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Regarding Facts and Circumstances Relating to Exchange Act Filings

We, PAUL M. TELLIER, President and Chief Executive Officer and CLAUDE MONGEAU, Executive Vice-President and Chief Financial Officer, of Canadian National Railway Company ("CN"), state and attest that:

(1) To the best of our knowledge, based upon a review of the covered reports of CN, and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report; and
- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report.

(2) We have reviewed the contents of this statement with CN's Audit Committee.

(3) In this statement, each of the following is a "covered report" :

- o CN's Annual Information Form filed on May 31, 2002, as an Annual Report for year ended December 31, 2001 on Form 40-F with the U.S. Securities and Exchange Commission; and
- o the reports on Form 6-K of CN filed with the Commission on February 5, 2002 containing CN's 2001 audited financial statements and management's discussion and analysis (in both Canadian and U.S. GAAP), and on May 15, 2002 and August 13, 2002 containing CN's financial statements for the first and second quarters of 2002, respectively.

This statement is being submitted to the Commission on a voluntary basis and not for the purpose of complying with (i) the Commission's Order dated June 27, 2002 pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934, as amended, to which Order CN is not subject or (ii) Section 302 or 906 of the Sarbanes-Oxley Act of 2002.

(s) PAUL M. TELLIER

President and Chief Executive Officer
Canadian National Railway Company
August 13, 2002

(s) CLAUDE MONGEAU

Executive Vice-President and
Chief Financial Officer
Canadian National Railway Company
August 13, 2002