

February 8, 2021

BY EMAIL: jmhuot@stikeman.com

Mr. Jean Marc Huot
Stikeman Elliot LLP
41st Floor - 1155 René-Lévesque Blvd. W.
Montréal, QC Canada H3B 3V2

Dear Mr. Huot,

RE: Ms. Pamela Fraser's shareholder proposals and other matters regarding for CN Railway's upcoming management circular and annual meeting.

I received your letter of February 4, 2021 in which you confirmed the CN Railway Board's intention to include Ms. Pamela Fraser's two shareholder proposals in the company's upcoming circular to shareholders. We appreciate the confirmation. On behalf of Ms. Fraser, I would like to pose the following outstanding questions to the Board.

1. Ms. Fraser would like to know whether the CN Railway Board intends to endorse or oppose her two shareholder proposals in the upcoming management circular.
2. In my January 21, 2020 package to the CN Railway Board, Ms. Fraser also requested that CN Railway takes affirmative steps to advance the repeal of Sections 44 and 44.1 of the *Railway Safety Act*. These provisions allow for private railway companies such as CN Railway to own police forces with full criminal law enforcement powers across Canada. Mr. Fraser also requested the Board's simultaneous action to amend Sections 30 to 33 of the *Canadian Transportation Accident Investigation and Safety Board Act*. The amendments would enable TSB investigators to make criminal referrals to independent police forces where they deem it appropriate to do so.

Notwithstanding any shareholder proposals, the CN Railway Board has the authority to take such steps in the best interests of the corporation, Ms. Fraser is confident that her additional requests will advance. Our package January 21, 2020 package to the CN Railway Board elaborates on the reasons why, and provides viable and better methods for CN Railway to secure its operations and protect the public without maintaining a fully-fledged police force. In particular, we raised the prospect of employing a contract

policing model and/or converting CN Railway Police into a private security company. These options would free CN Railway from the indeterminate regulatory, commercial, public relations, and political risks of owning and controlling a cross border police force.

Ms. Fraser believes that beyond the taint of a corporatized police force operating in the 21st Century and exercising jurisdiction over aboriginal peoples and other Canadians, the CN Police Service is a significant liability that undermines shareholder value. Ms. Fraser needs the Board's explicit response to whether in principle, it intends to advance the aforementioned statutory reforms she has identified to divest the company of the undue risks of owning a private police force.

3. In our January 13, 2021 teleconference with Mr. Finn and Ms. Circelli, they undertook to look into retrieving CN Railway's policies for guaranteeing the operational independence of the CN Police Service from CN Railway's corporate leadership. Despite two requests since that call, they have not provided us with those written policies. I trust that you understand the importance of such policies, which should be readily available documents given their centrality to the corporation's governance. Therefore, Ms. Fraser reiterates her request for CN Railway to provide her with CN Railway's written policies on how it protects the independence of the CN police Service.
4. Given the COVID-19 situation and the fact that the 2021 shareholder meeting will likely be virtual, please advise on the logistics of Ms. Fraser's ability to discuss her proposals at the meeting pursuant to Section 137(1) of the *CBSA*. We plan to co-present the proposals as I am best placed to explain the legal aspects while she can elaborate on why she asserts that her proposals, if adopted, would benefit CN Railway. The logistics would have been easier if the meeting were in-person but in all likelihood, she and I will be in different locations. Please advise that you can accommodate us both via videoconference on the date of the meeting.
5. Please confirm when the 2021 shareholder meeting will occur and when we can expect the company to send out the upcoming circular to shareholders.

Thank you,

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Tavengwa Runyowa

(Counsel for Ms. Pamela Fraser).