

Code of Business Conduct and Conflict of Interest Policy**No. 1****Employees, Directors and Officers of Rife Resources Ltd.****Statement**

Rife Resources Ltd. and its controlled entities ("**Rife**" or the "**Company**"), are committed to the highest possible standards of openness, honesty and accountability. Rife is 100% owned by the CN Pension Trust Funds (the pension funds for employees of the Canadian National Railway Company). The business and affairs of Rife will be conducted in strict observance of both the spirit and letter of the applicable laws of Canada and of each Province where the Company conducts business. Where the situation is not governed by statute or explicit regulation or where the law is unclear or conflicting, the Company's business and affairs will be conducted in accordance with the highest ethical standards of business conduct.

Scope

This Policy applies to all employees, and to the directors and officers of Rife.

Rife expects that you will behave ethically as a matter of course. But even the most conscientious employees may, from time to time, need to be particularly alert in order to avoid becoming involved in situations in which their own interests are in conflict with Rife's interests.

The purpose of this Policy is to help you avoid these troublesome situations and possibly unpleasant consequences. Aside from this, there is no intent to interfere with your personal interests or activities.

General Principles

You must not put yourself in a position in which you might be tempted to act for the benefit of yourself or others, rather than solely for the benefit of the Company.

Any information that you obtain by reason of your employment is the property of the Company, must be kept confidential, and must be used solely for the benefit of the Company, not for yourself or others. Guidelines for maintaining confidentiality are outlined in Exhibit B.

As with any policy, the exercise of judgement is required in determining its applicability to each individual situation. In an effort to be helpful, some examples of the Policy's applicability are given below, but these are simply examples, and are not intended to be all-inclusive.

This Policy cannot, and is not intended to, address all of the situations you may encounter. There will be occasions where you are confronted by circumstances not covered by policy or procedure and where you must make a judgment as to the appropriate course of action. In those circumstances, we encourage you to use your common sense and contact your supervisor. If you do not feel comfortable discussing the matter with your supervisor, please contact the President or any Vice-President.

Code of Business Conduct and Conflict of Interest Policy**No. 1****Corporate Opportunities**

You have a duty to Rife to advance its legitimate interests when the opportunity to do so arises.

You are prohibited from:

1. taking for yourself, personally, opportunities that properly belong to Rife or are discovered through the use of the Company's property, information or position;
2. using Rife's property, information or position for personal gain; and
3. competing with the Company.

Conflicts of Interest

As directors, officers or employees we must never let our personal interests interfere with, or appear to interfere in any way with, the interests of Rife or our ability to perform our work effectively. The ability to make objective business decisions can be compromised if employees have personal interests that conflict with Rife's interests. Conflicts of interest may also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in Rife. Loans to, or guarantees of obligations of, such persons are likely to pose conflicts of interest, as are transactions of any kind between Rife and any other organization in which you or a family member has an interest.

Employees, officers and directors are prohibited from taking for themselves opportunities that arise through the use of corporate property, information or position and from using corporate property, information or position for personal gain.

In general, employees, directors and officers in this sector are not prohibited from making private investments in the oil and gas sector. However, should an existing investment pose a potential conflict of interest, the potential conflict should be disclosed to the President. Any other activities of directors, officers and employees which pose a potential conflict of interest should also be disclosed to the President. Any such potential conflicts of interests will be dealt with openly with full disclosure of the nature and extent of the potential conflicts of interest with Rife.

It is acknowledged that employees, officers and directors may be directors or officers of other entities engaged in the oil and natural gas business, and that such entities may compete directly or indirectly with Rife. Passive investments in public or private entities of less than one percent of the outstanding shares will not be viewed as competing with Rife. Any director, officer or employee of Rife who is a director or officer of any entity engaged in the oil and natural gas business must disclose such position to the President. Any director, officer or employee of Rife who is actively engaged in the management of, or who owns an investment of one percent or more of the outstanding shares, in public or private entities must disclose such holding to the President. In the event that any circumstance arises as a result of such positions or investments being held or otherwise which in the opinion of the President constitutes a conflict of interest which reasonably affects such person's ability to act with a view to the best interests of Rife, the President will take such actions as are reasonably required to resolve such matters with a view to the best interests of Rife. Such actions, without limitation, may include excluding such directors, officers or employees from certain information or activities of Rife.

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If you become aware of a conflict or a potential conflict, you must bring it to the attention of your supervisor, the President or any Vice-President.

Relationship with Other Interested Parties

Rife provides similar management services to Canpar Holdings Ltd., and may provide similar management services to other companies in the future. Rife may acquire oil and natural gas properties on its own behalf or on behalf of other parties. Rife may manage and administer such additional properties, as well as enter into other types of energy-related management and advisory activities. Consequently, there may be circumstances in which the interests of Rife will conflict with those of other interested parties.

In resolving such conflicts, decisions will be made on a basis consistent with the objectives and financial resources of each group of interested parties, the time limitations on investment of financial resources, and on the basis of operating efficiencies, having regard to the then current holdings of properties of each group of interested parties – all consistent with the duties of Rife to each such group. Rife will use all reasonable efforts to resolve conflicts of interest in a manner that will treat the other interested party fairly, taking into account all of the circumstances, and will act honestly and in good faith in resolving such matters.

Gifts and Entertainment

Business entertainment should be moderately scaled and intended only to facilitate business goals. Use good judgment. "Everyone else does it", is not sufficient justification.

If you are having difficulty determining whether a specific gift or entertainment item lies within the bounds of acceptable business practice, ask yourself these guiding questions and check with your supervisor:

1. Is it legal?
2. Is it clearly business related?
3. Is it moderate, reasonable, and in good taste?
4. Would public disclosure embarrass Rife?
5. Is there any pressure to reciprocate or grant special favours?

If you are in a position to make or influence a decision regarding a business transaction between the Company and a third party, you should not accept anything of substantial value from that party. What is "substantial" is obviously relative, and would include even the most nominal or insignificant items if offered in the expectation of influencing your judgement.

Some of the types of transactions that could be affected adversely to the Company's interest are:

1. the purchasing of equipment, supplies or services;
2. the awarding of construction or other contracts; and
3. the purchase, sale or lease of properties.

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The kinds of benefits that must be declined, if offered, include:

1. gifts of substantial value;
2. lavish entertainment;
3. loans of money or facilities; and
4. preferred investment opportunities.

Not only must you refuse such inducements to favoured treatment, but you also must refuse to permit their acceptance by family or friends. Solicitation of such benefits is also unacceptable.

Business entertainment can present situations where discretion is required since some commonly accepted business invitations can include recreational opportunities or event tickets that are of significant value. In these cases the recipient should ensure that there is a valid business development reason for attending and that there will be representation from other business executives at the event. If the invitation is for an event where the value being received may be significant, the President's approval is required, or in the case of the President, approval by the President & C.E.O. of the CN Investment Division. As transportation costs for events can also be significant, payment of these costs by another party is not acceptable and will be covered by Rife if there is a valid business reason to accept the invitation.

Confidential Information

Confidential information belongs to the Company. Use of it by an employee for personal gain or for gain to relatives or friends is a misuse of the Company's property. Even if the Company does not suffer an obvious monetary loss, it can be injured in other ways that cannot be tolerated.

Use of inside information for personal gain at the Company's expense may occur typically in connection with the leasing by the Company of acreage for exploitation or production. If you make use of knowledge of the Company's interest in certain property in order to obtain personal profit in the transaction, you are guilty of a gross impropriety. It is immaterial that your position gives you no influence concerning the acquisition by the Company or that the price may be a fair one or even a bargain. To the extent that you profit, you have converted Company property to your own use.

Use of inside information may also be improper or illegal even though it does not involve any immediate monetary loss to the Company. This can occur in connection with an employee's purchase or sale of Common Shares of Freehold Royalties Ltd. ("**Freehold**"), which is managed by Rife, or the stock of other companies with which the employee has or may expect to have dealings, such as when an employee has advance information of such matters as an important oil or natural gas discovery, an acquisition, or a joint venture with another company.

Trading Restrictions and Blackout Periods

It is illegal for anyone with knowledge of material information affecting a public company that has not been publicly disclosed to purchase or sell securities of that company. It is also illegal for anyone to inform any other person of material non-public information (tipping), except in the necessary course of business. Therefore, employees and others with knowledge of confidential or material information about negotiations of potentially material

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transactions involving a public company are prohibited from trading securities of that company or any counter-party until the information has been fully disclosed and a reasonable period has passed for the information to be widely disseminated. You are subject to Freehold's Insider Trading Policy which sets out mandatory blackout periods and other restrictions on trading.

Compliance with Laws and Regulations

The use of Company funds or assets for any unlawful or improper purpose is strictly prohibited. The Company's policy is to be in compliance with all laws and regulations that are applicable to its business - at all governmental levels. In some instances, the laws and regulations may be ambiguous or difficult to interpret. In all cases, however, management has access to legal advice throughout the Company's operations, and management should seek such legal advice as is necessary, in order to assure compliance with the Company's policy of observance of all laws and regulations.

Fair Dealing, Discrimination and Harassment

You must deal fairly with others. You should not take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other inequitable practices.

You must respect the rights, culture and dignity of all individuals. Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. You are encouraged to speak out when a co-worker's or a colleague's conduct make you uncomfortable.

Protection and Proper Use of Assets

You must endeavour to protect the Company's assets and ensure their efficient use. The Company's assets may only be used for legitimate business purposes or other purposes approved by management. The Company's assets must never be used for illegal purposes.

Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incidents of fraud or theft must be immediately reported in accordance with Rife's Whistleblower Policy.

The obligation to protect the Company's assets includes proprietary information. Proprietary information includes any information that is not generally known to the public and would be helpful to the Company's competitors. Examples of proprietary information are intellectual property, technical data, operating budgets, agreements, business and marketing plans and personnel information. The obligation to preserve proprietary information continues even after your employment ends.

Use of Information Technology

Rife's information technologies are to be used for business purposes only unless otherwise expressly authorized by management. Incidental and occasional personal use is permitted, but never for personal gain or any improper purpose. Your messages, including voice mail, and computer information are considered Rife's property and you should not have any expectation of privacy. Use good judgment, and do not access, send messages or store any information that you would not want to be seen or heard by other individuals, including information that could be insulting or offensive to another person.

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You must respect and comply with applicable health, safety and environmental laws, rules and regulations. All hazards, near misses, incidents, including violent behaviour or accidents, regardless of the magnitude, must be reported immediately.

Political Contributions

The Company prohibits the use of corporate funds for political contributions, unless approved by the President. Luncheons and dinners (such as the Premier's Dinner) are exempt from this prohibition.

Personal Political Contributions

The above prohibitions relate only to the use of corporate funds and in no way are intended to discourage employees from making personal contributions to candidates or political parties of their choice. Employees must not, however, be reimbursed by the Company in any way for such personal contributions.

Proper Accounting

Compliance with accepted accounting rules and controls is required at all times. All Company records must accurately reflect and properly describe the transactions they record.

1. All business transactions must be properly authorized.
2. All records must fairly and accurately reflect the transactions or occurrences to which they relate.
3. All records must fairly and accurately reflect the Company's assets, liabilities, revenues and expenses.
4. Information is not to be concealed from the independent auditors, the Audit Committee, or the CN Investment Division.
5. Employees must not knowingly undertake or participate in improper activity and if requested by someone to do so should report such request, in accordance with Rife's Whistleblower Policy.

Reporting and Control

Compliance with this Policy is a condition of your employment. Violations may result in severe consequences, which could include civil and criminal penalties and internal disciplinary action up to and including dismissal for cause or termination of contract.

You are encouraged to talk to your supervisor or any senior officer about observed illegal or unethical behaviour, or when in doubt about the best course of action in a particular situation. If you are concerned that a violation of this Policy or other illegal or unethical conduct has occurred or may occur, you should report the matter in accordance with Rife's Whistleblower Policy.

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Waivers

The President is ultimately responsible to monitor compliance with this Policy. Any waiver of this Policy for executive officers or directors will be made only by the President, or in the case of the President, by the President & C.E.O. of the CN Investment Division. Any change to this Policy will be disclosed as required by applicable law or regulation.

1. A Report Letter, in the form attached as "Exhibit A" to this Policy, will be submitted annually, prior to the end of February of each year, by all officers, and those employees who may be engaged, or may become engaged in any activity which might conflict with the Company's interest. The reports will be sent to the President, who will forward them to the CN Investment Division if facts are reported that may constitute a conflict of interest. If the facts disclose a conflict of interest, the employee will be notified and will have the obligation to remedy the situation.
2. A Report Letter will also be submitted by any employee, whether or not he or she is required to submit an annual Report Letter, when he or she becomes or may become involved in what might be a conflict of interest situation that has not previously been reported. If the facts disclose a conflict of interest, the employee will be notified and will have the obligation to remedy the situation. Similarly, if the facts do not disclose a conflict of interest, the employee will be so informed.

**EXHIBIT "A"
REPORT LETTER**

**Employees of Rife Resources Ltd. and
Directors and Officers of Rife Resources Ltd.**

MEMO TO: The President
Rife Resources Ltd.

RE: CONFLICT OF INTEREST

I have read and understand the Company's policy regarding conflicts of interest as set forth in the Policy Guide.

As specified below, to the best of my knowledge and belief, neither I nor any member of my immediate family has any interest or connection, or has, within the past year, engaged in any activity which might conflict with the Company's interests:

_____ A. The above statement is true, without exception.

_____ B. The above statement is true, except as described in my attachment to this Report Letter.

I have read and understand, and agree to comply with, the Code of Business Conduct and Conflict of Interest Policy as it relates to my work responsibilities.

Name (please print)

Signature

Date Signed

EXHIBIT "B"
GUIDELINES FOR MAINTAINING CONFIDENTIALITY

Any employee privy to confidential material information will be so advised and is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business. Efforts will be made to limit access to confidential material information to only those who need to know the information and those persons will be advised that the information is to be kept confidential.

Outside parties privy to undisclosed material information concerning Rife will be told that they must not divulge this information to anyone else, other than in the necessary course of business. Such outside parties should confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

To prevent the misuse or inadvertent disclosure of material information, the following procedures should be observed at all times:

1. Documents and files containing confidential information should be kept in a safe place (not on the L: Drive, which is accessible to all employees), with access restricted to individuals who 'need to know' that information in the necessary course of business;
2. Code names should be used if necessary;
3. Confidential matters should not be discussed (including cell phone conversations) in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis;
4. Confidential matters should not be discussed on cell phones;
5. Confidential documents should not be read or displayed in public places and should not be discarded in wastebaskets or recycling bins where others can retrieve them;
6. Employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office;
7. Transmission of documents by electronic means, such as by fax, email or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions;
8. Unnecessary copying of confidential documents should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed; and
9. Access to confidential electronic data should be restricted through the use of passwords.