

Policy Concerning Confidentiality, Fair Disclosure and Trading in Securities

BACKGROUND

Securities legislation and the rules of stock exchanges on which shares of Franco-Nevada Corporation (the “Company”) are listed impose various requirements on the Company, its subsidiaries and affiliates, their respective directors, officers and employees and other persons in similar relationships with the Company, its subsidiaries and affiliates (collectively, “Franco-Nevada Personnel”) that are intended to ensure that:

- ★ individuals in a “special relationship”, as defined in applicable securities legislation, with the Company, its subsidiaries and affiliates (the “Franco-Nevada Group”) do not trade in the shares or other securities of the Company or any other issuer when they are in possession of material, non-public information about the Company or such other issuer;
- ★ those individuals do not pass on or “tip” that information to others; and
- ★ more generally, there is no “selective disclosure” of material information, with the result that it is accessible to some market participants but not others.

This Policy is intended to help to ensure that the Franco-Nevada Group and Franco-Nevada Personnel comply with these requirements by setting out procedures and guidelines for:

- ★ dealing on a day-to-day basis with confidential information;
- ★ disclosing (and monitoring the disclosure of) material information on a timely basis in a manner that is broadly accessible on a non-exclusionary basis by all market participants; and
- ★ restricting trading by Franco-Nevada Personnel in securities of the Company and other issuers (“Special Relationship Issuers”) in respect of which Franco-Nevada Personnel may receive material, non-public information while representing the Franco-Nevada Group, if the Franco-Nevada Personnel are in possession of material, non-public information concerning the Franco-Nevada Group or a Special Relationship Issuer.

THE CONSEQUENCES OF IMPROPER DISCLOSURE, TRADING OR TIPPING (OR SUSPICION OF ANY OF THOSE ACTIVITIES) ARE SERIOUS, BOTH FOR THE INDIVIDUAL INVOLVED AND THE COMPANY. BREACH OF THE APPLICABLE LAWS AND REGULATIONS MAY INVOLVE BOTH CIVIL AND CRIMINAL PENALTIES, AND THE MONETARY AND REPUTATIONAL COST OF AN ACTUAL OR SUSPECTED BREACH MAY BE SIGNIFICANT.

This Policy is to be delivered to all Franco-Nevada Personnel upon its adoption and to all new Franco-Nevada Personnel at the start of their employment or other relationship with the Franco-Nevada Group. Franco-Nevada Personnel are responsible for ensuring compliance with this Policy by their families and other members of their households and entities over which they exercise voting or investment control.

The Company may change this Policy and the procedures that it contemplates as appropriate to carry out the purposes of this Policy and applicable legal requirements.

PROCEDURES AND GUIDELINES GOVERNING CONFIDENTIALITY

PRINCIPLES OF CONFIDENTIALITY

The protection of confidentiality is vital to the operations and affairs of the Franco-Nevada Group. Securities legislation expressly prohibits Franco-Nevada Personnel from disclosing material, non-public information concerning the Franco-Nevada Group or any Special Relationship Issuer to any person (including, among others, family members, analysts, individual investors and members of the investment community and newsmedia), except in the necessary course of business.

Because it may be difficult to determine what information is confidential, all information received by and relating to the Franco-Nevada Group (as well as information learned about others while acting on behalf of the Franco-Nevada Group) should be treated as if it were confidential. As a general guideline, Franco-Nevada Personnel should not discuss the affairs of the Franco-Nevada Group or Special Relationship Issuers with, or make information about the Franco-Nevada Group or Special Relationship Issuers available to, outsiders. Except as contemplated in this Policy under “Procedures and Guidelines Governing Disclosure”, no Franco-Nevada Personnel should disclose any confidential information or material, non-public information unless that disclosure is required as part of his or her regular duties. Where that information is to be disclosed to third parties, the Franco-Nevada Group may want to take specific steps to preserve the confidentiality of the information, including requiring the recipient of the information to sign an appropriate form of confidentiality agreement. All inquiries from outsiders regarding confidential or material, non-public information about the Franco-Nevada Group should be referred to one of the Chief Executive Officer or the Chief Legal Officer (collectively, the “Designated Officers”), who will arrange a response.

No Franco-Nevada Personnel should provide trading advice of any kind about the Company to anyone, in particular while possessing material, non-public information about the Franco-Nevada Group, except that Franco-Nevada Personnel should advise others not to trade if that trading might violate applicable laws or regulations or this Policy.

GUIDELINES FOR MAINTAINING CONFIDENTIALITY

General Guidelines. To protect the confidentiality of information, the following general guidelines should be followed on all matters. More stringent measures may be adopted for particularly sensitive matters at the discretion of the responsible individual:

- ★ Only those third parties that clearly have been authorized should be provided with confidential information.
- ★ Confidential information should not be discussed in public places such as elevators, hallways, restaurants, health clubs, taxis or the subway or while using cellular or radio telephones.
- ★ Documents containing confidential information should not be read, discarded or carried in public places in a manner that others also might read them.
- ★ In our offices, documents containing confidential information should not be left unattended in public places, such as meeting rooms, reception areas or washrooms.
- ★ Persons from outside the Franco-Nevada Group should not be allowed to use or be in an area (like an employee’s office) unattended where documents containing confidential information might be read by them.
- ★ Persons from outside the Franco-Nevada Group should not be told whether a “trading blackout period” has been designated under this Policy.
- ★ The whereabouts of Franco-Nevada Personnel outside the office or the fact that visitors are in the office should not be disclosed to outsiders and any person receiving a request should agree to contact the employee and relay the message.

- ★ Shredding boxes should be used for the disposal of all non-public documents.

Special Measures. While judgement and care should be exercised at all times, the individual responsible for a particularly sensitive matter should consider whether other steps would be appropriate to minimize the risk of the confidentiality of information being compromised. Those steps might include:

- ★ Restricting access to the information within the Franco-Nevada Group.
- ★ Marking all envelopes or packages containing sensitive materials as confidential and for opening by the addressee only.
- ★ Securing or coding all communications that will be sent by fax or e-mail.
- ★ Storing sensitive information on computers in a manner that limits the risk that unauthorized operators might gain access.
- ★ Logging-off computers when away from the terminal for any substantial period.
- ★ Not leaving laptops unattended in airports or other public places.
- ★ Omitting names of parties and other identifying information from preliminary drafts of documents for sensitive matters.
- ★ Holding of telephone and other conversations (and particularly those on speaker phones) regarding a confidential matter behind closed doors.
- ★ Advising others if you are using a cellular or radio telephone so that no sensitive information is discussed.
- ★ Assigning to any new confidential matter a code or other non-identifying name.

PROCEDURES AND GUIDELINES GOVERNING DISCLOSURE

DISCLOSURE PRINCIPLES

It is a basic principle of securities regulation that all persons investing in securities should have equal access to information that may affect their investment decisions. Public companies in Canada are required to promptly disclose all material information.

The Board of Directors of the Company is committed to an effective communications and disclosure policy for the benefit of all stakeholders, including shareholders, suppliers, guests, governmental authorities, employees and market participants that is consistent with all applicable laws, regulations and policies.

GUIDELINES FOR DISCLOSURE

Timely Disclosure. The Company should disclose all material information on a timely basis as required by all applicable laws, regulations and policies.

Open Disclosure. The Company should use all reasonable efforts to ensure that any material information that is disclosed is distributed on a broad, non-exclusionary basis so as to avoid “selective disclosure” of the information. The Company may, however, in the necessary course of its business, disclose such information:

- ★ to persons subject to duties of trust or confidence (such as lawyers, bankers and accountants);
- ★ to persons who agree to maintain the information in confidence;
- ★ to credit rating agencies;

- ★ in connection with registered or prospectus securities offerings; or
- ★ as otherwise required by applicable laws or regulations or similar requirements of authorities with appropriate jurisdiction.

The Company may hold regular information meetings or calls after the release of quarterly and annual results. Additional meetings or calls may be held in association with the release of other information by the Company. These meetings and calls are intended to facilitate a dialogue between the Company and the investment community and should be open to the public. The information proposed to be provided by the Company at these meetings and calls should be reviewed by a committee of Executive Officers of the Company (the “Committee of Executive Officers”) in advance of the meeting or call. The “Executive Officers” of the Company are the President and Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer, the Chief of US Operations, the Chief Legal Officer and the SVP Business Development.

To ensure the most open access that is practical in the circumstances, the Company should broadly disseminate the notice of the time, place, general substance and method for accessing any such meeting or call and instructions as to how, and how long, the public will be able to access transcripts or replays. In the case of periodic meetings or calls following the release of quarterly or annual results, such notice should be disseminated at least three business days before the event.

Use of the Website. To increase the accessibility of information, all material information disseminated by the Company should be posted on the Company’s website (or, in the case of documents filed with regulators, links may be provided to sites on which those documents are available). The Executive Officers will have primary responsibility for oversight of the review of the website on a regular basis to recommend changes to ensure that it does not contain misrepresentations as a result of information that is, or is not, available on or through the site. The Company should maintain in an archive a copy of all material information that has been posted on the website for at least six years after its removal from the site.

Analysts’ Reports. Any review of an analyst’s report concerning the Company should be limited to reviewing factual information to point out inaccuracies with respect to, or omissions from, recently released public information or to identify recently disclosed factual information that may affect the analyst’s model and should not confirm the analyst’s estimate or that any estimate is too high or too low, whether directly or indirectly through implied guidance. No Franco-Nevada Personnel should:

- ★ permit an analyst to quote an officer of the Franco-Nevada Group or directly attribute information to the Franco-Nevada Group (except to the extent the quote or other information is contained in a news release issued by the Company or another document issued by the Company that is publicly available);
- ★ circulate analysts’ reports relating to the Company to current or potential investors; or
- ★ quote or cite an analyst’s report or cause it to be “hyperlinked” to the Franco-Nevada Group’s website.

Involvement of the Board of Directors. The Board of Directors or the Audit and Risk Committee should review all news releases that disclose financial results and all other material, non-routine releases. All other news releases should be approved by the Committee of Executive Officers.

Communication on Behalf of the Company. The only individuals that should communicate with securities market professionals (investment dealers, bankers and advisers, institutional investment managers or investment companies) or investors are the Executive Officers, the Chair and any other person expressly approved by any of the Executive Officers for that purpose (collectively, the “Authorized Officers”). All information requests from securities market professionals or investors should be referred to one of the Authorized Officers to speak on the Company’s behalf. At least two Authorized Officers should be involved in any meetings or calls with securities markets professionals and investors.

The Authorized Officers, with the assistance of other appropriate Company personnel, should be available to investors to hear, understand and address any questions or concerns that they may have. All material questions and concerns raised by investors should be reported to the Board of Directors on a periodic basis.

Records of Disclosure. Each of the Authorized Officers should maintain a record of communications with market professionals or investors, which should be shared with the other Authorized Officers.

Material Information

In general terms, material information includes any information that:

- ★ results, or could reasonably be expected to result, in a significant change in the market price or value of any of the Company's securities; or
- ★ there is a substantial likelihood would be considered by a reasonable shareholder to be important in making an investment decision in relation to the Company's securities.

Both positive and negative information may be material.

While it is not possible to identify all information that would be considered to be "material", the following types of information ordinarily would be considered material:

- ★ financial performance, especially quarterly and year-end earnings, and significant changes in financial performance or liquidity;
- ★ Company projections and strategic plans;
- ★ changes in corporate structure, such as reorganizations, amalgamations, etc.;
- ★ potential take-over bids, issuer bids, mergers & acquisitions or the purchase by, or sale of, the Franco-Nevada Group's assets;
- ★ new major management agreements, contracts, licences, customers or finance sources, or the loss thereof;
- ★ failure to obtain new management agreements or maintain existing ones;
- ★ changes in relations with current and potential clients;
- ★ significant changes in management;
- ★ major labour disputes or disputes with major contractors or suppliers;
- ★ changes in share ownership that may affect control of the Franco-Nevada Group;
- ★ significant borrowings or public or private equity/debt offerings;
- ★ availability of financing for operating or capital requirements;
- ★ events of default under financing or other agreements;
- ★ stock splits, other changes in capital structure, or changes in Company dividend policies or amounts; and
- ★ actual or threatened litigation or significant regulatory action, or the resolution of such litigation or regulatory action.

NON-PUBLIC INFORMATION

Information generally is "non-public" if it has not been widely disseminated through major newswire services, national news services and financial services. For the purposes of this Policy, information will be considered public (no longer "non-public") after the close of trading on the second full trading day following the widespread public release of the information.

FORWARD LOOKING-INFORMATION

Should the Company elect or disclose forward-looking information in continuous disclosure documents, speeches, conference calls or otherwise, the following requirements must be met:

- ★ the Company must have a reasonable basis for drawing the conclusions or making the forecasts and projections set out in the forward-looking information;
- ★ the information, if deemed material, must be broadly disseminated via news release and through the Company's website, in accordance with this Policy;
- ★ any document containing forward-looking information must contain, proximate to that information:
 - reasonable cautionary language identifying the forward-looking information as such, and identifying in very specific terms, relevant material risk factors and uncertainties that could cause actual results to differ materially from a conclusion, forecast or projection in the forward-looking information;
 - a statement of the relevant material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection set out in the forward-looking information, including where appropriate a sensitivity analysis to indicate the extent to which different business conditions from the underlying assumptions may affect the actual outcome;
 - the Company's policy for updating forward-looking information, which is that the Company disclaims any intention or obligation to update or revise the forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable law; and
 - a statement regarding the purpose of presenting the material, including cautionary language that the information may not be appropriate for other purposes;
- ★ when making a public oral statement, the person must:
 - make a cautionary statement that the oral statement contains forward-looking information;
 - state that the actual results could differ materially from a conclusion, forecast or projection in the forward-looking information,
 - state that certain material factors or assumptions were applied in drawing a conclusion or making a forecast or projection as reflected in the forward-looking information; and
 - state that additional information is contained in a readily-available document or in a portion of such a document and identify that document or that portion of the document.

PROCEDURES AND GUIDELINES GOVERNING TRADING

TRADING FOR SPECULATIVE PURPOSES

To limit the possibility of any suspicion of improper trading, Franco-Nevada Personnel should trade in securities of the Company or Special Relationship Issuers (including the exercise of stock options, exchange-traded options, calls or other derivative securities that are not issued by the Company or Special Relationship Issuer but are based on its securities, collectively "Relevant Securities") only for investment, and not speculative, purposes.

PROHIBITED ACTIVITIES

No Franco-Nevada Personnel (and no venture capital fund or other entity in respect of which he or she has or shares voting or investment control or a significant financial interest) should trade in:

- ★ Relevant Securities while in possession of material, non-public information concerning the Franco-Nevada Group or other Special Relationship Issuer, notwithstanding that there may be an independent, justifiable reason for a purchase or sale; or
- ★ Company securities (including, without limitation, the exercise of stock options to acquire the Company's common shares) outside of the applicable "trading windows" or during any special "blackout periods" described below under "Trading Windows and Blackout Periods".

The Company shall not grant Company securities to Franco-Nevada Personnel outside of the applicable "trading windows" or during any special "blackout periods" described below under "Trading Windows and Blackout Periods".

No Franco-Nevada Personnel shall knowingly sell, directly or indirectly:

- (i) securities of the Company or any of its affiliates that it does not own or has not fully paid for; or
- (ii) sell a call or buy a put in respect of a security of the Company or any of its affiliates.

Despite subsection (i) above, Franco-Nevada Personnel may sell a security of the Company they do not own if they own another security convertible into, or an option or right to acquire, the security of the Company sold and, within 10 days after the sale, they:

- a) exercise the conversion privilege, option or right and deliver the security so acquired to the purchaser; or
- b) transfer the convertible security, option or right to the purchaser.

No director or executive officer of the Company shall be permitted to purchase financial instruments (such as prepaid variable forward contracts, equity swaps, collars or units of exchange funds) that are designed to hedge or offset a decrease in the market value of equity securities of the Company granted as compensation to, or held, directly or indirectly by, such individual.

TRADING WINDOWS AND BLACKOUT PERIODS

Trading Windows for Insiders. Those persons listed on Schedule A are considered to be insiders of the Company and, as such, are subject to a higher standard of scrutiny and disclosure requirements than other Franco-Nevada Personnel who may trade in securities of the Company. Those insiders may trade in securities of the Company only after obtaining approval from the Chief Executive Officer or the Chief Legal Officer in accordance with the procedures set out below under "Approval of Trades by Insiders". Those individuals listed in Schedule A not identified by an "*" will also be considered insiders who must continue to comply with NI 55-104 reporting requirements on SEDI following April 30, 2010.

Trading Windows for All Other Franco-Nevada Personnel. All Franco-Nevada Personnel who are not insiders may trade in Company securities only during the period beginning after the close of trading two trading days following the Company's widespread public release of quarterly or year-end operating results, and ending at the close of trading on the last day of the last month of the fiscal quarter.

No Trading During Trading Windows While in the Possession of Material, Non-Public Information. No Franco-Nevada Personnel in possession of material, non-public information concerning the Company should trade in Company securities even during applicable trading windows. Persons possessing such information may trade during a trading window only after the close of trading on the second full trading day following the Company's widespread public release of the information.

No Trading during Blackout Periods. No Franco-Nevada Personnel should trade in Company securities outside of the applicable trading windows or during any special blackout periods that the Chief Executive Officer or the Chief Legal Officer may designate and that will be communicated promptly on designation. No Franco-Nevada Personnel should disclose to any outside third party that a special blackout period has been designated.

APPROVAL OF TRADES BY INSIDERS

No Franco-Nevada Personnel may trade in Company securities unless the trade (including the proposed number of securities and nature of the trade) has been previously approved by the Chief Legal Officer (or in his absence, the Chief Executive Officer) or in the case of the Chief Legal Officer, by the Chief Executive Officer. The Chief Executive Officer should not trade in Company securities unless the proposed trade (including the number of securities and nature of the trade) has been approved by the Chief Legal Officer. Any trades that have been approved must be completed within five trading days (or such shorter period specified by the person approving the trade).

STATUTORY OR REGULATORY TRADING RESTRICTIONS

The provisions of this Policy will be supplemented by any greater prohibitions or restrictions prescribed by any applicable laws, regulations or other instruments (for example, contractual restrictions on the sale of securities and restrictions on short-swing trading by insiders). Any Franco-Nevada Personnel who is uncertain whether other prohibitions or restrictions apply should consult with the Company's Chief Legal Officer.

POTENTIAL SANCTIONS

CIVIL, AND CRIMINAL PENALTIES

The consequences of improper trading or disclosure can be severe. Persons violating insider trading or tipping rules can be:

- ★ accountable to the issuer of the securities traded for any benefit or advantage received as a result of the purchase, sale or communication (i.e. any profit made or loss avoided);
- ★ liable to compensate the seller or purchaser of the securities traded from damages as a result of the trade; and
- ★ subject to criminal penalties with a minimum fine equal to the profit made or the loss avoided and to a maximum fine equal to the greater of three times the profit made or loss avoided and \$5,000,000, as well as a jail term of up to ten years.

The Company may also be required to pay significant civil or criminal penalties and could, under certain circumstances, be subject to private lawsuits by contemporaneous traders for damages suffered as a result of illegal insider trading or tipping by persons under the Company's control.

FRANCO-NEVADA GROUP DISCIPLINE

Violation of this Policy or applicable laws or stock exchange requirements by any Franco-Nevada Personnel may subject that person to disciplinary action by the Franco-Nevada Group, which could include termination for cause.

REPORTING OF VIOLATIONS

Any Franco-Nevada Personnel who violate this Policy or any applicable laws, regulations or stock exchange requirements, or knows of any such potential violation by any other Franco-Nevada Personnel, should report the violation immediately to the Chief Executive Officer or the Chief Legal Officer.

CO-OPERATION WITH AUTHORITIES

It is the Company's policy to cooperate with any authority that has jurisdiction and is investigating any trading in the Company's securities, any trading activities by Franco-Nevada Personnel or alleged improper disclosure by the Company or any Franco-Nevada Personnel.

ADMINISTRATION OF THE POLICY

RESPONSIBLE OFFICERS

The Chief Legal Officer has been designated as the individual responsible to oversee the procedures and guidelines relating to timely and fair disclosure. In this context, the Chief Legal Officer has been asked to:

- ★ administer and interpret this Policy and monitor compliance with its provisions;
- ★ respond (or co-ordinate responses to) all inquiries relating to this Policy;
- ★ ensure that copies of this Policy and other appropriate materials are provided to all current and new Franco-Nevada Personnel, and such other persons who he/she determines may have access to material, non-public information concerning the Franco-Nevada Group;
- ★ administer, monitor and enforce compliance with applicable laws and regulations and policies of the applicable regulatory authorities as they relate to the disclosure of information by the Company;
- ★ administer, monitor and enforce compliance with applicable laws and regulations and policies of the applicable regulatory authorities as they relate to the use of confidential information and trading in securities of the Company and securities of Special Relationship Issuers;
- ★ recommend revisions to this Policy as necessary to reflect changes in applicable laws, regulations and policies; and
- ★ maintain a list of insiders of the Company and update that list periodically as necessary to reflect any additions or deletions.

CONSULT A DESIGNATED OFFICER FOR GUIDANCE

Any Franco-Nevada Personnel who are unsure about the application or interpretation of this Policy to a specific situation (including whether the information that they possess is material or non-public) should consult the Chief Executive Officer or the Chief Legal Officer.

DATE

Updated on January 28, 2013. This Policy supersedes any written or oral representations that are in any way inconsistent with it.