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February 4, 2021

**Mr. Tawengwa Runyowa**

**Runyowa Law**  
Royal Bank Building  
7th Floor 2010 – 11th Avenue  
Regina, Saskatchewan, Canada S4P 0J3

**Re : Canadian National Railway Company Limited ('CN')**

Dear Mr. Runyowa:

This is further to your correspondence of December 3, 2020, January 21, 2021 and February 1, 2021 addressed to CN concerning the two shareholder proposals submitted on behalf of Ms. Pamela Fraser, of which we are in receipt.

We are acting as corporate legal counsel to CN in connection with its upcoming annual meeting of shareholders and its proxy circular to be prepared for that purpose.

We hereby confirm to you that CN will include in its proxy circular for its 2021 annual meeting of shareholders Ms. Fraser's two shareholder proposals together with the supporting statements that you provided in your December 3, 2020 correspondence.

We would appreciate if you could address to the undersigned any correspondence directed for CN concerning the shareholder proposals in connection with CN's annual shareholders meeting.

Yours very truly,

STIKEMAN ELLIOTT LLP



Jean Marc Huot

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