



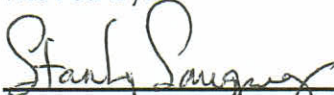
DEHCHO FIRST NATIONS
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Winter Leadership Meeting
Fort Simpson, NT
March 7-9th, 2006

Resolution # 1

Moved by:

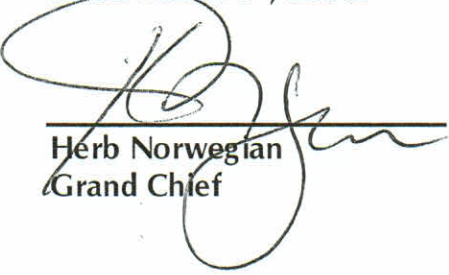

Chief Stanley Sauguey
Jean Marie River First
Nations

Seconded by:


Elder Leo Norwegian
Liidlii Kue First Nations

Carried Unanimously

Certified copy of resolution
made in Fort Simpson, NT,
dated March 8th, 2006.


Herb Norwegian
Grand Chief

RE: Dehcho First Nations Trust

WHEREAS, Dehcho First Nations have approved the terms of the Settlement Agreement with Her Majesty the Queen in Right of Canada ("Canada") by way of a resolution passed on June 13th, 2005;

WHEREAS, the Settlement Agreement requires that Dehcho First Nations:

- A. enter into a trust agreement with a trust company as trustee (the "Trust Agreement"),
- B. obtain independent legal advice with respect to the preparation, execution, legal nature, effect, and content of the Trust Agreement (the "Independent Legal Advice"), and
- C. obtain independent financial advice with respect to the financial nature and effect of the Trust Agreement (the "Independent Financial Advice"),

before Canada will pay the Settlement Funds and the Economic Development Funding to Dehcho First Nations;

WHEREAS, Dehcho First Nations has obtained Independent Legal Advice from Duncan & Craig LLP, as evidenced by the Solicitor's Certificate attached to the Settlement Agreement as Schedule "A"; and,

WHEREAS, Dehcho First Nations has obtained Independent Financial Advice from John Laratta, CP of Mackay LLP as evidenced by the Financial Advisor 's Certificate attached to the Settlement Agreement as Schedule "B"; and,

WHEREAS, a Master Trust has been developed which meets the requirements set out in the Settlement Agreement; and

WHEREAS, a presentation was made at the Winter Leadership Meeting by Duncan & Craig LLP, CIBC Wood Gundy, Mackay LLP and Rob Backhouse to review and explain the proposed Master Trust; and

WHEREAS, Dehcho First Nations will seek an Advance Tax Ruling from Canada Revenue Agency with respect to the tax treatment of income earned by the trust; and

WHEREAS, Dehcho First Nations has decided that the proposed Master Trust is acceptable;

THEREFORE BE IT RESOLVED,

1. Dehcho First Nations hereby approves the use, deposit, and management of the Settlement Funds and Economic Development Funding in accordance with the terms of the Master Trust; and
2. In the event a favourable Advance Tax Ruling is received from Canada Revenue Agency, Dehcho First Nations hereby approves a replacement trust on terms substantially the same as this Master Trust, together with the development of the Sub-Trust Funds as outlined in the Master Trust.