

2021 GWA'SALA-'NAKWAXDA'XW NATION IABA AMENDING AGREEMENT

THIS AMENDING AGREEMENT made the 27 day of August, 2021

BETWEEN:

HER MAJESTY THE QUEEN IN RIGHT OF THE PROVINCE OF BRITISH COLUMBIA, as represented jointly by the Minister of Indigenous Relations and Reconciliation, and the Minister of Forests, Lands, Natural Resource Operations and Rural Development

("British Columbia")

AND:

GWA'SALA-'NAKWAXDA'XW NATION

("Gwa'sala-'Nakwaxda'xw")

(collectively, the "Parties")

WHEREAS:

- A. The Parties entered into Gwa'sala-'Nakwaxda'xw Nation 2018 Indigenous Atmospheric Benefit Agreement made the 15th day of November, 2018 (the "**2018 IABA**"), in which British Columbia agreed to transfer from the BC carbon registry to Gwa'sala-'Nakwaxda'xw, 3.77% of Great Bear Project Offsets calculated for the Central Mid Coast and 8.93% for the South Central Coast of the Great Bear Project Area for a Vintage Year, as available;
- B. In 2016, the Province implemented further land use orders resulting in a larger geographic area for the Project and an overall increase in Great Bear Project Offsets;
- C. The Parties wish to amend the 2018 IABA to maintain the allocation level of Gwa'sala - 'Nakwaxda'xw Offsets by amending the percentages allocated in order to balance the increase in the Great Bear Project Area; and
- D. Section 8.1 of the 2018 IABA provides that it may be amended with the written consent of the Parties.

NOW THEREFORE the Parties agree as follows:

1.0 AMENDMENTS

- 1.1 The definition "Great Bear Project Area" in section 1.1 is deleted and replaced with the following:

"Great Bear Project Area" means the North and Central-Mid Coast and the South Central Coast as shown on the maps attached as Appendix 1 to the 2021 Gwa'sala-'Nakwaxda'xw IABA Amending Agreement;

- 1.2 Section 3.2 of the 2018 IABA is deleted and replaced with the following:

British Columbia will transfer from the BC carbon registry to Gwa'sala-'Nakwaxda'xw, a percentage of the Great Bear Project Offsets as follows:

- a) 2.85% of the Great Bear Project Offsets calculated for the North and Central-Mid Coast of the Great Bear Project Area for each Vintage Year, commencing with the 2016 Vintage Year; and
- b) 8.93% of the Great Bear Project Offsets calculated for the South Central Coast of the Great Bear Project Area for each Vintage Year, commencing with the 2016 Vintage Year.

- 1.3 Appendix 1 of the 2018 IABA is deleted.

- 1.4 All other provisions in the 2018 IABA remain the same and in full force and effect.

2.0 GENERAL

- 2.1 This Amending Agreement is to be construed in accordance with and governed by the laws applicable in the Province of British Columbia.
- 2.2 This Amending Agreement may be executed in counterpart with the same effect as if Parties had signed the same document. Each counterpart shall be deemed to be an original. All counterparts shall be construed together and shall constitute one and the same Amending Agreement.

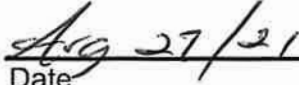
Signed on behalf of Gwa'sala-Nakwaxda'xw Nation by a quorum of the Gwa'sala-Nakwaxda'xw Nation Band Council



Authorized Signatory



Witness



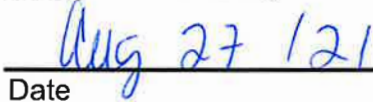
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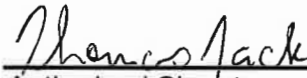
Authorized Signatory



Witness



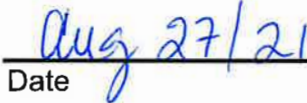
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Authorized Signatory



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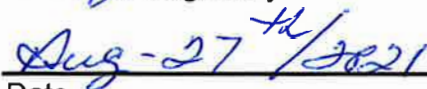
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Authorized Signatory



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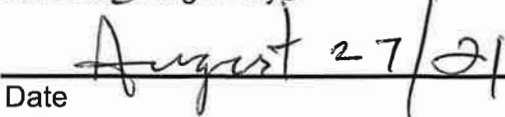
Date



Authorized Signatory



Witness



Date

Signed on behalf of Her Majesty the Queen In
Right of the Province of British Columbia, by
the duly authorised representative of the
Minister of Indigenous Relations and
Reconciliation



Duly authorised representative of the
Minister of Indigenous Relations and
Reconciliation




Witness

November 17. 2021

Date

Signed on behalf of Her Majesty the Queen In
Right of the Province of British Columbia, by
the duly authorised representative of the
Minister of Forests, Lands, Natural Resource
Operations and Rural Development



Duly authorised representative of the Minister
of Forests, Lands, Natural Resource
Operations and Rural Development



Witness

Nov 12, 2021

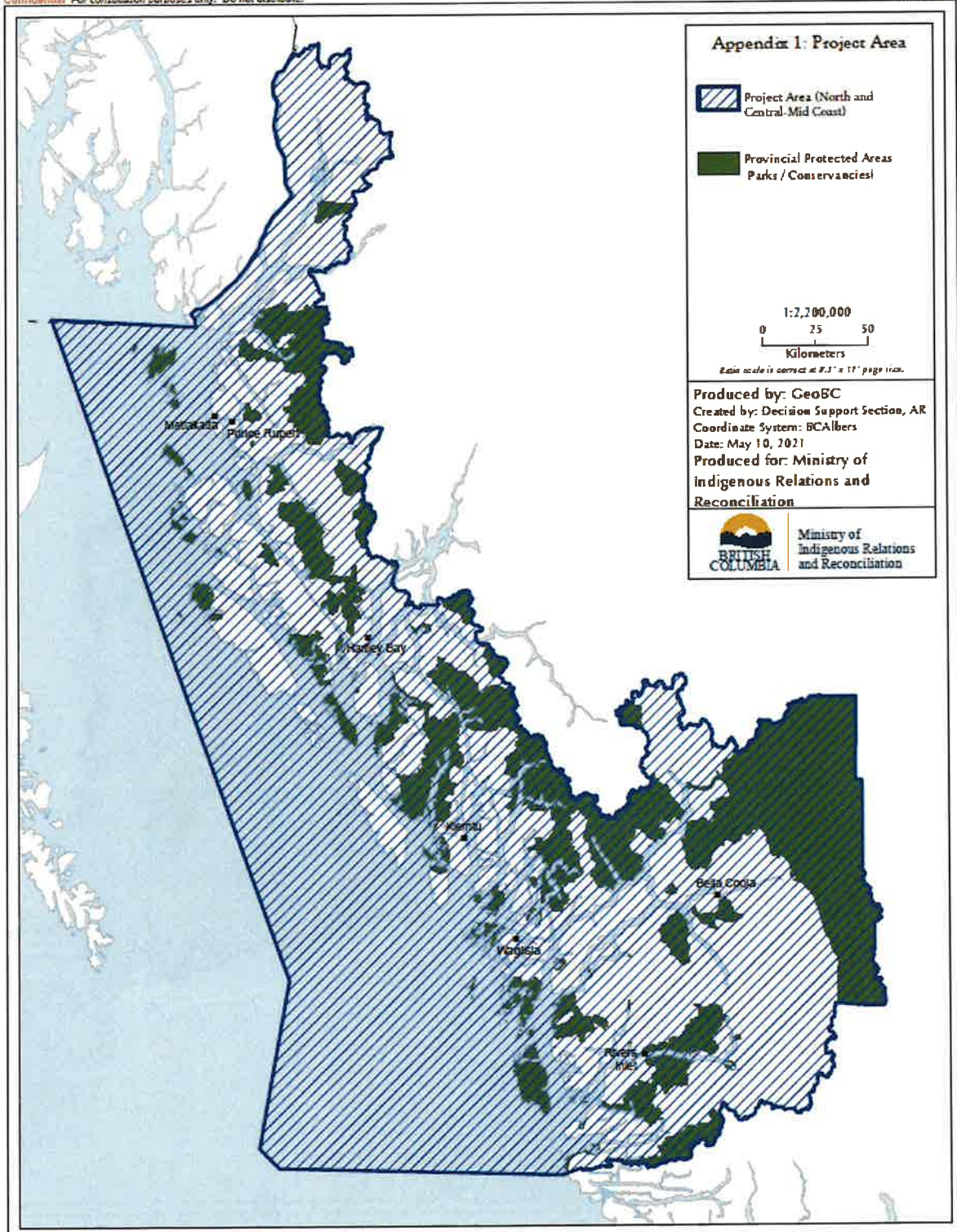
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Appendix 1

Project Area Maps

Confidential For consultation purposes only. Do not distribute.

Date: May 10, 2021



Confidential For consultation purposes only. Do not distribute.

Date: May 10, 2021

