

SECRETARY'S CERTIFICATE

I, _____, of legal age, Filipino, with office address at the _____, Philippines, hereby state that:

1. I am the Corporate Secretary of _____, a corporation duly organized in accordance with Philippine laws with principal office at the _____, Philippines (hereinafter the "Corporation");

2. As Corporate Secretary, I have custody of the minutes of meetings of the Board of Directors and the stockholders of the Corporation;

3. In a meeting of the Corporation's Board of Directors held on _____, at which meeting a quorum was present, the following resolutions were approved:

"RESOLVED, that the Corporation appoint the President of **Global-Estate Resorts, inc.** ("GERI") or in his absence, the Chairman of the Meeting, as the Corporation's proxy who shall represent the Corporation and vote the stocks beneficially owned by and standing in the name of the Corporation on the stock and transfer books of GERI as of record date, at GERI's Annual Meeting of Stockholders to be held on 28 August 2020, or any adjournments, continuations or postponements thereof which may be held or called by GERI's Board of Directors;

RESOLVED, FURTHER, that the Corporation vote, and the Corporation's proxy is hereby authorized to vote, in favor of the approval of the minutes of the previous annual stockholders' meeting held on 27 June 2019; the amendment of Sections 4 & 5, Article III and Sections 2 & 3, Article V of the Amended By-laws; the appointment of Punong Bayan & Araullo as external auditor; the ratification of acts of the Board of Directors, Board Committees and Officers; the election of the following nominees to the Board of Directors, namely: *Andrew L. Tan, Lourdes T. Gutierrez-Alfonso, Monica T. Salomon, Kevin Andrew L. Tan, Wilbur L. Chan, Ferdinand T. Santos, Giancarlo C. Ng, Jesus B. Varela, and Cresencio P. Aquino*, and any matter of business that may be brought upon therein, and to exercise all the powers vested upon the Corporation as the registered and beneficial owner of said stocks;

RESOLVED, FINALLY, that _____, in his capacity as _____, be authorized to issue on behalf of the Corporation the proxy instruments as may be necessary to implement the authorities granted herein."

4. The above-quoted resolutions have not been amended, modified, cancelled, or revoked, and as of this date of certification, are in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand on this _____ at _____ City, Philippines.

Corporate Secretary

SUBSCRIBED AND SWORN to before me this _____ at _____, Philippines, affiant exhibiting to me his/her _____.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2020