirectly.

Notwithstanding these prohibitions, you may sell common shares you do not own if you own another security convertible into common shares or an option or right to acquire common shares sold and, within five days after the sale, you: (i) exercise the conversion privilege, option or right and deliver the common shares so associated to the purchaser; or (ii) transfer the convertible security, option or right, if transferable, to the purchaser.

Contact

It is your responsibility to be informed of the activities or circumstances that would preclude you from trading. If you are unsure whether you should be trading at any particular time, you should discuss the matter with the CEO or CFO.

Penalties

Any employee who violates this Policy may face disciplinary action up to and including termination of his or her employment or contract for service without notice. The violation of this Policy may also

violate certain securities laws. If it appears that a Representative may have violated such securities laws, the matter may be referred to the appropriate regulatory authorities, which could lead to civil and criminal penalties, fines or imprisonment.

Reporting Insiders

In conjunction with regulatory requirements, it is the policy of Freehold that once a person or company becomes a Reporting Insider of Freehold (as defined below), their security holdings in Freehold, and any change therein, must be reported to the appropriate securities commissions, via SEDI (the System for Electronic Disclosure by Insiders). SEDI is the online computer system providing for the transmission, receipt, review and dissemination of insider reports and related information filed electronically.

Under National Instrument 55-104, *Insider Reporting Requirements and Exemptions*, the responsibility for compliance with insider reporting obligations rests with the Reporting Insider and not with Freehold. Freehold has an interest in monitoring the holdings of its Reporting Insiders and ensuring that Reporting Insiders' holdings are accurately reported as the identity of Reporting Insiders and the size of their holdings may be relevant in determining whether Freehold is permitted under applicable securities laws and stock exchange rules to undertake certain corporate transactions.

Freehold will establish and maintain a system for ensuring compliance by its Reporting Insiders with their reporting obligations.

Definition of Reporting Insider

The definition of Reporting Insider includes the following:

- Every director and senior officer of a reporting issuer;
- Every director or senior officer of a corporation that is itself an insider or subsidiary of a reporting issuer;
- A significant shareholder (a person or company that beneficially owns, directly or indirectly, or exercises control and direction over 10% of the voting securities of a reporting issuer, or owns certain voting securities and exercises control or direction over other voting securities which carry more than 10% of the voting rights attached to all voting securities of a reporting issuer);
- Every director or senior officer of a significant shareholder or a major subsidiary – one whose assets or revenues comprise 30% or more of consolidated assets or revenues;
- A management company (including its directors and senior officers and significant shareholders) that provides significant management or administrative services to the company or a major subsidiary;
- An individual performing functions similar to those performed by any of the reporting insiders described above;

- The company itself if it has purchased, redeemed or otherwise acquired a security of its own issue, for so long as it continues to hold that security; and
- Any other insider who has both routine access to material undisclosed information and significant influence over the company's business, operations, capital or development.

Initial Reports

Upon becoming a Reporting Insider, you must register as a SEDI filer and file an insider profile or an amended insider profile in SEDI format before filing an insider report on SEDI. An initial report must be filed within 10 days of the date on which you became a Reporting Insider. An initial report is not required, however, if you have no direct or indirect beneficial ownership, control or direction over securities of the Freehold when you become a Reporting Insider.

Changes in Beneficial Ownership

As a Reporting Insider, you must report on SEDI any changes in your direct or indirect beneficial ownership of or control over securities of Freehold within 5 days of the date such change takes place.

Note: changes in beneficial ownership occur when an offer to sell or to buy is accepted – not the date of settlement.