

QUALITY ASSETS | SUSTAINABLE DIVIDENDS

20  
24

UNIQUELY NORTH AMERICAN

MANAGEMENT INFORMATION CIRCULAR | TSX FRU

ANNUAL MEETING | **MAY 7** | 2024

**FREEHOLD**  
ROYALTIES



# | ABOUT US

**Freehold Royalties Ltd.** is a leading publicly traded North American royalty company uniquely focused on energy in Canada and the U.S.



## | ITEMS BEING VOTED ON



**Election of Directors**



**Appointment of Auditors**



**Advisory Vote on Executive Compensation**

### WHEN

**May 7, 2024**  
3:00 p.m. MDT

### WHERE

**Calgary Petroleum Club**  
319 – 5th Avenue SW  
Calgary, AB

# BUSINESS HIGHLIGHTS

## STRENGTH

**\$240**

**MILLION**

**Funds from Operations**

97% operating margin

**14,714**

**BOE/D**

**Production**

6% growth in liquids volumes versus 2022

**\$163**

**MILLION**

**Dividends Paid**

15% higher than 2022

**\$94**

**MILLION**

**Year-end Net Debt**

0.4 times funds from operations

## GROWTH

**122**

**NEW LEASES**

**A Record Leasing Year**

+75% targeting SE Saskatchewan and Mannville oil targets

**993**

**WELLS DRILLED**

Over \$7.7 billion of industry capital spent on our royalty lands

**527**

**U.S. WELLS DRILLED**

85% of activity targeting the Eagle Ford and Permian

**\$115**

**MILLION**

**U.S. Royalty Acquisitions**

Entered into agreements to acquire high quality royalty and mineral title assets in the Permian basin

## SUSTAINABILITY

**128%**

**TOTAL PROVED RESERVES REPLACEMENT**

**11 YEARS**

**RESERVE LIFE INDEX**

Proven and Probable Reserves

**39%**

**BETTER PRICING**

U.S. volumes more oil weighted and attract premium pricing over Canadian volumes

**68%**

**PAYOUT RATIO**

Payable down to ~U.S. \$50/bbl WTI

# 2024 ESG HIGHLIGHTS



## NET ZERO

Scope 1 & Scope 2

### EMISSIONS OFFSET

with carbon credits



## +60%

of our top 20 royalty payers have Scope 1 & Scope 2

### REDUCTION TARGETS



## RANKED 3<sup>RD</sup>

OF 315

industry peers by Sustainalytics (leading independent ESG ratings firm)



## 50%

### OF LEADERS

across the organization

### ARE FEMALE



## ~25%

increase in number of

### COMMUNITY ORGANIZATIONS

supported from 2022 to 2023



## +80%

of executives are

### INTERNAL PROMOTIONS



## +30%

### BOARD GENDER DIVERSITY



## 80%

### CEO PAY AT RISK

with a portion of compensation tied to ESG Performance



## 7 OF 9

### BOARD MEMBERS ARE INDEPENDENT

# 2024 DIRECTOR NOMINEES AT-A-GLANCE



## MARVIN F. ROMANOW

### Chair of the Board

Marvin is a corporate director, Executive in Residence at the University of Saskatchewan, and a retired oil and gas industry executive with over 40 years of experience.



## GARY R. BUGAUD 1 2

Gary has over 23 years of legal experience focused on securities, corporate finance, mergers and acquisitions, and corporate governance matters.



## MAUREEN E. HOWE 1 2

### Audit, Finance and Risk Chair

Maureen is a corporate director with over 35 years of finance and capital market experience as well as relevant public company experience.



## J. DOUGLAS KAY 2 3

### Governance, Nominating and Compensation Chair

Doug has over 45 years of diverse responsibilities with Canadian based oil and gas exploration and production companies.



## KIMBERLEY E. LYNCH PROCTOR

Kim is a corporate director with over 25 years of experience as a business executive, lawyer, and accountant.



## VALERIE A. MITCHELL 3

Valerie is a corporate director with over 25 years of experience in the energy industry.



## MATHIEU M. ROY

Mathieu has 20 years of experience in capital markets, including more than 16 years at CN Investment Division. (Manager Nominee)



## DAVID M. SPYKER

### President and Chief Executive Officer

David has over 35 years of leadership and industry experience, including asset development, production, acquisitions, and business development. (Manager Nominee)



## AIDAN M. WALSH 1 3

### Reserves Chair

Aidan has over 43 years of oil and gas experience in production, marketing, transportation, acquisitions, finance, facility engineering, and construction.

1

### AUDIT, FINANCE AND RISK COMMITTEE

Financial Oversight  
Risk Management  
Cyber Security

2

### GOVERNANCE, NOMINATING AND COMPENSATION COMMITTEE

Environment, Social and Governance Matters  
Compensation and Structure  
Board Diversity

3

### RESERVES COMMITTEE

Reserves Evaluator Performance  
Reserves Data and Process Review

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Capitalized terms used in the Letter to Shareholders and the accompanying Information Circular and not otherwise defined have the meaning ascribed to such terms in Appendix E – Glossary of Terms of the Information Circular.

Unless specified otherwise, all dollar amounts expressed in the Information Circular refer to lawful currency of Canada.

To provide a single unit of production for analytical purposes, natural gas production and reserves volumes are converted mathematically to boe. Freehold uses the industry-accepted standard conversion of six thousand cubic feet of natural gas to one barrel of oil (6 Mcf = 1 bbl). The 6:1 boe ratio is based on an energy equivalency conversion method primarily applicable at the burner tip. It does not represent a value equivalency at the wellhead and is not based on either energy content or current prices. While the boe ratio is useful for comparative measures and observing trends, it does not accurately reflect individual product values and might be misleading, particularly if used in isolation.

# Letter to Shareholders

Fellow Shareholders,

On behalf of the Board and management of Freehold, we are pleased to invite you to join us for our upcoming Annual General Meeting of Shareholders to be held on May 7, 2024 at 3:00 p.m. MDT at the Calgary Petroleum Club.

Our Information Circular includes important information about the Meeting, our governance practices, our approach to executive compensation, and the successes we have achieved in our business over the past year.

Our management team has continued to work closely with our Board to enhance the sustainability of our business platform and ensure the Company is well positioned to generate long-term value for our Shareholders through royalty ownership in high quality assets across North America.

## BUSINESS STRENGTH

In 2023, we returned \$163 million in dividends to our Shareholders, a 15% increase over amounts paid in 2022.

We exited 2023 with net debt of \$94 million, representing 0.4 times trailing funds from operations.

## BUSINESS SUSTAINABILITY

We have positioned Freehold in best in class reservoirs across North America with long life production characteristics, development economics that support investment across a broad range of commodity prices and backstopped by multiple years of drilling activity. In 2023, underpinned by the strength of our asset base, we replaced 100% of our proved plus probable reserves organically without meaningful acquisitions.

Our North American platform enables us to position our portfolio in oil and gas plays that will continue to attract capital and provide long-term production growth while mitigating single jurisdiction political, policy, and pricing risks. Both the U.S. and Canada play important roles in energy security and have amongst the most stringent environmental frameworks in the world.

## PORTFOLIO DISCIPLINE

Through patient and disciplined acquisition work, we have deployed approximately \$565 million from 2019 through 2023 in the U.S. to support our strategic North American expansion. In 2023, the U.S. expansion contributed \$131 million in revenue and 5,102 boe/d of royalty production. Our investments in the U.S. are expected to continue to provide significant future production and drilling inventory.

In Canada, production was 9,612 boe/d in 2023, remaining consistent for the past four years with production averaging 9,694 boe/d over the period 2020 through 2023 despite only modest capital investment of \$20 million over those four years.

We continue to look for opportunities to enhance our portfolio. This will include royalty assets in the traditional oil and gas sector, as well as looking to diversify our asset base with opportunities outside of oil and gas. Our goal is to leverage our expertise in mineral royalties while deploying capital at a very measured pace in opportunities that provide at minimum, rates of return on investment that are comparable to oil and gas returns.

## ESG FOCUSED

Our Sustainability Report was published in January 2023 and highlights our position as a leading energy-based royalty company. Freehold was ranked 3<sup>rd</sup> out of 308 companies with Sustainalytics, showcasing our ability to create long-term

value for our stakeholders, in a carbon neutral framework, through responsible stewardship, while continually monitoring and improving governance, environmental, and social performance.

We continue to foster the development of our employees through leadership development, building EDI awareness, and through active investment and community involvement in the charities that are important to them.

## LOOKING AHEAD

Our 2023 results have showcased the efforts that have been made in enhancing the quality and sustainability of our portfolio, increasing the bench strength of our royalty payors, and improving the resiliency of our business which relies on commodity prices – which can be volatile.

In late 2023 we announced a \$115 million acquisition of royalty assets in the Permian basin. This transaction closed in January 2024 and is expected to contribute 600 boe/d of production in 2024 and increase our U.S. drilling inventory by 25%.

We will continue to seek opportunities to enhance our business in both Canada and the U.S., leveraging the considerable in-house expertise that we have developed. On behalf of our Board, management team, and the entire Company, we thank our Shareholders for their continued support and engagement.

We have nine nominees for election to the Board. All director nominees bring significant oil and gas, energy and resources, financial and business acumen to Freehold.

The Board is committed to open and transparent communication with our Shareholders. We encourage you to engage with us on our strategy, governance and executive compensation along with any related questions you may have. We invite you to give direct feedback to the Board by mail at Suite 1000, 517 – 10<sup>th</sup> Avenue SW, Calgary, Alberta T2R 0A8, by telephone at 1.888.257.1873, or by email at [boardofdirectors@freeholdroyalties.com](mailto:boardofdirectors@freeholdroyalties.com).

On behalf of the Board and management of Freehold, we thank you for your ongoing support and confidence.

Sincerely,

(signed) "*Marvin F. Romanow*"

**Marvin F. Romanow**  
Chair of the Board  
Calgary, Alberta  
March 19, 2024

(signed) "*David M. Spyker*"

**David M. Spyker**  
President and Chief Executive Officer



# Notice of Annual Meeting of Shareholders

To the Shareholders:

We invite you to and provide notice of the 2024 annual meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares ("**Common Shares**") of Freehold Royalties Ltd. ("**Freehold**").



## When

May 7, 2024  
3:00 p.m. (Mountain Daylight Time)



## Where

Calgary Petroleum Club  
319 – 5<sup>th</sup> Avenue SW  
Calgary, Alberta



## Materials

The full details of the matters proposed to be put before the Meeting as set out below, are set forth in the accompanying Management Information Circular dated March 19, 2024 (the "**Information Circular**").

## Items of Business

- To receive and consider the consolidated financial statements for the fiscal year ended December 31, 2023, together with the auditors' report thereon.
- Items to vote on:
  1. The election of the directors of Freehold for the ensuing year;
  2. The appointment of KPMG LLP as the auditors of Freehold for the ensuing year; and
  3. On an advisory, non-binding basis, the acceptance of Freehold's approach to executive compensation.
- To transact all such other business that may properly be brought before the Meeting or any adjournment thereof.

The record date for the Meeting has been fixed at the close of business on March 19, 2024 (the "**Record Date**"). Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote those Common Shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such Shareholder transfers Common Shares after the Record Date and the transferee of those Common Shares, having produced properly endorsed certificates evidencing such Common Shares or having otherwise established that he or she owns such Common Shares, demands, not later than 10 days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

Freehold intends to hold the Meeting in person. We will also provide a live audio webcast of the Meeting. As always, we encourage Shareholders to vote their Common Shares prior to the Meeting by following the instructions under the heading "About the Shareholder Meeting" in the accompanying Information Circular.

By order of the Board of Directors of  
Freehold Royalties Ltd.,

(signed) "*Brianna E. C. Guenther*"

Brianna E. C. Guenther  
General Counsel and Corporate Secretary  
Dated at Calgary, Alberta this 19<sup>th</sup> day of March, 2024

# About the Shareholder Meeting

## Voting Information

### How to vote in Advance of the Meeting

The voting process is different depending on whether you are a registered or non-registered (Beneficial) Shareholder.

#### Registered Shareholders

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Your Common Shares are registered in your name. Voting by proxy is the easiest way to vote. **This means you have the right to appoint someone else (your proxyholder) to attend the Meeting and vote your Common Shares for you.** Your proxyholder does not need to be a Shareholder, but this person or company must attend the Meeting and vote on your behalf. Print the name of the person or company you are appointing in the space provided on the proxy form you received in your package of materials. Then complete your voting instructions, date and sign the form and return it to Computershare Trust Company of Canada ("**Computershare**") prior to the deadline therein.

If you do not appoint your own proxyholder, the Freehold representatives named on the proxy form will act as your proxyholder and will vote your Common Shares according to your instructions.

**Vote in person:** If you are a registered Shareholder and would like to attend the Meeting and vote your Common Shares in person, check in with a Computershare representative when you arrive at the Meeting. Do not fill out the proxy form because you will be casting your vote at the Meeting.

If you sign and return the form but do not give your voting instructions or specify that you want your Common Shares withheld from voting on or against certain matters, the Freehold representatives will vote **FOR** the following items of business:

- **FOR** each of the nominated directors
- **FOR** the appointment of KPMG LLP as our auditors
- **FOR** the Say on Pay Advisory Vote

#### Vote by proxy

Use one of the methods provided on the proxy form and summarized below, or simply complete the form and mail it to the address provided.



**Internet:** Go to [investorvote.com](https://investorvote.com). Enter the 15-digit control number printed on the form and follow the instructions on screen.



**Phone:** 1.866.732.8683 (toll-free in North America) and enter the 15-digit control number printed on the form. Follow the interactive voice recording instructions to submit your vote.



**Mail:** Enter your voting instructions on the proxy form, sign and date it, and send the completed form to Computershare Trust Company of Canada, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario L5J 2Y1.

## Beneficial Shareholders

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Your Common Shares are held in the name of your nominee (usually a bank, trust company, broker, securities dealer or other financial institution) and you are the Beneficial Shareholder.

The majority of brokers in Canada and the United States delegate responsibility for obtaining instructions from clients to Broadridge. Broadridge typically mails a scannable voting instruction form in lieu of the form of proxy. Please return your voting instructions as specified in the voting instruction form.

**Vote in person:** If you are a Beneficial Shareholder and would like to attend the Meeting and vote your Common Shares in person, you must appoint yourself as your own proxyholder. Enter your own name in the blank space on the voting instruction form provided to you and return the same by mail following the instructions on the form well in advance of the Meeting. Check in with a Computershare representative when you arrive at the Meeting.

### Submit your Voting Instructions

Use one of the methods provided on the voting instruction form and summarized below, or simply complete the form and mail it to the address provided on the form.



**Internet:** Go to [proxyvote.com](https://proxyvote.com). Enter the 16-digit control number printed on the form and follow the instructions on screen.



**Phone:** 1.800.474.7493 (toll-free in North America) and enter the specified 16-digit control number printed on the form. Follow the interactive voice recording instructions to submit your vote.



**Mail:** Enter your voting instructions on the voting instruction form, sign and date it, and send the completed form as specified in the voting instruction form.

### Who can vote

You are entitled to receive notice of and vote at the Meeting if you held Common Shares at the close of business on the Record Date. Shareholders will vote on three items of business and any other matters that may properly come before the Meeting. For further information, see "Business of the Meeting" on page 9.

If you acquired your Common Shares after the Record Date, you can ask for your name to be included in the list of eligible Shareholders up until 10 days before the Meeting if you have proper proof that you own the Common Shares. Contact our transfer agent, Computershare, at 1.800.564.6253 to make these arrangements.

As of the Record Date, we had 150,689,334 Common Shares issued and outstanding. Each Common Share entitles the holder to one vote on each of the items to be voted on.

### Send your voting instructions right away

Take some time to read this Information Circular and then vote your Common Shares right away. We must receive your voting instructions by 3:00 p.m. (Mountain Daylight time) on May 3, 2024 to ensure your Common Shares are voted at the Meeting.

If you are a Beneficial Shareholder you will need to allow enough time for your nominee (or their representative) to receive your voting instructions and then submit them to Computershare.

If the Meeting is postponed or adjourned, you must send your voting instructions at least 48 hours (not including Saturdays, Sundays and holidays) before the time the Meeting is reconvened.

## Changing your vote

If you change your mind about how you want to vote your Common Shares, you can revoke your proxy in one of the following ways, or by any other means permitted by law.

If you are a registered Shareholder:

- Vote again on the internet or by phone before 3:00 p.m. (Mountain Daylight time) on May 3, 2024
- Complete a proxy form with a later date than the form you originally submitted, and mail it as soon as possible so that it is received before 3:00 p.m. (Mountain Daylight time) on May 3, 2024
- Send a written notice from you or your authorized attorney revoking your previously provided proxy to our Corporate Secretary so that it is received before 4:30 p.m. (Mountain Daylight time) on May 6, 2024
- By attending the Meeting and revoking your previously provided proxy, which would then allow you to vote again

If you are a Beneficial Shareholder, follow the instructions provided by your nominee or in the voting instruction form you have received.

## How to obtain paper copies of our Meeting materials

Registered and Beneficial Shareholders can ask for free paper copies of this Information Circular and the proxy form or voting information form to be sent to them by mail. If you have any questions about the Notice and Access Provisions or would like to request paper copies of the materials for the Meeting, please contact our Corporate Secretary toll-free at 1.888.257.1873.

Or request free paper copies from our Corporate Secretary:

Freehold Royalties Ltd.  
Suite 1000, 517 – 10<sup>th</sup> Avenue SW  
Calgary, AB T2R 0A8  
[noticeandaccess@freeholdroyalties.com](mailto:noticeandaccess@freeholdroyalties.com)



## Solicitation of Proxies

This Information Circular is furnished in connection with the solicitation of proxies by the management of Freehold for use at the Meeting of Shareholders on May 7, 2024, commencing at 3:00 p.m. (Mountain Daylight time) for the purposes set forth in the Notice of the Meeting accompanying this Information Circular. The costs incurred in the solicitation of proxies and in the preparation and mailing of this Information Circular will be borne by Freehold. Solicitation of proxies by management will be through the mail, in person, and by telephone.

## Appointment and Revocation of Proxy

A form of proxy accompanies the Notice of the Meeting and this Information Circular. The persons named in such form of proxy are directors and officers of Freehold. **A person or corporation submitting the proxy shall have the right to appoint a person (who need not be a Shareholder) to be a representative at the Meeting, other than the persons designated in the form of proxy furnished by Freehold.** As indicated above, such appointment may be exercised by inserting the name of the appointed representative in the blank space provided for that purpose.

As indicated above, a Shareholder who has given a proxy may revoke it by depositing an instrument in writing executed by such Shareholder (or by an attorney duly authorized in writing) or, if such Shareholder is a corporation, by any officer or attorney thereof duly authorized, either at the registered office of Freehold at any time up to and including the close of business on the last business day preceding the Meeting or any adjournment thereof, or with the Chair of the Meeting on the day of the Meeting or any adjournment thereof.

## Notice to Beneficial Holders of Common Shares

The information in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold Common Shares in their own name. If you do not hold your Common Shares in your own name you are considered a "Beneficial Shareholder". You should note that only proxies deposited by Shareholders whose names appear on the records of Freehold as the registered holders of the Common Shares can be recognized and acted upon at the Meeting.

If your Common Shares are listed in an account statement provided to you by a broker, then in almost all cases those Common Shares will not be registered in your name on the records of Freehold. Those Common Shares will more likely be registered under the name of your broker or an agent of that broker. In Canada, the vast majority of Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Freehold does not know for whose benefit the Common Shares registered in the name of CDS & Co. are held.

Each intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by the intermediary/broker is identical to the form of proxy provided to registered Shareholders. However, its purpose is limited to instructing the intermediary/broker on how to vote on behalf of the Beneficial Shareholder.

The majority of brokers in Canada and the United States delegate responsibility for obtaining instructions from clients to Broadridge. Broadridge typically mails a scannable voting instruction form in lieu of the form of proxy. **The Beneficial Shareholder is requested to complete and return the voting instruction form to Broadridge or otherwise vote their Common Shares following the instructions provided on page 5.** Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting.

Common Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, the broker/nominees are prohibited from voting Common Shares for their clients. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from

Beneficial Shareholders in advance of shareholders' meetings. A Beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting as the voting instruction form must be returned as directed by the intermediary/broker in order to have the Common Shares voted. Accordingly, it is strongly suggested that Beneficial Shareholders return their completed voting instruction forms as directed well in advance of the Meeting.

## Notice and Access

We have elected to use the Notice and Access Provisions under National Instrument 54-101 Communications with Beneficial Owners of Securities of a Reporting Issuer for the Meeting in respect of mailings to Beneficial Shareholders, but not in respect of mailings to registered Shareholders (i.e., a Shareholder whose name appears on our records as a holder of Common Shares). The Notice and Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials which are mailed to shareholders by allowing a reporting issuer to post an information circular in respect of a meeting of its shareholders and related materials online.

We have also elected to use procedures known as 'stratification' in relation to our use of the Notice and Access Provisions. Stratification occurs when a reporting issuer using the Notice and Access Provisions provides a paper copy of an information circular and, if applicable, a paper copy of financial statements and related management's discussion and analysis, to some shareholders together with a notice of a meeting of its shareholders. In relation to the Meeting, registered Shareholders will receive a paper copy of the Notice of the Meeting, this Information Circular and a form of proxy whereas Beneficial Shareholders will receive a notice containing information prescribed by the Notice and Access Provisions and a voting instruction form. Furthermore, a paper copy of the financial statements and related management's discussion and analysis in respect of our most recently completed financial year was mailed to all registered Shareholders and those Beneficial Shareholders who previously requested to receive such information.

## Exercise of Discretion by Proxy

The persons named in the enclosed form of proxy will, if the instructions are certain, vote the Common Shares represented thereby, including on any ballot that may be called for at the Meeting, and where a choice with respect to any matter to be acted upon has been specified in the form of proxy, the Common Shares will be voted or withheld from voting in accordance with the specification so made. **The Common Shares represented by all proxies received by Freehold will be voted to approve each matter to which no specification has been made.**

The enclosed form of proxy confers discretionary authority on the persons appointed with respect to amendments or variations of matters identified in the Notice of Meeting or other matters that may properly come before the Meeting. At the time of printing this Information Circular, management of Freehold is not aware of any such amendments, variations or other matters.

## Voting Shares

There are presently 150,689,334 Common Shares issued and outstanding to which are attached voting rights and the registered holders thereof, at the close of business on the Record Date, are entitled to attend and vote at the Meeting on the basis of one vote for each Common Share held. Shareholders of Freehold of record as at the Record Date are entitled to receive notice of the Meeting and to vote those Common Shares included in the list of Shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such Shareholder transfers Common Shares after the Record Date and the transferee of those Common Shares, having produced properly endorsed certificates evidencing such Common Shares or having otherwise established that he or she owns such Common Shares, demands, not later than 10 days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

## Principal Shareholders

To the best of the knowledge of management of Freehold, the following are the only persons who beneficially own, or control or direct, directly or indirectly, Common Shares carrying more than 10% of the voting rights attached to the issued and outstanding Common Shares of Freehold that may be voted at the Meeting:

Name	Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly <sup>1</sup>	Percentage of Issued and Outstanding Common Shares
CN Pension Trust Funds (the pension funds for employees of Canadian National Railway Company)	25,104,464 <sup>2</sup>	16.66%

1. The information as to Common Shares beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of Freehold, has been derived from sources available to Freehold.
2. Includes 6,478,157 Common Shares held indirectly.

## Governance Agreement

Pursuant to a Governance Agreement dated December 31, 2010 between the Manager and Freehold, if the Manager and its affiliates, including the CN Pension Trust Funds, hold 10% or more of the issued and outstanding Common Shares, the Manager will have the right to nominate for election two individuals as directors of Freehold. If the Manager and its affiliates hold one (1) or more Common Shares but less than 10% of the issued and outstanding Common Shares, the Manager will have the right to nominate for election one individual as a director of Freehold. If the individuals nominated by the Manager fail to get elected or if the Manager ceases to hold any Common Shares (in which case the Manager will not have the right to nominate any individuals as directors of Freehold), but continues to act as manager of Freehold pursuant to the Management Agreement, the Governance Agreement will provide the Manager with the right to have an observer present at all meetings of directors of Freehold. The CN Pension Trust Funds holds, directly or indirectly, approximately 16.66% of the outstanding Common Shares and as a result, has the right to nominate two individuals as directors of Freehold.

## Quorum for Meeting

At the Meeting, a quorum shall consist of two or more persons present and holding or representing by proxy not less than 25% of the outstanding Common Shares. If a quorum is not present at the opening of the Meeting, the Shareholders present may adjourn the Meeting to a fixed time and place but may not transact any other business.

## Business of the Meeting

### Recommendation of the Board of Directors

The Board unanimously recommends that Shareholders vote FOR: the election of directors, appointment of auditors, and Say on Pay Advisory Vote as set forth in this Information Circular. Unless instructed otherwise, the person named on the proxy will vote FOR each of such matters to be acted upon at the Meeting.

## Financial Statements

The consolidated financial statements for the year ending December 31, 2023, together with the auditors' report on those statements, have been mailed to registered Shareholders and Beneficial Shareholders who previously requested such materials together with this Information Circular, in accordance with applicable securities laws. Copies of these financial statements are also available through the internet under Freehold's SEDAR+ profile at [sedarplus.ca](http://sedarplus.ca) and on Freehold's website at [freeholdroyalties.com](http://freeholdroyalties.com).

## Item 1: Election of Directors

There are presently nine directors of Freehold, each of whom will retire from office at the Meeting. The Board has determined that the number of directors to be elected at the Meeting, to hold office until the next annual meeting of Freehold or until their successors are elected or appointed, subject to the Articles and By-Laws of Freehold, be set at nine.

Pursuant to the Governance Agreement, the Manager is entitled to nominate for election two individuals as directors of Freehold. The Manager has nominated Mathieu Roy and David Spyker for election as directors at the Meeting.

In addition, the following seven persons have been nominated for election as directors of Freehold: Gary Bugeaud, Maureen Howe, Douglas Kay, Valerie Mitchell, Kim Lynch Proctor, Marvin Romanow, and Aidan Walsh.

### Directors at a Glance

Director Nominee	Director Since	Independent	Age	Audit Committee	GNC Committee	Reserves Committee	Public Boards <sup>1</sup>
Gary R. Bugeaud	2015	Y	62	•	•		1
Maureen E. Howe	2022	Y	66	Chair	•		3
J. Douglas Kay	2016	Y	70		Chair	•	1
Kimberley E. Lynch Proctor <sup>2</sup>	-	Y	48				4
Valerie A. Mitchell	2022	Y	52			•	2
Marvin F. Romanow <sup>3</sup>	2015	Y	68				1
Mathieu M. Roy <sup>4</sup>	-	N	46				1
David M. Spyker <sup>5</sup>	2021	N	60				1
Aidan M. Walsh	2013	Y	69	•		Chair	1

1. Current number of public boards including Freehold (public boards includes public boards of directors as well as public boards of trustees).
2. Ms. Lynch Proctor is not currently a director of Freehold.
3. Mr. Romanow is the Board Chair.
4. Mr. Roy is not currently a director of Freehold. Mr. Roy is not considered independent by virtue of his relationship with the Manager and the CN Pension Trust Funds.
5. Mr. Spyker is not considered independent as he is an officer of Freehold and of the Manager.

It is the intention of the persons named in the enclosed form of proxy, if named as proxy, to vote for the election of all of the persons named above (including Mathieu Roy and David Spyker) as directors. Management does not contemplate that any of the proposed nominees will be unable to serve as directors. If any of the proposed nominees do not stand for election or are unable to serve, proxies will not be voted for any other nominee. Each director elected will hold office until the next annual meeting of Shareholders or until his or her successor is elected or appointed.

For further information, see "Director Nominees" on page 14.

## Voting for Election of Directors

### Majority Voting Policy

The Board has adopted a majority voting policy which allows a Shareholder to vote with respect to each individual director. The individual voting results will be announced by news release and published on SEDAR+ at [sedarplus.ca](http://sedarplus.ca) after the Meeting. The individual voting results will be reviewed by our GNC Committee and will be considered as part of the GNC Committee's overall review and assessment of the nominees to be recommended to Shareholders at the next annual meeting of Shareholders.

The majority voting policy also provides that if a nominee for election as a director receives a greater number of votes "withheld" than votes "for" at a meeting of Shareholders, such nominee shall offer his or her resignation as a director to the Board promptly following the meeting of Shareholders at which the director was elected. Upon receiving such offer of resignation, our GNC Committee will consider such offer and make a recommendation to the Board whether to



accept it or not. Freehold will announce the decision of the Board promptly after such decision is made in a news release with respect to whether they have decided to accept such director's resignation, which decision will be made within 90 days following the meeting of Shareholders, and the reasons why they have accepted or not accepted such resignation. The Board will accept the resignation absent exceptional circumstances. The director who tendered such resignation will not attend any meeting (or portion of a meeting) of any Board committee (including the GNC Committee if such director is a member of such committee) or the Board where such resignation is being considered.

The majority voting policy only applies in circumstances involving an uncontested election of directors. For the purpose of the policy, an uncontested election of directors means that the number of nominees for election as a director is the same as the number of directors to be elected to the Board and that no proxy material is circulated in support of one or more nominees who are not named as nominees in the applicable management information circular.

A copy of the majority voting policy is available on Freehold's website at [freeholdroyalties.com](http://freeholdroyalties.com).

### **Advance Notice By-Law**

Our Board adopted the Advance Notice By-Law on March 7, 2019 and the Advance Notice By-Law was approved by our Shareholders at the annual and special meeting of the Shareholders held on May 7, 2019.

The Advance Notice By-Law provides that advance notice to Freehold must be made in circumstances where nominations of persons for election to the Board are made by Shareholders other than pursuant to: (a) a "proposal" made in accordance with the ABCA; or (b) a requisition of a meeting made pursuant to the ABCA.

The Advance Notice By-Law fixes a deadline by which Shareholders must submit director nominations to our Corporate Secretary of Freehold prior to any annual or special meeting of Shareholders and outlines the specific information that a nominating Shareholder must include in the written notice to our Corporate Secretary for an effective nomination to occur. No person nominated by a Shareholder will be eligible for election as a director of Freehold unless nominated in accordance with the provisions of the Advance Notice By-Law. In the case of an annual meeting of Shareholders, notice to our Corporate Secretary must be made not less than 30 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement. In the case of a special meeting of Shareholders (which is not also an annual meeting), notice to Freehold must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made. To the extent that the applicable annual meeting or special meeting of Shareholders is adjourned or postponed, the time periods for the giving of a notice shall be calculated based on the new adjourned or postponed date of the annual meeting or special meeting of Shareholders and not based on the original date of such meeting. The Board may, in its sole discretion, waive any requirement of the Advance Notice By-Law.

A copy of the Advance Notice By-Law is available on SEDAR+ at [sedarplus.ca](http://sedarplus.ca) and on Freehold's website at [freeholdroyalties.com](http://freeholdroyalties.com).

## **Item 2: Appointment of Auditors**

The persons named in the form of proxy solicited by management of Freehold will vote the Common Shares represented by proxy for the appointment of KPMG LLP, Chartered Professional Accountants, as auditors of Freehold until the next annual meeting of Shareholders at remuneration to be fixed by the directors of Freehold. KPMG were first appointed auditors of Freehold on September 30, 1996.

## Audit Fees

The following table sets out the fees for KPMG by Freehold in the two most recently completed financial years:

Type of Fee	December 31, 2023 (\$)	December 31, 2022 (\$)
Audit fees <sup>1</sup>	370,488	335,980
Audit-related fees <sup>2</sup>	-	-
Tax fees <sup>3</sup>	81,509	83,307
All other fees	-	-
Total	451,997	419,287

1. Freehold's annual financial statements, reviews of interim consolidated financial statements for the first, second, and third quarters of the respective year, or services that are normally provided in connection with statutory and regulatory filings or engagements including the filings of prospectuses by the Company in respect of public financings completed by the Company. Fees do not include administrative or Canadian Public Accountability Board surcharges.
2. Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit or review of Freehold's financial statements and are not reported as Audit Fees.
3. Tax fees consist of fees for tax compliance, tax preparation and advisory services. During 2023 and 2022, \$17,000 and \$12,800, respectively, of such fees were related to tax compliance and tax preparation and the remainder was for advisory services.

## Item 3: Advisory Vote on Executive Compensation

Freehold is managed by the Manager, which is an external company and a wholly-owned subsidiary of Rife (a private Canadian oil and gas company). Rife, which is wholly-owned by the CN Pension Trust Funds, provides the Manager on a contract basis, with all necessary personnel, equipment and facilities required to provide management and operational services to Freehold on a cost recovery basis. Freehold's executive officers are employed by Rife. Freehold is obligated to pay (or, in the case of long-term incentive compensation, grant Restricted Awards or Performance Awards pursuant to the Freehold Award Plan) an agreed portion of the compensation of the executive officers. In addition, Freehold compensates the Manager by paying a management fee, which can be paid by issuing Common Shares or by paying cash, and reimbursing Rife for G&A Costs incurred for Freehold to manage its business.

With respect to the development and review of all key human resources matters, Freehold and Rife have a collaborative relationship. Rife's Compensation Committee meets with our GNC Committee on a regular basis to review and approve all matters relating to compensation for the employees of Rife that work on the business of Freehold, including Freehold's executive officers.

As a result of this collaborative relationship of Freehold's GNC Committee with Rife on all compensation matters, in 2019 we implemented an annual Say on Pay Advisory Vote. The Say on Pay Advisory Vote is a non-binding Shareholder advisory vote on executive compensation that gives a formal opportunity for our Shareholders to provide their views on the elements of compensation and the levels of such compensation awarded to the employees of Rife acting as executive officers of Freehold. At last year's annual and special meeting of Shareholders, our Say on Pay Advisory Vote was approved by 96.6% of the votes cast by our Shareholders. Shareholders are encouraged to carefully review the information set forth in the Executive Compensation section of this Information Circular before voting on this matter. In addition to providing feedback to our Board on Shareholders' views of executive compensation by voting on the Say on Pay Advisory Vote, we invite you to give direct feedback to our Board by mail at Suite 1000, 517 – 10th Avenue SW, Calgary, Alberta T2R 0A8, by telephone at 1.888.257.1873, or by email at [boardofdirectors@freeholdroyalties.com](mailto:boardofdirectors@freeholdroyalties.com).

At the Meeting, Shareholders will be asked to consider and, if thought advisable, to pass the following resolution, being the Say on Pay Advisory Vote:

"BE IT RESOLVED, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors of Freehold Royalties Ltd. (the "Company"), that the Shareholders accept the approach to executive compensation as disclosed in the "Executive Compensation" section of the Management Information Circular of the Company dated March 19, 2024."

While the advisory vote is non-binding, the Board and the GNC Committee will take the results of the vote into account, as they consider appropriate, in evaluating Rife's compensation approach going forward. In the event there is a significant proportion of negative votes cast at the Meeting on the Say on Pay Advisory Vote the Board will consult with Shareholders (particularly those who are known to have voted against it) to better understand their concerns that may have influenced voting results. Our GNC Committee will discuss any concerns or recommended actions that arise with Rife's Board of Directors.

Although our Board and Rife's Board of Directors have a collaborative and productive relationship, there is no certainty that the Rife Board of Directors will agree to any changes to the compensation programs and policies of Rife that our GNC Committee and Board may recommend as a result of the Say on Pay Advisory Vote.

Results from any such Board review will be discussed in our management information circular for the annual meeting of Shareholders to be held in 2025.

## **Other Matters**

The Manager knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of the Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgment of the person or persons voting the proxy.

## Director Nominees

The following tables set out the names and profiles of the proposed nominees, including the nominees of the Manager, for election as directors. The information contained herein as to Common Shares beneficially owned or controlled or directed, directly or indirectly, is based upon information furnished to Freehold by the respective nominees.

The Board has determined that all of the nominees with the exception of Mathieu M. Roy and David M. Spyker are independent within the meaning of NI 58-101 of the Canadian Securities Administrators.



Calgary, Alberta

Director since: 2015

Age: 62

2023 annual meeting  
vote for: 97.94%

### Gary R. Bugeaud Independent Director

Gary Bugeaud is a corporate director and was the Managing Partner of Burnet, Duckworth & Palmer LLP until his retirement in December 2013. He has over 23 years of legal experience focused on securities, corporate finance, mergers and acquisitions, and corporate governance matters.

Mr. Bugeaud has a Bachelor of Commerce (Finance) degree and a Bachelor of Laws degree from the University of Saskatchewan. Mr. Bugeaud holds the ICD.D designation from the Institute of Corporate Directors and is a member thereof.

<b>Board and Committee Membership</b>	<b>2023 Meeting Attendance</b>
Board of Directors	9/9 (100%)
Audit Committee	4/4 (100%)
GNC Committee	5/5 (100%)

<b>Securities Held</b>	<b>Units<sup>1</sup></b>	<b>Market Value<sup>2</sup></b>
Common Shares	31,354	\$429,236
DRSUs	7,099	\$97,185
DSUs	80,518	\$1,102,291
Total Common Shares, DRSUs and DSUs	118,971	\$1,628,712

<b>Director Share Ownership</b>
Guideline met

<b>Other Public Boards</b>
None

1. Holdings as of December 31, 2023.
2. Calculated using the TSX Closing Price of the Common Shares on December 31, 2023.





Vancouver, British  
Columbia

Director since: 2022

Age: 66

2023 annual meeting  
vote for: 98.07%

## Maureen E. Howe

### Independent Director

Maureen Howe is a corporate director with over 35 years of finance and capital market experience as well as relevant public company experience. Ms. Howe was a Research Analyst and Managing Director at RBC Capital Markets in equity research from 1996 until 2008. She specialized in the area of energy infrastructure, which included power generation, transmission and distribution, oil and gas transmission and distribution, gas processing, and alternative energy. Prior to joining RBC Capital Markets, Ms. Howe held various positions in the area of capital markets, including investment banking, portfolio management, and corporate finance.

Ms. Howe has a Bachelor of Commerce (Honours) from the University of Manitoba and a Ph.D. in Finance from the University of British Columbia. She is a member of the Institute of Corporate Directors.

Board and Committee Membership	2023 Meeting Attendance
Board of Directors	9/9 (100%)
Audit Committee (Chair)	4/4 (100%)
GNC Committee <sup>1</sup>	1/1 (100%)

Securities Held	Units <sup>2</sup>	Market Value <sup>3</sup>
Common Shares	21,000	\$287,490
DRSUs	-	-
DSUs	14,268	\$195,329
Total Common Shares, DRSUs and DSUs	35,268	\$482,819

### Director Share Ownership

Guideline met

### Other Public Boards

Methanex Corporation (Public – TSX: MX, NASDAQ: MEOH) Director and Member of Audit, Finance & Risk Committee and Corporate Governance Committee (Chair)

Pembina Pipeline Corporation (Public – TSX: PPL, NYSE: PBA) Director and Member of Audit Committee (Chair) and Governance, Nominating and Corporate Social Responsibility Committee

1. Joined the GNC Committee October 19, 2023.
2. Holdings as of December 31, 2023.
3. Calculated using the TSX Closing Price of the Common Shares on December 31, 2023.



Calgary, Alberta  
Director since: 2016  
Age: 70  
2023 annual meeting  
vote for: 92.06%

## J. Douglas Kay

### Independent Director

Douglas Kay is a corporate director and an experienced oil and gas industry executive with strong land, finance, negotiating and leadership skills. He has over 45 years of diverse responsibilities with Canadian based oil and gas exploration and production companies.

Mr. Kay holds a Bachelor of Economics degree from the University of Calgary, is a graduate of the Management Development Program of the University of Western Ontario, holds the designation of P. Land through the Canadian Association of Land and Energy Professionals (CALEP). Mr. Kay holds the ICD.D designation from the Institute of Corporate Directors and is a member thereof. He is a former director of the Canadian Association of Petroleum Producers (CAPP) and a former director and Chair of the Explorers and Producers Association of Canada (EPAC).

<b>Board and Committee Membership</b>	<b>2023 Meeting Attendance</b>
Board of Directors	9/9 (100%)
GNC Committee (Chair)	5/5 (100%)
Reserves	2/2 (100%)

<b>Securities Held</b>	<b>Units<sup>1</sup></b>	<b>Market Value<sup>2</sup></b>
Common Shares	15,000	\$205,350
DRSUs	-	-
DSUs	84,862	\$1,161,761
Total Common Shares, DRSUs and DSUs	99,862	\$1,367,111

#### **Director Share Ownership**

Guideline met

#### **Other Public Boards**

None

1. Holdings as of December 31, 2023.
2. Calculated using the TSX Closing Price of the Common Shares on December 31, 2023.



Calgary, Alberta  
Director Nominee

Age: 48

2023 annual meeting  
vote for: N/A

## Kimberley E. Lynch Proctor

### Independent Director

Kim Lynch Proctor is a corporate director with over 25 years of experience as a business executive, lawyer, and accountant. She was the Chief Financial Officer and General Counsel of KERN Partners, an energy focused private equity firm, from 2009 to 2016 and prior thereto a practicing lawyer and Chartered Professional Accountant with Felesky Flynn LLP, Bennett Jones LLP, and Deloitte, respectively, advising on international and domestic transactions. Ms. Lynch Proctor is currently a director of MEG Energy Corp. and Paramount Resources Ltd. and is also on the Board of Trustees of Alaris Equity Partners Income Trust. Ms. Lynch Proctor has served on the boards of several not-for-profit organizations.

Ms. Lynch Proctor obtained both a Bachelor of Commerce and a Bachelor of Laws degree from the University of Calgary, a Master of Laws degree from New York University, is a Chartered Professional Accountant and holds an ICD.D designation from the Institute of Corporate Directors and is a member thereof.

Board and Committee Membership	2023 Meeting Attendance
Board of Directors	N/A

Securities Held	Units <sup>1</sup>	Market Value <sup>2</sup>
Common Shares	- <sup>3</sup>	-
DRSUs	-	-
DSUs	-	-
Total Common Shares, DRSUs and DSUs	-	-

#### Director Share Ownership<sup>4</sup>

N/A

#### Other Public Boards

Alaris Equity Partners Income Trust (Public – TSX: AD.UN) Trustee and Member of Transaction Committee (Chair), Compensation Committee and Audit Committee

MEG Energy Corporation (Public – TSX: MEG) Director and Member of Audit Committee and Human Resources and Compensation Committee

Paramount Resources Ltd. (Public – TSX: POU) Director and Member of Audit Committee (Chair), Corporate Governance Committee and Reserves Committee

1. Holdings as of December 31, 2023.
2. Calculated using the TSX Closing Price of the Common Shares on December 31, 2023.
3. On January 31, 2024, Ms. Lynch Proctor purchased 10,000 Common Shares and on February 7, 2024 she purchased an additional 5,000 Common Shares which, as of the Record Date, have a cumulative Market Value of \$219,000 (calculated using the TSX Closing Price of the Common Shares on the Record Date).
4. In accordance with Freehold's Director Share Ownership Guideline, as Ms. Lynch Proctor is nominated to be appointed to the Board effective May 7, 2024, she will have until May 31, 2029 to meet the requirements of the Director Share Ownership Guideline.



Edmond, Oklahoma

Director since: 2022

Age: 52

2023 annual meeting  
vote for: 99.57%

## Valerie A. Mitchell

### Independent Director

Valerie Mitchell is a corporate director with over 25 years of experience in the energy industry. Since March 2020, Ms. Mitchell has been the President and Chief Operating Officer of Troy Energy Corp., a private independent oil and gas acquisition, development, and exploration company based in Oklahoma City. From 2016 through 2020, Ms. Mitchell was the Chief Executive Officer and a director of Corterra Energy, LLC, a private equity backed exploration and production company based in Tulsa, Oklahoma. She is currently a director and member of the Audit Committee of NCS Multistage Holdings Inc.

Ms. Mitchell has a Bachelor of Science (Honours) in Chemical Engineering from the University of Missouri. She is a member of the Institute of Corporate Directors.

Board and Committee Membership	2023 Meeting Attendance
Board of Directors	9/9 (100%)
Reserves Committee	2/2(100%)

Securities Held	Units <sup>1</sup>	Market Value <sup>2</sup>
Common Shares	1,880	\$25,737
DRSUs	-	-
DSUs	17,862	\$244,531
Total Common Shares, DRSUs and DSUs	19,742	\$270,268

### Director Share Ownership

In progress<sup>3</sup>

### Other Public Boards

NCS Multistage Holdings Inc. (NASDAQ: NCSM) Director and Member of Audit Committee

1. Holdings as of December 31, 2023.
2. Calculated using the TSX Closing Price of the Common Shares on December 31, 2023.
3. In accordance with Freehold's Director Share Ownership Guideline, as Ms. Mitchell was appointed to the Board on June 1, 2022, she has until June 30, 2027 to meet the requirements of the Director Share Ownership Guideline.



Calgary, Alberta  
Director since: 2015  
Age: 68  
2023 annual meeting  
vote for: 98.62%

## Marvin F. Romanow

### Independent Director

Marvin Romanow is a corporate director, Executive in Residence at the University of Saskatchewan, and a retired oil and gas industry executive with over 40 years of experience. Prior to his retirement, he was the President and Chief Executive Officer of Nexen Inc. He has a proven track record in the areas of operating, financial and strategic leadership. His executive roles provided direct engagement with shareholders and directors at two major public corporations over the past 20 years.

Mr. Romanow is a graduate of Harvard's Program for Management Development and in October 2007 he completed INSEAD's Advance Management Program. He has a Master of Business Administration and a Bachelor of Engineering, with Great Distinction, from the University of Saskatchewan. Mr. Romanow holds the ICD.D designation from the Institute of Corporate Directors and is a member thereof. He currently serves on the board of Arnie Charbonneau Cancer Institute.

<b>Board and Committee Membership</b>	<b>2023 Meeting Attendance</b>
Board of Directors (Chair)	9/9 (100%)

<b>Securities Held</b>	<b>Units<sup>1</sup></b>	<b>Market Value<sup>2</sup></b>
Common Shares	180,256	\$2,467,705
DRSUs	2,535	\$34,704
DSUs	129,493	\$1,772,759
Total Common Shares, DRSUs and DSUs	312,284	\$4,275,168

#### **Director Share Ownership**

Guideline met

#### **Other Public Boards**

None

1. Holdings as of December 31, 2023.
2. Calculated using the TSX Closing Price of the Common Shares on December 31, 2023.



St-Basile-le-Grand,  
Québec

Director Nominee

Age: 46

2023 annual meeting  
vote for: N/A

## Mathieu M. Roy

### Non-independent Director

Mathieu Roy is Managing Director, Real Assets of the CN Investment Division (Montreal), which manages one of the largest corporate pension funds in Canada. Mr. Roy has 20 years of experience in capital markets, including more than 16 years at CN Investment Division.

Mr. Roy has a Bachelor's and Master's degree in finance from the University of Sherbrooke and is a Chartered Financial Analyst.

<b>Board and Committee Membership</b>	<b>2023 Meeting Attendance</b>	
Board of Directors		N/A

<b>Securities Held</b>	<b>Units<sup>1</sup></b>	<b>Market Value<sup>2</sup></b>
Common Shares	2,111	\$28,900
DRSUs	N/A	-
DSUs	N/A	-
Total Common Shares, DRSUs and DSUs	2,111	\$28,900

<b>Director Share Ownership</b>
N/A <sup>3</sup>

<b>Other Public Boards</b>
None

1. Holdings as of December 31, 2023.
2. Calculated using the TSX Closing Price of the Common Shares on December 31, 2023.
3. In accordance with Freehold's Director Share Ownership Guideline, as Mr. Roy is nominated to be appointed to the Board effective May 7, 2024, he will have until May 31, 2029 to meet the requirements of the Director Share Ownership Guideline.





Calgary, Alberta

Director since: 2021

Age: 60

2023 annual meeting  
vote for: 99.66%

## David M. Spyker

Non-independent Director

David Spyker was appointed President and Chief Executive Officer in January 2021. Mr. Spyker served as Freehold's Interim President and Chief Executive Officer from September 2020 to January 2021. Mr. Spyker joined Freehold in November 2016 as Vice President, Production and was appointed Chief Operating Officer in March 2019. Mr. Spyker has over 35 years of industry experience.

Mr. Spyker holds a Bachelor of Science degree in Mechanical Engineering from the University of Alberta and is a member of the Association of Professional Engineers and Geoscientists of Alberta (APEGA). He currently serves on the Board of Governors of the CAPP and is a member of the Institute of Corporate Directors.

Board and Committee Membership	2023 Meeting Attendance	
Board of Directors	9/9 (100%)	
Securities Held	Units <sup>1</sup>	Market Value <sup>2</sup>
Common Shares	160,000	\$2,190,400
DRSUs <sup>3</sup>	N/A	-
DSUs <sup>3</sup>	N/A	-
Total Common Shares, DRSUs and DSUs	160,000	\$2,190,400
Director Share Ownership	N/A <sup>4</sup>	
Other Public Boards	None	

1. Holdings as of December 31, 2023.
2. Calculated using the TSX Closing Price of the Common Shares on December 31, 2023.
3. As a member of management, Mr. Spyker is not eligible to receive DRSUs and DSUs.
4. As a member of management, Mr. Spyker is not required to meet the Director Share Ownership Guideline applicable to Non-Management Directors. Mr. Spyker is subject to, and has met, the Executive Share Ownership Guideline as described on page 48.



Calgary, Alberta  
Director since: 2013  
Age: 69  
2023 annual meeting  
vote for: 99.62%

## Aidan M. Walsh

### Independent Director

Aidan Walsh is a corporate director. Prior to April 30, 2020, he was Chief Executive Officer of Baccalieu Energy Inc. (Calgary), a private junior oil and gas company that he co-founded in 2008. Mr. Walsh has over 43 years of oil and gas experience in production, marketing, transportation, acquisitions, finance, facility engineering, and construction. He is a proven negotiator and a strategic thinker with strong leadership and analytical skills. He has experience interacting with industry partners as well as regulators and federal and provincial government representatives on issues affecting the Canadian oil and gas industry.

Mr. Walsh has a Bachelor of Engineering degree in Mechanical Engineering from Memorial University of Newfoundland and a Master of Business Administration degree from the University of Calgary. He is a member of APEGA. Mr. Walsh holds the ICD.D designation from the Institute of Corporate Directors and is a member thereof. He is a former director and Chair of EPAC.

Board and Committee Membership	2023 Meeting Attendance
Board of Directors	9/9 (100%)
Audit Committee	4/4 (100%)
Reserves Committee (Chair)	2/2 (100%)

Securities Held	Units <sup>1</sup>	Market Value <sup>2</sup>
Common Shares	31,685	\$433,768
DRSUs	3,549	\$48,586
DSUs	93,553	\$1,280,741
Total Common Shares, DRSUs and DSUs	128,787	\$1,763,095

Director Share Ownership
Guideline met

Other Public Boards
None

1. Holdings as of December 31, 2023.
2. Calculated using the TSX Closing Price of the Common Shares on December 31, 2023.

## Corporate Cease Trade Orders or Bankruptcies

During the past ten years, none of the proposed directors or executive officers of Freehold is or has been a director, chief executive officer or chief financial officer of any company that: (i) was the subject of a cease trade order or similar order or an order that denied that company access to any exemption under securities legislation for a period of more than 30 consecutive days, while that person was acting in the capacity as director, chief executive officer or chief financial officer; and (ii) was the subject of a cease trade order or similar order or an order that denied that company access to any exemption under securities legislation for a period of more than 30 consecutive days, after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer. None of the directors or executive officers of Freehold is as at the date of the Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

## Personal Bankruptcies

During the past ten years, none of the proposed directors of Freehold has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

## Penalties or Sanctions

No proposed director has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body.

## Director Share Ownership Guidelines

To align the directors' interests with those of our Shareholders, each Non-Management Director is required to hold equity interests in Freehold (Common Shares, DRSUs and/or DSUs) equal to a minimum of three times their total annual compensation (the annual cash retainer (excluding any committee Chair retainers), plus the value of the annual grant of DRSUs and/or DSUs).

Any new Non-Management Directors will be expected to achieve this level within five years of their appointment to our Board. The value of Common Shares is based on the greater of the current market price of the Common Shares and the original purchase price for the Common Shares. The value of DRSUs and/or DSUs is based on the greater of the current market price of the underlying Common Shares and the closing price of the underlying Common Shares on the trading day immediately prior to the date of grant.

### Director Share Ownership

The following table sets forth the number of Common Shares, DRSUs and DSUs held by each Non-Management Director, as at December 31, 2023.

Name	Common Shares (#)	DRSUs <sup>1</sup> (#)	DSUs <sup>2</sup> (#)	Total Number of Common Shares, DRSUs and DSUs (#)	Market Value of Common Shares, DRSUs and DSUs <sup>3</sup> (\$)	Total Value of Common Shares, DRSUs and DSUs <sup>4,5</sup> (\$)	Total Value of Share Ownership Required <sup>6</sup> (\$)	Meets Share Ownership Requirements
Sylvia K. Barnes	4,300	-	13,848	18,148	248,446	273,800	480,000	N/A <sup>7</sup>
Gary R. Bugeaud	31,354	7,099	80,518	118,971	1,628,712	1,725,248	480,000	Yes
Peter T. Harrison	27,000	5,325	38,019	70,344	963,009	1,047,613	480,000	Yes <sup>8</sup>
Maureen E. Howe	21,000	-	14,268	35,268	482,819	534,022	480,000	Yes
J. Douglas Kay	15,000	-	84,862	99,862	1,367,111	1,397,679	480,000	Yes
Valerie A. Mitchell	1,880	-	17,862	19,742	270,268	298,476	480,000	In progress <sup>9</sup>
Marvin F. Romanow	180,256	2,535	129,493	312,284	4,275,168	4,406,129	666,000	Yes
Aidan M. Walsh	31,685	3,549	93,553	128,787	1,763,095	1,946,361	480,000	Yes

- All DRSUs vest immediately upon grant and one-third of such DRSUs are redeemed on each of the first, second and third anniversaries of the date of grant.
- All DSUs vest immediately upon grant but cannot be redeemed until the director ceases to be a director of Freehold.
- Market value has been determined by multiplying the number of Common Shares, DRSUs and DSUs by the closing price of the Common Shares on the TSX on December 31, 2023 of \$13.69.
- Total value of Common Shares has been determined by multiplying the number of Common Shares by the greater of the current market price of the Common Shares (based on the closing price on the TSX on December 31, 2023 of \$13.69) or the original purchase price for the Common Shares.
- Total value of DRSUs and DSUs has been determined by multiplying the number of Common Shares underlying the DRSUs and DSUs by the greater of the current market price of the Common Shares (based on the closing price TSX on December 31, 2023 of \$13.69) or the original price for the Common Shares at the time the grants were made (values are adjusted for dividends since the date of grant).
- Based on three times each Non-Management Director's total annual Board compensation, the annual cash retainer (excluding any committee Chair retainers) plus the value of the annual equity retainer.
- Ms. Barnes is not standing for re-election at the Meeting.
- Mr. Harrison is not standing for re-election at the Meeting.
- As Ms. Mitchell was appointed to the Board on June 1, 2022, she has until June 30, 2027 to meet the requirements of the Director Share Ownership Guideline.

## Board of Directors' Compensation

The Board has determined that the directors should be compensated in a form and amount that attracts and retains the services of highly qualified individuals, is competitive with comparable peers and appropriate having regard to such matters as time commitment, responsibility and trends in director compensation. The GNC Committee is responsible for periodically reviewing and recommending to the Board for approval the remuneration of the directors (including remuneration for chairing or serving on a committee of the Board); the terms and awards of equity compensation for directors; and any other arrangements pursuant to which monies or other compensation are payable to a director.

In November 2022, the Board approved the Director DSU and RSU Plan that amended and restated the DSU Plan to permit the Board to grant DRSUs to Non-Management Directors, in addition to DSUs. For compensation paid to Non-Management directors in 2023, Non-Management Directors were permitted to elect to receive DRSUs in lieu of DSUs (previously DSUs were the only option). Although similar to DSUs in that the DRSUs vest immediately upon grant, DRSUs differ from DSUs in that they are automatically redeemed as to one-third of the DRSUs granted on each of the first, second and third anniversaries of the date of grant, whereas DSUs are redeemed when a director ceases to act as a director of Freehold.

In 2023, the compensation for Non-Management Directors consisted of cash retainers, and grants of DRSUs and/or DSUs pursuant to the Director DSU and RSU Plan. Non-Management Directors do not receive any option-based awards, pension compensation or non-equity incentive compensation. Non-Management Directors are not entitled to receive grants of Performance Awards or Restricted Awards under the Freehold Award Plan. Directors who are employees of the Manager do not receive additional compensation for Board service.

Non-Management Directors must make the election to receive DSUs instead of their cash remuneration or DRSUs in lieu of DSUs by no later than December 1 in the preceding year and cannot change the election or opt-out at any time during the year. Freehold may make a lump-sum cash payment in lieu of issuing Common Shares on redemption of DSUs at the election of the Board with the lump-sum cash payment equal to the number of DSUs redeemed multiplied by the closing price for a Common Share on the TSX on the trading day immediately prior to the redemption date.

The Director DSU and RSU Plan contemplates that Freehold will make a lump-sum cash payment in lieu of issuing Common Shares on redemption of DRSUs unless otherwise elected by the Board, with the lump-sum cash payment equal to the number of DRSUs redeemed multiplied by the closing price for a Common Share on the TSX on the trading day immediately prior to the redemption date.

## Director Compensation and Retainers

In 2023, the GNC Committee engaged Hugessen Consulting to conduct a comprehensive review of Freehold's director compensation. Compensation benchmarking indicated an opportunity to better align director compensation with our peers to continue to attract directors with the required experience and skills. As a result, effective January 1, 2024, retainers for Non-Management Directors and the Chair of the Board were increased.

Freehold does not pay meeting attendance fees to directors.

The following table sets forth the Board and committee retainer fee schedule for Non-Management Directors for 2023 and 2024.

Type of Retainer or Compensation <sup>1</sup>	January 1, 2023 (\$)	January 1, 2024 (\$)
Board Chair Retainer	72,000	150,000
Non-Management Director Retainer	55,000	75,000
Additional Committee Chair Retainers:		
Audit Committee Chair	15,000	25,000
GNC Committee Chair	15,000	25,000
Reserves Committee Chair	10,000	20,000
Annual Value of DSU Award – Board Chair	150,000	150,000
Annual Value of DSU Award – Non-Management Director	105,000	115,000

- Directors are also reimbursed for out-of-pocket expenses to attend meetings.

## Summary Director Compensation

The following table sets forth the aggregate compensation paid to each Non-Management Director during 2023.

Name	Board Chair or Member Retainer (\$)	Committee Chair Retainer (\$)	Total Retainer (\$)	Share-based awards <sup>1</sup> (\$)	All other compensation (\$)	Total Compensation (\$)	Portion Taken As		
							Cash (\$)	DRSUs <sup>1</sup> (\$)	DSUs <sup>1</sup> (\$)
Sylvia K. Barnes	55,000	-	55,000	105,000	-	160,000	55,000	-	105,000
Gary R. Bugeaud	55,000	-	55,000	105,000	-	160,000	55,000	105,000	-
Peter T. Harrison	55,000	-	55,000	105,000	-	160,000	27,500	78,750	53,750
Maureen E. Howe	55,000	15,000	70,000	105,000	-	175,000	70,000	-	105,000
J. Douglas Kay	55,000	15,000	70,000	105,000	-	175,000	35,000	-	140,000
Arthur N. Korpach <sup>2</sup>	19,794	-	19,794	105,000	-	124,794	19,794	-	105,000
Valerie A. Mitchel	55,000	-	55,000	105,000	-	160,000	-	-	160,000
Marvin F. Romanow	72,000	-	72,000	150,000	-	222,000	72,000	37,500	112,500
Aidan M. Walsh	55,000	10,000	65,000	105,000	-	170,000	65,000	52,500	52,500

- This is a grant in dollars that is converted to DRSUs or DSUs based on the closing price per Common Share on the TSX on the trading day immediately prior to the date of the grant. This includes both the annual grant of DRSUs and/or DSUs and DSUs received in lieu of cash remuneration at the election of the Non-Management Director. This methodology for calculating the fair value of the DRSUs and DSUs on the grant date is consistent with the initial fair value determined in accordance with IFRS 2. Directors are required to elect the portion of their retainers they wish to receive as equity prior to the December 1 each year, or if they are appointed or elected within the year, within 30 days of appointment or election.
- Mr. Korpach ceased to be a director of Freehold on May 10, 2023.



## Share-Based Awards

The following table sets forth the outstanding DRSUs and DSUs held by each Non-Management Director as at December 31, 2023. All DRSUs and DSUs vest immediately upon grant and as a result the Non-Management Directors do not hold any share-based awards that have not vested. The directors do not receive or currently hold any option-based awards.

Name	Number of DRSUs that have not been paid out or distributed <sup>1</sup> (#)	Number of DSUs that have not been paid out or distributed <sup>2</sup> (#)	Market or payout value of unvested DRSUs and DSUs that have not been paid out or distributed <sup>1,2,3</sup> (\$)
Sylvia K. Barnes	-	13,848	189,580
Gary R. Bugeaud	7,099	80,518	1,199,480
Peter T. Harrison	5,325	38,019	593,370
Maureen E. Howe	-	14,268	195,330
J. Douglas Kay	-	84,862	1,161,762
Valerie A. Mitchell	-	17,862	244,525
Marvin F. Romanow	2,535	129,493	1,807,466
Aidan M. Walsh	3,549	93,553	1,329,331

- All DRSUs vest immediately upon grant and one-third of such DRSUs are redeemed on each of the first, second and third anniversaries of the date of grant.
- All DSUs vest immediately upon grant but cannot be redeemed until the director ceases to be a director of Freehold.
- Calculated using the December 31, 2023 Common Share closing price on the TSX of \$13.69.

## Value Vested or Earned

The following table sets forth the value of DRSUs and DSUs that vested during the year ended December 31, 2023 for Non-Management Directors. The directors do not receive any option-based awards.

Name	Share-based awards - Value vested during the year	
	DRSUs <sup>1,3</sup> (\$)	DSUs <sup>2,3,4</sup> (\$)
Sylvia K. Barnes	-	118,772
Gary R. Bugeaud	111,771	83,528
Peter T. Harrison	83,833	91,744
Maureen E. Howe	-	119,208
J. Douglas Kay	-	225,796
Valerie A. Mitchell	-	175,377
Marvin F. Romanow	39,920	246,200
Aidan M. Walsh	55,877	149,246

- All DRSUs vest immediately upon grant and one-third of such DRSUs are redeemed on each of the first, second and third anniversaries of the date of grant.
- All DSUs vest immediately upon grant but cannot be redeemed until the director ceases to be director of Freehold.
- Calculated based on: (i) the number of DRSUs or DSUs granted multiplied by the closing price per Common Share on the TSX on the trading day immediately prior to the date of the grant; plus (ii) the number of additional DRSUs or DSUs credited to a director upon the payment of dividends on the Common Shares for all DRSUs or DSUs held by such directors multiplied by the closing price per Common Share on the TSX on the trading day immediately prior to the date such additional DSUs are credited.
- Includes DSUs received in lieu of cash retainers.

# Corporate Governance

## Corporate Governance Highlights

✓ Annual election of all directors	✓ 78% independent directors <sup>1</sup>	✓ Share ownership guidelines for directors and executives
✓ Independent Chair	✓ 33% women directors (43% of the independent directors) <sup>1</sup>	✓ Majority voting policy for directors
✓ 100% Independent Board committees	✓ Financial Expert now required on Audit Committee	✓ Annual advisory vote on executive compensation
✓ ESG reporting	✓ Code of Conduct annual sign-off	✓ Short-term incentives linked to ESG
✓ Shareholder engagement on ESG	✓ Individual election (no slate voting)	✓ Diversity and Renewal Policy for directors
✓ Regular in-camera meetings of independent directors	✓ Clawback policy	✓ Board orientation/education program
✓ Risk oversight by Board and Board committees	✓ Executive compensation pay-for-performance philosophy	✓ Anti-hedging requirement – prohibits hedging for directors, executives and all employees
✓ No dual class share structure	✓ Political contributions prohibited	✓ Whistleblower Policy

1. Based on the 2024 director nominees.

## Board of Directors

It is a term of the Governance Agreement that the Manager presently has the right to nominate for election two individuals as directors of Freehold. For further information, see "Governance Agreement" on page 9.

The Board has determined that seven of the nine proposed directors (78%) are independent within the meaning of NI 58-101 as they are not officers or employees of Freehold, Rife or the Manager and they do not have any other direct or indirect material relationship with Freehold which could be reasonably expected to interfere with such directors' exercise of independent judgment. The seven proposed independent directors are: Gary Bugeaud, Maureen Howe, Douglas Kay, Kim Lynch Proctor, Valerie Mitchell, Marvin Romanow, and Aidan Walsh. Committee membership is limited to independent directors.

David Spyker is not considered independent because he is an officer of Freehold, Rife and the Manager. Mathieu Roy is not considered independent because of his relationship with the Manager and the CN Pension Trust Funds.

The Chair reports to the Board and to the Shareholders and provides leadership to the Board in matters relating to the effective execution of all Board responsibilities. The Chair is required to be an independent director. The current Chair of the Board, Marvin Romanow, has been determined by the Board to be independent.

At every meeting of the Board and its committees, there is an in-camera session of the independent directors without management present.

The Board has approved position descriptions for the Chair of the Board and the Chair of each Board committee, as well as for the CEO. These position descriptions are provided on Freehold's website at [freeholdroyalties.com](http://freeholdroyalties.com).

For further information about each of the proposed directors, see "Director Nominees" beginning on page 14.

## Public Company Board Interlocks

A board "interlock" occurs when two or more of our directors serve together on the board of another public company. The Board's mandate does not specifically prohibit interlocking board positions. The Board prefers to examine each situation on its own merits with a view to examine material relationships which may affect independence. There were no interlocking public company board memberships among our directors as at March 19, 2024.

## Board Directorship Guidelines

To ensure that all directors have sufficient time to commit to the Board, Freehold has adopted guidelines such that should a director wish to serve on the board of directors of another entity, that director must obtain prior approval before committing to do so. The Chair of the Board and the Chair of the GNC Committee, or as appropriate the GNC Committee as a whole, review any requests of Board members who wish to serve on other boards. At the present time, Freehold believes all of the nominees for election to the Board have demonstrated and continue to demonstrate that they have sufficient time to commit to their duties as Freehold directors.

## Mandates and Board Committees

The Board carries out its mandate directly and through three standing committees of the Board (the Audit Committee, GNC Committee and Reserves Committee), and such other committees as it appoints from time to time. Each committee functions according to a written mandate approved by the Board. The Board Mandate is attached to this Information Circular as Appendix A, and a summary of the committee mandates is outlined below. In addition, the Board Mandate and the mandates of each of the Audit Committee, GNC Committee and Reserves Committee are available on Freehold's website at [freeholdroyalties.com](http://freeholdroyalties.com).

## Committee Members

There are three committees of the Board, all of which are comprised entirely of independent directors. The following table outlines the composition of the Board committees as at March 19, 2024.

Director	Year Appointed	Independent	Audit	GNC	Reserves
Sylvia K. Barnes	2022	Yes			
Gary R. Bugeaud	2015	Yes	•	•	
Peter T. Harrison <sup>1</sup>	1996	No			
Maureen E. Howe	2022	Yes	Chair	•	
J. Douglas Kay	2016	Yes		Chair	•
Valerie A. Mitchell	2022	Yes			•
Marvin F. Romanow <sup>2</sup>	2015	Yes			
David M. Spyker <sup>3</sup>	2021	No			
Aidan M. Walsh	2013	Yes	•		Chair

1. Mr. Harrison is not considered independent by virtue of his relationship with the Manager and the CN Pension Trust Funds.
2. Mr. Romanow is the Board Chair.
3. Mr. Spyker is not considered independent as he is an officer of Freehold, Rife and the Manager.

## Audit, Finance and Risk Committee

### Members:

Maureen E. Howe (Chair)  
Gary R. Bugeaud  
Aidan M. Walsh

100% Independent

One member is a Financial Expert (Ms. Howe)

All members are financially literate

### Committee Changes:

May 10, 2023 Arthur N. Korpach resigned from the committee

### Mandate:

Assists the Board with the oversight of the nature and scope of the annual audit, management's reporting on internal accounting standards and practices, financial information and accounting systems and procedures, financial reporting and statements. The Audit Committee oversees Freehold internal control systems, identifies, monitors and takes steps to mitigate business risks; and ensures compliance with legal, ethical and regulatory requirements. The Audit Committee reviews key financial matters (for example foreign currency and interest rates) to assist the Board in ensuring Freehold's strong financial health.

The Audit Committee reviews and recommends for Board approval the audited annual financial statements, interim financial statements and other mandatory disclosure containing financial information. The Audit Committee has a robust review process as more particularly set out in its mandate, and must satisfy itself that adequate procedures are in place for the review of Freehold's disclosure of all other financial information.

The Audit Committee annually reviews the performance of external auditors, risk management policies and procedures of Freehold, including hedging, litigation, cyber security and insurance, including director and officer insurance.

The full mandate of the Audit Committee is available on Freehold's website at [freeholdroyalties.com](http://freeholdroyalties.com).

## Governance, Nominating and Compensation Committee

### Members:

J. Douglas Kay (Chair)  
Gary R. Bugeaud  
Maureen Howe

100% Independent

### Committee Changes:

September 27, 2023 Sylvia Barnes resigned from the committee

October 19, 2023 Maureen Howe joined the committee

### Mandate:

Assists the Board in the development and monitoring of Freehold's approach to corporate governance; the nomination of directors for appointment to the Board; the development and review of policies and initiatives pertaining to diversity and inclusion at all levels of the organization; recommends compensation paid to directors; reviews compensation of the Manager; reviews compensation paid to the CEO, executive officers and employees and makes recommendations on executive officer compensation to the Manager; reviews short-term incentive awards; and reviews and recommends to the Board grants of long-term incentive awards under the Freehold Award Plan.

The full mandate of the GNC Committee is available on Freehold's website at [freeholdroyalties.com](http://freeholdroyalties.com).

## Reserves Committee

### Members:

Aidan M. Walsh (Chair)  
J. Douglas Kay  
Valerie Mitchell

### Committee Changes:

None

### Mandate:

Assists the Board in discharging its responsibilities with respect to reporting on oil and natural gas activities, including ensuring compliance with NI 51-101.

The full mandate of the Reserves Committee is available on Freehold's website at [freeholdroyalties.com](http://freeholdroyalties.com).

## Board and Committee Meeting Attendance

The following table summarizes the meetings of the Board and its standing committees held during the year ended December 31, 2023, and the attendance of individual directors at such meetings.

Director	Board	Audit	GNC <sup>1</sup>	Reserves	Total
Sylvia K. Barnes <sup>2</sup>	9 of 9	-	3 of 3	-	12 of 12 (100%)
Gary R. Bugeaud	9 of 9	4 of 4	5 of 5	-	18 of 18 (100%)
Peter T. Harrison	9 of 9	-	-	-	9 of 9 (100%)
Maureen E. Howe <sup>3</sup>	9 of 9	4 of 4	1 of 1	-	14 of 14 (100%)
J. Douglas Kay	9 of 9	-	5 of 5	2 of 2	16 of 16 (100%)
Arthur N. Korpach <sup>4</sup>	3 of 3	2 of 2	2 of 2	-	7 of 7 (100%)
Valerie A. Mitchell	9 of 9	-	-	2 of 2	11 of 11 (100%)
Marvin F. Romanow	9 of 9	-	-	-	9 of 9 (100%)
David M. Spyker	9 of 9	-	-	-	9 of 9 (100%)
Aidan M. Walsh	9 of 9	4 of 4	-	2 of 2	15 of 15 (100%)

1. The GNC Committee held two joint meetings with Rife's Compensation Committee in 2023.
2. Ms. Barnes resigned from the GNC Committee September 27, 2023.
3. Ms. Howe joined the GNC Committee on October 19, 2023.
4. Mr. Korpach retired on May 10, 2023.

## Orientation and Continuing Education

The Board is committed to ensuring that directors have the requisite skills, knowledge, and understanding to fulfill their duties as directors. The directors' resource center contains Board and committee mandates, position descriptions, policies, and other information and is provided to new directors, who are expected to review and become familiar with its contents. In addition, management conducts orientation sessions with new directors to review Freehold's business, current issues and opportunities.

Management provides directors with regular opportunities to increase their knowledge and understanding of Freehold's business. Pre-reading materials are provided in quarterly Board packages sent to directors in advance of regularly scheduled Board meetings. Briefings on strategic issues are conducted at an annual strategy session and at regularly scheduled quarterly Board meetings, and typically include reviews of the competitive environment and Freehold's performance relative to its peers. From time to time, management brings in industry experts to brief directors on activity and trends in the oil and gas, energy and resources sectors including, but not limited to mergers and acquisitions, financings, and market activity. Information on any other developments that could materially affect Freehold's business is provided as developments occur. In addition, the Board is briefed regularly on governance developments and emerging best practices in governance.

All of our directors regularly engage in a variety of external continuing education activities, including industry conferences and seminars. In 2023, directors, in aggregate, participated in over 49 education activities and independent study on a broad range of topics including, but not limited to artificial intelligence, cybersecurity, governance, and climate science. All members of the Board are members of the Institute of Corporate Directors ("ICD"). Five director nominees, namely Mr. Bugeaud, Mr. Kay, Ms. Lynch Proctor, Mr. Romanow, and Mr. Walsh have completed the ICD Directors Education Program and each holds the ICD.D designation. In addition to external educational activities, the Chair of the Board works with the Board and senior management to raise continuing education topics for discussion. The following table lists education topics provided by Freehold to its directors in 2023.

## Director Education Provided in 2023

Topic	Presented by	Attended by
Capital Market Perception Audit	Market Climber Inc.	All Directors with exception of Mr. Harrison and Mr. Bugeaud
TD Market Update	The Toronto-Dominion Bank	All Directors
CIBC Economic Outlook	CIBC Capital Markets - Avery Shenfeld & A. Fellows	All Directors
Impact of Middle Eastern Geopolitical Matters on Commodity pricing	Helima Croft & Jeffrey Cormack (RBC Capital Markets)	All Directors
The Impact of Climate Change on Director & Officer Liability	Brianna Guenther	All Directors

## Board, Committee and Member Performance Assessment

The GNC Committee is responsible for ensuring the effectiveness of the Board, the committees of the Board and individual Board members through a yearly self-assessment and inquiry process as outlined below.

The Chair of the Board meets with all directors one-on-one to engage in a full and candid two-way discussion on any issues that either wants to raise. Also during this meeting, each director provides a peer review on each of the other directors. In these discussions, an emphasis is placed on maximizing the contribution of each director to the Board and continually improving the effectiveness of the Board as a whole.

A key component of the process is a five part questionnaire that each member of the Board completes. The first four sections ask the directors to evaluate the Board and where appropriate the committees and committee Chairs, with regards to Board responsibility, operations and effectiveness. The questionnaire provides qualitative rankings for key questions as well as seeking subjective content and suggestions for improvements in all areas. In the final section, the directors perform a self-assessment of their work on the Board and its committees. The data is compiled, reviewed by the Chair of the GNC Committee, and presented in summary form to the GNC Committee for discussion and follow-up with the full Board.

In addition to the Board and individual assessment process is the review of the "Skills Matrix" outlining the experience and background of the member of the Board in a variety of key subject areas. For further information, see "Board Skills and Competencies" on page 34.



## Ethical Business Conduct

The Board has adopted a written Code of Business Conduct and Conflict of Interest Policy and a Whistleblower Policy. A copy of the Code has been filed on SEDAR+ at [sedarplus.ca](https://www.sedarplus.ca) and copies of both policies are available on Freehold's website at [freeholdroyalties.com](https://www.freeholdroyalties.com).

The Board and management monitor compliance with the Code. The Board must approve any waivers and ensure disclosure of any waivers, if required. All directors and officers, as well as the employees of the Manager in their capacity as the management of Freehold, are required to annually confirm compliance with the Code and are encouraged to report violations of the Code in accordance with Freehold's Whistleblower Policy. Reports made to Freehold are dealt with expeditiously, thoroughly investigated and remedied as appropriate.



In accordance with the ABCA, directors who are a party to, or are a director or an officer of a person which is a party to, a material contract or material transaction or a proposed material contract or proposed material transaction are required to disclose the nature and extent of their interest and not to vote on any resolution to approve the contract or transaction. In addition, in certain cases, an independent committee of the Board may be formed to deliberate on such matters in the absence of the interested party.

The Board has also implemented a related party transaction policy that sets out a specific process for consideration and Board approval of potential acquisitions, dispositions, joint ventures, farm-in arrangements and transactions of a similar nature that are outside the ordinary course of business and involve Freehold and Rife and/or Canpar. The policy provides for negotiation of the terms of any Related Party Transaction by representatives of Freehold who do not have a material interest in such transaction. In addition, the policy requires that any such Related Party Transaction must be approved by members of the Board who do not have a material interest in such transaction. On May 18, 2021, Freehold entered into the Acquisitions Opportunities Agreement with Rife, Canpar and the Manager that reaffirmed Freehold's priority right to acquire petroleum and natural gas royalty interest opportunities. The Acquisitions Opportunities Agreement also sets out a framework that allows each of Freehold and Rife an opportunity to elect to participate in acquisition opportunities for royalty interests in alternative minerals (non-oil and gas) as well as non-resource income streams with the percentage of each entities' participation dependent on whether the acquisition opportunity relates to an existing property of Rife, Canpar or Freehold.

Freehold also has a Disclosure Policy and an Insider Trading Policy that are in place to ensure that:

- Freehold has consistent standards and procedures for communication of both material and non-material information.
- Communication of material information to the investing public (whether positive or negative) is timely, factual and accurate, and is broadly disseminated in a non-selective manner in accordance with applicable legal and regulatory guidelines.
- The directors and officers, and the employees of Freehold and the Manager have guidelines regarding trading in securities of Freehold.
- Mandatory blackout periods are put in place when personnel of Freehold or the Manager may be in possession of potentially undisclosed material information relating to Freehold.

The Insider Trading Policy also prohibits executive officers or directors of Freehold from buying or selling financial instruments that are designed to hedge or offset a decrease in market value of the Common Shares or other securities of Freehold held, directly or indirectly, by such executive officers or directors.

## Nomination of Directors

Subject to the Governance Agreement, the GNC Committee (composed entirely of independent directors) is responsible for proposing nominees, other than nominees of the Manager, for election to the Board as well as reviewing the effectiveness of the Board, its committees and its individual members. Other than the nominees of the Manager, the individuals to be nominated annually are selected by the directors of Freehold based on the recommendation of the GNC Committee. For further information, see "Director Term Limits and Other Mechanisms for Board Renewal" on page 35. A majority of the members of the Board are to be independent, within the meaning of NI 58-101.

## Director and Executive Compensation

The GNC Committee is responsible for periodically reviewing and recommending to the Board for approval the compensation of the Non-Management Directors (including compensation for chairing or serving on a committee of the Board), the terms and awards of equity compensation for directors, and any other arrangements for which monies are payable to a director or a party related to a director.

The GNC Committee is responsible for periodically reviewing and recommending to the Board for approval Freehold's annual commitment and funding contribution to Rife's incentive compensation programs for employees of Rife as well

as recommendations on the granting of long-term incentive awards under the Freehold Award Plan. The GNC Committee reviews Rife's stated compensation philosophy periodically to ensure that management is rewarded appropriately and that Rife's executive compensation program is related to Freehold's corporate performance and returns, as well as the performance of the individual executives.

In addition, pursuant to the terms of the Management Agreement, the GNC Committee collaborates with Rife in the development of all policies and programs relating to the review and approval of compensation for the employees of the Manager and Rife that work on the business of Freehold, including Freehold's executives.

## Board Skills and Competencies

The director skills matrix below provides a listing of skills and competencies that the Board has determined are important to Freehold's continuing success and which of those skills and competencies each Board nominee possesses.

	Bugeaud	Howe	Kay	Lynch Proctor	Mitchell	Romanow	Roy	Spyker	Walsh
<b>Business and Operational Excellence</b>									
Executive Leadership	•	•	•	•	•	•	•	•	•
Managing/Leading Growth	•	•	•	•	•	•	•	•	•
Oil and Gas Operations			•		•	•		•	•
Strategy Development	•	•	•	•	•	•	•	•	•
U.S. Business		•	•	•	•	•	•	•	•
<b>Environment, Social &amp; Governance</b>									
Corporate Governance	•	•	•	•	•	•	•	•	•
Environment, Health & Safety	•	•	•	•	•	•	•	•	•
Human Capital Management	•	•	•	•	•	•	•	•	•
Legal and Regulatory	•	•	•	•	•	•	•	•	•
Risk Management	•	•	•	•	•	•	•	•	•
<b>Financial Knowledge</b>									
Financial Acumen	•	•	•	•	•	•	•	•	•
M&A/Capital Markets	•	•	•	•	•	•	•	•	•

The GNC Committee reviews the matrix annually to ensure there is an appropriate mix of skills on the current Board and utilizes it as a guide for future Board member appointments.

In addition to considering the skills and experience of the Board, the GNC Committee also assesses the knowledge and character of all nominees to the Board and other factors such as independence of the directors to ensure that the Board is operating effectively and independently of management. The GNC Committee is also required to conduct an annual review to ensure that there are no conflicts of interest or performance concerns with respect to nominees who serve on multiple boards.

## Director Term Limits and Other Mechanisms for Board Renewal

The Board has adopted a Diversity and Renewal Policy, which includes mechanisms for ensuring Board renewal. As part of the Board's renewal process under the Diversity and Renewal Policy and according to the mandate of the GNC Committee, the GNC Committee annually reviews the skills and experience of the current directors of Freehold to assess whether the Board's skills and experience support achievement of Freehold's business objectives. The GNC Committee evaluates both the skills and experience of the individual Board members and the Board as a whole. The GNC Committee has determined that the Board, as a whole, possesses appropriate skills and experience in all key areas.

The Board has not set a limit on the number of annual terms that its directors may stand for re-election. While term limits ensure fresh viewpoints on the Board, they may cause a company to lose the valuable contributions of those directors who best understand the business of the Company and the challenges it faces. The Board has established retirement guidelines for directors whereby, upon reaching the age 72, directors shall submit their resignation to the Board. On a case-by-case basis, the Board may determine that a director may serve beyond age 72. In addition, pursuant to the Diversity and Renewal Policy, the GNC Committee considers both the term of service, the average term of the Board as a whole and turnover of directors over the prior years when proposing nominees for election of the directors of Freehold.

The Board's commitment to renewal has been demonstrated in the past ten years. Since 2012, ten directors have retired from the Board and seven independent directors have been added, such that average tenure of the independent directors of the Board is currently just over six years. This process has been proactively managed by the GNC Committee to ensure that the new directors have skills and competencies that complement those of the existing Board members and enable achievement of Freehold's strategic initiatives.

## Policy on Diversity and Commitment to Women Representation on the Board

The Board recognizes the benefits of diversity within the Board and the Board encourages the consideration of women who have the necessary skills, knowledge, experience and character when considering new potential candidates for the Board. The main principle of the Diversity and Renewal Policy as adopted by the Board is that Board nominations should be made on the basis of the skills, knowledge, experience and character of individual candidates and the requirements of the Board and management at the time. Freehold believes that considering the broadest group of individuals who have the skills, knowledge, experience and character required to provide leadership needed to achieve our business objectives, while also considering their gender, race, or ethnicity is in the best interests of Freehold and all of its stakeholders.

The GNC Committee is authorized under its mandate to retain experts to assist in "board searches" for qualified candidates. To the extent that the GNC Committee retains experts to assist in "board searches" for qualified candidates, it provides direction to such experts to endeavor to bring forward women candidates as well as candidates with diversity beyond gender for consideration as nominees to the Board.

**30%**

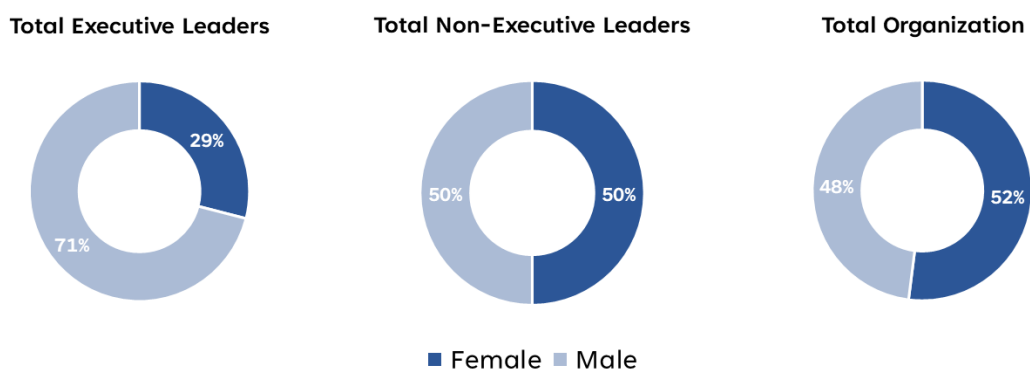
Freehold has met its commitment to achieve and maintain a Board composition in which at least **30%** of its directors are women.

To ensure the effectiveness of the Diversity and Renewal Policy and to ensure Freehold is making progress towards its target for women representation on our Board, the GNC Committee reviews the number of women considered or brought forward as potential nominees for Board positions when the Board is looking to add additional members or replace existing members. It considers the skills, knowledge, experience and character of any such women candidates relative to other candidates to ensure that women candidates are being fairly considered relative to other candidates. The GNC Committee also reviews the number of women actually appointed and serving on our Board to evaluate whether it is desirable to adopt additional requirements or policies with respect to the diversity of the Board.

Based on nominees at the Meeting, women will represent 33% of directors on the Board and 43% of the independent directors on the Board.

## Representation of Women in Executive Officer Positions

The GNC Committee, as part of its collaborative efforts with Rife, reviews and discusses the representation of women within Rife's employee group annually at the joint meeting of the GNC Committee and Rife's Compensation Committee. As Freehold is managed by the Manager pursuant to the terms of the Management Agreement, all executive officers of Freehold are employees of Rife and therefore Freehold has not implemented any policies with respect to the consideration of representation of women in executive officer appointments. For the same reason, no quotas or targets have been imposed with respect to women representation in executive officer positions. The chart below shows Rife's gender diversity as at March 1, 2024.



## Talent Management and Succession Planning

Succession and development of talent are important initiatives at Freehold. Formal succession planning includes:

- **Identifying Key Roles and Timelines:** Identify key roles that are critical to the current and/or future success of Freehold as well as identifying potential succession timelines and emergency short-term coverage planning.
- **Talent Assessment and Identification:** For all key roles, identify those in the organization who are potential succession candidates through an internal talent assessment. Included in the process is a competency assessment, a review of expected timeline of readiness and internal diversity demographics.
- **Developing Succession Candidates:** Actively develop and execute development plans for potential succession candidates.

This process and its progress are reviewed bi-annually at the joint meetings of the GNC Committee and Rife's Compensation Committee.

## Strategic Planning Oversight

The Board oversees the development and execution of a longer-range strategic plan and a shorter-range business plan for Freehold's business which are designed to achieve Freehold's principal objectives and identify the principal strategic and operational opportunities and risks of Freehold's business. To assist the Board in meeting this responsibility, the agenda for every regularly scheduled Board meeting includes a discussion of the progress of the strategy and business plan and quarterly results where management provides a review of business development, financial forecasts, human resources and emerging trends and opportunities. In addition, the Board holds a Strategic Planning Session annually where Board members and management discuss and approve the strategic objectives of the organization in detail.

## Risk Management Oversight

The Board is responsible for overseeing the management of principal risks of the business and to ensure that all reasonable steps are taken to ensure the implementation of appropriate systems and procedures to identify, assess and manage such risks. The business risks are reviewed quarterly with the Board. In addition, each of the Audit, GNC, and Reserves Committees are tasked with regularly reviewing areas of risk with respect to their specific mandates and as appropriate, Freehold as a whole. For further information, see "Cyber Security" on page 39.

## Evaluation of the Manager

The GNC Committee is responsible for assessing the performance of the Manager through a yearly assessment process. A key component of the process is a questionnaire that is completed by our independent directors. The data are compiled, reviewed by the Chair of the GNC Committee, and presented in summary form to the GNC Committee for discussion and follow-up with the full Board and the Manager, as required.

# Environmental, Social and Governance

## Our Approach to Environmental, Social and Governance

Our approach to ESG leverages our position as a North American oil and gas royalty company to create long-term value for our stakeholders through responsible stewardship, while continually monitoring and improving governance, environmental, and social performance.

Our Board, either directly or through its committees, is responsible for overseeing those ESG issues which impact Freehold. The Board also has oversight for monitoring management systems and processes relating to the identification, assessment and management of ESG risks and opportunities.

From an environmental perspective, the Board considers climate-related issues, greenhouse gas emissions, air and water impacts, and land and wildlife management, among others.

From a social perspective, the Board considers human rights, employee well-being, community engagement, equity, diversity and inclusion, and health and safety, among others.

From a governance perspective, the Board considers succession planning, leadership diversity and executive compensation, among others.

Finally, the Board has ultimate responsibility to review Freehold's ESG reporting and all other ESG matters on which Freehold may report.

Freehold has always focused on maintaining and growing our business in the most sustainable way possible, and in alignment with suggestions and guidance from industry partners and other stakeholders. As the climate-related goals of the energy industry continue to evolve, every decision we make increasingly considers each component of ESG. Reducing energy-related greenhouse gas (GHG) emissions places the oil and gas sector at the forefront of the transition to a lower carbon economy. Responsible stewardship means understanding and supporting our royalty payors in their efforts to manage their ESG-related risks and opportunities.

While our royalty-based business model means we are not directly responsible for activity resulting from operations on our lands, we nonetheless recognize that our business model is dependent upon the performance of our royalty partners, including their environmental actions. For the past 28 years, Freehold has been focused on supporting royalty payors who operate at, or beyond regulatory compliance standards. Recognizing the changing expectations of society and our investors, we began developing an ESG strategy in 2018. In 2023, we continued to follow that roadmap to outline the key actions and deliverables for our ESG journey.

In 2022, we updated our ESG materiality assessment to incorporate both the direct and indirect ESG factors associated with our business as disclosed in Freehold's last Sustainability Report, which can be found on Freehold's website at [freeholdroyalties.com](http://freeholdroyalties.com), but is not to be considered part of this Information Circular. Work is ongoing to provide an update to our Sustainability Report in 2024. Our indirect ESG factors are the risks and opportunities that arise through the operations of our royalty payors. Indirect ESG factors represent the most significant risks and opportunities to our business in the short term and over longer timeframes.

## Board Oversight

Our Board provides oversight with respect to all ESG factors. We have integrated specific responsibilities for environment and social factors into our committee mandates and have incorporated quarterly management reporting on ESG into committee agendas. ESG matters is a standing item on the Board agenda and an integral metric in Freehold's corporate scorecard.

## Management Oversight

The Board and its committees oversee senior management who are responsible for the management of ESG and climate-related risks and for the execution of ESG and climate-related opportunities. Our CEO is responsible for leadership on ESG and climate-related matters.

Our Board oversight and management leadership of ESG and climate-related issues is depicted in the chart below.



In addition to our ESG report, this Information Circular outlines our governance practices and the section below describes the other key elements of our ESG initiatives.

## Environmental Commitment

Throughout 2023, we continued to monitor and improve our environmental footprint. Through the purchase of carbon credits to offset our office and minor working interest emissions, Freehold has significantly reduced our carbon emissions, and are proud to announce we achieved net zero emissions on our Scope 1 and Scope 2 emissions in 2021, 2022 and 2023. Throughout 2024, we will continue to monitor our payors to ensure best in class environmental performance, along with our continued lease reclamation activities on our minor remaining working interest assets.



The royalty interest portion of our portfolio results in participation in the energy business, with no direct ownership or control of greenhouse gas emissions, and no associated end of asset-life environmental liability. Freehold strives to partner with payors with environmental goals and values that align with our ESG values and will continue to encourage responsible stewardship within all facets of our operations. Freehold's latest Sustainability Report can be found on Freehold's website at [freeholdroyalties.com](https://www.freeholdroyalties.com) with detailed disclosure of our environmental impact but is not to be considered part of this Information Circular.

## Workplace Safety

Our commitment to the safety and well-being of our workforce extends beyond the traditional elements of field safety in oil and gas operations.

Freehold is predominantly a royalty owner and as such, has no direct responsibilities related to health and safety management of our royalty operators. We consider it to be a strong measure of management quality and we have incorporated health and safety performance into our due diligence and monitoring of royalty payors.

Freehold, in conjunction with our Manager, is committed to providing a healthy working environment to our employees that promotes safety in sharing diversity of ideas and thought, providing a safe and effective work environment to continuously build and optimize our business while working within the highest standards of safety protocols.

## Cyber Security

Information Technology (IT) plays a critical role in the success of Freehold. While IT does not drive the business, it is the digital environment that Freehold relies upon. Our IT team's primary directives are to provide reliable, secure, and highly available information technology services and support to allow Freehold to achieve its corporate objectives.

Our on-premises IT architecture has been designed to accomplish these objectives. All critical infrastructure contains redundant components to limit single points of failure. The purpose-built Data Centre that houses our infrastructure is geographically separate from our office network in a highly secure facility with redundant power, cooling, and high resistance to fire and climate conditions. We backup all data to the cloud and test data restoration on a regular basis to ensure its integrity.

We are a hybrid network architecture and incorporate cloud-based technology for a portion of our infrastructure. This is, by design, to eliminate a single source of failure if a portion of our network, either on-premises, or cloud-based, becomes inaccessible, with only a part of our network being impacted in that event.

Freehold has not had a cyber or information security breach in the last three years nor in its history, but recognizes the ever-present threat, and we continually strive to improve our security posture.

We utilize a third party cyber security monitoring service that supplements our internal IT team on all security matters. This includes 24/7 monitoring and alerting, regular reporting with recommendations for improvement as well as investigation and response services. Through coordination with this third party, we continually harden our architecture against attacks by implementing various protocols, settings, and updates such as requiring multi-factor authentication, restricted access to specific geographic locations, and limiting non-essential network traffic and services. Our general IT controls are audited annually by KPMG and we participate in a bi-annual firewall penetration test conducted by an external third party. Freehold's outsourced data processor also performs an annual audit in compliance with the Statement on Standards for Attestation Engagements (SSAE 16/18) and provides SOC 1 Type II reports (System and Organization Controls 1) which incorporate a historical element that shows how internal controls were managed over time.

We conduct regular phishing testing and training and hold an annual cyber security awareness session to provide education on good cyber hygiene practices. Management also provides a security update to the Audit Committee and Board on a quarterly basis.

## Shareholder Engagement

Freehold carries out its Shareholder engagement activities through a variety of methods. In addition to its annual Shareholder meeting, Freehold participates in numerous investor conferences and one-on-one meetings. Freehold communicates its quarterly results via interactive conference calls.



In 2023, Freehold actively participated in investor conferences, investor meetings (institutions and retail), and stakeholder meetings through traditional in-person meetings, along with virtual participation. In 2024, Freehold expects to hold an Investor Day, further highlighting the advancement of the Company's North American strategy.

Shareholders are encouraged to contact Freehold's Investor Relations team to share their views and comments. Freehold believes that increased stakeholder and Shareholder engagement provides the Company with valuable insight into what stakeholders and Shareholders are thinking and what is important to them.

During 2023, Freehold representatives had approximately 300 meetings with Shareholders (up 35% versus 2022).

As part of its long-established objective of open communication, the Board invites stakeholders and Shareholders to engage with representatives of the Company by mail, Suite 1000, 517 – 10<sup>th</sup> Avenue SW, Calgary, Alberta T2R 0A8, by telephone at 1.888.257.1873, or by email [boardofdirectors@freeholdroyalties.com](mailto:boardofdirectors@freeholdroyalties.com) or [investorrelations@freeholdroyalties.com](mailto:investorrelations@freeholdroyalties.com).

## People & Culture

Freehold promotes and embraces a high-performance culture in which a diverse, engaged, and idea rich workforce collaboratively contributes to the development and execution of our business strategies.

The team at Freehold is comprised of highly engaged and committed individuals, who have come together through a combination of external hires and internal transfer efforts and promotions. Committed to attracting and retaining top talent, the team at Freehold aims to build on the experience, perspectives and unique identity of each employee. Together, we strive to create and maintain a working environment that is welcoming and promotes diversity of thought, inclusivity and equity.

## Equity, Diversity and Inclusion

Freehold recognizes the strength of an organization lies in valuing different perspectives and experiences. In 2021, a formal EDI journey was initiated with a goal to create more awareness at all levels of the organization. In 2023, the employee-led IDEAS (Inclusion, Diversity, Equity, Accessibility, Strength) Committee worked together with management to educate and engage our workforce within the following focus areas: cultural intelligence, gender, indigenous peoples, and persons with disabilities. Initiatives included live and virtual events, email campaigns and days of significance celebrations.

## Community Engagement

Freehold targets multi-year financial support partnerships with organizations that align with employees' interests and benefit the community as a whole. We take pride in doubling any charitable donations made by an employee (to an annual maximum of one thousand dollars) and providing financial support for charitable organizations our employees

volunteer with to help democratize decisions pertaining to charitable giving and to help further support our engaged workforce.

To help facilitate this financial support, Freehold has established a Charitable Giving Committee with the objective of supporting: (a) organizations that are working to address the spectrum of society's most fundamental needs: shelter, food, education, and health; (b) the communities in which we do business; and (c) the charitable causes our employees care about.

In 2023, Freehold donated approximately \$280,000 as well as contributed employee volunteer hours to support organizations that address the needs of families in the communities in which we do business. Our efforts were focused on community and social services that promote healthy communities and improve opportunities for all. Our long-standing partnerships with philanthropic organizations and support for local programs are an essential component of our culture of engaging and giving back to our local communities.

# Executive Compensation

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## Executive Summary - Compensation Decisions

### 2023 Corporate and CEO Performance

Achievements in 2023, in alignment with both the corporate scorecard and execution of our strategic vision, are considered when evaluating CEO and NEO performance. In 2023, Mr. Spyker's leadership and vision with the support of the executive team and our entire organization, made significant progress in further evolving Freehold as a leading North American energy-based royalty company.

Key strategic decisions and achievements in 2023 are as follows:

#### Strategic Focus

- Since mid-2019, Freehold has deployed \$565 million in the U.S. to acquire oil and gas royalty interests in support of our strategic North American expansion. To date, the acquired assets have generated \$323 million in revenue, representing approximately 57% of our initial investment. In 2023, these expansion initiatives contributed \$131 million in revenue and 5,102 boe/d of production while continuing to provide significant future production volumes and drilling inventory.
- In our year-end 2023 reserves report, our independent reserves evaluator valued the proved developed producing assets in the U.S. at \$334 million and the total proved plus probable reserves at \$838 million, both on a before-tax net present value at a 10% discount rate basis, highlighting the significant value added for our Shareholders with our North American expansion.
- We have maintained discipline in our acquisition strategy, announcing two transactions in late 2023 for a total investment of \$115 million. These transactions closed in January 2024 and have expanded Freehold's Permian land position by 40% and our U.S. drilling inventory by 25%. We continue to enhance our position in the core of the Permian basin, an area that has contributed significantly to North American production growth year-over-year. In 2023, the Permian basin alone had oil production growth of 480,000 bbls/d, which was 9% higher than 2022 oil volumes.

- We continue to manage portfolio risk with multi-jurisdiction asset ownership. The U.S. portfolio contributed 35% of our production volumes and 42% of our revenue in 2023. Our North American approach mitigates single country political, regulatory, and egress risks while providing a broader portfolio of investment opportunities. The higher oil weighting of our U.S. production (59% oil in the U.S. vs 46% in Canada) and 20% higher realized oil pricing in the U.S. combine to generate revenue contributions that outpace production contributions.
- Achieved record level of Canadian leasing activity with 122 leases signed with 41 distinct counterparties, focused in south-east Saskatchewan light oil and Mannville heavy oil areas of Alberta and Saskatchewan.
- We achieved 100% organic reserves replacement in 2023, demonstrating the strength of our asset base. Our 2023 production of approximately 5.2 MMboe was organically replaced through infill drilling and improved recoveries within our portfolio.
- Continued to evaluate opportunities to further the long-term sustainability of our business through participation in broader "balance of mineral" opportunities where we can leverage our expertise in royalty structures. Evaluated numerous opportunities across North America in 2023, although no transactions were completed.

### Financial Focus

- Royalty and other revenue of \$315 million.
- Funds from operations of \$240 million.
- Reduced long-term debt by \$34 million, exiting the year with a strong balance sheet and \$94 million in net debt (0.4 times trailing 12-month funds from operations).

### Shareholder Returns

- Distributed \$163 million in dividends to our Shareholders (68% of funds from operations).
- Dividend of \$0.09 per share monthly (\$1.08/share annually), a 15% increase over 2022 dividend payments.

### ESG Elements

- Published 2023 Sustainability Report and ranked third out of 315 companies with Sustainalytics.
- Increased our MSCI ESG Risk Rating to BBB from B.
- Led by our employees, Freehold supported several community initiatives, contributing both volunteer hours and financial resources in the areas of youth, health care, food banks, housing and homelessness, and mental health as just some of the examples.
- Strong culture and attractive work environment, demonstrated by an engagement score of 83% and a 1% voluntary turnover in 2023.

## 2023 Executive Compensation Decisions

Annually, we benchmark executive pay and incentive levels relative to the approved executive compensation peer group. This practice aligns to market/peer practice and ensures we offer a market competitive pay package for executives that is consistent with our compensation philosophy.

- **Base Salary:** For 2023, a 3% salary increase budget for employees (including executives) was approved. With the exception of Mr. Spyker, the average salary increase to executives was 4%, which included promotional increases for Mr. King and Ms. Nagy. Mr. Spyker received a 10% increase to better align his base salary to market.
- **Executive Incentive Targets:** Rife's Compensation Committee and the GNC Committee, in consultation with compensation advisor Hugessen Consulting, implemented a two-step approach to adjust executive incentive targets to create better alignment with market relative to the executive compensation peer group. The first step comprised of increases to executive incentive targets including the CEO, effective April 1, 2022. The second step on executive incentive target increases was implemented April 1, 2023. For further information, see "2023 STIP Targets and Performance Weighting" and "2023 LTIP Targets and Weighting" on page 51.

- **Short-Term Incentive Plan (STIP):** For 2023, the Rife STIP included a Freehold-specific scorecard reflecting Freehold's 2023 corporate performance against defined metrics. Based on 2023 results, the Board approved a Freehold STIP score of 0.90 out of a total possible score of 1.50.
- **Long-Term Incentive Plan (LTIP):** In 2023, the Board approved target level grants to NEOs under the Freehold Award Plan.

## 2023 CEO Compensation

The compensation of the CEO is reviewed annually and determined by Rife's Board of Directors and the Board jointly on the recommendation of Rife's Compensation Committee and the GNC Committee. The target level of CEO compensation is determined annually to ensure alignment to market relative to the executive compensation peer group. The CEO's compensation in 2023 was directly tied to corporate performance with approximately 80% of Mr. Spyker's target total direct compensation at risk. In 2023, Mr. Spyker's base salary was increased by 10% to better align his salary as President and CEO with other companies in our executive compensation peer group. The 2023 long-term incentive grant under the Freehold Award Plan and Rife Award Plan was awarded at target equaling 300% of Mr. Spyker's base salary. Mr. Spyker received a 2023 STIP payout slightly above target, based on Freehold's corporate performance, Rife's corporate performance and his individual performance. Freehold pays its proportionate share of Mr. Spyker's compensation as described in the Compensation Discussion and Analysis that follows.

## 2024 Executive Compensation Decisions

In 2024, the GNC Committee approved an increase in base salaries to continue to align with the market and peers. Specifically, an increase of 5% was approved for the CEO. Additionally, there were no changes to incentive targets relative to 2023.

# Compensation Discussion and Analysis

## Compensation Governance

The GNC Committee, which is made up exclusively of independent directors, collaborates with Rife's Compensation Committee in the development of all policies and programs relating to the review and approval of compensation for the employees of the Manager and Rife who work on the business of Freehold, including Freehold's executives. For specific details on the GNC Committee's members and mandate, see "Governance, Nominating and Compensation Committee" on page 30.

## Compensation Advisor

Hugessen Consulting was initially engaged in 2016 to review Rife's incentive plans and pay philosophy and continues to be engaged as an independent advisor to the GNC Committee. In 2023, Rife's Compensation Committee and the GNC Committee engaged Hugessen Consulting to conduct a benchmark analysis on director cash and equity compensation. Fees billed by Hugessen Consulting (no other compensation consultants or advisors were retained) to Rife and/or Freehold in 2022 and 2023, are detailed below.

	December 31, 2023 (\$)	December 31, 2022 (\$)
Executive and Director Compensation-Related Fees	28,893	17,159
All Other Fees <sup>1</sup>	2,483	2,625
Total	31,377	19,784

1. Other fees are related to the performance peer group constituents and calculation.

## Named Executive Officers

The NEOs who are the focus of the Compensation Discussion and Analysis and who appear in the compensation tables are:

- David M. Spyker, President and Chief Executive Officer
- David W. Hendry, Vice President, Finance and Chief Financial Officer
- Robert A. King, Chief Operating Officer
- Lisa N. Farstad, Vice President, Corporate Services
- Ian C. Hantke, Vice President, Diversified Royalties
- Susan J. Nagy, Vice President, Business Development

### Profiles

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**David M. Spyker**  
**President and Chief Executive Officer**

Industry Experience: 36 years

With Freehold since 2016 (appointed President and Chief Executive Officer in January 2021)

Mr. Spyker is responsible for Freehold's overall leadership, vision and purpose, and in conjunction with our Board, develops the Company's strategic initiatives and business plan. His role includes overall accountability for operating our business, managing risk and creating long-term sustainable value for our Shareholders. This includes communicating with our stakeholders through investor relations and corporate governance, securities, and legal functions.

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**David W. Hendry**  
**Vice President, Finance and Chief Financial Officer**

Industry Experience: 34 years

With Freehold since 2019

Mr. Hendry is responsible for all aspects of Freehold's finances as they relate to accounting, financial reporting, treasury, tax, and risk management. In addition, his role includes lease and royalty compliance along with mineral land administration. Mr. Hendry plays a central part in supporting the Company's business planning, including acquisitions and associated financing strategies.

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**Robert A. King**  
**Chief Operating Officer**

Industry Experience: 25 years

With Freehold since 2020

Mr. King is responsible for leading the broader framework of business growth and strategic positioning for Freehold. This role includes corporate forecasting and modeling, reserves evaluation, investor relations as well as oversight of the Company's business development initiatives.

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**Lisa N. Farstad**  
**Vice President, Corporate Services**

Industry Experience: 23 years  
With Freehold since 2015

Ms. Farstad is responsible for Freehold's human resources, culture, information technology, cyber security, data innovation & analytics, and administrative initiatives. In addition, she handles overall communication and branding strategies.

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**Ian C. Hantke**  
**Vice President, Diversified Royalties**

Industry Experience: 19 years  
With Freehold since 2014

Mr. Hantke is responsible for leading Freehold's initiative to explore royalty investment opportunities outside of the traditional oil and gas sector. His objective is to identify investments that leverage our mineral royalty expertise while further enhancing the long-term sustainability of our energy-based business.

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**Susan J. Nagy**  
**Vice President, Business Development**

Industry Experience: 17 years  
With Freehold since 2008

Ms. Nagy is responsible for leading Freehold's portfolio development and growth initiatives. This role includes harvesting value from our existing asset base through new leasing initiatives and asset optimization as well as inorganic growth with North American acquisition opportunities. Ms. Nagy has a dedicated team of engineers, geologists, and land professionals that provide the in-house expertise to support these initiatives.

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## Aligning Executive Compensation and Shareholder Interests

### Compensation Philosophy and Program

All elements of compensation are determined and agreed to jointly by the Board and Rife's Board of Directors including, but not limited to, target pay levels, incentive plan design, performance criteria and payouts for the Named Executive Officers.

Freehold and Rife's approach to compensation for the executives is to align pay outcomes with the Shareholder experience and to align with the market to continue to attract, motivate and retain executives in order to achieve the business objectives of Freehold. Our compensation philosophy is to target median of the market on total direct compensation with an emphasis on variable and "at risk" pay. Additionally, performance based long-term incentive plans have been implemented that track and reward performance at both Freehold and Rife through metrics that align the executive payouts with the Shareholder experience.

#### Compensation Philosophy Key Objectives:

- Pay for Performance
- Affordable and sustainable
- Market competitive
- Attract, motivate and retain
- Pay at risk

For 2023 pay decisions, the GNC Committee and Rife's Compensation Committee approved the use of an executive compensation peer group for the purposes of benchmarking executive pay. The peer group was developed by identifying companies of a similar size (market capitalization, production, etc.) that would have executive roles of a similar scope and complexity. For further information, see "Executive Compensation Peer Group" on page 50.

### Compensation Risk Mitigation

The GNC Committee has considered the implications of the risks associated with Freehold's and Rife's compensation policies and practices, including the Management Agreement. Freehold has the option of paying the management fee payable to the Manager in cash or Common Shares. The fact that the Manager has historically received Common Shares as the main element of its compensation, and the fact that CN Pension Trust Funds, the owner of both Rife and the Manager, owns 16.66% of the outstanding Common Shares and is a long-term Shareholder, help to mitigate the risk that the Manager will implement compensation practices and policies that put Freehold's long-term success at risk. Freehold has further alleviated the risks of Rife adopting compensation practices that are not in the best interests of Freehold over the long term by adding terms to the Management Agreement that require Rife to cooperate with the GNC Committee in the development of all policies and programs relating to the review and approval of compensation for the employees of the Manager and Rife that work on the business of Freehold, including the NEOs. Additionally, the Management Agreement may be terminated by Freehold at its discretion in accordance with the terms therein.

The compensation policies and practices have been collaboratively adopted by Freehold and Rife to encourage behaviors which align and support the long-term interests of Freehold, Rife and the Shareholders. The compensation policies and practices include a number of mitigating strategies to limit compensation-related risks described in more detail below.

#### Anti-hedging Requirement

The Insider Trading Policy of Freehold has an anti-hedging requirement which prohibits executive officers or directors of Freehold and all employees of Rife from buying or selling of any financial instruments that are designed to hedge or offset a decrease in market value of the Common Shares or other securities of Freehold held, directly or indirectly, by such executive officers or directors.

#### Clawback Policy (Recoupment of Incentive Compensation)

Clawback policies were adopted by Freehold and Rife in 2017. Under Freehold's clawback policy, the Board may, in its sole discretion, to the full extent permitted by applicable laws and to the extent it determines that it is in the best interests of Freehold, require reimbursement of all or a portion of any incentive compensation (including equity

compensation) awarded to an executive officer after November 9, 2017 or effect the cancellation of unvested incentive compensation awards granted to the executive officer after November 9, 2017 if:

- (a) the amount of the incentive compensation was calculated based upon, or contingent on, the achievement of certain financial results or other performance goals that were subsequently the subject of or affected by a restatement of all or a portion of the financial statements of Freehold;
- (b) the executive officer engaged in negligence, intentional misconduct or fraud that caused or partially caused the need for the restatement; and
- (c) the amount of the incentive compensation that would have been awarded to the executive officer had the financial results been properly reported would have been lower than the amount actually awarded or received.

In addition, regardless of whether or not a restatement of the financial statements of Freehold has occurred or is required, in the event that any executive officer is found to have engaged in negligence, intentional misconduct, fraud, theft or embezzlement, the Board may in its discretion, to the full extent permitted by applicable laws and to the extent it determines that it is in best interests of Freehold to do so, require the reimbursement of some or all of the after-tax amount of any incentive compensation (including equity compensation) already paid or awarded in the previous 24 months or forfeit any vested or unvested incentive compensation awards.

### Executive Share Ownership Guidelines

To further align executive and Shareholder interests, effective March 2, 2017, Freehold introduced minimum share ownership guidelines for executives. The guidelines require executives to accumulate a defined multiple of their proportionate base salary in Common Shares and unvested Restricted Awards. Executives have five years from the date

**Executive Share Ownership Guideline**  
 CEO – 5 times salary  
 Other NEOs – 3 times salary

of their appointment as an officer of Freehold to acquire the value required. The value of Common Shares is calculated based on the greater of the current market price of the Common Shares on the TSX or the original purchase price for the Common Shares. The value of Restricted Awards is based on the greater of the current market price of the underlying Common Shares on the TSX and the closing price of

the underlying Common Shares on the trading day immediately prior to the date of grant. Effective March 2, 2022, this multiple increased to five times for the CEO and three times for other executives.

### Executive Share Ownership

The table below illustrates the NEOs' ownership holdings at December 31, 2023.

Name	Share Ownership Guideline (Multiple of Salary) <sup>1</sup>	Number of Common Shares (#)	Number of Restricted Awards (#)	Number of Common Shares and Restricted Awards (#)	Value of Common Shares and Restricted Awards <sup>2,3</sup> (\$)	Value of Share Ownership Guideline <sup>4</sup> (\$)	Value of total Common Shares and Restricted Awards as a multiple of base salary <sup>4</sup>	Meets Share Ownership Guideline
David M. Spyker	5x	160,000	26,203	186,203	2,602,127	1,232,000	10.6	Yes
David W. Hendry	3x	40,000	11,024	51,024	722,143	520,800	4.2	Yes
Robert A. King	3x	42,500	8,897	51,397	727,765	462,000	4.7	Yes
Lisa N. Farstad	3x	22,000	7,602	29,602	419,708	406,560	3.1	Yes
Ian C. Hantke	3x	8,215	7,764	15,979	236,735	394,800	1.8	In progress <sup>5</sup>
Susan J. Nagy	3x	8,547	7,185	15,732	228,964	378,000	1.8	In progress <sup>6</sup>

1. Executive Share Ownership Guidelines implemented March 2, 2017, amended March 2, 2022.
2. Value has been determined by multiplying the number of Common Shares by the greater of the current market price of the Common Shares (based on the closing price of the Common Shares on the TSX on December 31, 2023 of \$13.69) or the original purchase price for the Common Shares.
3. Value has been determined by multiplying the number of Common Shares underlying the Restricted Awards by the greater of the current market price of Common Shares (based on the closing price of the Common Shares on the TSX on December 31, 2023 of \$13.69) or the original price for the Common Shares at the time the grants were made (values are adjusted for dividends since the date of grant).

4. Based on Freehold's 2023 proportionate share (56%) of base salaries multiplied by the applicable multiple.
5. In accordance with Freehold's Executive Share Ownership Guideline, as Mr. Hantke was appointed Vice President, Diversified Royalties on January 1, 2022, he has until January 1, 2027 to meet the Executive Share Ownership Guideline.
6. In accordance with Freehold's Executive Ownership Guideline, as Ms. Nagy was appointed Vice President, Business Development on April 1, 2023, she has until April 1, 2028 to meet the Executive Share Ownership Guideline.

## CEO Equity Holdings

The following table illustrates the CEO's equity holdings as at December 31, 2023 valued based on the closing price of the Common Shares on December 31, 2023 on the TSX of \$13.69.

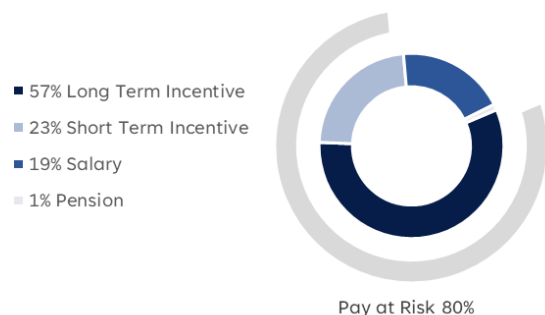
Equity	Common Shares	Restricted Awards	Performance Awards <sup>1</sup>	Total Share and Share Equivalents
Number	160,000	26,203	124,603	310,806
Value	\$2,190,400	\$358,719	\$1,705,815	\$4,254,934

1. A performance multiplier of 1.0 has been assumed for the Performance Awards and Performance Awards do not qualify towards share ownership guidelines.

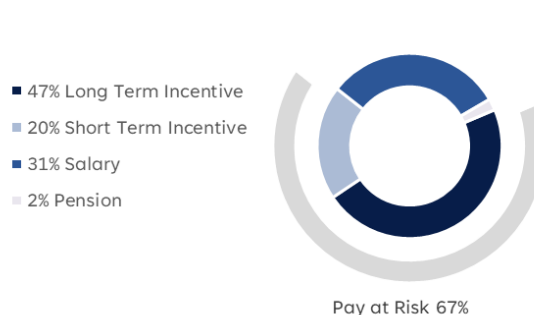
## 2023 Pay at Risk

Freehold's compensation program is designed to align compensation outcomes with corporate performance and therefore more than half of executive compensation is performance based and "at risk". The two graphs below demonstrate the "at risk" pay for the CEO as well as the average "at risk" pay for all other NEOs. Approximately 80% of the CEO's compensation and on average 67% of the other NEOs' compensation is "at risk" (short- and long-term incentives).

CEO Compensation at Target



Other NEOs Compensation at Target



## Summary of Compensation Elements

Element	Risk	Objective	Time Frame	Description
Base salary	Fixed (not at risk)	Intended to provide market competitive level of fixed compensation	Set Annually	<ul style="list-style-type: none"> <li>Only fixed component of total direct compensation</li> <li>Typically set in reference to pay comparator group</li> <li>Individual NEO salary reflects level of responsibility, skills and experience</li> </ul>
Short-term incentive compensation	Variable (at risk)	Rewards based on annual corporate and individual performance	One year	<ul style="list-style-type: none"> <li>Cash-based performance incentive</li> <li>Payout based on corporate performance measures as approved by the Board and Rife's Board of Directors as well as individual performance</li> </ul>
Long-term incentive compensation	Variable (at risk)	Rewards based on long-term corporate performance	Three years	<p><b>Performance Awards</b></p> <ul style="list-style-type: none"> <li>Annual grants under the Freehold Award Plan and the Rife Award Plan</li> <li>3 year cliff vesting</li> <li>Grants under the Freehold Award Plan, subject to corporate performance multiplier (from 0 to 2): <ul style="list-style-type: none"> <li>50% Relative Total Shareholder Return</li> <li>50% Absolute Rate of Return</li> </ul> </li> </ul> <p><b>Restricted Awards</b></p> <ul style="list-style-type: none"> <li>Annual grants under the Freehold Award Plan and the Rife Award Plan</li> <li>1/3 per year vesting</li> </ul>

In addition to the above compensation elements, executives participate in the pension and benefits plans on the same basis as all employees. Perquisites are limited in nature and value. Neither Freehold nor Rife have a savings or option plan.

## Executive Compensation Peer Group

In 2022, a custom peer group was recommended by Hugessen Consulting, our independent compensation advisor, to review the external market competitiveness of executive total rewards package. There were no changes to the executive compensation peer group for 2023.

The table below illustrates the companies included in the 2023 executive compensation peer group. Peer group incumbents were identified by screening for Canadian headquarters energy companies of a reasonable similar size to Freehold on key size metrics (total enterprise value, market cap, assets and revenue).

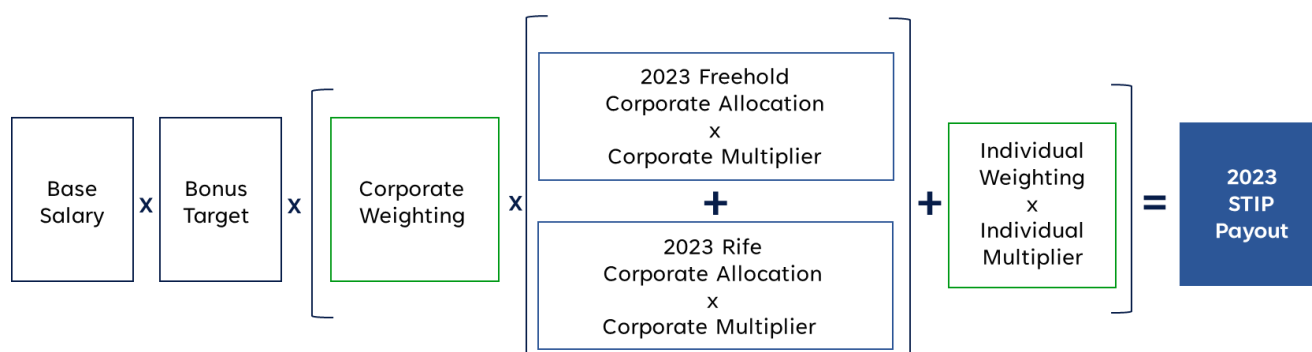
Advantage Energy Ltd.	Kelt Exploration Corporation	Surge Energy Ltd.
Baytex Energy Corp.	NuVista Energy Ltd.	Tamarack Valley Energy Ltd
Birchcliff Energy Ltd.	Paramount Resources Ltd.	Topaz Energy Corporation
Cardinal Energy Ltd.	Peyto Exploration & Development Corp.	
Enerplus Corporation	PrairieSky Royalty Ltd.	

## Base Salary

Base salaries for NEOs are reviewed annually to ensure continued alignment to market relative to the executive compensation peer group. Individual NEO salary reflects level of responsibility, skills and experience and are the only fixed component of NEO total direct compensation.

## Short-Term Incentive Plan

NEOs are eligible to participate in the Rife STIP which provides a cash-based bonus opportunity on the basis of both overall corporate and individual performance scores. The Freehold and Rife corporate weightings used in calculating awards are determined annually and reflect respective time allocations to each company.



## 2023 STIP Targets and Performance Weighting

Each NEO has a target award, expressed as a percentage of salary, which is weighted to corporate and individual performance as shown in the table below. Overall corporate performance scores can result in a range from 0x at threshold to 1.5x at maximum (being applied to the corporate component). Individual performance scores can also range from 0x to 1.5x target on the basis of an NEO's assessed annual performance, with payout approved by the Board.

Level	Target as % of Base Salary	Corporate Weighting	Individual Weighting
President & CEO	125%	80%	20%
CFO and COO	70%	60%	40%
Vice President	60%	60%	40%

## Long-Term Incentive Plan

### 2023 LTIP Targets and Weighting

Both the Freehold Award Plan and Rife Award Plan provide for the granting of Restricted Awards and Performance Awards. Once the annual grants have been approved by the Board and Rife's Board of Directors, Freehold and Rife grant their proportionate share based on the current allocation between Freehold and Rife in accordance with the Management Agreement. The weighting of Restricted Awards and Performance Awards awarded to employees is directly linked to their position and influence on Freehold's total shareholder return. Executives receive both Performance Awards and Restricted Awards with a heavier weighting towards Performance Awards. The awarding of Performance Awards to executives, who have more influence over Freehold's results aligns, with the pay-for-performance philosophy approved by the Board. Long-term incentive awards are typically granted annually in April.

Restricted Awards and Performance Awards accumulate the full value of Freehold's monthly dividend and upon vesting, the payout amount is adjusted to reflect these dividends.

The following table outlines the LTIP target and weighting for the Restricted Awards and Performance Awards for each executive position.

Position	LTIP Target as a % of Base Salary	Restricted Award Weighting	Performance Award Weighting
President & CEO	300%	25%	75%
CFO and COO	155%	25%	75%
Vice President	140%	25%	75%

## Vesting

The vesting provisions under the Freehold Award Plan and Rife Award Plan align with the vesting provisions of similar plans in place at companies within our executive compensation peer group.

Restricted Awards vest one-third annually over three years. On the vesting date, the number of Restricted Awards (adjusted to include accumulated dividends) is multiplied by the market price of the underlying Common Shares to calculate the cash payout.

Performance Awards cliff vest (all at once) after three years with the performance period being January 1 of the year of grant to December 31 of the third year following grant. On the vesting date, the number of Performance Awards (adjusted to include accumulated dividends) is multiplied first by a performance multiplier (described more fully below) that can range from zero to two and then multiplied by the market price of the underlying Common Shares to calculate the cash payout.

## Performance Multiplier

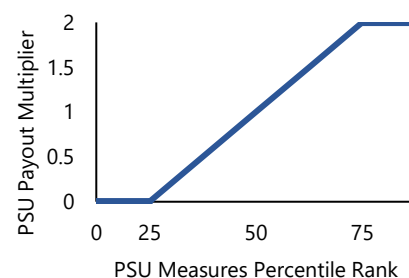
For the Freehold portion of the Performance Award grant, the performance multiplier ranges on a sliding scale from zero to two based on two measures: absolute and relative performance. The table below outlines the minimum, threshold and maximum for each measure and the resulting performance multiplier.

Absolute Performance Hurdles	2021 and 2022 Grants Absolute TSR Hurdle Rates (50% Weighting) <sup>1</sup>	2023 Grant Absolute TSR Hurdle Rates (50% Weighting) <sup>1</sup>	TSR relative to Performance Award Peer Group (50% Weighting)	Performance Multiplier
Minimum	2%	4%	25 <sup>th</sup> Percentile	0x
Threshold	7%	8%	50 <sup>th</sup> Percentile	1x
Maximum	12%	12%	75 <sup>th</sup> Percentile	2x

1. Annual compounded return

The two measures are equally weighted and were chosen in order to provide a balance between the desire to create an attractive return for our Shareholders and a comparison to our peers who are operating in the same industry and environment as ours.

The graph to the right shows the Performance Awards associated with various percentile rankings for the two combined measures. The performance multiplier calculation is validated by the Board's independent advisor on an annual basis prior to the approval of the payout.





## Performance Award Peer Group

Freehold's performance peer group is reviewed annually and used to determine the relative total shareholder return portion of the performance multiplier for Performance Awards. The following table shows the companies selected as peers for each of the 2021, 2022, and 2023 Performance Awards. The performance peer groups consist of comparable oil and gas organizations that are impacted by the same macro-economic factors as Freehold, and who Freehold may compete with for capital. In 2022, we added four U.S. oil and gas royalty peers as Freehold's U.S. royalty production increased significantly in 2021.

Canadian Comparators	Performance Peer Group		
	2021	2022	2023
Advantage Energy Ltd.		•	•
ARC Resources Ltd.	•	•	
Baytex Energy Corp.	•	•	•
Birchcliff Energy Ltd.	•	•	•
Bonterra Energy Corp	•		
Cardinal Energy Ltd.	•		
Crescent Point Energy Corp.	•	•	•
Enerplus Corporation	•	•	•
Headwater Exploration			•
Kelt Exploration Ltd.	•		
NuVista Energy Ltd.	•		•
Paramount Resources Ltd.		•	•
Peyto Exploration & Development Corp.	•	•	•
PrairieSky Royalty Ltd.	•	•	•
Spartan Delta Corp.			•
Seven Generations Energy Ltd.	•		
Surge Energy Ltd.	•		
Tamarack Valley Energy Ltd		•	•
Topaz Energy Corporation	•	•	•
TORC Oil & Gas Ltd.	•		
Tourmaline Oil Corp.	•		
Vermilion Energy Inc.	•	•	•
Whitecap Resources Inc.	•	•	•
<b>U.S. Comparators</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>
Black Stone Minerals L.P.		•	•
Brigham Minerals Inc. <sup>1</sup>		•	•
Kimbell Royalty Partners L.P.		•	•
Viper Energy Partners L.P.		•	•

1. Acquired by Sitio Royalties Corp. December 29, 2022

## 2023 NEO Compensation Treatment

### 2023 Base Salary

In 2023, Freehold's total base salary budget for all employees (including executives) increased by 3%. Effective April 1, 2023, the average base salary increase for NEOs (other than Mr. Spyker) was 4.0%, including promotional increases for Mr. King and Ms. Nagy. Mr. Spyker received a 10% increase as part of our continued effort to align with market. For further information, see the "Summary Compensation Table" on page 57.

### 2023 Short-Term Incentive Plan

The following table details the Freehold portion of the 2023 corporate scorecard which consisted of six factors as well as the assessment of 2023 performance relative to each. Threshold, target and maximum performance achievement levels were defined for each of the quantitative factors. If the maximum performance was achieved on all of the objectives, the bonus multiplier would have been 1.5 times the target bonus amount with respect to Freehold's corporate weighting. If overall performance was at target, the multiplier would have been 1.0; and below threshold performance overall would have resulted in a score of zero. Certain factors were evaluated quantitatively.

### 2023 Corporate Scorecard - STIP Weighting and Achievement

Corporate Scorecard		Weighting	Score Achievement								
	<table border="1"> <thead> <tr> <th>Minimum</th> <th>Threshold</th> <th>Target</th> <th>Maximum</th> </tr> <tr> <td>0.0</td> <td>0.5</td> <td>1.0</td> <td>1.5</td> </tr> </thead> </table>	Minimum	Threshold	Target	Maximum	0.0	0.5	1.0	1.5		
Minimum	Threshold	Target	Maximum								
0.0	0.5	1.0	1.5								
Asset Development & Optimization/Compliance Production Additions (boe/d)		15%	1.2								
Delivering on Strategy/Risk Managed Value Creation		20%	1.3								
Diversified Royalties Business Advancement		5%	1.0								
ESG Integration		10%	1.1								
Business Valuation		10%	0.8								
Funds from Operations		40%	0.5								
		<b>Total</b>	<b>0.9</b>								

## 2023 Performance Relative to Corporate Scorecard Performance Objectives

Asset Development and Optimization/Compliance Production Additions (boe/d)	Relates to the organic growth of our royalty production through increased leasing and drilling activity on our royalty lands as well as through audit and compliance initiatives. These activities combined contributed over 1,000 boe/d of production in 2023.
Delivering on Strategy/Risk Managed Value Creation	Relates to establishing a return of capital framework that manages free cash flow through dividend allocation, balance sheet maintenance, and executing value enhancing acquisitions (in both oil & gas and non-oil & gas resource-based royalties). In 2023, dividends paid of \$163 million were 15% higher than 2022. Balance sheet strength was maintained, exiting 2023 at 0.4 times net debt to funds from operations. Average total production of 14,714 boe/d was in line with budget and within the guided range. U.S. production reached record levels averaging 5,102 boe/d. Record year of leasing in Canada with 122 leases signed with 41 distinct counterparties. Acquisition activity was modest in 2023 with approximately \$5 million invested in Clearwater oil opportunities in Canada. In December 2023, Freehold announced two Permian acquisitions in the U.S. for approximately \$115 million that closed in January 2024. These U.S. acquisitions included mineral title and royalty assets on approximately 123,000 gross acres in the Midland and Delaware basins of the Permian located in Texas and New Mexico and are expected to add approximately 600 boe/d of production in 2024 with an estimated 85% liquids weighting.
Diversified Royalties Business Advancement	Our team was put in place in 2022 and meaningful progress was made in 2023 in leveraging our expertise in mineral royalties to evaluate opportunities to diversify our portfolio into long life, energy, resource and mineral-related royalties outside of the traditional oil and gas sector. While no capital was committed, significant progress was made on establishing the scope of the diversified royalties strategy.
ESG Integration	Sustainability Report completed and published in January 2023. Aligned with Global Reporting Initiative (GRI) and Sustainability Accounting Standards Board (SASB) reporting frameworks. Implemented leadership development training at all leadership levels in our organization and engaged employees in Equity, Diversity, and Inclusion workshops. Charitable Giving Committee continued its multi-year sponsorships and employee matching of charitable donations. Conducted an employee engagement survey with a 95% response rate with overall engagement scores increasing from 78% to 83%. Freehold maintained its Net Zero Scope 1 and 2 emissions in 2023. Freehold's rating score with MSCI ESG Risk Rating improved to BBB (from B) and our rating with Sustainalytics Global Coverage Universe improved to 3 <sup>rd</sup> out of 315 peers (improved from 4 <sup>th</sup> overall in 2022).
Business Valuation	Relates to a measure of our improvement in trading multiple (enterprise value divided by EBITDA) and relative share price performance as measured against both our North American royalty peers and our performance award peer group. In 2023, our average trading multiple was flat relative to year-end 2022 and Freehold total return (share price return year-over-year plus dividends) was 7%. The 7% total return was in the approximately 60 <sup>th</sup> percentile of our performance peer group and in the approximately 50 <sup>th</sup> percentile of our North American royalty peer group return.
Funds from Operations	Freehold's full year 2023 funds flow from operations of \$240 million was slightly below the range provided with 2023 guidance reflecting production in line with expectations against a more volatile commodity price environment, which the Board determined achieved the threshold performance.

## 2023 STIP Payouts

On the basis of performance reflected in the corporate scorecard, the GNC Committee recommended, and the Board approved a Freehold corporate multiplier of 0.90 for 2023. Freehold's 56% share of the total Rife STIP to NEOs is shown below.

Name	Freehold Proportionate share (56%) (\$)	Total Rife STIP Payout <sup>1</sup> (\$)
David M. Spyker	324,800	580,000
David W. Hendry	117,600	210,000
Robert A. King	104,160	186,000
Lisa N. Farstad	86,800	155,000
Ian C. Hantke	84,000	150,000
Susan J. Nagy	72,800	130,000

1. Includes Rife's proportionate share.

## 2023 Long-term Incentive Plan

### 2023 Value of Freehold Long-Term Incentive Awards Granted

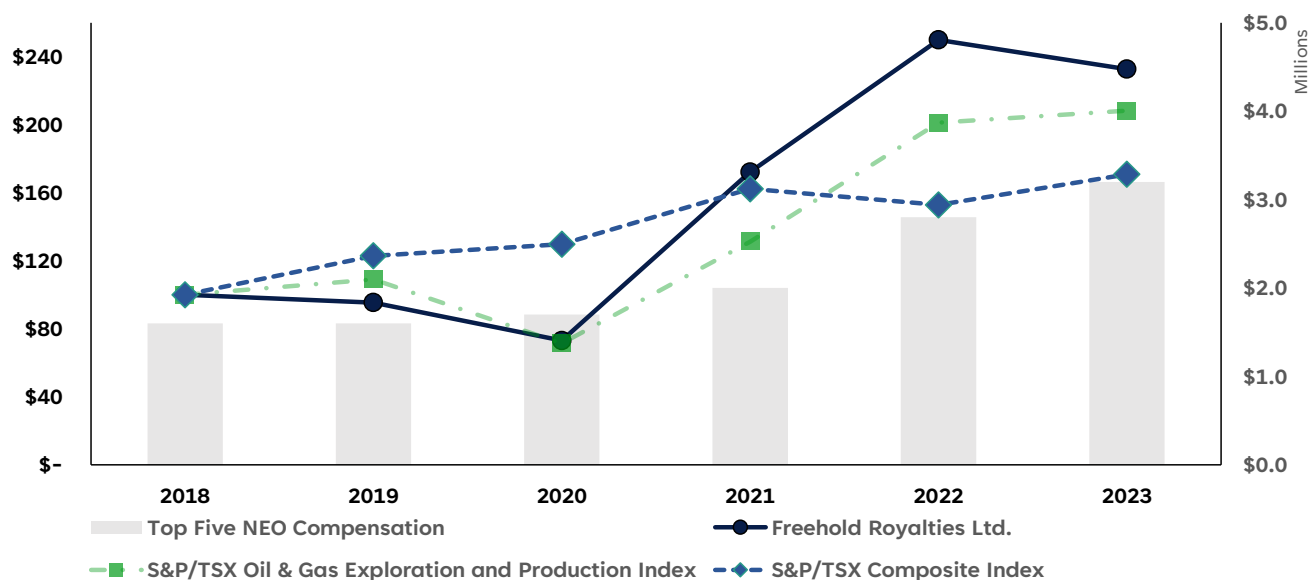
In 2023, the NEOs received the following long-term incentive grants under the Freehold Award Plan.

Name	Freehold Performance Awards <sup>1</sup> (\$)	Freehold Restricted Awards <sup>1</sup> (\$)
David M. Spyker	554,400	184,800
David W. Hendry	201,810	67,270
Robert A. King	179,046	59,682
Lisa N. Farstad	142,296	47,432
Ian C. Hantke	138,180	46,060
Susan J. Nagy	132,300	44,100

- The actual number of Performance Awards and Restricted Awards awarded was determined by dividing the intended dollar award amount by the volume weighted average trading price of the Common Shares on the TSX for the five trading days ended December 31, 2022 which was \$15.76.

### Performance Chart

The following graph and table illustrate changes during the last five years in the value of \$100 invested on December 31, 2018, in the Common Shares (assuming reinvestment of all dividends) and in the S&P/TSX Composite Index as well as the S&P/TSX Oil & Gas Exploration and Production Index. The sum of the top five NEO's compensation is also illustrated for the same time period. NEO compensation has increased since 2018, specifically starting in 2022 as we implemented a two-step approach to adjust executive incentive targets to create better alignment with market relative to the executive compensation peer group. Performance of our new executive team has facilitated the North American business expansion which started substantially in late 2021 and has materially improved the sustainability of our business and has been reflected in shareholder returns. As a commodity-based business, we can expect some volatility in our share price, and this is reflected in the graph with the prices we receive for our products down 23% year-over-year from 2022 to 2023 despite a 4% increase in production. In aggregate, we have delivered returns to shareholders that have outpaced the S&P/TSX indexes we are comparing ourselves to.



	2018	2019	2020	2021	2022	2023
Freehold Royalties Ltd.	\$100.00	\$95.43	\$73.08	\$172.17	\$249.81	\$232.72
S&P/TSX Oil & Gas Exploration & Production Index	\$100.00	\$109.01	\$71.42	\$131.20	\$201.22	\$208.25
S&P/TSX Composite Index	\$100.00	\$122.88	\$129.76	\$162.32	\$152.83	\$170.79
Top Five NEO Compensation (\$mm) <sup>1</sup>	\$1.6	\$1.6	\$1.7	\$2.0	\$2.8	\$3.2

- Freehold's proportionate share of compensation was approximately 56% for 2023 and 2022, 52% for 2021, and 48% for 2020, 2019 and 2018.

## Total Cost of NEO compensation compared to Total Revenue

The following table illustrates the total compensation paid or awarded to our NEOs as a percentage of Freehold's revenue.

	2021	2022	2023
Total Revenue (\$000s)	208,992	393,020	314,575
Top Five NEO Compensation <sup>1</sup> (\$000s)	1,952	2,792	3,207
NEO Compensation as Percentage of Revenue (%)	0.93%	0.71%	1.02%

1. Based on Freehold's proportionate share of compensation which was approximately 56% in 2023 and 2022, and 52% in 2021.

## Executive Compensation Summary

### 2023 Summary Compensation Table

The following table provides a summary of compensation to the Named Executive Officers relating to services rendered to Freehold for the periods indicated, allocated based on the ratio of hours expended by employees of Rife on Freehold versus Rife and Canpar as described under "Compensation and Reimbursement of the Manager" on page 60. Certain of the Named Executive Officers also perform various levels of executive functions for Rife and Canpar. In Appendix D, we have also included a table showing a summary of the total compensation paid to the Named Executive Officers by Rife relating to services rendered to all the entities managed by Rife including Freehold, Rife and Canpar.

Name and Principal Position	Year	Salary <sup>1</sup> (\$)	Option-based awards (\$)	Share-based awards <sup>1,2</sup> (\$)	Non-equity incentive plan compensation <sup>1</sup>			All other Compensation (\$)	Total Compensation <sup>1</sup> (\$)
					Annual incentive plans <sup>1,3</sup> (\$)	Long-term incentive plans (\$)	Pension value <sup>1</sup> (\$)		
David M. Spyker <sup>4</sup> President & CEO	2023	240,800	-	739,200	324,800	-	8,837	-	1,313,637
	2022	218,400	-	560,000	280,560	-	8,618	-	1,067,578
	2021	187,200	-	280,800	147,680	-	8,765	-	624,445
David W. Hendry Vice President, Finance & CFO	2023	172,200	-	269,080	117,600	-	8,610	-	567,490
	2022	166,600	-	218,400	121,520	-	8,330	-	514,850
	2021	150,800	-	165,880	87,880	-	7,540	-	412,100
Robert A. King <sup>5</sup> COO	2023	151,900	-	238,728	104,160	-	7,595	-	502,383
	2022	144,200	-	174,720	97,440	-	7,210	-	423,570
	2021	130,000	-	117,000	70,720	-	6,500	-	324,220
Lisa N. Farstad Vice President, Corporate Services	2023	134,540	-	189,728	86,800	-	6,727	-	417,795
	2022	130,270	-	157,920	95,200	-	6,513	-	389,903
	2021	114,660	-	105,560	59,280	-	5,733	-	285,233
Ian C. Hantke <sup>6</sup> Vice President Diversified Royalties	2023	130,620	-	184,240	84,000	-	6,531	-	405,391
	2022	127,260	-	153,216	78,400	-	6,363	-	365,239
	2021	101,400	-	60,840	44,200	-	5,070	-	211,510
Susan J. Nagy <sup>7</sup> Vice President, Business Development	2023	124,474	-	176,400	72,800	-	6,224	-	379,898
	2022	111,622	-	67,760	47,040	-	5,581	-	232,003
	2021	93,600	-	56,160	38,272	-	4,680	-	192,712

- Freehold pays its proportionate share of G&A Costs based on an allocation of time spent and direct costs incurred by Rife in fulfilling obligations under the Management Agreement. Freehold's proportionate share of compensation was approximately 56% in 2023, 56% in 2022, and 52% in 2021. The amounts in the above table reflect only the proportionate amounts paid or awarded to the Named Executive Officers relating to services rendered to Freehold for the periods indicated.
- Based on the total value of awards under the Freehold Award Plan on the grant date. Freehold's accounting treatment is based on the fair value of the awards at each period end and dependent on the Common Share price plus certain adjustments made for dividends since the date of the grant and performance factors. The liability and compensation expense associated with awards under the Freehold Award Plan is recognized as services rendered over the vesting period. The actual value realized upon the vesting and payment of these awards may be greater or less than the value indicated. For further information, see the notes to Freehold's consolidated financial statements for the year ended December 31, 2023, which are available on SEDAR+ at [sedarplus.ca](https://www.sedarplus.ca).
- Bonuses awarded under the Rife STIP in the period earned, paid the following year.

- Mr. Spyker was promoted to the position of Interim President and CEO on September 8, 2020, and on January 18, 2021 he was appointed President and CEO.
- Mr. King was appointed Chief Operating Officer on April 1, 2023.
- Mr. Hantke was appointed Vice President, Diversified Royalties on January 1, 2022.
- Ms. Nagy was appointed Vice President, Business Development on April 1, 2023.

## Outstanding Share-Based Awards

The following table sets out the total number of outstanding awards granted under the Freehold Award Plan held by NEOs as at December 31, 2023. The Named Executive Officers do not receive any option-based awards. A description of the Freehold Award Plan is contained in Appendix C.

Name	Number of share or unit of shares not vested		Market or payout value of share-based awards that have not vested <sup>1,2</sup>	
	Performance Award (#)	Restricted Award (#)	Performance Award (\$)	Restricted Award (\$)
David M. Spyker	124,603	26,203	1,705,815	358,719
David W. Hendry	57,750	11,024	790,598	150,919
Robert A. King	44,556	8,897	609,972	121,800
Lisa N. Farstad	38,934	7,602	533,006	104,071
Ian C. Hantke	26,681	7,764	365,263	106,289
Susan J. Nagy	18,552	7,185	253,977	98,363

- Estimated based on the closing price of the Common Shares on the TSX at December 31, 2023, which was \$13.69, plus certain adjustments made for dividends since the date of grant. For purposes of the Performance Awards, a performance multiplier of 1.0 has been assumed.
- No NEO held any vested share-based awards as at December 31, 2023 that had not been paid out or distributed.

## Value Vested or Earned

The following table sets forth (i) the total value of awards granted under the Freehold Award Plan held by the Named Executive Officers that vested and (ii) Freehold's proportionate share of bonuses earned pursuant to the Rife STIP. The Named Executive Officers do not receive any option-based awards.

Name	Share-based awards Value vested during 2023 <sup>1</sup> (\$)	Non-equity incentive plan compensation – Value earned during 2023 <sup>2</sup> (\$)
David M. Spyker	501,319	324,800
David W. Hendry	429,217	117,600
Robert A. King	301,692	104,160
Lisa N. Farstad	221,764	86,800
Ian C. Hantke	145,596	84,000
Susan J. Nagy	135,311	72,800

- The value of vested Restricted Awards and Performance Awards under the Freehold Award Plan is calculated based on the weighted average trading price of the Common Shares for the five trading days prior to vest, with the exception of the 2021 grant which was based on the weighted average trading price of the Common Shares for the five trading days ending December 31, 2023.
- Freehold's proportionate share of bonuses earned in 2023 (paid in 2024) under the Rife STIP.

## Pension Plan - Defined Contribution<sup>1</sup>

The following table sets forth information with respect to Freehold's proportionate share of contributions to Rife's defined contribution pension plan.

Name	Accumulated value at start of year (\$)	Compensatory change (\$)	Accumulated value at year end (\$)
David M. Spyker	95,395	8,837	126,125
David W. Hendry	38,209	8,610	62,676
Robert A. King	30,929	7,595	52,104
Lisa N. Farstad	81,146	6,727	105,987
Ian C. Hantke	90,271	6,531	114,158
Susan J. Nagy	133,548	6,224	163,899

1. Calculated based on Freehold's proportionate share of 56% for 2023.

## Termination and Change of Control Benefits

### Termination and Change of Control Benefits for Executive Officers

None of the NEOs have entered into employment agreements with Freehold, Rife or the Manager that provide for any payment to such NEOs at, following or in connection with any termination, resignation, retirement, change of control or change in responsibilities.

However, both the Freehold Award Plan and the Rife Award Plan contain provisions relating to the acceleration of vesting of Performance Awards and Restricted Awards in certain circumstances if there is a change of control of Freehold and/or Rife. For clarity, any accelerated vesting would be double-triggered, in that it requires a change of control event and the individual ceasing to provide services to Freehold or Rife. For a description of these provisions, see Appendix C.

The following table shows the number of Performance Awards and Restricted Awards granted under the Freehold Award Plan held by our NEOs and the value of such Performance Awards and Restricted Awards as at December 31, 2023, demonstrating the value of the accelerated unvested Performance Awards and Restricted Awards held by the NEOs if a change of control had occurred on December 31, 2023 and if each NEO was terminated on such date in connection with such change of control.

Name	Number of share or unit of shares not vested		Market or payout value of share-based awards that have not vested <sup>1</sup>	
	Performance Award (#)	Restricted Award (#)	Performance Award (\$)	Restricted Award (\$)
David M. Spyker	124,603	26,203	1,705,815	358,719
David W. Hendry	57,750	11,024	790,598	150,919
Robert A. King	44,556	8,897	609,972	121,800
Lisa N. Farstad	38,934	7,602	533,006	104,071
Ian C. Hantke	26,681	7,764	365,263	106,289
Susan J. Nagy	18,552	7,185	253,977	98,363

1. For Restricted Awards, calculated based on the number of notional Common Shares underlying such Restricted Awards held at December 31, 2023 multiplied by the closing price of the Common Shares on the TSX at December 31, 2023 which was \$13.69. For Performance Awards, calculated based on the closing price per Common Share on the TSX at December 31, 2023, which was \$13.69 multiplied by the number of notional Common Shares underlying such Performance Awards assuming a performance multiplier of 1.0.



## Termination of Management Agreement

Under the terms of the Management Agreement, Freehold may terminate the Management Agreement for any reason by providing the Manager six months' notice. Freehold may also terminate the Management Agreement after a "Change of Control" (as defined in the Management Agreement) by providing a notice of termination within 90 days of the Change of Control and concurrently paying \$2,000,000.

In addition, if Freehold terminates the Management Agreement for any reason as permitted under the Management Agreement, including after a Change of Control, Freehold will be liable for actual termination costs of employees terminated by the Manager whom Freehold does not elect to employ.

## Compensation and Reimbursement of the Manager

The Manager provides comprehensive oil and gas company management and operational services to Freehold pursuant to the terms of the Management Agreement. The Manager is a wholly-owned subsidiary of Rife. Pursuant to an agreement between Rife and the Manager dated November 25, 1996, Rife provides the Manager, on a contract basis, with all necessary personnel, equipment and facilities required to provide management and operational services to Freehold on a cost recovery basis.

The officers of Freehold, including the CEO, are employees of Rife and receive their remuneration from Rife. These officers do not receive any compensation directly from Freehold for their services other than grants of Performance Awards and Restricted Awards under the Freehold Award Plan. The Manager, through Rife, provides management services to Freehold and its controlled entities. Rife, a private oil and gas company, also manages its own business and affairs, and the business and affairs of Canpar, another private oil and gas company. Both Rife and Canpar are wholly-owned by CN Pension Trust Funds. The Manager is compensated and reimbursed as described below for providing services to Freehold and certain subsidiaries and partnerships of Freehold. No amendment, alteration or variation of the Management Agreement or any of its terms or provision shall be binding upon the parties thereto unless made in writing and signed by the duly authorized representatives of each of the parties and (other than such amendments not, in the opinion of counsel for Freehold, prejudicial to the interests of Shareholders) approved by an ordinary resolution of the Shareholders.

A full description of the Management Agreement is contained in Freehold's annual information form for the year ended December 31, 2023 which is available through the internet under Freehold's SEDAR+ profile at [sedarplus.ca](https://www.sedarplus.ca) and on Freehold's website at [freeholdroyalties.com](https://www.freeholdroyalties.com). The full text of the Management Agreement has also been filed on SEDAR+ at [sedarplus.ca](https://www.sedarplus.ca) and is available on Freehold's website at [freeholdroyalties.com](https://www.freeholdroyalties.com).

## Management Fee

Under the terms of the Management Agreement, the Manager is issued Common Shares quarterly as payment of the management fee. In 2021, 2022 and 2023, an aggregate of 110,000, 55,000 and 22,000 Common Shares, respectively, were issued to the Manager as payment of the management fee. As at January 1, 2024, and for future periods unless amended, the quarterly management fee remains at 5,500 Common Shares (or an aggregate of 22,000 Common Shares annually) or cash equal to the value of such Common Shares as determined by the market price of such Common Shares at such time, in accordance with the terms of the Management Agreement.

## General and Administrative Costs

The Manager is reimbursed for G&A Costs incurred by Rife on behalf of Freehold. G&A Costs are generally charged to Freehold based on time spent and direct costs incurred by Rife in fulfilling the obligations of the Manager to Freehold pursuant to the Management Agreement. Rife maintains a timesheet entry system pursuant to which each employee of Rife records the amount of time devoted to each entity managed by Rife. The portion of G&A Costs allocated to Freehold is based on a ratio of the total time expended by Rife's employees on Freehold's business divided by the total time allocated to all of the businesses managed by Rife and direct costs. In 2023, G&A Costs of \$15.1 million were charged by the Manager for time and direct costs incurred by Rife on behalf of Freehold.

## Share-Based Compensation

Since 2017, Freehold's proportionate share of long-term incentive compensation consisted of grants of Performance Awards and Restricted Awards under the Freehold Award Plan. In 2023, a total of 101,329 (2022 – 105,717) Restricted Awards and 130,695 (2022 – 132,899) Performance Awards were granted to employees of Rife under the Freehold Award Plan. Restricted Awards and Performance Awards accumulate the full value of Freehold's monthly dividend and upon vesting, the payout amount is adjusted to reflect these dividends and, in the case of the Performance Awards, a performance multiplier based on certain applicable Freehold performance factors.

## Manager's Annual Bonus Plan

Freehold pays its proportionate share (2023 – 56%) of annual cash bonuses paid under the Rife STIP for employees of the Manager.

## Pension Plan

The Manager has a defined contribution pension plan, of which Freehold pays its proportionate share (2023 – 56%). For further information, see "Pension Plan" on page 59.

## Other Information

### Securities Authorized for Issuance Under Equity Compensation Plans

The following sets forth information in respect of Common Shares authorized for issuance under Freehold's equity compensation plans as at December 31, 2023.

<b>Plan Category</b>	<b>Number of Common Shares to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)</b>
Equity compensation plans approved by Shareholders			
Director DSU and RSU Plan <sup>1</sup>	542,095	N/A	0
Management Agreement <sup>2</sup>	N/A	N/A	16,462
Equity compensation plans not approved by Shareholders	N/A	N/A	N/A
<b>Total</b>	<b>542,095</b>	<b>N/A</b>	<b>16,452</b>

1. On redemption of DRSUs or DSUs, Freehold can choose to either issue Common Shares or pay cash in lieu thereof. Once all of the Common Shares remaining available for issuance under the Director DSU and RSU Plan have been issued, Freehold will be obligated to pay cash on redemption of the DRSUs and DSUs unless Freehold seeks approval from its Shareholders to reserve additional Common Shares for issuance under the Director DSU and RSU Plan.
2. Pursuant to the Management Agreement, the Manager receives a management fee, paid in Common Shares, as described under "Compensation and Reimbursement of the Manager" on page 60.

## Annual Burn Rate Under Equity Compensation Plans

The following sets forth information in respect of the number of Common Shares issued under the Management Agreement and the number of DRSUs and DSUs granted under the Director DSU and RSU Plan in the applicable year relative to the weighted average number of Common Shares outstanding in such year.

Plan Category	Year	Number of Common Shares, DRSUs and DSUs granted or issued during applicable year (a) <sup>1</sup>	Weighted average number of Common Shares outstanding for the applicable fiscal year (b)	Burn Rate ((a)/(b)) (c)
Director DSU and RSU Plan	2023	110,736	150,675,727	0.073%
	2022	113,011	150,633,203	0.078%
	2021	122,052	150,612,334	0.081%
Management Agreement	2023	22,000	150,675,727	0.015%
	2022	55,000	150,633,203	0.037%
	2021	110,000	150,612,334	0.073%

1. The number of DRSUs and DSUs granted includes notional DRSUs and DSUs granted resulting from dividends paid on the Common Shares.

## Indebtedness of Directors and Executive Officers

None of the directors, executive officers, employees or any former directors, executive officers or employees of Freehold or its subsidiaries or any associates of any such directors or officers, is, or has been at any time since the beginning of the most recently completed financial year of Freehold, indebted to Freehold in respect of any indebtedness that is still outstanding, nor is, or at any time since the beginning of the most recently completed financial year has any indebtedness of any such person been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Freehold.

## Interest of Informed Persons in Material Transactions

Other than as disclosed below or herein, there were no material interests, direct or indirect, of any directors or executive officers of the Manager, directors or executive officers of Freehold, any Shareholder who beneficially owns more than 10% of the Common Shares or any known associate or affiliate of such persons in any transaction completed in the most recently completed financial year or during the current financial year or in any proposed transaction that has materially affected or will materially affect Freehold.

The Manager and Rife are wholly-owned subsidiaries of the CN Pension Trust Funds, which held 25,104,464 Common Shares as at March 19, 2024, representing approximately 16.66% of the outstanding Common Shares. The Manager receives certain compensation and reimbursement for a portion of G&A Costs for providing management services to Freehold and its controlled entities as described under "Compensation and Reimbursement of the Manager" on page 60. All transactions during 2023 were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by Freehold and the Manager.

## Interest of Certain Persons or Companies in Matters to be Acted Upon

No director, proposed nominee for election as a director or executive officer of Freehold or anyone who has held office as such since the beginning of our last financial year or of any associate or affiliate of any of the foregoing in has any material interest, direct or indirect, in any matter to be acted on at the Meeting other than for the election of directors.

## Additional Information

Additional information relating to Freehold is available on SEDAR+ at [sedarplus.ca](https://www.sedarplus.ca). Financial information in respect of Freehold and its affairs is provided in Freehold's annual audited consolidated financial statements for the year ended December 31, 2023 and the related management's discussion and analysis. Copies of these documents are available upon request from Freehold by contacting the Corporate Secretary, Freehold Royalties Ltd., Suite 1000, 517 – 10th Avenue SW, Calgary, Alberta, T2R 0A8, Telephone 403.221.0802, or such materials may be accessed via Freehold's website at [freeholdroyalties.com](https://www.freeholdroyalties.com).

# Appendices

## Appendix A – Board Mandate

### Introduction

The board of directors (the "**Board**") of Freehold Royalties Ltd. ("**Freehold**"), is committed to maintaining a high standard of corporate governance. The Board has responsibility for the overall stewardship of Freehold and its controlled entities and discharges its responsibility by reviewing, discussing, and approving Freehold's strategic planning and organizational structure and supervising management, including retention of the Manager, with a view to preserving and enhancing the underlying value of Freehold. Management of the business within this process and structure is the responsibility of the Chief Executive Officer ("**CEO**") and Rife Resources Management Ltd. (the "**Manager**").

### Mandate of the Manager

The Manager is responsible for the day-to-day management of the business of Freehold subject to a supervisory role of the Board. In exercising its powers and discharging its duties under the amended and restated management agreement dated November 9, 2015 (the "**Management Agreement**") between the Manager and Freehold, the Manager must exercise the degree of care, diligence and skill that a reasonably prudent advisor and manager in respect of petroleum and natural gas properties in western Canada would exercise in comparable circumstances.

Pursuant to the provisions of the Management Agreement, but subject to the supervision of the Board, the Manager provides certain administrative and support services to Freehold, including those necessary to:

1. ensure compliance by Freehold with continuous disclosure obligations under applicable securities legislation;
2. provide investor relations services;
3. provide or cause to be provided to shareholders all information to which shareholders are entitled under applicable securities laws;
4. call, hold and distribute materials including notices of meetings and information circulars in respect of all necessary meetings of shareholders;
5. determine the amounts available for payment from time to time to shareholders and to arrange for dividend payments to shareholders;
6. determine the timing and terms of future offerings of securities, if any;
7. determine the terms and conditions upon which Freehold may acquire additional royalties; and
8. determine the terms and conditions upon which Freehold may from time to time borrow money.

The Manager recovers its general and administrative costs and a portion of its long term incentive plan costs and retirement benefit costs and receives a quarterly management fee paid in Common Shares.

## Composition of the Board

The governance agreement dated December 31, 2010 (the "**Governance Agreement**") provides that if the Manager and its affiliates, including the CN Pension Trust Funds, hold 10% or more of the issued and outstanding Common Shares, the Manager has the right to nominate for election two individuals as directors of Freehold. If the Manager and its affiliates hold less than 10% of the issued and outstanding Common Shares the Manager has the right to nominate for election one individual as a director of Freehold. If the individuals nominated by the Manager fail to get elected or if the Manager ceases to hold any Common Shares (in which case the Manager will not have the right to nominate any individuals as directors of Freehold) but continues to act as Manager of Freehold pursuant to the Management Agreement, the Governance Agreement provides the Manager with the right to have an observer present at all meetings of directors of Freehold.

A majority of the directors will be independent. All members of the Board shall have the skills and abilities required to carry out their duties and responsibilities in the most effective manner. The Board shall endeavor to always have the right mix of experience and competencies to discharge its responsibilities.

## Director Independence

The Board has determined that an independent director is a director who is not a member of management and who does not have a relationship with Freehold, the Manager or with management that may affect the director's ability to act with a view to the best interests of Freehold, or be perceived to do so. The Board may adopt other categorical standards for determining whether a director is independent and will review the independence of each of the Non-Management Directors annually.

For Audit Committee purposes only, a director is not independent if he or she does not satisfy the Audit Committee independence requirements contained in any applicable securities legislation, or rules of any stock exchange on which Freehold's securities are listed for trading.

Independent directors and their firms will not be retained for consulting without prior approval of the Board.

## Selection of Chair

The Chair will be appointed by the Board from among the independent directors. The Chair reports to the Board and to the shareholders. The Board has approved, and will periodically review, a position description for the Chair.

## Director Compensation

The Board has determined that the directors should be compensated in a form and amount that is appropriate and which is customary for comparable entities, having regard to such matters as time commitment, responsibility and trends in director compensation. The Board, based upon recommendations of the Governance, Nominating and Compensation Committee (the "**GNC Committee**"), will periodically review the adequacy and form of directors' compensation, including compensation of the Chair and Committee Chairs, to ensure that it is competitive and realistically reflects the responsibilities and risks involved in being a director.

Directors who are employees of the Manager will not receive additional compensation for Board service.

## Term Limits for Directors

The Board has determined that fixed-term limits for directors should not be established. The Board is of the view that such a policy would have the effect of forcing directors off the Board who have developed, over a period of service, increased insight into Freehold and who, therefore, can be expected to provide an increasing contribution to the Board. At the same time, the Board recognizes the value of some turnover in Board membership to provide ongoing input of fresh ideas and views and annually considers changes to the composition of the Board.

## **Selection of New Director Candidates**

Subject to the Articles or By-Laws of Freehold and the Governance Agreement, the selection of directors and procedures to identify possible nominees will be determined after giving consideration to:

1. the competencies and skills which the Board considers necessary for the Board as a whole to possess;
2. the competencies and skills possessed by each current director;
3. the competencies and skills each new nominee will bring to the Board; and
4. the appropriate size of the Board, with a view to facilitating effective decision-making.

## **Director Qualification Standards**

In nominating an individual to become a director, the Board will consider education, business, governmental and civic experience, communication and interpersonal skills, the diversity of the existing Board, and the background of the potential candidate, as well as any other matters which are relevant to the Board's objectives.

This review will take into account the desirability of maintaining a reasonable diversity of personal characteristics such as age, gender, and geographic residence. However, all directors should possess high personal and professional ethics, integrity, and values and be committed to representing the long-term interests of the shareholders. They must also have an inquisitive and objective perspective, practical wisdom and mature judgment, outstanding ability in their individual fields of expertise, and a willingness to devote necessary time to Board matters.

## **Director Orientation and Education**

The Board is committed to ensuring that directors have the requisite skills, knowledge, and understanding to fulfill their duties as directors. The director's resource center contains Board and committee mandates, position descriptions, policies, and other information and is provided to new directors who are expected to review and become familiar with its contents. In addition, management conducts orientation sessions with new directors to review Freehold's business, current issues, and opportunities.

Management provides directors with opportunities to increase their knowledge and understanding of Freehold's business. Pre-reading materials are provided in quarterly Board packages sent to directors in advance of regularly scheduled Board meetings. Briefings on strategic issues are conducted annually and typically include reviews of the competitive environment, Freehold's performance relative to its peers, and any other developments that could materially affect Freehold's business. In addition, the Board is briefed on a regular basis on corporate governance developments and emerging best practices.

## **Matters Requiring Board Approval**

Pursuant to the Management Agreement, the Manager has responsibility for the day-to-day operations of Freehold, subject to the Board's general supervision and direction. Any amendment to the Management Agreement requires the approval of the Board.

Certain responsibilities of the Board are sufficiently important to warrant the attention of the full Board and, accordingly, are not delegated or are only delegated in a qualified or partial manner, including:

1. submitting to shareholders any matter requiring their approval;
2. filling vacancies among the directors or appointing additional directors, other than nominees of the Manager;
3. approving capital structure plans and strategies;
4. approving borrowing and hedging;
5. approving issuance of debt or equity securities, declaring dividends or repurchasing shares, and approving related prospectuses or information circulars;

6. approving capital expenditures outside approved budgets;
7. approving the acquisition and disposition of significant properties of Freehold;
8. approving policies relating to material expenditures or assumptions of liability outside of the ordinary course of business, including expenditures for acquisitions, joint ventures, divestitures, leasing transactions, third party loans and other similar transactions;
9. approving management proxy circulars;
10. approving annual financial statements and interim financial reports and related management's discussion and analysis;
11. approving the annual statement of reserves data and other oil and gas information and reports thereon;
12. approving changes in the By-laws and Articles of Incorporation; and
13. approving Freehold's legal structure, name, logo, vision and mission statement.

### **Appointment, Supervision, and Compensation of the Manager, and Review of Compensation of the Officers**

The Board has the responsibility to:

1. plan for succession, including appointing the officers, monitoring the Manager, and determining if the Manager's engagement should be extended;
2. review and assess, in conjunction with the Board of Directors of Rife Resources Ltd., the performance and effectiveness of the CEO;
3. review the Manager's compensation strategy and approve Freehold's annual commitment and funding contribution to the Manager's incentive compensation programs;
4. review and approve the granting of long-term incentive awards to executive officers and new employees of the Manager under Freehold's Share Unit Award Plan; and
5. satisfy itself as to the business and professional integrity of the CEO and other officers, as well as the CEO's leadership in the creation of a culture of integrity throughout the organization.

### **Strategic Planning and Risk Oversight**

The Board has the responsibility to:

1. approve Freehold's goals and objectives;
2. review, adopt and monitor the strategic planning process;
3. review Freehold's long-term strategy annually;
4. review and approve the operating budget;
5. consider principal business risks and review and approve risk management strategies, including a quarterly review of risk management and an annual review of insurance coverage, and oversight of environmental, social and governance ("ESG") strategy;
6. confirm that management processes are in place to address and comply with applicable regulatory, corporate, securities, health, safety and environment, and other compliance matters;
7. approve policies and other protocols and controls and confirm that processes are in place to comply with Freehold's By-laws, codes of conduct, health, safety and environment, and all other significant policies and procedures; and
8. review on an annual basis, management's strategy to estimate and manage the liability of Freehold as it relates to wellbore abandonments, facility decommissioning, and lease reclamation and remediation obligations.



## Financial Reporting and Management

The Board has the responsibility to:

1. monitor operating and financial performance and review results relative to established strategy, budgets and objectives;
2. approve financial statements and review and oversee compliance with applicable audit, accounting and financial reporting requirements;
3. approve annual operating and capital budgets;
4. approve any commitments that exceed the Manager or CEO's delegated authority;
5. approve cash management plans and strategies and all activities relating to cash accounts and cash investments portfolio, including the establishment and maintenance of bank, investment and brokerage accounts;
6. satisfy itself that management has an appropriate system in place to ensure the integrity of internal control and management information systems, and review the effectiveness of internal control procedures annually;
7. ensure that a system is in place for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and
8. approve significant changes in accounting practices or policies.

## Shareholder Communication

The Board has the responsibility to:

1. adopt a disclosure policy relating to, among other matters, the confidentiality of business information and the timely reporting of developments that have a significant and material impact on the value of Freehold;
2. confirm that management has established a system for effective communications including disclosure controls and processes for consistent, transparent, regular and timely public disclosure;
3. report annually to shareholders on the Board's stewardship for the previous year; and
4. ensure that a system is in place to receive feedback from shareholders, including a process to permit stakeholders to communicate with the Board. Any person who has a concern about Freehold's corporate governance, business conduct or financial practices may communicate that concern to the Board. Concerns may be submitted in writing, addressed to the Chair, Freehold Royalties Ltd., c/o Burnet, Duckworth & Palmer LLP, Attention: Edward (Ted) E. Brown, Suite 2400, 525 - 8th Avenue SW, Calgary, Alberta T2P 1G1.

## Corporate Governance

The Board, based on the recommendations of the GNC Committee, has the responsibility to:

1. approve appropriate corporate governance principles and guidelines, including practices to permit the Board to function independently of management;
2. establish committees and approve their respective mandates and the limits of authority delegated to each committee;
3. establish a written position description for directors, which describes and communicates performance expectations of directors and provides a benchmark for developing an approach to individual director assessment and evaluation;
4. discuss the GNC Committee's evaluation of the effectiveness of individual directors, each committee, and the Board as a whole;
5. ensure that adequate orientation programs are in place for new directors and that all directors have access to education programs to maintain and enhance their skills and abilities as directors;

6. determine director qualification standards and approve the nomination of directors;
7. arrange for independent directors to hold regular in-camera sessions, at which non-independent directors and members of management are not in attendance; and
8. establish procedures for monitoring compliance with written standards of business conduct and ethics, and approve any waivers.

### **Environmental, Social and Governance Matters**

The Board, either directly or through its committees, has the responsibility to:

1. oversee ESG issues which impact Freehold, including overseeing and monitoring management systems and processes relating to the identification, assessment and management of ESG risks and opportunities. Environmental considerations include, but are not limited to, climate-related issues, greenhouse gas emissions, air and water impacts, and land and wildlife management. Social considerations include, but are not limited to, human rights, employee wellbeing, community engagement, equality, diversity and inclusion, and health and safety;
2. oversee and monitor metrics and targets used by Freehold to assess and manage relevant ESG risks and opportunities; and
3. review Freehold's ESG report and other ESG reporting matters.

### **Board Compensation**

The Board, based on the recommendations of the GNC Committee, is responsible for approving directors' compensation, including compensation to the Chair and Committee Chairs.

### **Policies Relating to Disclosure, Insider Trading and Business Conduct**

The Board will confirm that policies and procedures are in place to:

1. ensure that Freehold has consistent standards and procedures for communication of both material and non-material information;
2. ensure that communication of material information to the investing public (whether positive or negative) is timely, factual and accurate, and is broadly disseminated in a non-selective manner in accordance with applicable legal and regulatory guidelines;
3. ensure that the directors and officers, and the employees of the Manager, comply with Freehold's written standards of business conduct and ethics. The Board must approve any waivers and ensure disclosure of any waivers, if required; and
4. ensure that the directors and officers, and the employees of the Manager, have been given guidelines regarding trading in securities of Freehold, including mandatory blackout periods.

### **Board Operations**

#### **Number of Board Meetings**

The Board will meet quarterly, or more frequently as needed for the directors to diligently discharge their responsibilities.

#### **Committees of the Board**

The Board has established three standing committees of its members: the Audit Committee, the GNC Committee, and the Reserves Committee, to assist it in discharging its responsibilities, and may constitute other committees from time to time. Each committee has a mandate approved by the Board and reviewed annually.

All members of the Audit Committee and the majority of the members of other committees must be independent directors.

Any committee of the Board may retain persons having special expertise or obtain independent professional advice to assist in fulfilling its responsibilities at the expense of Freehold without any further approval of the Board.

Notwithstanding the delegation of responsibilities to a committee, the Board as a whole is ultimately responsible for matters assigned to the committees for determination. Except as may be explicitly provided in the mandate of the committee or a resolution of the Board, the role of the committee is to review and make recommendations to the Board with respect to the approval of matters considered by the committee.

#### **Conduct of Meetings**

Board and committee meetings will be conducted in a manner that ensures open communication, meaningful participation and timely resolution of issues.

#### **Agenda for Board and Committee Meetings**

The Chair and the CEO will propose an agenda for each Board meeting. Each director is free to suggest the inclusion of items on the agenda. The Chair of each committee of the Board, in consultation with appropriate members of management, will develop agendas for committee meetings.

#### **Materials Distributed in Advance of Meetings**

Meeting materials will be distributed to directors before each Board meeting, in sufficient time to ensure adequate opportunity for review. Under some circumstances, due to the confidential nature of matters to be discussed at the meeting, it may not be prudent or appropriate to distribute materials in advance.

#### **Non-Directors at Board Meetings**

The Board believes there is value in having certain members of management attend each Board meeting to provide information and opinions to assist the directors in their deliberations. Attendance by management will be determined by the CEO with the concurrence of the Chair. Management attendees will be excused for any agenda items that are reserved for discussion among directors only.

#### **In-Camera Sessions**

The independent directors will meet without non-independent directors and members of management at all board and committee meetings.

Adopted January 1, 2011; updated July 28, 2023

## Appendix B – Description of Director DSU and RSU Plan

All Non-Management Directors are eligible to participate in the Director DSU and RSU Plan. Freehold believes that the Director DSU and RSU Plan provides a form of directors' compensation that aligns the interests of the Non-Management Directors and Shareholders of Freehold and allows Freehold to continue to attract qualified directors.

Under the Director DSU and RSU Plan, dividends to Shareholders declared by Freehold prior to redemption are assumed to be reinvested on behalf of the directors in DRSUs and DSUs on the date of the dividend. The issued and outstanding DSUs (including additional DSUs resulting from dividends) are redeemable for an equal number of Common Shares (less applicable withholding tax if necessary) after the director's retirement until December 15 of the year following the director's retirement. The issued and outstanding DRSUs (including additional DRSUs resulting from dividends) are redeemable for an equal number of Common Shares (less applicable withholding tax if necessary) as to one-third on each of the first, second and third anniversaries of the date of grant.

Unless otherwise provided at the time of grant, each director award will be fully vested immediately upon grant and a director's entitlement to receive the Common Shares underlying such awards at his or her termination date shall not thereafter be subject to satisfaction of any requirements as to any minimum period of membership on the Board or other conditions.

The maximum value of DRSUs and DSUs that may be granted to any one Non-Management Director in any calendar year may not exceed \$150,000 (not including DSUs Non-Management Directors elect to take as part of their annual cash remuneration).

Under the terms of the Director DSU and RSU Plan, Non-Management Directors are permitted to elect to receive all or a portion of their annual cash remuneration in the form of DSUs. Non-Management Directors must make the election to receive DSUs instead of their cash remuneration by no later than December 1 in the preceding year and cannot change the election or opt-out at any time during the year. In addition, the Board approved an amendment to allow Freehold to make a lump-sum cash payment in lieu of issuing Common Shares on redemption of DSUs at the election of the Board with the lump-sum cash payment equal to the number of DSUs redeemed multiplied by the closing price for a Common Share on the TSX on the trading day immediately prior to the redemption date less any amount required to be withheld. Pursuant to the amendment provisions of the Director DSU and RSU Plan, the amendments to the Director DSU and RSU Plan did not require Shareholder approval. Any issuance of Common Shares or payment of cash in lieu thereof on redemption of DSUs will be subject to Freehold's withholding obligations pursuant to the Tax Act and other legislation.

In November 2022, the Board approved the Director DSU and RSU Plan, which amended and restated the DSU Plan. The amendments approved pursuant to the Director DSU and RSU Plan, permit Non-Management Directors to elect to receive all or a portion of their annual grant under the Director DSU and RSU Plan in the form of DRSUs in lieu of DSUs. Similar to DSUs, unless otherwise provided at the time of grant, each DRSU will be fully vested immediately upon grant and a director's entitlement to receive the Common Shares or cash in lieu thereof underlying such DRSUs shall not thereafter be subject to satisfaction of any requirements as to any minimum period of membership on the Board or other conditions. Unlike the DSUs, which are only settled and paid out following the holder's termination as a director of Freehold, DRSUs are settled and paid out as to one-third on each of the first, second and third anniversaries of the date of grant. The Director DSU and RSU Plan contemplates that Freehold will make a lump-sum cash payment in lieu of issuing Common Shares on redemption of DRSUs unless otherwise elected by the Board, with the lump-sum cash payment equal to the number of DRSUs redeemed multiplied by the closing price for a Common Share on the TSX on the trading day immediately prior to the redemption date.

The assignment or transfer of DRSUs and DSUs, or any other benefits under the DSU Plan, shall not be permitted other than by operation of law.

An aggregate of 600,000 Common Shares (representing approximately 0.4% of the current issued and outstanding Common Shares) have been reserved for issuance pursuant to the Director DSU and RSU Plan. Since the Director DSU and RSU Plan was originally approved, a total of 132,656 Common Shares (representing approximately 0.1% of the current issued and outstanding Common Shares) have been issued on the redemption of DSUs issued pursuant to the Directors DSU and RSU Plan and therefore there are 467,344 Common Shares remaining reserved for issuance under the Directors DSU and RSU Plan. As at the date hereof, there are 561,311 Common Shares (representing approximately 0.4% of the current issued and outstanding Common Shares) underlying currently outstanding DRSUs and DSUs under the Directors DSU and RSU Plan (including additional DRSUs and DSUs resulting from dividends paid on the Common Shares). As a result, as at the date hereof, as the number of Common Shares underlying currently outstanding DRSUs

and DSUs exceeds the Common Shares reserved for issuance under the Directors DSU and RSU Plan, Freehold intends to pay cash in lieu of issuing Common Shares on redemption of some, if not all, of the outstanding DRSUs and DSUs.

The annual burn rate of the Directors DSU and RSU Plan, as calculated by the number of DRSUs and DSUs granted in the year (including additional DRSUs or DSUs resulting from dividends) divided by the weighted average number of Common Shares outstanding for such year, for each of 2021, 2022 and 2023 was 0.081%, 0.075% and 0.073%, respectively.

The Directors DSU and RSU Plan and any DRSUs or DSUs granted pursuant to the Directors DSU and RSU Plan may be amended, modified or terminated by the Board without approval of the Shareholders of Freehold (subject to any required approval of the TSX); provided that the Directors DSU and RSU Plan may not be amended without the approval of the Shareholders to:

- (a) make any amendment to the Directors DSU and RSU Plan to increase the number of Common Shares issuable pursuant to the Directors DSU and RSU Plan;
- (b) make any amendment to the Directors DSU and RSU Plan to increase the limit on the value of DRSUs and DSUs that may be granted to any one Non-Management Director in a calendar year;
- (c) extend the expiry date of any outstanding DRSUs and DSUs;
- (d) make any amendment to the Directors DSU and RSU Plan that would permit a holder to transfer or assign DRSUs or DSUs to a new beneficial holder other than in the case of death of the holder; or
- (e) make any amendment to the amending provisions of the Directors DSU and RSU Plan.

In addition, no amendment to the Directors DSU and RSU Plan or DRSUs or DSUs granted pursuant to the Directors DSU and RSU Plan may be made without the consent of any director holding outstanding DRSUs or DSUs, if such amendment adversely alters or impairs the rights of any such director in respect of any DRSUs or DSUs previously granted to such director under the Directors DSU and RSU Plan.

## Appendix C – Descriptions of Freehold Award Plan and Rife Award Plan

Underlying each Performance Award and Restricted Award under the Freehold Award Plan is one notional Common Share. Underlying each Performance Award and Restricted Award under the Rife Award Plan is one "phantom" share of Rife and Canpar. Each phantom share is based on a notional combined share capital of Rife and Canpar that is adjusted whenever a capital contribution is made to Rife or Canpar. The underlying Common Shares in respect of the Freehold Award Plan and the phantom shares in respect of the Rife Award Plan are adjusted whenever a dividend is paid by Freehold or Rife/Canpar, as applicable.

Subject to the terms and conditions of the Freehold Award Plan (including such additional or different conditions to the determination of vesting and payment as may be prescribed at the time of grant), on the vesting of Restricted Awards granted under the Freehold Award Plan the holder is entitled to an amount (the "**Payout Amount**") equal in value of the Common Shares (as adjusted for dividends paid) underlying such Performance Award. The value of the underlying Common Shares is based on the volume weighted average trading price of the Common Shares on the TSX for the five trading days prior to the settlement date of such Restricted Awards. Generally, one-third of the granted Restricted Awards will vest on each of the first, second and third anniversaries of the date of grant.

For Performance Awards, the Payout Amount is also adjusted based on a performance multiplier. Although the metrics used for determining the performance multiplier are at the discretion of the Board at the time of grant, it is expected that the performance multiplier will be determined based 50% on absolute total shareholder return and 50% on the relative total shareholder return over an annual performance period. The performance multiplier can range from 0 to 2 times depending on relative and absolute performance outcome. Generally, all of the granted Performance Awards will vest on the third anniversary of the date of grant. The Rife Award Plan is similar to the Freehold Award Plan other than certain differences resulting from Rife and Canpar being private companies.

The aggregate Restricted Awards and Performance Awards to be granted to each employee of Rife will be determined by the Rife Board of Directors and the proportion of a grant of such awards under the Freehold Award Plan and the Rife Award Plan will be equivalent to the ratio of time expended by Rife's employees on Freehold versus Rife and Canpar. Named Executive Officers and other more senior employees of Rife will receive a greater percentage of Performance Awards relative to Restricted Awards and more junior employees of Rife will receive a greater percentage of Restricted Awards relative to Performance Awards.

The Payout Amount in respect of both the Freehold Award Plan and the Rife Award Plan will be paid out in cash. The Freehold Award Plan provides that if Freehold is to obtain the necessary TSX and Shareholder approvals Freehold will have the option of paying out the Payout Amount with Common Shares issued from treasury; however, Freehold has no present intention to seek such approvals or to issue any Common Shares as payment of the Payout Amount.

Unless otherwise determined by the Board or Rife's Board of Directors, as applicable, or unless otherwise provided in any written employment or consulting agreement or in any retirement policy of Freehold or Rife applicable to a person receiving a grant of awards (a "**Grantee**") under the Freehold Award Plan or the Rife Award Plan, the following provisions shall apply in the event that the Grantee ceases to provide services to Freehold or Rife, as applicable: (i) if a Grantee is terminated for any reason other than death or termination not for cause, all Performance Awards and Restricted Awards held by the Grantee will terminate and the Grantee shall not be entitled to receive the Payout Amount; (ii) if a Grantee is terminated not for cause, all Performance Awards and Restricted Awards held by the Grantee that have a vesting date within 90 days of the termination of such Grantee will vest and be paid out and all other Performance Awards and Restricted Awards will terminate; or (iii) upon the death of a Grantee, all Performance Awards and Restricted Awards held by the Grantee will vest and be paid out.

Both the Freehold Award Plan and Rife Award Plan contain provisions relating to the treatment of Performance Awards and Restricted Awards in the event of a "Change of Control" (as such term is defined in each of such plans) that provide that if there is a "Change of Control" and a participant ceases to provide services to Freehold or Rife, as applicable, or is constructively dismissed from Freehold or Rife, as applicable, within six (6) months of such event all awards granted under the Freehold Award Plan and/or the Rife Award Plan, as applicable, will vest and be paid out (in respect of

Performance Awards, the Board or the Rife Board of Directors, as applicable, will need to make a determination of the performance multiplier applicable).

Both the Freehold Award Plan and Rife Award Plan contain provisions relating to the treatment of Performance Awards and Restricted Awards in the event of the termination of the Management Agreement that provide all Performance Awards and Restricted Awards, whether granted under the Freehold Award Plan or the Rife Award Plan, would survive a termination of the Management Agreement and be paid out in accordance with their terms provided that the holder of such awards continues to provide services to either Rife or Freehold. Alternatively, the Board or Rife's Board of Directors can offer employees the opportunity to convert or exchange their Performance Awards and Restricted Awards of the entity that they are not staying with following the termination of the Management Agreement for Performance Awards and Restricted Awards of the entity that they are staying with following the termination of the Management Agreement.

Where an award granted under the Freehold Award Plan is to be settled when a Grantee is subject to a blackout period or within six (6) trading days of the expiry of such blackout period, the settlement of such awards shall be extended to a date which is six (6) business days following the end of such blackout period, unless such extension would cause the awards to be settled past December 31 in the third year (the "**Expiry Date**") following the grant date of such awards, in which case the awards shall be settled on the Expiry Date and the five day volume weighted average trading price utilized in determining the Payout Amount of such award shall be based on the lesser of: (i) the volume weighted average trading price for the five trading days immediately prior to the commencement of such blackout period; and (ii) the volume weighted average trading price for the five trading days immediately prior to the Expiry Date.

Freehold or Rife may amend or discontinue the Freehold Award Plan or Rife Award Plan, respectively, or awards granted thereunder at any time provided that, in the case of Freehold, any amendment to the Freehold Award Plan that requires approval of any stock exchange on which the Common Shares are listed for trading may not be made without approval of such stock exchange. In addition, no amendment to the Freehold Award Plan or Rife Award Plan, as applicable, or awards granted thereunder may be made without the consent of the Grantee, if it adversely alters or impairs any awards previously granted to such Grantee under such plan; provided that any amendments to the Freehold Award Plan to allow for the Payout Amount of any awards to be settled by the issuance of Common Shares or to comply with the requirements of the TSX shall not be considered to adversely alter or impair any awards previously granted under the Freehold Award Plan and all Grantees are deemed to have consented to such amendments.



## Appendix D – Summary Total Executive Compensation

### Summary Compensation Table

The following table provides a summary of the total compensation paid by Rife to the NEOs. The NEOs also perform functions for Rife and Canpar. For further information, see "Compensation and Reimbursement of the Manager" on page 60.

Name and Principal Position	Year	Salary <sup>1</sup> (\$)	Non-equity incentive plan compensation				Pension value (\$)	All other Compensation (\$)	Total Compensation <sup>1</sup> (\$)	Freehold's Share of Total Compensation <sup>4</sup> (%)	Freehold's Share of Total Compensation (\$)
			Option-based awards (\$)	Share-based awards <sup>2</sup> (\$)	Annual incentive plans <sup>3</sup> (\$)	Long-term incentive plans (\$)					
David M. Spyker <sup>5</sup> President & CEO	2023	430,000	-	1,320,000	580,000	-	15,780	-	2,345,780	56%	1,313,637
	2022	390,000	-	1,000,000	501,000	-	15,390	-	1,906,390	56%	1,067,578
	2021	360,000	-	540,000	284,000	-	16,855	-	1,200,855	52%	624,445
David W. Hendry VP, Finance & CFO	2023	307,500	-	480,500	210,000	-	15,375	-	1,013,375	56%	567,490
	2022	297,500	-	390,000	217,000	-	14,875	-	919,375	56%	514,850
	2021	290,000	-	319,000	169,000	-	14,500	-	792,500	52%	412,100
Robert A. King <sup>6</sup> VP, Business Development	2023	271,250	-	426,300	186,000	-	13,563	-	897,113	56%	502,383
	2022	257,500	-	312,000	174,000	-	12,875	-	756,375	56%	423,570
	2021	250,000	-	225,000	136,000	-	12,500	-	623,500	52%	324,220
Lisa N. Farstad <sup>7</sup> VP, Corporate Services	2023	240,250	-	338,800	155,000	-	12,013	-	746,063	56%	417,795
	2022	232,625	-	282,000	170,000	-	11,631	-	696,256	56%	389,903
	2021	220,500	-	203,000	114,000	-	11,025	-	548,525	52%	285,233
Ian C. Hantke <sup>8</sup> VP, Diversified Royalties	2023	233,250	-	329,000	150,000	-	11,663	-	723,913	56%	405,391
	2022	227,250	-	273,600	140,000	-	11,363	-	652,213	56%	365,239
	2021	195,000	-	117,000	85,000	-	9,750	-	406,750	52%	211,510
Susan Nagy <sup>9</sup> VP, Business Development	2023	222,275	-	315,000	130,000	-	11,114	-	678,389	56%	379,898
	2022	199,325	-	121,000	84,000	-	9,966	-	414,291	56%	232,003
	2021	180,000	-	108,000	73,600	-	9,000	-	370,600	52%	192,712

1. The total compensation was paid to NEOs by Rife on behalf of Rife, Canpar and Freehold.
2. Calculated as the total value of awards under the Rife Award Plan and Freehold Award Plan on the grant date. Freehold's accounting treatment is based on the fair value of the awards at each period end and dependent on the Common Share price plus certain adjustments made for dividends since the date of the grant and performance factors. The liability and compensation expense associated with awards under the Rife Award Plan and Freehold Award Plan is recognized as services are rendered over the vesting period. The actual value realized upon the vesting and payment of these awards may be greater or less than the value indicated. For further information, see the notes to Freehold's consolidated financial statements for the year ended December 31, 2023, which are available on SEDAR+ at [sedarplus.ca](http://sedarplus.ca).
3. Bonuses awarded under the Rife STIP in the period earned, paid the following year.
4. Freehold pays its proportionate share of G&A Costs based on an allocation of time spent and direct costs incurred by Rife in fulfilling obligations under the Management Agreement.
5. Mr. Spyker was promoted to the position of Interim President and CEO on September 8, 2020, and on January 18, 2021 he was appointed President and CEO. Previously, Mr. Spyker was promoted to the position of COO on March 18, 2019. From November 28, 2016 to March 18, 2019 he served as Vice President, Production.
6. Mr. King was appointed to the position of COO on April 1, 2023.
7. Ms. Farstad was appointed to the position of Vice President, Corporate Services on March 1, 2020.
8. Mr. Hantke was appointed to the position of Vice President, Diversified Royalties on January 1, 2022.
9. Ms. Nagy was appointed as Vice President, Business Development on April 1, 2023.

## Appendix E – Glossary of Terms

<b>ABCA</b>	Business Corporations Act (Alberta)
<b>Acquisition Opportunities Agreement</b>	The Acquisition Opportunities Agreement among Freehold, Rife, Canpar and the Manager entered into on May 18, 2021 as amended and restated on May 11, 2022
<b>Advance Notice By-Law</b>	The Advance Notice By-Law of Freehold regarding advance notice of nomination of directors of Freehold
<b>Audit Committee</b>	Audit, Finance and Risk Committee of Freehold
<b>Beneficial Shareholder</b>	Shareholders who do not hold Common Shares in their own name
<b>Board</b>	Board of Directors of Freehold
<b>boe</b>	Barrel of oil equivalent based on a conversion ratio of six thousand cubic feet of natural gas to one barrel of oil. Given that the value ratio based on the current price of crude oil to natural gas is significantly different from the 6:1 energy equivalency ratio, using a conversion ratio on a 6:1 basis may be misleading as an indication of value.
<b>Broadridge</b>	Broadridge Investor Communications
<b>Canpar</b>	Canpar Holdings Ltd., a private royalty company that is a wholly-owned subsidiary of the CN Pension Trust Funds
<b>CEO</b>	Chief Executive Officer
<b>CFO</b>	Chief Financial Officer
<b>CN Pension Trust Funds</b>	The pension funds for employees of Canadian National Railway Company
<b>Code</b>	Code of Business Conduct and Conflict of Interest Policy
<b>Common Share</b>	A common share in the capital of Freehold
<b>COO</b>	Chief Operating Officer
<b>Director DSU and RSU Plan</b>	The Amended and Restated Deferred and Restricted Share Unit Plan for Non-Management Directors adopted in November 2022 that amended and restated the DSU Plan
<b>Diversity and Renewal Policy</b>	Board Diversity and Renewal Policy adopted March 10, 2015; as amended and restated from time to time
<b>DSU Plan</b>	The Deferred Share Unit Plan for Non-Management Directors; as amended and restated from time to time but prior to the amendment and restatement of such plan in November 2022
<b>DSUs or Deferred Share Units</b>	Deferred share units granted under the Director DSU and RSU Plan
<b>DRSUs or Director Restricted Share Units</b>	Restricted share units granted under the Director DSU and RSU Plan
<b>EDI</b>	Equity, Diversity and Inclusion
<b>ESG</b>	Environmental, Social and Governance
<b>Freehold or the Company</b>	Freehold Royalties Ltd.
<b>Freehold Award Plan</b>	The Share Unit Award Plan of Freehold adopted in 2017 as amended and restated from time to time
<b>G&amp;A Costs</b>	General and administrative costs
<b>GNC Committee</b>	Governance, Nominating and Compensation Committee of Freehold
<b>Governance Agreement</b>	Governance Agreement between Freehold Royalties Ltd. and Rife Resources Management Ltd. dated December 31, 2010 which provides, among other things, rights to the Manager to nominate directors to the Board and rights to the Manager to have a Board observer present at meetings of the Board or its committees
<b>Hugessen Consulting</b>	Hugessen Consulting Inc., compensation consultant to the Board and GNC Committee
<b>Information Circular</b>	This Management Information Circular dated March 19, 2024
<b>IT</b>	Intellectual Technology
<b>KPMG</b>	KPMG LLP, Chartered Accountants, Freehold's external auditor
<b>LTIP</b>	Long-Term Incentive Plan
<b>Management Agreement</b>	Fourth Amended and Restated Management Agreement dated November 9, 2015 between Rife Resources Management Ltd., Rife Resources Ltd., Freehold Royalties Ltd., 1872348 Alberta Ltd. (as trustee of Freehold Holdings Trust) and Freehold Royalties Partnership, which sets out the management structure between Freehold, Rife and the Manager
<b>Manager</b>	Rife Resources Management Ltd., a wholly-owned subsidiary of Rife Resources Ltd.
<b>Meeting</b>	The Annual Meeting of the Shareholders of Freehold to be held on May 7, 2024
<b>Named Executive Officers or NEOs</b>	Our named executive officers
<b>NI 51-101</b>	National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities
<b>NI 58-101</b>	National Instrument 58-101 Disclosure of Corporate Governance Practices
<b>Non-Management Director</b>	Each director of Freehold who is not an employee of Freehold or Rife

<b>Notice and Access Provisions</b>	As provided under National Instrument 54-101 Communications with Beneficial Owners of Securities of a Reporting Issuer
<b>Performance Award</b>	An award designated as a performance award under the Freehold Award Plan or Rife Award Plan
<b>Record Date</b>	Close of business on March 19, 2024
<b>Related Party Transaction</b>	Any transaction between Freehold and Rife and/or Canpar that may include items such as potential acquisitions, dispositions, joint ventures, farm-in arrangements and transactions of a similar nature that are outside the ordinary course of business
<b>Reserves Committee</b>	Reserves Committee of Freehold
<b>Restricted Award</b>	An award designated as a restricted award under the Freehold Award Plan or Rife Award Plan
<b>Rife</b>	Rife Resources Ltd., a private oil and gas company that is a wholly-owned subsidiary of the CN Pension Trust Funds
<b>Rife Award Plan</b>	The Share Unit Award Plan of Rife adopted in 2017, amended and restated from time to time
<b>Rife STIP</b>	The short-term incentive award plan of Rife
<b>Say on Pay Advisory Vote</b>	A non-binding Shareholder advisor vote on executive compensation to be considered by Shareholders
<b>SEDAR+</b>	The System for Electronic Document Analysis and Retrieval
<b>Shareholder</b>	A holder of Common Shares
<b>STIP</b>	Short-Term Incentive Plan
<b>Tax Act</b>	Income Tax Act (Canada)
<b>TSR</b>	Total Shareholder return
<b>TSX</b>	Toronto Stock Exchange





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