

APPENDIX A

Opinions of Counsel

February 20, 2015

Office of Fuel Programs
Fossil Energy, U.S. Department of Energy
Docket Room 3F-056, FE-50
Forrestal Building
1000 Independence Avenue, S.W.
Washington, D.C. 20585

Re: In the Matter of Bear Head LNG Corporation and Bear Head LNG (USA), LLC
FE Docket No. 15-__-NG
FE Docket No. 15-__-LNG
Application for Long-Term Authorizations to Export Natural Gas to Canada and
To Export Liquefied Natural Gas From Canada to Free Trade Agreement and
Non-Free Trade Agreement Nations
Opinion of Counsel

Dear Sir or Madam,

This opinion of counsel is provided in accordance with the requirements of Section 590.202(c) of the U.S. Department of Energy's regulations, 10 C.F.R. § 590.202(c). I have examined the organizational and governance documents of Bear Head LNG Corporation, a Nova Scotia limited liability company ("Bear Head Corp."), and other documents and authorities as necessary for purposes of this opinion. On the basis of the foregoing, we are of the opinion that the proposed long-term, multi-contract exports of natural gas to Canada and exports of liquefied natural gas from Canada to free trade agreement and non-free trade agreement nations by Bear Head Corp., as described in the application submitted by Bear Head Corp. and its affiliate, Bear Head LNG (USA), LLC in the above-referenced dockets, are within the corporate powers of Bear Head Corp.

Respectfully submitted,

Cox & Palmer



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CEO and Partner

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Non-Free Trade Agreement Nations
Opinion of Counsel

Dear Sir or Madam:

This opinion is furnished to you pursuant to Section 590.202(c) of the U.S. Department of Energy's regulations, 10 C.F.R. § 590.202(c) and in connection with the application of Bear Head LNG Corporation and its affiliate Bear Head LNG (USA), LLC ("Bear Head LNG (USA)") for long-term, multi-contract authorization to export natural gas to Canada and to export liquefied natural gas ("LNG") from Canada to free trade agreement and non-free trade agreement nations. We are counsel for Bear Head LNG (USA), a limited liability company organized under the laws of the State of Delaware. We have reviewed and relied solely on the organizational and governance documents of Bear Head LNG (USA) and information provided to us by Bear Head LNG (USA).

Based on the foregoing, and exclusively for the purposes of the application to the Office of Fossil Energy, we are of the opinion that the proposed exports of natural gas and LNG as described in the application are within the limited liability company powers of Bear Head LNG (USA). This opinion is strictly limited to the matters expressly stated herein and no other opinions may be implied or inferred. Without limiting the generality of the foregoing, we express no opinion regarding any permits, licenses, authorizations or approvals that may be required to carry out the proposed imports and exports.

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U.S. Department of Energy
February 20, 2015
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Respectfully submitted,

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By: Ram Sunkara, Partner

Counsel for Bear Head LNG (USA), LLC