

SCHEDULE 24-5

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

York Factory First Nation (“**YFFN**”), retained the services of the undersigned 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. I am a member of the law firm of D’Arcy & Deacon LLP, and a member in good standing of the Law Society of Manitoba.
2. My retainer has been for the purpose of providing legal advice on various aspects of the **JKDA**, as required by **YFFN**, from time to time. Such retainer has been undertaken within the limits of resources made available for such purpose under budgets negotiated between my client and Manitoba Hydro.
3. I have received and reviewed the various drafts of the **JKDA**, and have participated in negotiations of various drafts of the **JKDA** on behalf of **YFFN**.
4. I have advised **YFFN** on certain specific legal aspects of various provisions of the **JKDA**, as requested of me by it from time to time throughout the negotiation of the **JKDA**.
5. As requested by **YFFN**, I have explained certain legal implications of the **JKDA** to members of **YFFN**, who have attended meetings of members during the negotiation of the **JKDA** and during the ratification processes pertaining to the **JKDA**.
6. I have worked with other advisors to **YFFN** who have provided financial, investment, technical, business and other advice, including other lawyers who have also provided legal advice, to **YFFN** and its members, within budgets negotiated between my client and Manitoba Hydro, on the implications of various aspects of the **JKDA**.

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

Bradley D. Regehr*

* Practicing through Bradley D. Regehr Law Corporation