

SCHEDULE 24-6

**CERTIFICATE OF INDEPENDENT LEGAL ADVICE
(FLCN)**

Fox Lake Cree Nation (“**FLCN**”) retained the services of Pitblado LLP to provide legal advice to it and in connection with the Joint Keeyask Development Agreement, together with all Schedules thereto (the “**JKDA**”), to which this Certificate of Independent Legal Advice is attached as a Schedule.

The undersigned certifies as follows:

1. Jack R. London, Q.C. and Mark Beard are members of the law firm of Pitblado LLP, and are members in good standing of the Law Society of Manitoba.
2. Pitblado’s retainer has been for the purpose of providing legal advice on various aspects of the **JKDA**, as required by **FLCN**, from time to time. Such retainer has been undertaken within the limits of resources made available for such purpose under budgets negotiated between our client and Manitoba Hydro.
3. Pitblado has received and reviewed the various drafts of the **JKDA**, and have participated in negotiations of various drafts of the **JKDA** on behalf of **FLCN**.
4. Pitblado has advised **FLCN** on certain specific legal aspects of various provisions of the **JKDA**, as requested of it by them from time to time throughout the negotiation of the **JKDA**.
5. As requested by **FLCN**, Pitblado has explained certain legal implications of the **JKDA** to members of **FLCN** who have attended meetings of members during the ratification processes pertaining to the **JKDA**.
6. Pitblado has worked with other advisors to **FLCN** who have provided financial, investment, technical, business and other advice to **FLCN** and its members, within budgets negotiated between **FLCN** and Manitoba Hydro, on the implications of various aspects of the **JKDA**.

Dated at Winnipeg, Manitoba, this _____ day of _____, 20**.

PITBLADO, LLP

Per: _____
Jack R. London, Q.C.*

Mark Beard

* Practicing through Jack R. London Q.C. Law Corporation