First Quarter 2013 Financial Results

April 22, 2013

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.

Current assumptions

CN is maintaining the 2013 financial outlook it issued on Jan. 22, 2013, except for its revised plan to invest approximately C$2 billion in capital programs in 2013, compared with the previous plan to invest C$1.9 billion. 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 in the range of 950,000 units and U.S. motor vehicles sales to be approximately 15 million units. In addition, CN is assuming that 2013/2014 grain crop production in both Canada and the U.S. will be in-line with their respective five-year averages. With respect to the 2012/2013 crop, production in Canada was slightly above the five-year average while production in the U.S. was below the five-year average. With these assumptions, CN assumes carload growth of three to four per cent, along with continued pricing improvement above inflation. CN also assumes the Canadian-U.S. exchange rate to be around parity 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.

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.

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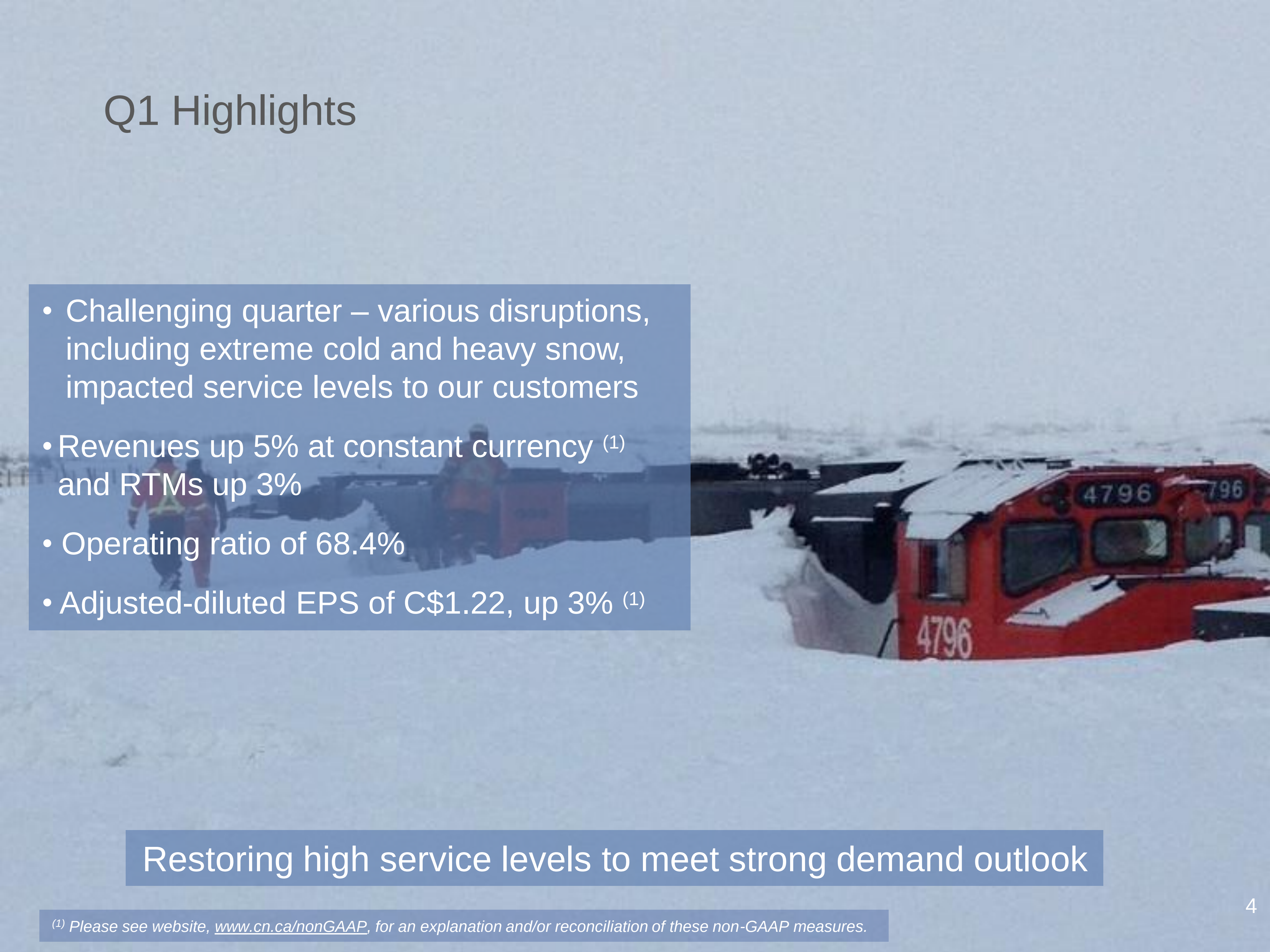
Claude Mongeau

President and CEO

Q1 Highlights



- Challenging quarter – various disruptions, including extreme cold and heavy snow, impacted service levels to our customers
- Revenues up 5% at constant currency [1] and RTMs up 3%
- Operating ratio of 68.4%
- Adjusted-diluted EPS of C$1.22, up 3% [1]

Restoring high service levels to meet strong demand outlook

[1] *Please see website, www.cn.ca/nonGAAP, for an explanation and/or reconciliation of these non-GAAP measures.*

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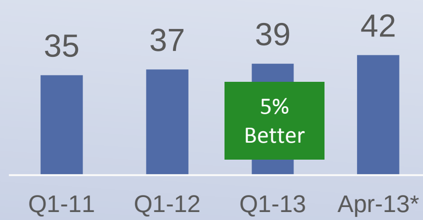
Jim Vena

Executive Vice President and COO

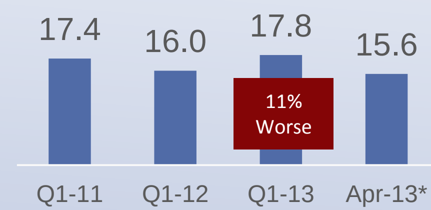
Q1 Operating Highlights

Train Productivity
(GTMs per train mile)

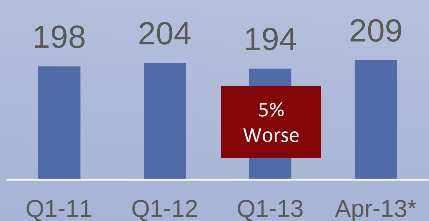
Yard Productivity
(Cars per yard switching hour)



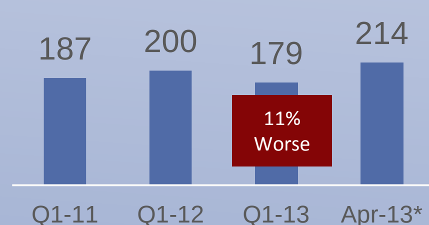
Terminal Dwell
(Entire railroad, hours)



Locomotive Utilization
(Trailing GTMs per total horsepower)



Car Velocity
(Car miles per day)



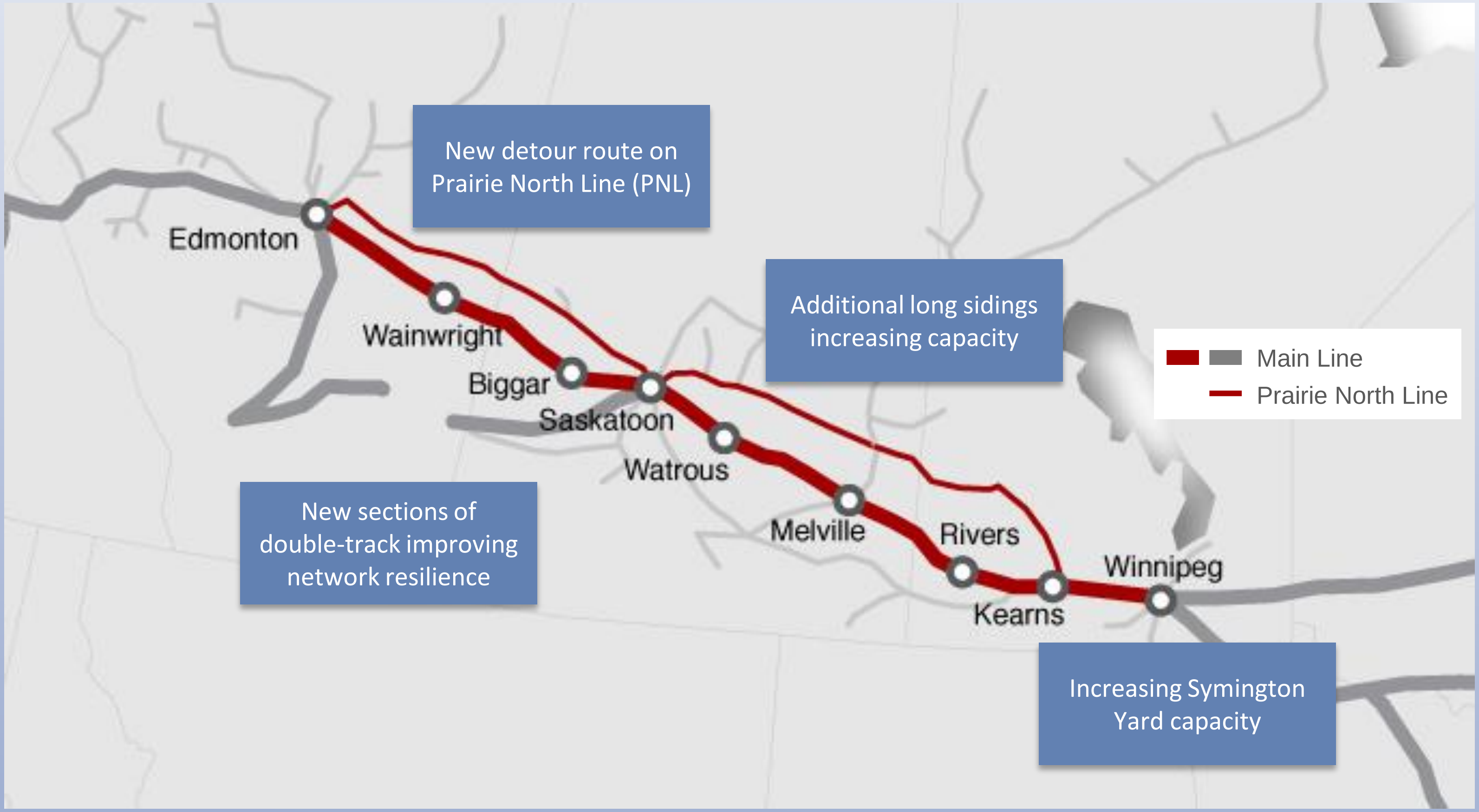
Train Velocity
(mph)

*** After 17 days**

Difficult quarter, but network fluidity already improved substantially

Addressing Q1 Operational Challenges

- Investing smartly to improve network resilience and drive productivity
- Restoring service levels and preparing for growth



Increasing capital envelope by C$100M this year

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Jean-Jacques Ruest

Executive Vice President and CMO

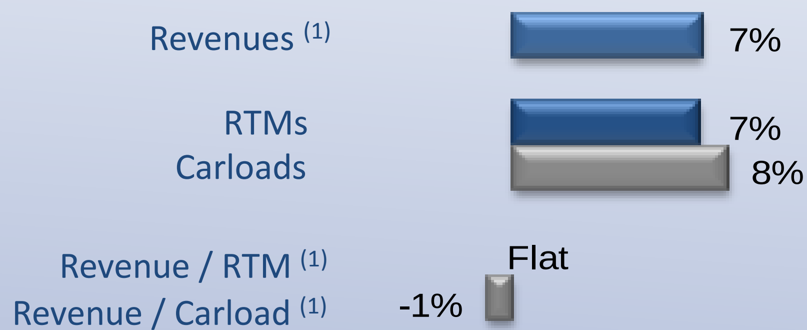
Q1 Revenues

In millions of Canadian dollars, unless otherwise indicated	As Reported 2013	As Reported 2012	% Change Favorable (Unfavorable)	% Change at constant currency [1] Favorable (Unfavorable)
Petroleum and chemicals	**$ 457**	$ 392	17%	16%
Metals and minerals	**282**	273	3%	3%
Forest products	**336**	328	2%	2%
Automotive	**132**	130	2%	1%
Coal	**165**	167	(1%)	(1%)
Grain and fertilizers	**401**	397	1%	1%
Intermodal	**492**	460	7%	7%
Total rail freight revenues	**$ 2,265**	$ 2,147	5%	5%
Other revenues	**201**	199	1%	1%
Total revenues	**$ 2,466**	$ 2,346	5%	5%

[1] *Please see website, www.cn.ca/nonGAAP, for an explanation of this non-GAAP measure.*

Intermodal Markets

First Quarter
(2013 vs 2012)



Outlook

Continued growth via West Coast ports (new customers, larger vessels)

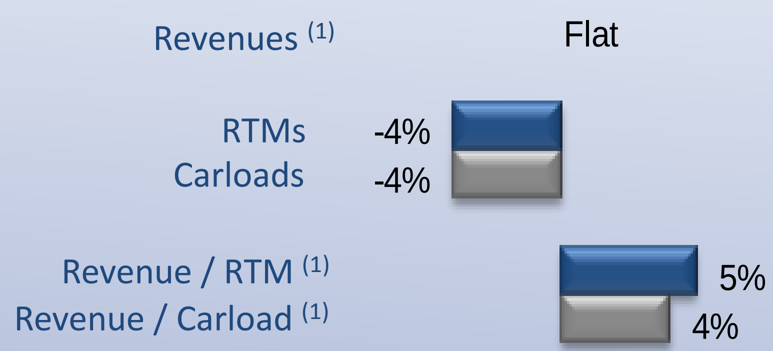
New products / markets driving growth in domestic and overseas markets

Maintaining focus on supply chain collaboration

[1] *Revenues at constant currency - Please see website, www.cn.ca/nonGAAP, for an explanation of this non-GAAP measure.*

Bulk Markets

First Quarter
(2013 vs 2012)



Outlook

Canadian grain shipments recovering from challenging Q1 – U.S. grain impacted by crop conditions

Potash demand remains strong (offshore and domestic)

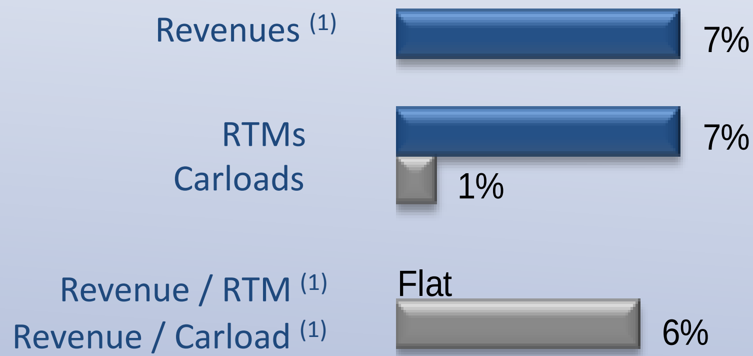
High stock piles at our Canadian coal mines

Robust petroleum coke shipments

[1] *Revenues at constant currency - Please see website, www.cn.ca/nonGAAP, for an explanation of this non-GAAP measure.*

Manufacturing Markets

First Quarter
(2013 vs 2012)



Outlook

Crude oil shipments at 60,000 carloads annualized – also starting unit train shipments

Energy-related commodities driving growth in metals and minerals, partly offset by weakness in iron ore and steel

Steady increase in U.S. housing market driving growth in lumber and panels

[1] *Revenues at constant currency - Please see website, www.cn.ca/nonGAAP, for an explanation of this non-GAAP measure.*

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Luc Jobin

Executive Vice President and CFO

Q1 Results

In millions of Canadian dollars, except EPS data, unless otherwise indicated	**2013**	2012	Change Favorable (Unfavorable)
Revenues	**$ 2,466**	$ 2,346	5%
Operating expenses	**1,686**	1,553	
Operating income	**780**	793	(2%)
Interest expense	**(89)**	(86)	
Other income	**42**	293	
Income before income taxes	**733**	1,000	
Income tax expense	**(178)**	(225)	
Net income	**$ 555**	$ 775	(28%)
Diluted EPS	**$ 1.30**	$ 1.75	(26%)
Adjusted diluted EPS [1]	**$ 1.22**	$ 1.18	3%
Weighted-average number of shares (diluted in millions)	**428.3**	443.5	
Operating ratio	**68.4%**	66.2%	(2.2 pts)

[1] 2013 and 2012 exclude items that affect the comparability of the results of operations.
Please see website, www.cn.ca/nonGAAP, for a reconciliation of this non-GAAP measure.

Q1 Operating Expenses

In millions of Canadian dollars, unless otherwise indicated	As Reported **2013**	2012	% Change Favorable (Unfavorable)	% Change at constant currency [1] Favorable (Unfavorable)
Labor and fringe benefits	**$ 569**	$ 509	(12%)	(11%)
Purchased services and material	**328**	299	(10%)	(9%)
Fuel	**405**	376	(8%)	(7%)
Depreciation and amortization	**235**	230	(2%)	(2%)
Equipment rents	**68**	62	(10%)	(10%)
Casualty and other	**81**	77	(5%)	(5%)
Total operating expenses	**$ 1,686**	$ 1,553	(9%)	(8%)

[1] *Please see website, www.cn.ca/nonGAAP, for an explanation of this non-GAAP measure.*

YTD Q1 Free Cash Flow

In millions of Canadian dollars, unless otherwise indicated

Net income	$	555
Non-cash adjustments		278
Payments for income taxes		(311)
Other working capital items		(201)
Cash flow from operations		**321**
Capital expenditures (net)		(228)
Major asset sales		52
Other investing		15
Cash flow from investing		**(161)**
Cash flow before financing / dividends		**160**
Dividends		(183)
Effect of foreign exchange fluctuations on US dollar-denominated cash and cash equivalents		12
Change in restricted cash		(9)
Free cash flow	**$**	**(20)**
Total net indebtedness at end of period (including restricted cash and cash equivalents)	**$**	**6,771**
Adjusted debt-to-total capitalization (1)		**41.8%**
Adjusted debt-to-adjusted EBITDA (1) (2)		**1.72x**

(1) Debt adjusted to include the present value of operating lease commitments.
(2) EBITDA refers to earnings before interest, income taxes, depreciation and amortization, and is adjusted to exclude Other income and the deemed interest on operating leases.

Please see website, www.cn.ca/nonGAAP, for a reconciliation of the various non-GAAP measures presented on this slide.

Reaffirming 2013 Financial Outlook

- Modest economic growth in North America
  - 3-4% carload growth, with stronger RTM growth
- Aiming for high single-digit growth in 2013 diluted EPS over adjusted diluted EPS of C$5.61 in 2012 (1)
  - Despite headwind of approximately C$150M related to increased pension expense and the impact of depreciation studies
- Targeting free cash flow in the range of C$800M to C$900M, including a normalized, higher level of cash taxes (1)
  - Increasing 2013 capital envelope by C$100M to C$2B

(1) Please see website, www.cn.ca/nonGAAP, for an explanation and/or reconciliation of these non-GAAP measures.

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 financial outlook.

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Claude Mongeau

President and CEO

Staying Focused on Our Strategic Agenda

- Difficult first quarter impacting network fluidity
- Committed to restoring service levels to our customers
- Solid demand outlook
- Reaffirming full-year targets

Balancing Operational and Service Excellence