

DISTRIBUTION AGREEMENT AND RELEASE

This is a release of Her Majesty the Queen in Right of Canada and all of her Ministers, officers, servants, employees and agents (hereinafter referred to collectively as "**Canada**") given and executed by the Bearspaw First Nation ("**Bearspaw Nation**")

WHEREAS, capital moneys received by Canada are held for the account, use and benefit of the Stoney Nation and its constituent First Nations including Bearspaw Nation in the Consolidated Revenue Fund;

AND WHEREAS the Bearspaw Nation, has requested that the Minister of Indigenous Services transfer the following to the Ozîja Thiha Legacy Trust established by the Bearspaw Nation:

1. the Bearspaw Nation's per capita share of all capital moneys currently held by Canada for the account, use and benefit of the Stoney Nation (**Present Bearspaw Moneys**); and
2. the Bearspaw Nation's per capita share of all capital moneys to be collected or received in the future by Canada for the account, use and benefit of the Stoney Nation (**Future Bearspaw Moneys**);

AND WHEREAS, Canada is relying upon the Stoney Tribal Council to confirm, on behalf of the Stoney Nation, the Bearspaw Nation's proportionate membership in the Stoney Nation as of January 1 of each year for the purposes of determining the amounts of capital moneys to be transferred upon direction of the Chief and Council of Bearspaw Nation to the Ozîja Thiha Legacy Trust now and in the future (the **Proportionate Membership Confirmations**);

AND WHEREAS, Canada will agree to make the aforementioned transfers upon direction of the Bearspaw Chief and Council to the Ozîja Thiha Legacy Trust subject to the fulfillment of a number of conditions, including a condition that the Bearspaw Nation release Canada from certain liabilities in respect of the transfers of the Present Bearspaw Moneys and the Future Bearspaw Moneys to the Ozîja Thiha Legacy Trust and the safe custody, management, preservation, and capital growth of those moneys once those moneys are transferred to the to the Ozîja Thiha Legacy Trust;

AND WHEREAS the Chief and Council of the Bearspaw Nation are of the opinion, based on the receipt of independent legal advice and independent financial advice and based on consultation and communications with its members, that the transfer of the Present Bearspaw Moneys and the Future Bearspaw Moneys from Canada's Consolidated Revenue Fund to the Ozîja Thiha Legacy Trust would be for the benefit of the Bearspaw Nation and has so advised the Minister of Indigenous Services.

NOW THEREFORE:

1. The Bearspaw Nation release Canada from any and all liability for the transfer of the Present Bearspaw Moneys and the Future Bearspaw Moneys to the Ozîja Thiha Legacy Trust, other than losses caused by the negligence or willful misconduct of Canada or its employees or agents in making the transfers of the Present Bearspaw Moneys and the Future Bearspaw Moneys to the custody of the Ozîja Thiha Legacy Trust.
2. Upon the completion of each transfer of the Present Bearspaw Moneys and Future Bearspaw Moneys to the Ozîja Thiha Legacy Trust, the Bearspaw Nation release Canada from any and all future liability whatsoever in relation to the Present Bearspaw Moneys and the Future Bearspaw Moneys including, without restricting the generality of the foregoing, the safe custody, investment, management, preservation, rate of return obtained, and capital growth of those moneys, once transferred, or for any losses of those moneys, in whole or in part, once transferred, whether through investment or otherwise.
3. The Bearspaw Nation agrees and acknowledges that Canada:

(a) is relying upon the Stoney Tribal Council's determination of the Proportionate Membership Confirmations for the purposes of determining the amounts of Present Bearspaw Moneys and the Future Bearspaw Moneys to be transferred to the Ozîja Thiha Legacy Trust; and

(b) will not, and is not expected to, independently verify the Proportionate Membership Confirmations prior to making any transfer of Present Bearspaw Moneys and the Future Bearspaw Moneys to the Ozîja Thiha Legacy Trust.

Without qualifying the generality of the foregoing, in the event of any inaccuracy in the Proportionate Membership Confirmations provided to Canada by the Stoney Tribal Council, resulting in Canada transferring Present Bearspaw Moneys or Future Bearspaw Moneys to the Ozîja Thiha Legacy Trust which are:

(i) more than the Bearspaw Nation's per capita share of the capital moneys held for the use and benefit of the Stoney Nation, at the relevant time, the Bearspaw Nation agrees to release Canada from any and all liability relating to said excess transfers; or

(ii) less than the Bearspaw First Nation's per capita share of the capital moneys held for the use and benefit of the Stoney Nation, the Bearspaw Nation agrees to release Canada from any and all liability relating to the shortfall.

4. The Bearspaw Nation release Canada from any and all liability for the conduct of the trustees responsible for administering the Ozîja Thiha Legacy Trust, including (without restricting the generality of the foregoing) any misfeasance of the trustees, any withdrawal or distributions from the Ozîja Thiha Legacy Trust, and any and all liability arising out of a termination of the Ozîja Thiha Legacy Trust.

5. This release is applicable and remains valid whether or not any sections of the *Indian Act* are subsequently declared invalid or unconstitutional.
6. The Bearspaw Nation and Canada acknowledge and agree that the transfers described in this release do not derogate from or negatively affect any Aboriginal or treaty rights of the Stoney Nation, the Bearspaw Nation or any of their members.
7. This release does not release Canada from any liability in relation to the Stoney Nation's capital moneys while in the possession or control of Canada prior to any transfer of Present Bearspaw Moneys or Future Bearspaw Moneys.
8. This release is conditional on Canada executing a Ministerial Standing Order authorizing the transfer of the Current and Future Bearspaw Moneys from the Consolidated Revenue Fund to a Trust established by the Bearspaw Nation. If Canada does not execute a Ministerial Standing Order authorizing the transfer, then this release shall be of no force or effect.
9. This Release shall become effective upon completion of each of the transfers so authorized as to the amounts transferred, and shall remain in effect as to the same thereafter.


DATED at Calgary in the Province of Alberta on the 7th day of April 2021.

GIVEN AND EXECUTED BY THE BEARSPAW FIRST NATION

Quorum: (3)




Chief Darcy Dixon




Councillor Rex Daniels



Councillor Pierre Lefthand



Councillor Anthony Bearspaw



Councillor Roderick Hunter