

TLĪCHQ FINANCE AND HUMAN RESOURCES LAW

TLĪCHQ ALL SEASON ROAD SECURITY AND AUTHORIZATION REGULATION

Title

1. Pursuant to section 14 of the *Finance and Human Resources Law* the Tł̄chq Assembly hereby enacts the following regulation that shall be cited as the *Tł̄cho All Season Road Security and Authorization Regulation*.

Regulation

2. Pursuant to section 15 of the *Tł̄chq Finance and Human Resources Law* and section 8.5(h) of the *Tł̄chq Constitution*, the following Regulation is enacted:

Tł̄chq Assembly hereby:

- (a) approves the formation of Tili Geekwi Limited Partnership as an Ontario limited partnership to act as a general partner of North Star Instructure GP in connection with the design, building, financing, operating, maintenance and life cycle rehabilitation of the Tł̄chq All Season Road (the “Project”);
- (b) authorizes the Tł̄chq Government to act a limited partner of Tili Geekwi Limited Partnership and approves the execution, delivery and performance of the obligations of the Tł̄chq Government under the Tili Geekwi Limited Partnership agreement between Tili Geekwi Ltd. and Tł̄chq Government (the “Tili Geekwi Limited Partnership Agreement”)
- (c) approves the formation of Tili Geekwi Ltd. as a federal corporation to act as general partner for Tili Geekwi Limited Partnership;
- (d) approves the execution, delivery and performance of the obligations of the Tł̄chq Government under the LRGP and all other documents, agreement, certificates that

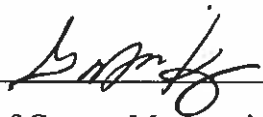
may be required from time to time in connection with the LRGP and the Project (the “Transaction Documents”);

- (e) authorizes Tłchq Government to provide security in the form of and perform its obligations under a limited recourse guarantee and pledge (the “LRGP”) granted by the Tłchq Government to National Bank Financial Inc. (the “Agent”) pursuant to a credit agreement between, among others, North Star Infrastructure GP, as borrower, by its general partners, Tili Geekwi Limited Partnership by its general partner Tili Geekwi Ltd., and Kiewit North Star Infrastructure Investor Inc., the Agent, National Bank of Canada, Sumitomo Mitsui Banking Corporation with respect to the financing of the Tłchq All Season Road on terms and conditions to be determined by the Chiefs Executive Council;
- (f) approves the pledge by Tili Geekwi Ltd. of its partnership interest in Tili Geekwi Limited Partnership to the Agent pursuant to section 9.2 of the Tili Geekwi Limited Partnership Agreement;
- (g) authorizes, on and pursuant to the terms of the LRGP, (i) the pledge of the shares owned by the Tłchq Government in Tili Geekwi Ltd., and (ii) the pledge of the partnership interests owned by the Tłchq Government in Tili Geekwi Limited Partnership to the Agent;
- (h) authorizes any one member of the Chief’s Executive Council to execute and deliver the Tili Geekwi Limited Partnership Agreement and the Transaction Documents;
- (i) at the discretion of the Chief’s Executive Council, authorizes the Tłchq Government to (A) invest up to 20% of the total available equity in North Star Infrastructure GP through Tili Geekwi Limited Partnership pursuant to an equity contribution agreement between Northstar Infrastructure GP, Tili Geekwi Limited Partnership, Kiewit North Start Infrastructure Investors Inc. and (B) provide a letter of credit supporting the obligations of Tili Geekwi Limited Partnership thereunder;
- (j) at the discretion of the Chief’s Executive Council, authorizes Tłchq Government to enter into a loan agreement with The Toronto-Dominion Bank (or other financial institution) to provide for the letter of credit referred to in paragraph (i) above and to provide security in favour of The Toronto-Dominion Bank (or other financial institution) in respect thereof on terms and conditions to be determined by the Chief’s Executive Council;
- (k) at the discretion of the Chief’s Executive Council, authorizes Tłchq Government (i) to enter into a loan agreement with the Tłchq Capital Transfers Trust to permit the investment up to 20% of the total available equity in North Star Infrastructure GP on terms and conditions to be determined by the Chief’s Executive Council and (ii)

to provide the security necessary in respect to such loan agreement on terms and conditions to be determined by the Chief's Executive Council;

- (l) authorizes any one member of the Chief's Executive Council to execute and deliver the documents required to give effect to paragraphs (i) to (k) above; and
- (m) ratifies and confirms any and all actions taken prior to this date by any of the members of the Chief's Executive Council in connection with the Tili Geekwi Limited Partnership Agreement, the Project and the Transaction Documents.

The Tłı̨chǫ Assembly enacted this Regulation on February 7, 2019.

Signature:  _____

Grand Chief George Mackenzie signed this Regulation on February 7, 2019