

Insider Trading Policy**No. 6****Employees, 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 the applicable laws of Canada and of each Province where Freehold conducts business.

Scope

Freehold 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.

The objectives of this Policy are to:

1. educate directors, officers, and employees 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 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 non-public information, except in the necessary course of business. Such disclosure is referred to as "tipping". Anyone who receives undisclosed material information (a "tippee") is also prohibited from disclosing it further or from trading with knowledge of that information before it is disclosed and disseminated.

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

Quarterly Trading Blackouts

You are prohibited from trading 10 business days before and one business day after the release of financial statements, including quarterly earnings, to allow the market time to absorb the information. Directors and officers, as well as employees and contractors who participate in the preparation of Freehold's financial statements or who are privy to material financial information relating to Freehold, are prohibited from purchasing or selling securities of Freehold commencing five business days following the end of a financial quarter and ending one business day following the issuance of a news release disclosing quarterly financial results.

Insider Trading Policy**No. 6*****Trading Blackouts***

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 information, pursuant to which designated employees would be precluded from trading in securities of Freehold. All insiders and persons with knowledge of the special circumstances will be subject to the trading blackout. Such parties may include external advisors, such as legal counsel or investment bankers. Affected individuals will be informed as to the application of the trading blackout to them. Any individual who is subject to a trading blackout is not to disclose to any third party that a trading ban is in effect.

In addition to the regular trading restriction, all directors and officers, the Manager, Investor Relations and Capital Markets, as well as senior financial personnel, are required to pre-clear any trade in Freehold's securities, other than any acquisition of common shares pursuant to Freehold's dividend reinvestment plan or any other automatic securities purchase plan that has been pre-approved by the Board of Directors of Freehold, with the President & CEO or Corporate Secretary before engaging in the trade. The President & CEO and the Corporate Secretary are to pre-clear their trades 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 Chief Financial Officer ("**CFO**") or the Corporate Secretary.

Penalties

Any employee who violates this Policy may face disciplinary action up to and including termination of his or her employment without notice. The violation of this Policy may also violate certain securities laws. If it appears that an employee 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.

Insider Reporting

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

Insider Trading Policy**No. 6**

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 Insiders and not with Freehold. Freehold has an interest in monitoring the holdings of its insiders and ensuring that insider holdings are accurately reported as the identity of 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 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 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. (Changes in beneficial ownership occur when an offer to sell or to buy is accepted – not the date of settlement.)

Assistance of the Corporate Secretary

The Corporate Secretary will be pleased to assist any Reporting Insider with his or her SEDI filings.