



**RESOLUTION OF THE GOVERNING BODY OF THE  
THREE AFFILIATED TRIBES OF THE  
FORT BERTHOLD INDIAN RESERVATION**

**A Resolution Entitled, “*Authorizing Memorandum of Understanding Between Talon Nickel (USA) LLC and the Mandan Hidatsa and Arikara Nation*”**

**WHEREAS,** The Mandan Hidatsa and Arikara Nation (MHA Nation), also known as the Three Affiliated Tribes, having accepted the Indian Reorganization Act of June 18, 1934, the authority under said Act, and having adopted a Constitution and By-laws (the Constitution) under said Act, and

**WHEREAS,** Pursuant to Article III, Section 1 of the Constitution, the Tribal Business Council is the governing body of the MHA Nation; and

**WHEREAS,** The Constitution authorizes and empowers the Tribal Business Council to engage in activities on behalf of and in the interest of the welfare and benefit of the MHA Nation and of the enrolled members thereof; and

**WHEREAS,** Talon Nickel (USA) LLC (Talon) is the operator of the Tamarack Nickel Project, located in Aitkin and Carlton Counties, Minnesota, which is the only high-grade Ni-Cu-Co-PGE deposit under development in the US; and

**WHEREAS,** Talon has entered into an agreement with Tesla Inc. to provide it with 75,000 metric tons of nickel in concentrate expected to begin 2026; and

**WHEREAS,** Talon is seeking to construct and operate a domestic battery minerals processing facility (the “Project”) in the Beulah area in North Dakota, to process nickel ore from the Tamarack mine for use in electric vehicle batteries, among other battery mineral by-products of iron, copper, and cobalt; and

**WHEREAS,** Talon seeks a Memorandum of Understanding (MOU) with the MHA Nation under which Talon will:

- 1) provide relevant information and updates to MHA regarding the development of the Project to ensure that MHA is apprised of key decision points related to the implementation of this MOU;
- 2) partner with MHA in the development of the terms of an economic benefit-sharing agreement that contains the following terms:
  - a. establishment of a set aside percentage of the construction contracting for the Project for contractors that are majority-owned by MHA or



MHA tribal members, or other tribally-owned enterprises, subject to and conditioned upon the availability of sufficient qualified local firms and personnel.

- b. provision of suitable incentives such that construction contractors for the Project employ MHA and other tribal workers, subject to and conditioned upon the availability of qualified MHA and other tribal workers.
  - c. establishment of a direct hire percentage for the employment of MHA or other tribal workers in the operation of the Project following completion of construction, subject to and conditioned upon the availability of qualified MHA and other tribal workers.
  - d. provision of workforce development training for MHA and other tribal workers employed by Talon that require such training, through a qualified training institution or entity selected by Talon, in consultation with MHA, the cost of which training will be borne by Talon.
  - e. adoption of cultural sensitivity training programs for all Talon employees working at the Project.
  - f. hiring of a Local Coordinator to ensure implementation of the commitments made herein.
  - g. adoption of a communication plan to provide timely access to MHA and other tribes of all contracting and employment opportunities regarding the Project; and
- 3) explore with MHA opportunities for equity investment in the Project, including the provision of information necessary to conduct a thorough due diligence process; and

**WHEREAS,** The Tribal Business Council finds that the Project could provide economic benefits to the MHA Nation and its members.

**NOW THEREFORE BE IT RESOLVED,** The Tribal Business Council hereby authorizes the Chairman to execute, subject to legal review, an MOU between Talon and the MHA Nation consistent with the provisions of this Resolution.




**CERTIFICATION**

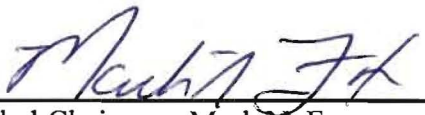
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 7 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 14<sup>th</sup> day of July, 2022; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 7 members, 0 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

Chairman [ X ] voting. [ ] not voting.

Dated this 14<sup>th</sup> day of July, 2022.

**ATTEST:**

  
\_\_\_\_\_  
Tribal Secretary, Frederick W. Fox Sr.  
Tribal Business Council  
Three Affiliated Tribes

  
\_\_\_\_\_  
Tribal Chairman, Mark N. Fox  
Tribal Business Council  
Three Affiliated Tribes