

This position description is intended to identify the specific responsibilities of the President and Chief Executive Officer ("**CEO**") of Freehold Royalties Ltd. ("**Freehold**"), and to enhance coordination and communication between the CEO and the board of directors (the "**Board**"). The day-to-day operations of Freehold are managed by Rife Resources Management Ltd., under a management agreement (the "**Manager**"). The CEO is an employee of the Rife Resources Ltd. ("**Rife**") and all elements of the CEO's compensation are ultimately determined by Rife, and Freehold is obligated to pay an agreed portion of compensation according to the management agreement.

ACCOUNTABILITY TO THE BOARD

The CEO's primary responsibility is to lead Freehold. While the Board is responsible for the overall stewardship of Freehold, the CEO is responsible for the executive leadership and operational management. The Board reviews and approves strategy and oversees the Manager, with a view to preserving and enhancing the underlying value of Freehold.

Management, led by the CEO, formulates Freehold's long-term strategy and objectives, and presents them to the Board for approval. The role of the Board is to review, question and validate, and ultimately approve the strategies proposed by management.

The CEO is a member of the Board, as a nominee of the Manager, and is accountable to the Board on an ongoing basis for the implementation of Freehold's annual and long-range objectives. The CEO keeps the Board informed of Freehold's progress towards its goals and of all material deviations from the strategies and objectives approved by the Board.

STRATEGIC DIRECTION

The CEO has the following responsibilities:

1. Lead and manage Freehold within parameters established by the Board;
2. Formulate and recommend objectives, strategies, operating plans, programs, and policies that ensure the maximization of shareholder value and the long-term success of Freehold;
3. Identify the principal business risks and implement appropriate systems to manage those risks;
4. Implement the capital and operating plans that support the strategic plan;
5. Review and report regularly on the overall progress and results against operating and financial objectives, and initiate courses of action for improvement; and
6. Report all material deviations from the goals, strategies, and objectives approved by the Board, update and make changes as required, and involve the Board in the early stages of developing strategy.

FINANCIAL STEWARDSHIP

The CEO has the following responsibilities:

1. Formulate and present operating plans and financial objectives along with operating and capital expenditure estimates, and provide regular performance and progress reviews to ensure that the Board is kept fully informed about important factors influencing Freehold's business;
2. Develop annual operating forecasts of revenue, expenditures, operational results, and financial performance (these forecasts serve as operating and financial guidelines and do not require Board approval);
3. Authorize the commitment of funds to capital projects included in budgets approved by the Board or unbudgeted capital expenditures of less than \$10 million where the total amount of the capital budget is not exceeded;
4. Authorize asset dispositions of less than \$10 million;
5. Authorize commitment of corporate resources, including contracts, transactions and arrangements in the ordinary course of business in the pursuit of the approved strategies, business plans and objectives of Freehold, and report regularly on major commitments, exposures, and risks;
6. Direct the development of procedures to monitor, conserve, maintain and improve Freehold's assets, the adequacy of working capital, the safety of the capital funds invested, the adequacy of returns on invested capital, and the profitability of the operations; and
7. Ensure that Freehold's assets are adequately safeguarded and optimized in the best interests of the shareholders.

ORGANIZATIONAL DEVELOPMENT

The CEO has the following responsibilities:

1. Develop and maintain a sound, effective organizational structure;
2. Interpret and implement the general policies established by the Board, and direct the development of specific policies, procedures and programs to ensure that they are efficiently administered and controlled in a way that best meets the objectives and policies established by the Board;
3. Create a culture of integrity throughout the organization by fostering a high performance corporate culture that promotes ethical practices and fair business dealings, and that encourages individual integrity, accountability, and social responsibility;
4. Foster a business environment that encourages and stimulates creative and innovative approaches in all functions, as required to operate successfully in an industry characterized not only by intense and growing competition, but also a high degree of sophistication;
5. Encourage a culture in which employee safety and security are valued, and in which high occupational health and safety standards and practices are maintained;
6. Challenge management to set and achieve viable annual and long-term strategic and financial goals;

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7. Ensure that the responsibilities and authorities of all members of the organization are established and communicated clearly; and
8. Establish and maintain a plan for executive development, continuity and succession by:
 - (a) discussing periodically with the Governance, Nominating and Compensation Committee views as to a successor in the event of the CEO's unexpected incapacity; and
 - (b) providing to the Board, at Board and committee meetings, access to key management and other employees who may have the potential to become executives.

DISCLOSURE AND COMPLIANCE

The CEO has the following responsibilities:

1. Establish and maintain, together with the Chief Financial Officer ("**CFO**"), disclosure controls and procedures, and internal controls and procedures for financial reporting and management information systems appropriate to ensure the accuracy and integrity of Freehold's financial reporting and public disclosures;
2. Oversee Freehold's disclosure practices and chair management's Disclosure Committee;
3. Implement systems that are designed to ensure the safe, efficient operation of Freehold and to ensure compliance with health, safety and environmental policies, procedures, and practices; and
4. Ensure that all operations and activities are conducted in accordance with applicable laws, regulations, Freehold's Code of Business Conduct and Conflict of Interest Policy, sound business practices, and all other policies and practices approved by the Board.

STAKEHOLDER COMMUNICATIONS

The CEO has the following responsibilities:

1. Ensure that effective communications and appropriate relationships are maintained with shareholders and other stakeholders;
2. Develop and foster external relationships through participation in industry, trade and professional associations, meetings and discussions with representatives of the government, various public service organizations, other exploration and production companies, the financial community, and shareholders;
3. Participate in community-related activities to ensure the protection of Freehold's interests, public position and reputation; and
4. Act as the primary spokesperson for Freehold with all of its stakeholders, and ensure that all spokespersons receive adequate training.

WORKING WITH THE BOARD

The CEO has the following responsibilities:

1. Represent management to the Board and shareholders;
2. Work with the Chair to ensure that Freehold is building a healthy corporate governance culture;
3. Assist in effective communication between management and the Board, including follow-up of major items required by the Board;
4. Communicate openly and effectively with the Chair regarding strategy, governance matters, performance, and feedback from management;
5. Maintain regular contact with the Chair and other directors to ensure the Board is kept well informed about significant operational, financial, and other matters relevant to Freehold, including applicable legal, regulatory, and governmental policy developments;
6. Report to the Board on relevant trends, anticipated media and analyst coverage, material external or internal changes, and any changes in the assumptions upon which any Board decision or approval has previously been made;
7. Report in a timely manner, any actual or anticipated non-compliance with any Board approved policy or decision;
8. Advise the Board if, in the CEO's opinion, the Board is not in compliance with its own policies, or applicable legal or regulatory requirements;
9. Provide a regular flow of management and financial data to the Board to ensure the Board has the necessary information to make fully-informed decisions; and
10. Ensure the Board provides stewardship as well as objective and critical evaluation of management plans. This includes, but is not restricted to, ensuring the Board and all of its committees have adequate resources to fully exercise their duties and responsibilities in compliance with applicable governance and other policies.