

**Employees of Rife Resources Ltd. and  
Directors and Officers of Freehold Resources Ltd.  
in their capacity of the management of Freehold Royalty Trust**

**STATEMENT**

Freehold Royalty Trust (Freehold or the Trust) 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**

The Trust does not have any employees. Freehold is managed by Rife Resources Management Ltd., a subsidiary of Rife Resources Ltd. (the Manager). Therefore, the use of the word "employee" in this document refers to employees of the Manager. This Policy applies to all employees, and to the directors and officers of Freehold Resources Ltd. in their capacity of the management of the Trust. It is intended as a clear statement that if any wrongdoing by Freehold or any of its directors, officers or employees or by any of its consultants or suppliers is identified and reported to Freehold, it will be dealt with expeditiously and thoroughly investigated and remedied.

**APPLICATION****Reporting**

If you are aware of any violations of our code of conduct, it is your duty to report such occurrences. Violations include but are not limited to:

- falsification of financial records
- unethical conduct
- harassment
- 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 when requested, to the extent possible, and will accept anonymous written communications. 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 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 supervisor. Where a satisfactory response is not received, or if you are uncomfortable addressing your concerns to your supervisor, you may contact any senior officer (CEO, CFO, Vice-Presidents).

Where a satisfactory response is not received, or if you are uncomfortable addressing your concerns to a senior officer, you may address your concerns to the Chair of the Audit Committee. 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 Committee  
on behalf of Freehold Resources Ltd.  
c/o Burnet, Duckworth & Palmer LLP  
Attention: Grant A. Zawalsky  
Suite 1400, 350 - 7th Avenue SW  
Calgary, AB, T2P 3N9

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 (C.A.R.E.). C.A.R.E. is an independent investigative agency operated by Grant Thornton LLP:

Call toll-free: 1-888-747-7171  
Or email: [usecare@grantthornton.ca](mailto:usecare@grantthornton.ca)  
Or go to: [www.grantthorntonCARE.ca](http://www.grantthorntonCARE.ca) (secure website)

**Investigation of Complaints**

All reports and complaints under this Policy will be promptly and thoroughly investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable laws.

All reports made to supervisors and senior officers 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 that it has received and take any action that it deems appropriate.

All directors, officers, employees and consultants have a duty to cooperate in an investigation. Should you fail to cooperate or provide false information in an investigation, the Trust 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 director, officer or employee, 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, you will be protected from threats of retaliation, harassment, discharge, or other types of discrimination, including compensation or terms and conditions of employment, that are directly related to the disclosure of such reports, if you:

- disclose the information in good faith,
- believe it to be substantially true,
- do not act maliciously or make false allegations, and
- 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 supervisor, or with a senior officer in instances where you are uncomfortable filing the complaint with your supervisor. If you are uncomfortable filing the complaint with your supervisor or a senior officer you may file a complaint with the Chair of the Audit Committee, as outlined above.

### **False and Malicious Allegations**

We assume that all reports under this Policy are made in good faith, are real, legitimate and significant enough to warrant an investigation. Freehold will regard the making of any deliberately false or malicious allegations by any employee as a serious disciplinary offence which may result in disciplinary action, up to and including dismissal for cause. 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.