

Role and Objective

The Reserves Committee (the Committee) is a committee of the board of directors of Freehold Resources Ltd. (the Board), which has been constituted to assist the Board in discharging its responsibilities with respect to reporting on oil and gas activities, including compliance with National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities (NI 51-101). The responsibilities of the Committee, with respect to Freehold Resources Ltd. (Freehold Resources) and Freehold Royalty Trust (the Trust), hereinafter collectively referred to as “Freehold”, are set out below.

Membership of Committee

1. The Committee will be comprised of at least three directors, none of whom are members of management of Freehold and a majority of whom are independent (as such term is used in NI 51-101).
2. The Board will have the power to appoint the Committee Chair, who must be an independent director.

Meetings

1. At all meetings of the Committee, every question will be decided by a majority of the votes cast. In case of an equality of votes, the Committee Chair is not entitled to a second or deciding vote.
2. A quorum for meetings of the Committee will be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee will be the same as those governing the Board.
3. Meetings of the Committee should be scheduled to take place at least two times per year. Minutes of all meetings of the Committee will be taken. The Vice President, Production will attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Committee Chair.
4. The Committee will forthwith report the results of meetings and reviews undertaken and any associated recommendations to the Board.
5. The Committee will meet with the independent reserves evaluator (the Evaluator) at least once per year (in connection with the preparation of the year end reserves evaluation) and at such other times as the Evaluator and the Committee consider appropriate.

Mandate and Responsibilities

The mandate and responsibilities of the Committee will be as set forth below:

1. It is a primary responsibility of the Committee to review the annual reserves report of Freehold prior to its submission to the Board for approval. The process should include but not be limited to:
 - ensuring that management and the Evaluator’s processes for estimating and reporting reserves are conducted in compliance with NI 51-101;

- reviewing management's reporting on internal reserves standards and practices, including the procedures for assembling and reporting other information associated with oil and gas activities;
 - reviewing management's procedures for providing information to the Evaluator;
 - meeting with management and the Evaluator to review the reserves data and the report of the Evaluator, including the reserves estimates methodology, available tax pools and future price/cost assumptions utilized in the analysis, and the reconciliation of changes in reserves and future net revenue;
 - meeting independently with the Evaluator to determine the ability of the Evaluator to report, without reservation, on the reserves of Freehold;
 - recommending to the Board the filing of the Evaluator's report;
 - obtaining a signed report and NI 51-101 certificate from the Evaluator and a certificate of compliance from management; and
 - reviewing public disclosure of reserves.
2. With respect to the appointment of the Evaluator by the Board, the Committee will:
- recommend to the Board the appointment of the Evaluator;
 - recommend to the Board the terms of engagement of the Evaluator, including the appropriateness and reasonableness of the Evaluator's fees; and
 - when there is to be a change in Evaluator, review the reasons for the proposed change and whether there have been disputes between the Evaluator and management.