

MEMORANDUM OF UNDERSTANDING

BETWEEN

**Yellowknives Dene First Nation, Deninu Kue First Nation, and Lutsel K'e Dene First Nation
(hereinafter referred to as the "Akaitcho Dene First Nations" or "AKFNs")**

AND

**NWT and Nunavut Chamber of Mines
(hereinafter referred to as the "Chamber")**

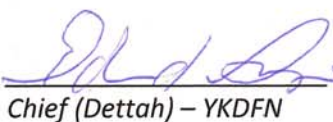
REGARDING COLLABORATION TOWARDS MUTUALLY BENEFICIAL MINERAL EXPLORATION AND DEVELOPMENT IN THE AKAITCHO TERRITORY

- WHEREAS The AKFNs are responsible for the stewardship of their lands and resources; and
- WHEREAS The AKFNs support the development of strategies to enhance and support economic opportunities that will benefit their people and communities; and
- WHEREAS The Chamber's objective is to encourage, assist and stimulate the prosperous, orderly and environmentally responsible development and growth of mining and mineral exploration in the Northwest Territories and Nunavut; and
- WHEREAS The Chamber and its members are committed to sustainable development and the respect of the rights of Akaitcho peoples; and
- WHEREAS The AKFNs and the Chamber wish to reconcile and reinforce their mutual interests in pursuing the responsible exploration and development of mineral resources in the Akaitcho Territory through cooperation and respectful engagement.


THEREFORE THE PARTIES AGREE AS FOLLOWS:


- Within 45 days of the execution of this MOU, the Parties agree to establish an Akaitcho – Chamber Relationship Committee responsible for establishing in broad terms the form and content of an Akaitcho – Chamber relationship strategy. The members of the Relationship Committee will be as follows:
 - For Akaitcho, two people as appointed by the Executive of the NWT Treaty #8 Tribal Corporation; and
 - For the Chamber, two people as appointed by the Chamber Board of Directors.
- The Akaitcho – Chamber Relationship Committee will prepare a two-year Action Plan to help promote and enhance responsible mineral exploration and development in the Akaitcho Territory. The Action Plan will outline joint processes to:
 - Measure progress on a regular basis, including first establishing baseline (starting data) against which to measure that progress;
 - Enhance meaningful training, employment, and business opportunities between the AKFNs and Chamber members;
 - Address environmental concerns; and
 - Pursue together funding and other resources required to enhance success.
- In addition to developing the Action Plan, the Akaitcho-Chamber Relationship Committee will work on the development and implementation of renewed versions of the Mineral Exploration Guidelines in the Akaitcho Territory and the Akaitcho Exploration Agreement (the "Documents"), using as a starting point the templates approved by the AKFNs in November 2008. To this end, the Relationship Committee will work towards finalizing drafts of the Documents by January 2012.
- Once drafts of the Documents have been completed, the Parties will:
 - Formally endorse the completed Documents in their own respective manners;
 - Execute their responsibilities for successful implementation of the Documents; and
 - Cover the costs of their own engagement in this joint process, but may also pursue approaches to seek partnership funding.
- If the Parties are unable to both formally endorse the Documents, they may return them to the Akaitcho – Chamber Relationship Committee for further consideration.
- On a regular basis and at a minimum of twice per year, the Akaitcho – Chamber Relationship Committee will report in person the results of their work to the AKFNs and to the Chamber's respective authorities.
- This MOU will be effective from the date of signing until September 30th, 2013. Either Party may end the agreement in advance of that time by signifying in writing that they wish to terminate it.
- Each Party agrees to treat information received from the other Party or developed in the course of dealings with the other Party, including the terms of this MOU, as confidential, and to not disclose such information to any third party without the prior consent of the other Party.
- The terms of this MOU may be amended upon the written consent of the Parties.
- This Akaitcho – Chamber Relationship Agreement is not legally binding and is without prejudice to the legal positions of the Parties.


Signed in Lutsel K'e, Northwest Territories this 8th day of July 2011 by:



Chief (Dettah) – YKDFN



Chief (N'dilo) – YKDFN


Chief – LKDFN


Chief – DKFN


Chamber President


Chamber Vice-President, NWT


Chamber Secretary


Chamber Vice-President, NU


Chamber Executive Director

