

BARKLEY COMMUNITY FOREST CORPORATION
(the "Corporation")

Minutes of the Annual General Meeting of the Members of the Corporation held on June 27, 2018 at 2:00 pm at Ucluelet Community Centre, 500 Matterson Drive, Ucluelet, British Columbia.

PRESENT:

Gale Johnsen, as representative of **Toquaht Holdings** Limited Partnership; and

Dianne St. Jacques; Sally Mole; Marilyn McEwan; Mayco Noel; Randy Oliwa & Mark Boysen, as representatives of **District of Ucluelet**.

BCFC Directors – Terry Smith; Geoff Lyons; Gary Johnsen; Rick Shafer; Noah Plonka; Dario Corlazzoli; Zolie Schafer

Upcoming Appointees: Ken Matthews; Marlene Lagoa; Denise Stys-Norman

Terry Smith, chair of the Board, acted as chairman of the meeting.

Appointment of Secretary and Scrutineers

The Chairman called the meeting to order and stated Geoff Lyons would act as Secretary of the meeting.

No shareholders objected to the foregoing.

Notice of Meeting

The Chairman advised that notice of the meeting had been properly waived by or given to all shareholders, directors and the auditor of the Corporation and the meeting was validly constituted.

ON MOTION DULY MADE, SECONDED AND CARRIED IT WAS RESOLVED THAT the reading of the notice of the meeting be dispensed with.

Quorum

The Chairman declared that there being representatives of 2 shareholders present in person holding in the aggregate 100% of the voting shares that a quorum was present.

Directors' Report and Financial Statements

The Chairman then stated the next item of business was the presentation of the directors' report and the financial statements, together with the auditor's report, following which the Chairman requested a motion to adopt and approve the directors' report and the financial statements.

ON MOTION DULY MADE, SECONDED, AND CARRIED IT WAS RESOLVED THAT the directors' report and the financial statements for the year ended December 31, 2017, be adopted as presented and approved.

Directors

The Chairman called for the election of new directors and declared the meeting open for nominations.

The following persons were nominated to hold office:

Gary Johnsen (Toquaht)
Noah Plonka (Toquaht)
Ken Matthews (Toquaht)
Dario Corlazzoli (Ucluelet)
Marlene Lagoa (Ucluelet)
Denise Stys-Norman (Ucluelet)

The Chairman then asked the meeting if there were any further nominations. No nominations were forthcoming.

The Chairman declared the nominations closed and requested a vote regarding the election of those nominated. The results of the vote being favourable, the Chairman declared the following persons to be duly elected directors of the Corporation, so that the directors of the Corporation are:

Gary Johnsen
Noah Plonka
Ken Matthews
Dario Corlazzoli
Marlene Lagoa
Denise Stys-Norman

Special Resolutions

The following Special resolutions where presented:

1. **Motion by Toquaht Limited Partnership Holdings to approve, (per section 13.5) the Motion by the BCFC Board for the following remuneration for Directors:**
Moved by the BCFC Board to request the following remuneration:
 1. ***Regular Directors \$200/meeting;***
 2. ***Chairman \$250/meeting;***
 3. ***All remuneration Retroactive to January 1st, 2017;***

A discussion took place (Ucluelet caucused 2:36 pm – 2:43 pm), meeting reconvened;

Motion unanimously accepted

2. **Motion by the District of Ucluelet to amend Articles 16.5 which permits Directors to hold Offices whilst being Directors, and 16.6 which forbids the disqualification of a Director from holding such Office. The District of Ucluelet wishes to remove these sections, thereby to disallow a Director from Holding such a position;**

Motion unanimously accepted

3. **Motion by the District of Ucluelet to amend section 21.2 to provide clarity in the payment of Dividends to the Partners;**

After discussion it was agreed to informally discuss options of providing adequate notification to the Partners of proposed payments. The Motion was abandoned.

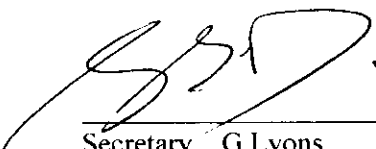
Other Business

There being no further business coming before the meeting, UPON MOTION duly made, seconded and carried unanimously, IT WAS RESOLVED THAT the meeting be terminated at 2:57 pm

Approved:



Chairman TD Smith



Secretary G Lyons