

**FRANCO-NEVADA CORPORATION**  
**EMPLOYEE COMPLAINT PROCEDURES FOR**  
**ACCOUNTING AND AUDITING MATTERS**

**INTRODUCTION**

As indicated in its Code of Business Conduct and Ethics, Franco-Nevada Corporation (the “**Company**”) and its subsidiaries and affiliates (the “**Franco-Nevada Group**”) has a strong commitment to the conduct of its business in a lawful and ethical manner. Directors, officers and employees of the Franco-Nevada Group (collectively “**Franco-Nevada Personnel**”) are expected to talk to Franco-Nevada Group’s **Chief Legal Officer** or other appropriate personnel about concerns they may have in respect of illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is the policy of the Franco-Nevada Group not to allow retaliation for reports of such conduct made in good faith. It is, at the same time, unacceptable to file a report knowing it is false.

The Franco-Nevada Group requires honest and accurate recording and reporting of information. The Franco-Nevada Group's accounting records are relied upon to produce reports for management, directors, shareholders, governmental agencies and persons with whom the Franco-Nevada Group does business. All of the Company's financial statements and the books, records and accounts on which they are based, must appropriately reflect the Franco-Nevada Group's activities and conform to applicable legal, accounting and auditing requirements and to the Franco-Nevada Group's system of internal controls.

**CONFIDENTIAL COMPLAINT PROCEDURES**

The Company has established procedures to permit Franco-Nevada Personnel to submit good faith complaints relating to any questionable accounting or auditing matter, including:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statements of the Company,
- fraud or deliberate error in the recording or maintaining of financial records of the Franco-Nevada Group,
- deficiencies in, or non-compliance with, the Franco-Nevada Group's system of internal controls,
- misrepresentations or false statements to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Franco-Nevada Group, or
- deviations from full and fair reporting of the Franco-Nevada Group's financial condition.

Any employee with a good faith concern about any accounting or auditing matter can report those concerns directly to the Franco-Nevada Group's **Chief Legal Officer** as follows:

Franco-Nevada Corporation

Attention: Chief Legal Officer (CONFIDENTIAL), 199 Bay Street, Suite 2000, P.O. Box  
285, Commerce Court Postal Station, Toronto, Ontario M5L 1G9  
facsimile: (416) 306-6330

or directly to the Chair of the Audit and Risk Committee as follows:

Attention: Chair Audit and Risk Committee, Franco-Nevada Corporation (CONFIDENTIAL)  
Brookfield Place, 181 Bay Street, Suite 3510, Toronto, Ontario M5J 2T3  
facsimile: (416) 324-9494

or through the Franco-Nevada Group's Compliance Hotline. Instructions for access to the Compliance Hotline are available on the Franco-Nevada Group's intranet.

Confidentiality of complaints received by the Franco-Nevada Group's **Chief Legal Officer** will be maintained to the fullest extent possible, consistent with the need to conduct an appropriate review. When possible, the Franco-Nevada Group's **Chief Legal Officer** will acknowledge receipt of a complaint, although it is not the intention to communicate to the person making the complaint the status of its review or resolution.

Upon receipt of a complaint, the Franco-Nevada Group's **Chief Legal Officer**, acting alone or as appropriate with consultation with the **Chief Financial Officer** will determine whether the complaint relates to a questionable accounting or auditing matter. Any complaints that do, will be immediately brought to the attention of, and reviewed under the direction of, the Audit and Risk Committee, with oversight by the Franco-Nevada Group's **Chief Legal Officer** or such other persons as the Audit and Risk Committee determines to be appropriate. Prompt and appropriate corrective action will be taken when and as warranted in the judgement of the Audit and Risk Committee.

The Franco-Nevada Group's **Chief Legal Officer** will maintain a log of all complaints that are received, tracking their receipt, investigation and resolution. Complaints and the log will be maintained in accordance with the Franco-Nevada Group's document retention policy.

### **PROTECTION OF FRANCO-NEVADA PERSONNEL**

The Franco-Nevada Group will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any Franco-Nevada Personnel in the terms and conditions of employment based upon any lawful actions with respect to good faith reporting of complaints as contemplated in these procedures.