

**Role and Objective**

The Corporate SIFT Tax Strategy Committee (the Committee) is a committee of the board of directors of Freehold Resources Ltd. (the Board), to which the Board has delegated certain responsibilities relating to corporate SIFT tax strategy. 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, all of whom are independent (as such term is used in National Instrument 58-101 – Corporate Governance Practices (NI 58-101)).
2. The Board of Directors will have the power to appoint the Committee Chair.

**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 once per year. Minutes of all meetings of the Committee will be taken. The CEO shall 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.

**Mandate and Responsibilities of Committee**

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

1. Review the options available to the Trust in light of the pending implementation of federal legislation to apply a tax at the trust level on distributions of certain income from publicly traded, specified income flow-through (SIFT) entities, and recommend to the Board for approval an appropriate course of action that best maximizes Unitholder value.
2. The Committee may retain persons having special expertise and/or obtain independent professional advice to assist in fulfilling their responsibilities at the expense of Freehold without any further approval of the Board.