

**GLOBAL PAINT FOR CHARITY, INC.**

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**MINUTES OF THE MEETING OF THE  
AUDIT COMMITTEE**

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**HELD ON December 15, 2017**

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The meeting (the “Meeting”) of the Audit Committee (the “Committee”) of Global Paint for Charity, Inc. (“GPC”) was held at 1:30 p.m.. EST on December 15, 2017. Messrs. Homer Torres, Rony Delgarde, Ted Williams and Cliff Stanford attended the Meeting.. Mr. Stanford called the Meeting to order at 1:30 p.m. EST.

**Financial Statements and Background Discussion**

Mr. Stanford began the meeting by reviewing GPC’s financial statements for the first eight months ended August 31, 2017 (the “Financial Statements”), attached hereto as Exhibit A. The discussion was largely an overview of the same issues discussed by the Committee during the October 5, 2017 meeting as a means to get Mr. Torres up to date on GPC’s current financial status. The October 5, 2017 minutes are attached hereto as Exhibit B. Mr. Delgarde also provided a brief overview of the Financial Statements and the improvements GPC has made to internal controls, procedures, and strategies to Mr. Torres and the Committee as a whole.

Mr. Torres’ expressed concerns regarding the timing of the donations to GPC and such effect on accounting, as well as GPC’s going-forward strategy to sell paint, and whether such sale would be taxable or qualify as charitable activity. Mr. Stanford acknowledged that he had reached out to counsel at Alston & Bird LLP to research the charitable activity question, and concluded that such activity would not jeopardize GPC’s status as a 501(c)(3) corporation. A summary of the aforementioned research is attached hereto as Exhibit C.

There being no further business, the Board adjourned the Meeting at [ ] p.m.

/s/ John Gerl  
Mr. John Gerl  
Secretary of the Meeting

**Exhibit A**

**Exhibit B**

**Exhibit C**