Driving Profitable Growth

2013 Investor & Analyst Meeting

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Forward-Looking Statements

The financial results in this presentation were determined on the basis of U.S. GAAP. Please refer to the website www.cn.ca/nonGAAP for the reconciliation of certain non-GAAP measures to comparable GAAP measures. To the extent we have provided guidance which are non-GAAP financial measures, we may not be able to provide a reconciliation to the GAAP measures, due to unknown variables and uncertainty related to future results.

Certain information included in this presentation constitutes “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995 and under Canadian securities laws. CN cautions that, by their nature, these forward-looking statements involve risks, uncertainties and assumptions. The Company cautions that its assumptions may not materialize and that current economic conditions render such assumptions, although reasonable at the time they were made, subject to greater uncertainty. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors which may cause the actual results or performance of the Company or the rail industry to be materially different from the outlook or any future results or performance implied by such statements. Key assumptions used in determining forward-looking information are set forth below.

2013 key assumptions

CN expects to deliver 2013 adjusted diluted earnings per share (EPS) in the range of C$3.05 to C$3.10, the mid-point of which is consistent with CN’s 2013 financial outlook i*ssued on Jan. 22, 2013. CN plans to invest approximately C$2 billion in capital programs in 2013, which it revised upward from C$1.9 billion on April 22, 2013. Approximately C$1.1 billion of the total expenditure will be targeted on track infrastructure to maintain a safe and fluid railway network. In addition, the Company will invest in projects to support a number of productivity and growth initiatives.*

CN has made a number of economic and market assumptions in preparing its 2013 outlook. The Company is forecasting that North American industrial production for the year will increase by about two per cent. CN also expects U.S. housing starts to be approximately 950,000 units, and U.S. motor vehicles sales to be approximately 15 million units. In addition, for the 2013/2014 crop year, CN is now assuming Canadian grain production will be well above the five-year average and that U.S. grain production will be above the five-year average. With these assumptions, CN assumes carload growth of two to three per cent, along with continued pricing improvement above inflation. CN assumes the Canadian-U.S. exchange rate to be in the range of C$0.95-C$1.00 for 2013, and that the price of crude oil (West Texas Intermediate) for the year to be in the range of US$90-$100 per barrel.

2014 key assumptions

CN has made a number of economic and market assumptions in preparing its 2014 outlook. The Company is forecasting that North American industrial production for the year will increase by about three per cent. CN also expects U.S. housing starts to be in the range of 1.1 million units and U.S. motor vehicles sales to be approximately 16 million units. In addition, CN is assuming a U.S. 2013/2014 grain crop above the five-year average, a Canadian 2013/2014 grain crop well above the five-year average, and 2014/2015 grain crops in both countries in-line with the five-year average. With these assumptions, CN assumes mid-single digit carload growth, along with continued pricing improvement above inflation. CN also assumes a Canadian-U.S. exchange rate of approximately C$0.95 and the price of crude oil (West Texas Intermediate) to be in the range of US $95-$105 per barrel. In 2014, CN plans to invest approximately C$2.1 billion in capital programs, of which more than C$1.1 billion will be targeted on track infrastructure to maintain a safe and fluid railway network. In addition, the Company will invest in projects to support a number of productivity and growth initiatives.

Important risk factors that could affect the forward-looking statements include, but are not limited to, the effects of general economic and business conditions, industry competition, inflation, currency and interest rate fluctuations, changes in fuel prices, legislative and/or regulatory developments, compliance with environmental laws and regulations, actions by regulators, various events which could disrupt operations, including natural events such as severe weather, droughts, floods and earthquakes, labor negotiations and disruptions, environmental claims, uncertainties of investigations, proceedings or other types of claims and litigation, risks and liabilities arising from derailments, and other risks detailed from time to time in reports filed by CN with securities regulators in Canada and the United States. Reference should be made to “Management’s Discussion and Analysis” in CN’s annual and interim reports, Annual Information Form and Form 40-F filed with Canadian and U.S. securities regulators, available on CN’s website, for a summary of major risk factors.

CN assumes no obligation to update or revise forward-looking statements to reflect future events, changes in circumstances, or changes in beliefs, unless required by applicable Canadian securities laws. In the event CN does update any forward-looking statement, no inference should be made that CN will make additional updates with respect to that statement, related matters, or any other forward-looking statement.

Starting with a *Strong* Track Record

Please see Forward-Looking Statements at the beginning of the presentation for a summary of key assumptions and important risk factors underlying CN's 2013 and 2014 financial outlook.

Delivering on Our Growth Agenda

2012 Volume Growth

	Carloads	RTMs
CN	4%	7%
Industry (1)	0%	(3%)

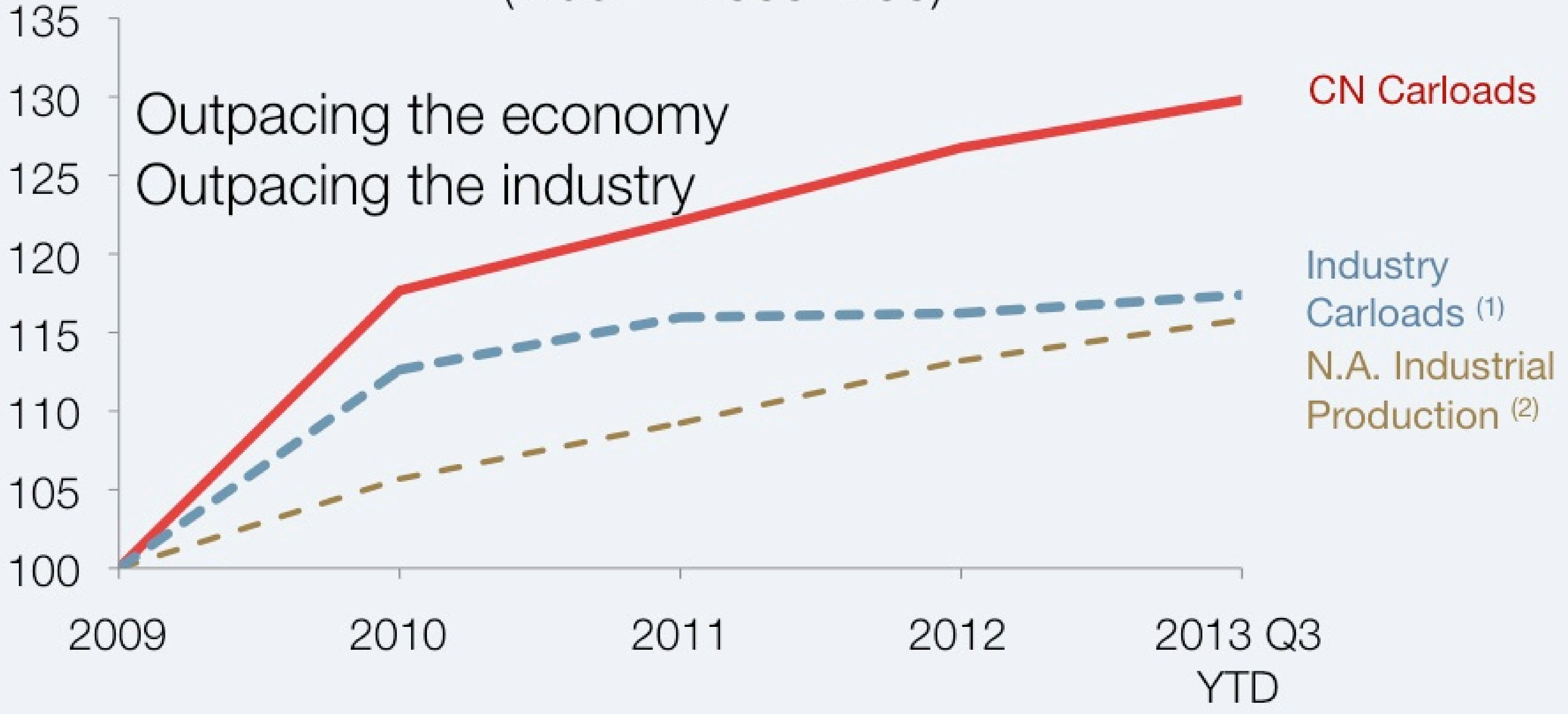
2013 Q3 YTD Volume Growth

	Carloads	RTMs
CN	2%	4%
Industry (1)	1%	1%

(1) Includes CP, NSC, CSX, UNP, KCS

(2) Sources for Industrial Production: U.S. Federal Reserve, Statistics Canada

CN Volumes
vs Economy and Industry
(Index – 2009=100)



Over half a billion dollars of over-performance vs the economy 2009-2012

Building with Innovation

Geographic Reach

- Joliet/Indianapolis Intermodal ramp
- Memphis/Calgary/ Chicago autoport
- Acquisition: KPR

Products

- Flex service: boxcar/container
- Cold supply chain
- Door-to-door CNTL retail

Approach

- End-to-end supply chain
- Matchmaking
- Export matchback
- Sell ONE CN sales force

Taking an end-to-end supply chain approach

A New Paradigm for Growth

a) From *Carload* Thinking

(product silo sales mentality)

A New Paradigm for Growth

b) To *Sell One CN* Thinking

(holistic approach, selling flex services)

A New Paradigm for Growth

c) Next, leveraging Sell One CN, for a complete *matchback* supply chain

Innovating and enabling the supply chain

Winning with Our Customers

Export coal

Canadian retail

Refining

Construction materials

- Delivering value service
  - Service as defined by the customer
  - Service beyond rail, including rail service
- Helping our customers compete in their own market
  - Supply chain against supply chain
    e.g. Coal export to Asia
  - Right product at the right time
    e.g. Retail market
  - Capturing commodity market spreads
    e.g. Stranded crude
  - Riding a recovery
    e.g. U.S. housing start

Intermodal

- New products
- New customers
- More geographic reach

Manufacturing

- Energy renaissance
- U.S. housing recovery
- Positive automotive trends

Bulk

- Record Canadian grain crop
- U.S. crop above the five-year average
- Well positioned coal franchise

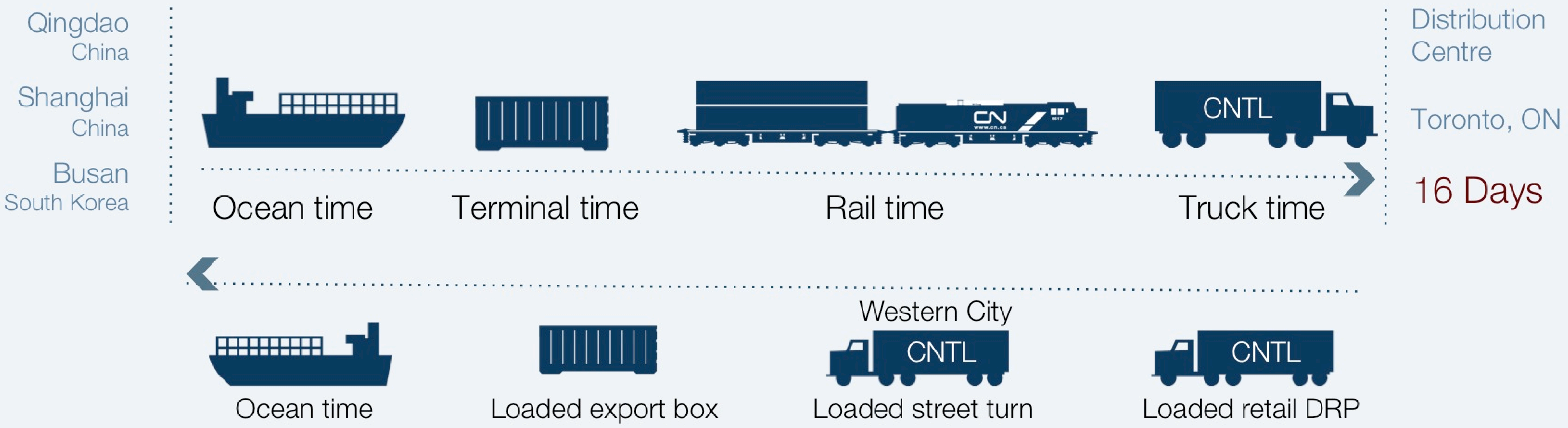
Diversified building blocks of growth

Overseas Supply Chain

Redefining Transportation Time

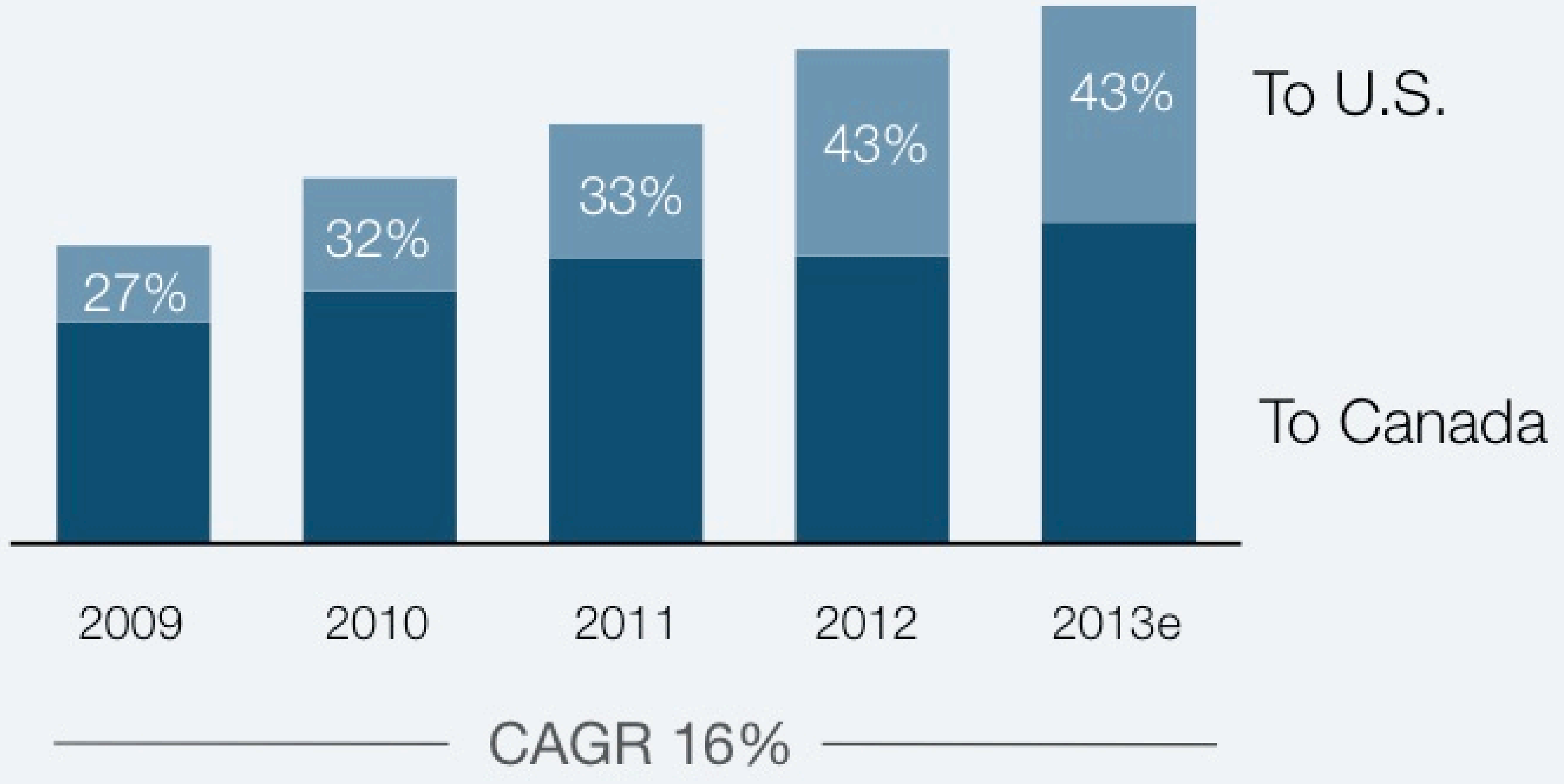
Critical success factors:

- Collaborating with supply chain partners
- Working on ship and train balance and matchback
- Scaling up at sea and on land



The *Proof* is in the Container…

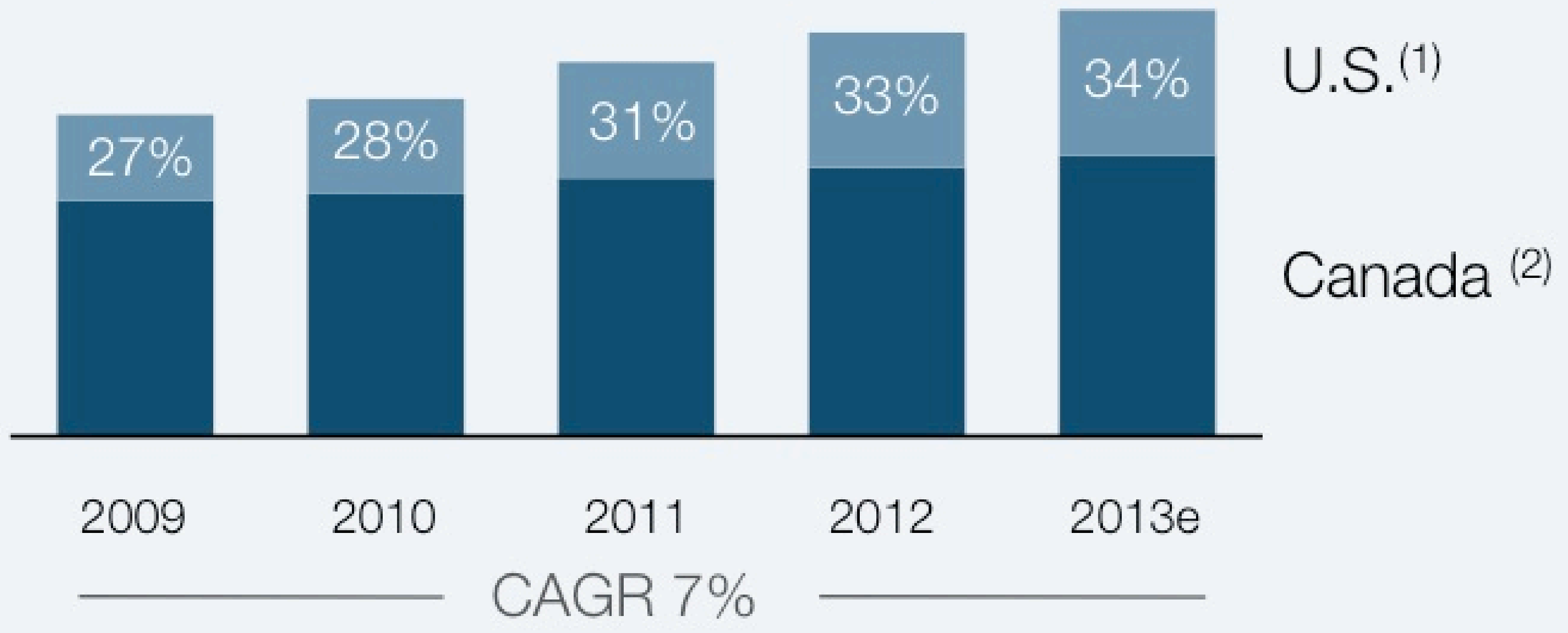
Overseas Intermodal Containers
West Coast imports



Market share gain in excess of 100,000 units in 2014

…and in the Over-the-Road *Conversion*

Domestic Intermodal Containers

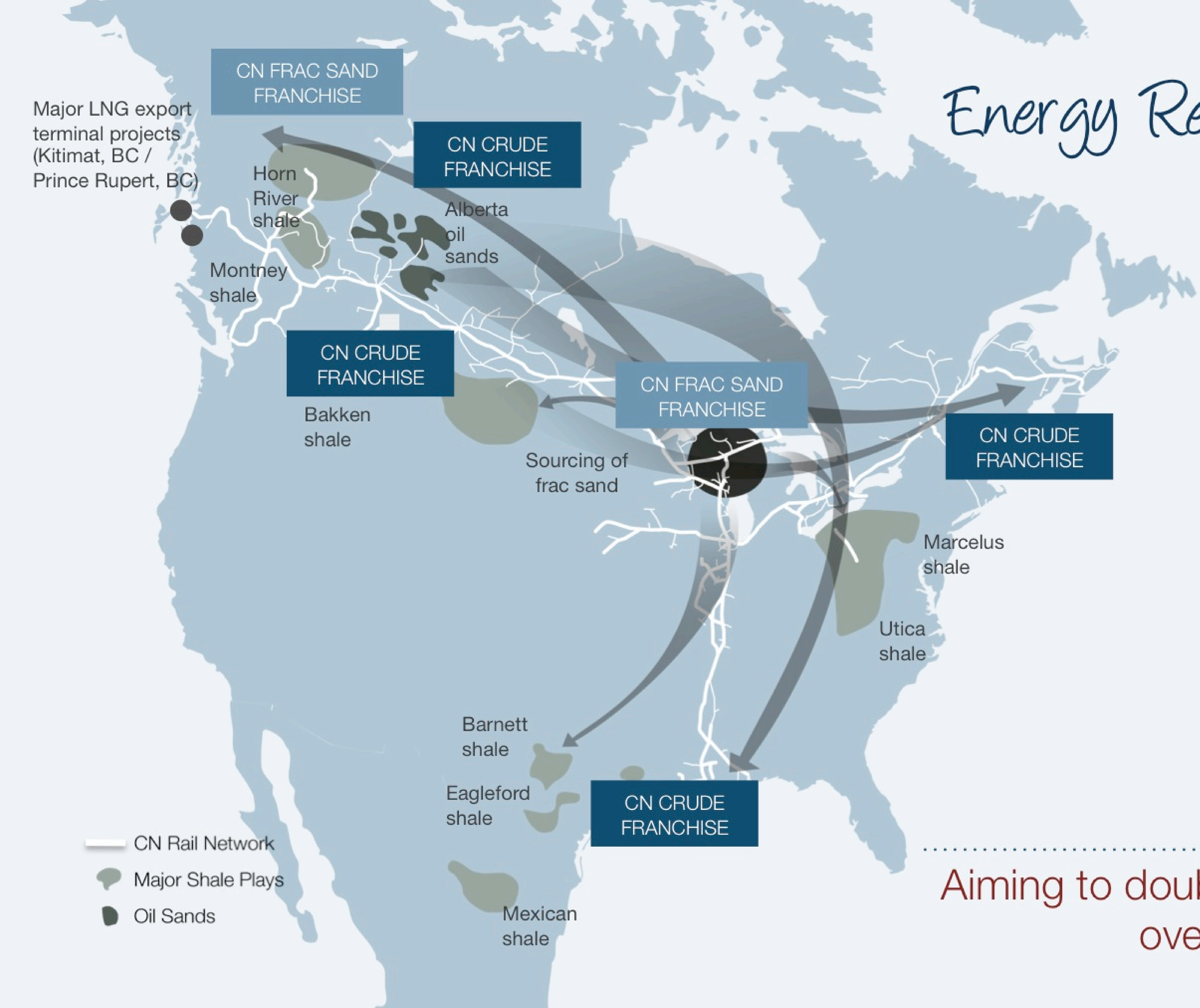


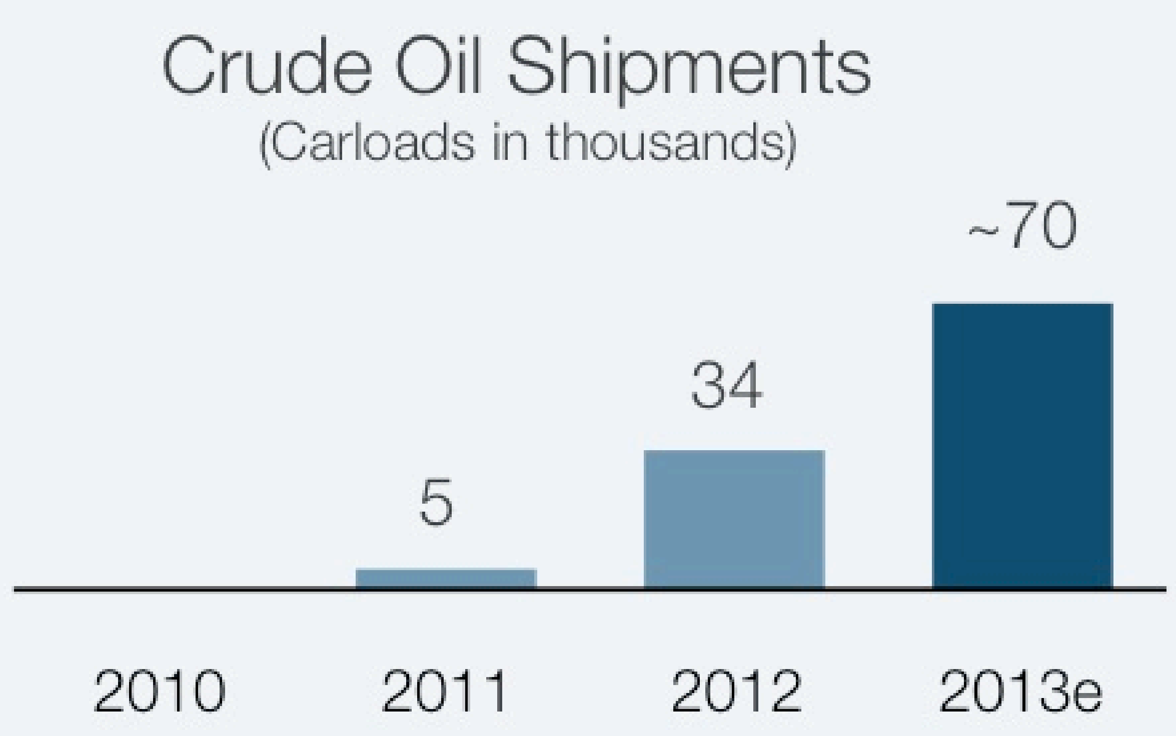
(1) Domestic U.S. and transborder
(2) Domestic Canada

- Most fuel-efficient Class 1 Railroad
- Product and market innovation

Driving growth in the U.S. and transborder lanes

Energy Renaissance Franchise





Close to 10% of CN revenues tied to energy

- Crude / condensate
- Frac sand
- Drilling pipe
- Transmission pipe
- Other energy consumables

Aiming to double crude oil carloads again over next two years

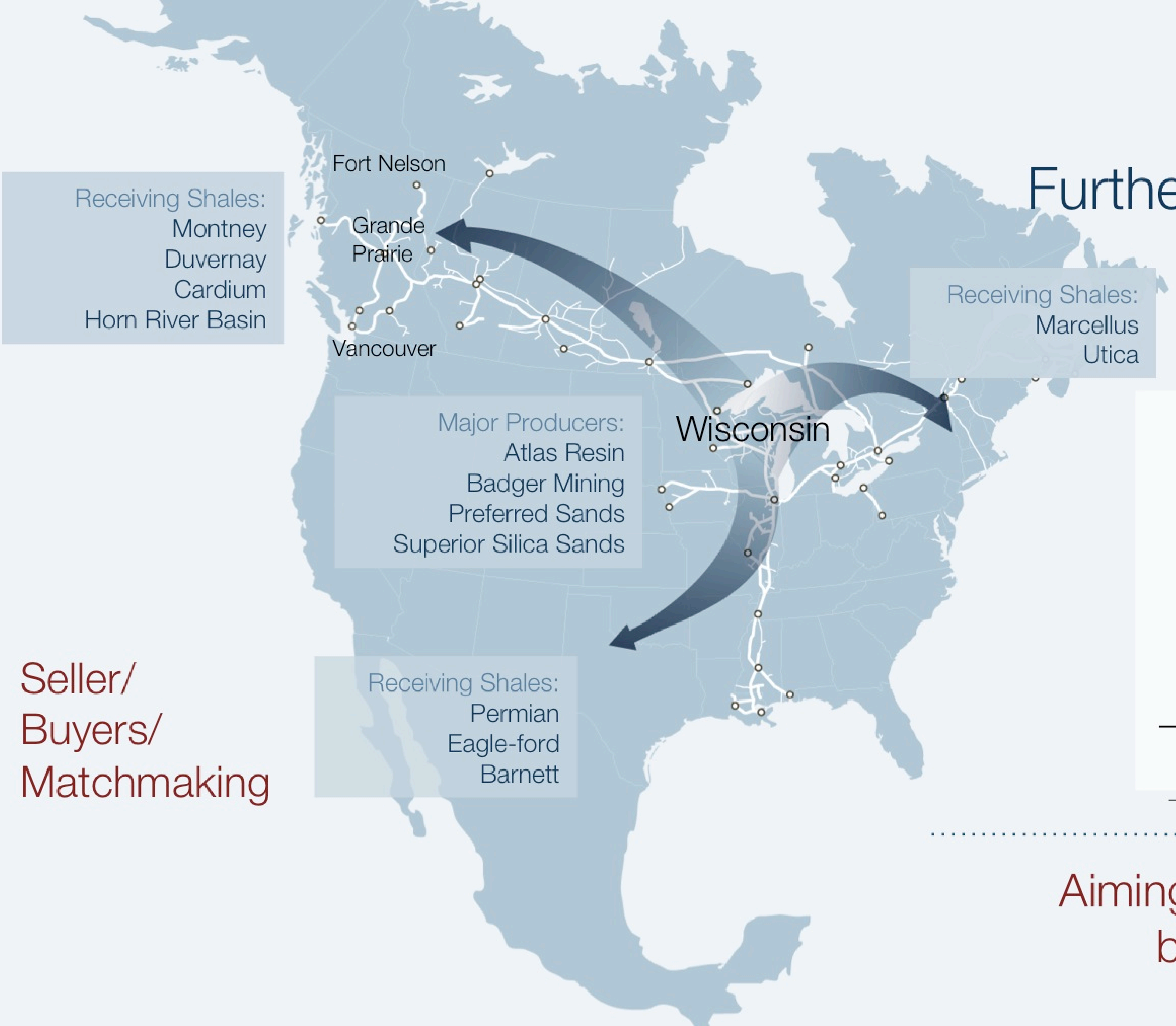
Pursuing *Breakthrough* Growth in Energy Renaissance

Unique reach to high quality frac sand

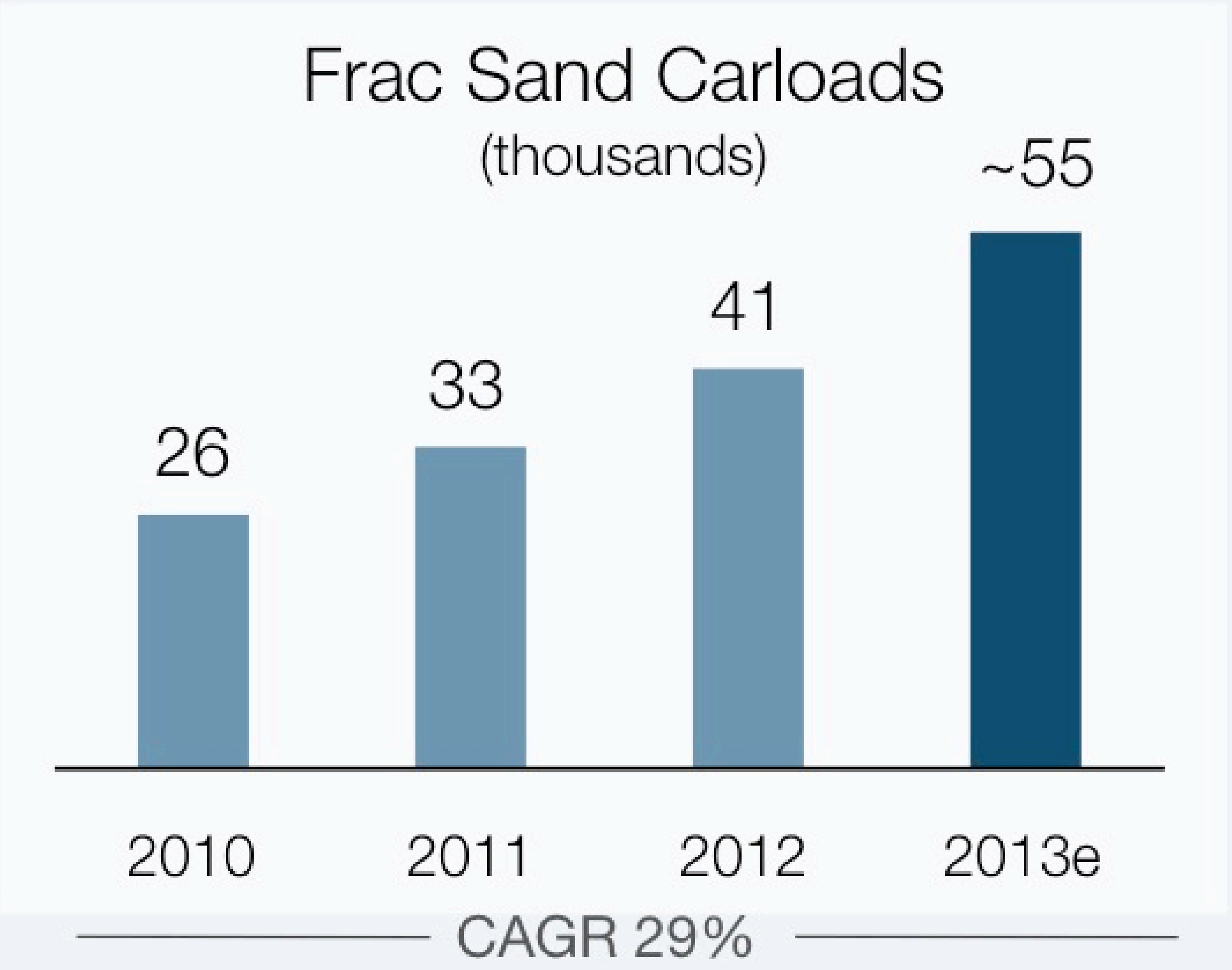
Building a New Business

Significant infrastructure investment

Matchmaking to Further Accelerate Growth

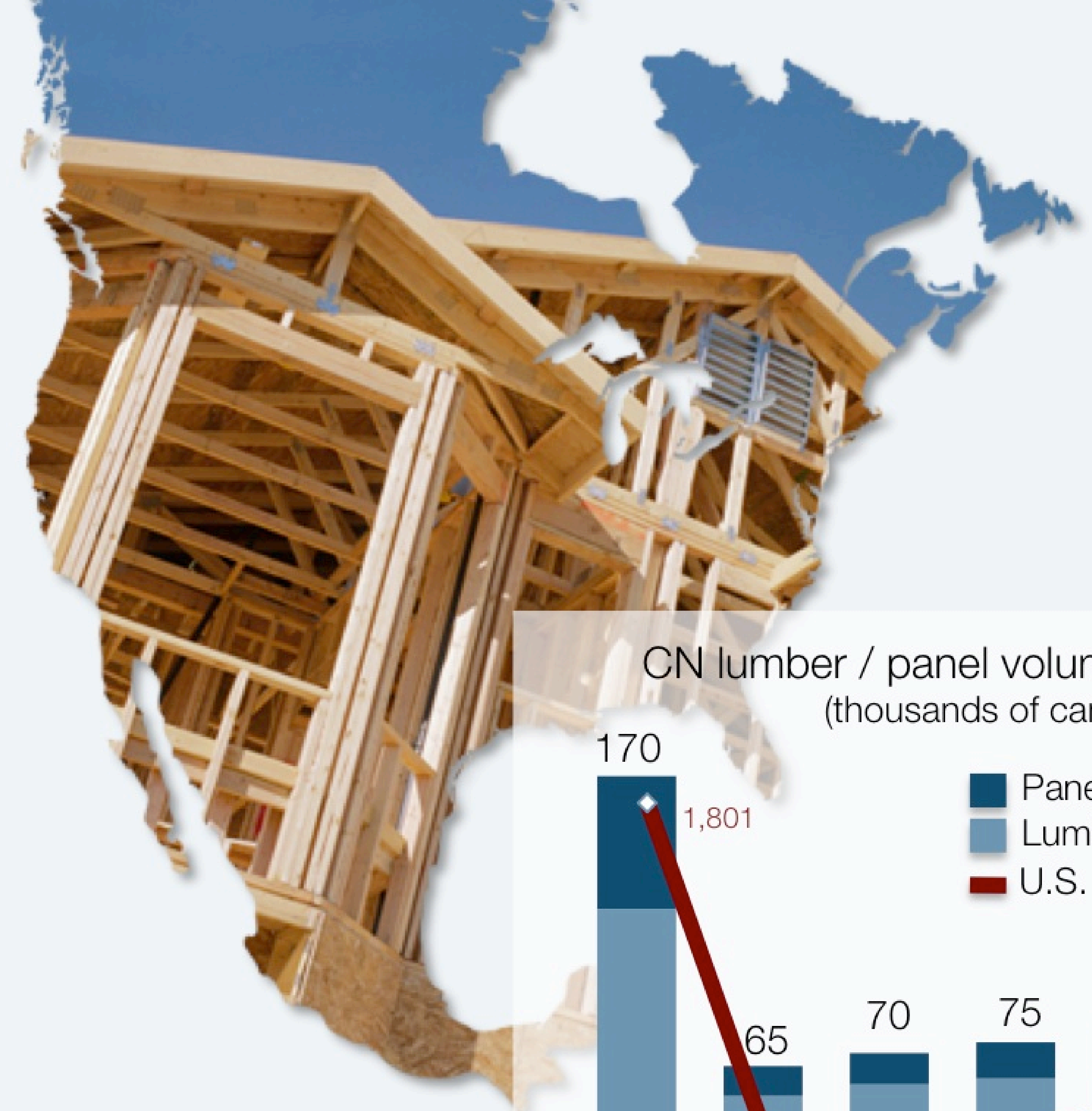


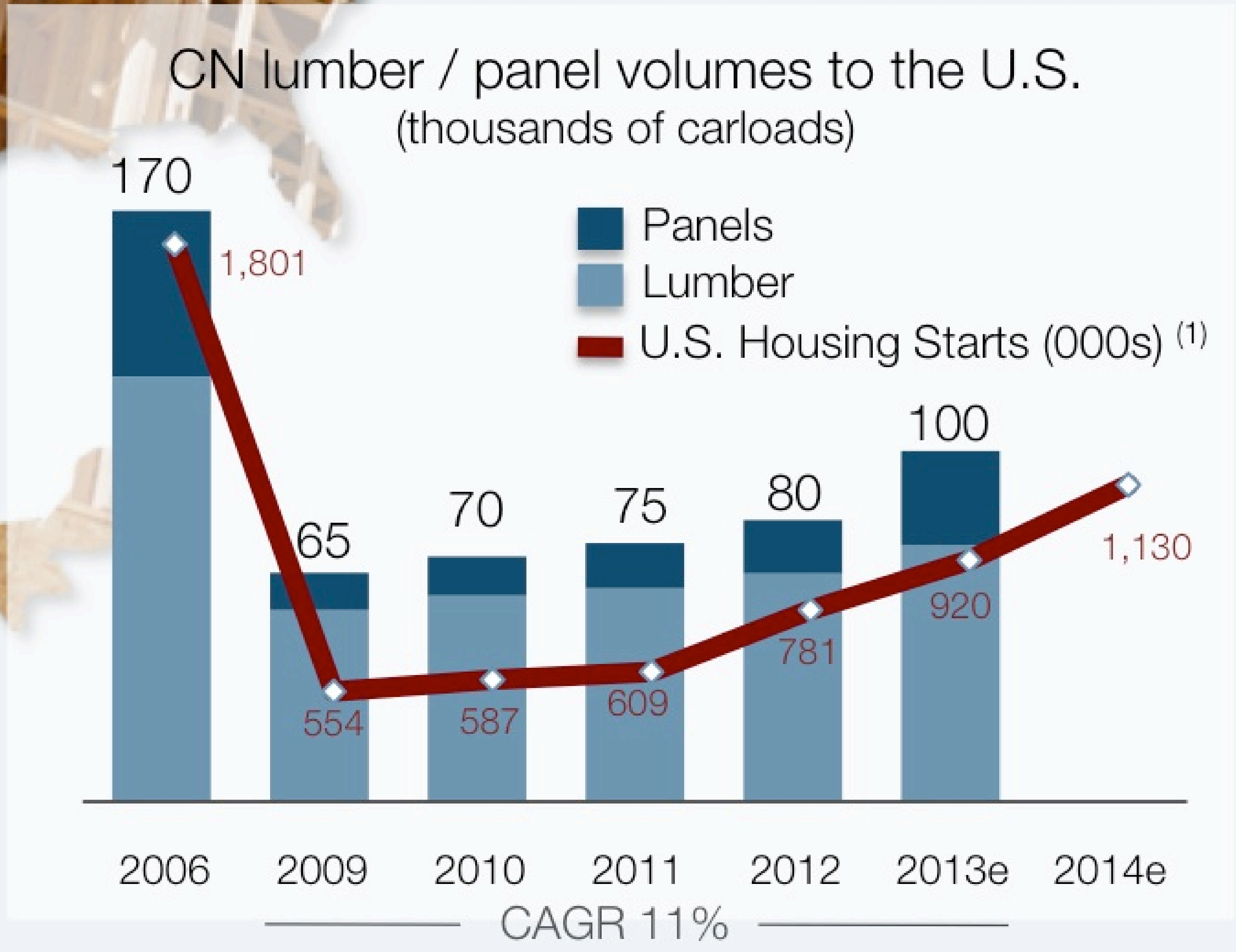
Seller/
Buyers/
Matchmaking



Aiming to create a C$300M business by 2015

Natural *Housing* Franchise





- Largest forest products carrier amongst Class 1 railroads
- Strong franchise with solid customer base
- Driving railcar asset utilization to maximize profitability to new level
- Close to 10% of CN revenues tied to U.S. housing – from lumber/panels to containers and pick-up trucks

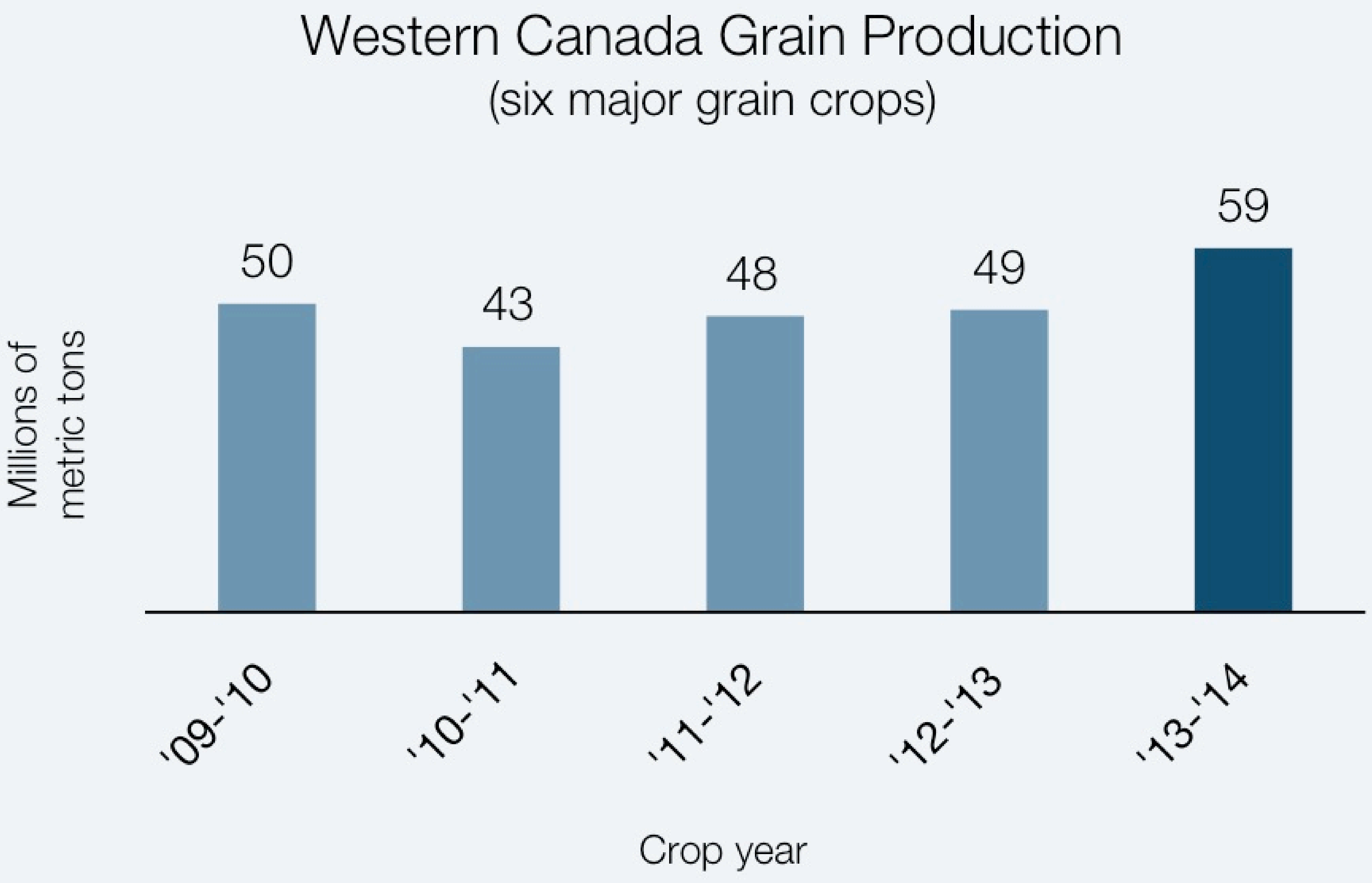
(1) 2013/2014 U.S. housing starts : Consensus Forecasts from Consensus Economics Inc. (November 2013)

Evolving *Automotive* Franchise

- A focus on CN-served assembly plants
- A focus on feeding the dealers in big cities
- Driving growth in auto parts from overseas and NAFTA in containers

Growth accelerating into 2014

Sizing up for a Bumper Crop



Source: Agriculture and Agrifood Canada "Canada: Outlook for Principal Field Crops"
Date: October 16, 2013

- Largest crop in Canadian history
- Carry-over to spill into 2014
- Strong crop in the midwest

Aligning supply chain capabilities

Building for the Next Export Coal Commodity Cycle

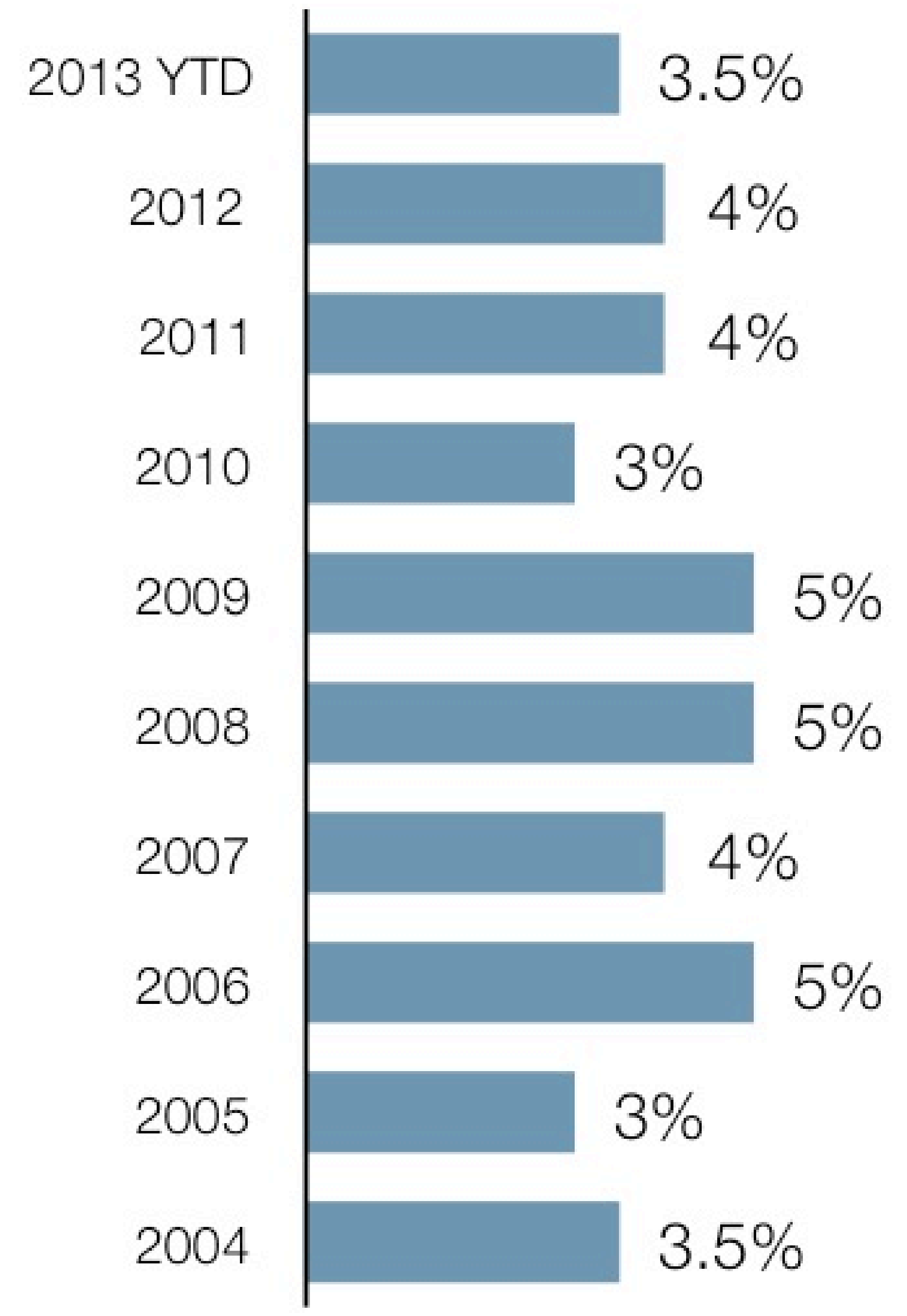
		Capacity		
Terminal	Railroad access	2011	2013	2015e
Ridley Terminal (B.C.) (Million Metric Tonnes)	CN	11	16	24
Convent Terminal (LA) (Million Short Tons)	CN	4	8	20
Neptune Terminal (B.C.) (Million Metric Tonnes)	CN, CP	9	12.5	18.5
Westshore Terminal (B.C.) (Million Metric Tonnes)	CN, CP, BNSF	29	33	36

Source: Company reports, CN

More growth near term with U.S. thermal coal

Negotiating *Value for our Products*

Value Pricing



Same-Store Pricing – In any given year, about 75-80% of CN's revenues are same store

Fuel Inflation Managed

Universally applied fuel surcharge

Pricing Discipline

Applied to all

Inflation plus pricing

Negative impact from Canadian regulated grain cap

Sustainability Test

Long-term variable cost

At asset replacement cost

Yield test:

Private cars: **R**evenue **C**ost **R**atio

CN cars: **C**ontribution/**C**ar **D**ay

Intermodal: revenue per train, round trip, 7 day average

With regulated grain, aiming for 3% same store price - - ahead of inflation

- Great franchise
- Very diversified: market, geo-economic and customer mix
- Multiple levers to outpace the economy
- Inflation-plus pricing

Please see Forward-Looking Statements at the beginning of the presentation for a summary of key assumptions and important risk factors underlying CN's 2013 and 2014 financial outlook.

2014 Outlook

Volume Growth	
Forest Products	+
Metals & Minerals	+
Petroleum & Chemicals	++
Automotive	+
Grain	+
Fertilizers	?
Coal	+
Domestic Intermodal	+
International Intermodal	++

Aiming for mid-single digit carload growth for 2014