BOARD RESOLUTION FOR THE SUBSCRIPTION FOR AND ISSUANCE OF SHARES. CANCELLATION OF DEBT

DULY PASSED ON DECEMBER 1. 2015

The following resolutions signed by the Board of Directors of Global Profit Technologies. Inc.. under the provisions of the laws of Florida, whereby a resolution in writing signed by all the directors entitled to vote thereon. shall be as valid as if it had been adopted at a meeting, is hereby adopted and the present resolutions shall be deemed to have been adopted as of December 1. 2015

SUBSCRIPTION FOR AND ISSUANCE OF GLPT COMMON STOCK SHARES

RESOLVED:

THAT the subscription of Joseph Nemeth for 8,000,000 Common stock shares of Global Profit Technologies, Inc. is hereby accepted;

THAT the consideration for the issue of the said 8,000,000 Common stock shares shall be $1,200,000. This amount represents a sale price of .15/share, equal to the amount last paid by an independent third party investor purchasing shares of GLPT common stock.

THAT Global Profit Technologies, Inc. having received the sum of $1,200,000 in the form of debt cancellation from Global Profit Technologies, Inc. to Joseph Nemeth, being payment in full of the consideration for said shares

THAT the proper officers of Global Profit Technologies, Inc. are hereby authorized to deliver a share certificate representing the said 8,000,000 Common stock shares to the subscriber or to do therewith as directed by the said subscriber.

The undersigned hereby subscribes for 8,000,000 Common stock shares of Global Profit Technologies, Inc. for a consideration of $1.200.000. paid for through debt cancellation in equal amount.

DIRECTOR

Authorized Signature

Brian Duling, CFO

Print Name and Title

DIRECTOR

Authorized Signature

Michael Rabicoff, BOD Member

MICHAEL A. RABICOFF

Print Name and Title

DIRECTOR

Authorized Signature

Joseph Nemeth, CEO

Print Name and Title

AGREEMENT TO CONVERT DEBT

This Agreement to Convert Debt (the "Agreement") is made and effective the 1st of December, 2015,

BETWEEN: **Global Profit Technologies, Inc.** (the "Company"), a corporation organized and existing under the laws of the State of Florida, with its head office located at:

9393 North Scottsdale Road
Suite 102-344
Scottsdale, AZ 85258

AND: **Joseph Nemeth** (the "Creditor"), an individual with his main address located at Krizovany, 919 24 Krizovany nad Dudvoham, Slovakia EU

In consideration of the terms and covenants of this agreement, and other valuable consideration, the parties agree as follows:

FOR VALUE RECEIVED, the Creditor being a creditor of the Company hereby enters into an agreement to convert and reduce the indebtedness due the undersigned on the following terms and conditions:

1. The Company and the Creditor acknowledge that the present debt due is $1,690,435

2. The parties agree that the undersigned shall accept the amount of 8,000,000 shares of GLPT common stock as full and total payment on $1,200,000 of said debt and in complete discharge of all monies presently due on this amount of $1,200,000, provided the sum herein shall be punctually paid in the manner following:

   Issuance of 8,000,000 shares of GLPT common stock as issued thru the GLPT stock transfer agent. This amount was determined by using the last 'arm's length' transaction between the Company and an at will investor for non-registered, restricted shares of common stock of GLPT of .15 cents/share.

3. The Company and Creditor agree that the remaining balance due of $490,435 remains due and payable.

4. This agreement shall be binding upon and inure to the benefit of the parties, their successors, assigns and personal representatives.

Signed this 1st day of December, 2015.

Creditor, Joseph Nemeth

Company, Global Profit Technologies, Inc.
Brian Duling, CFO

GLOBAL PROFIT TECHNOLOGIES, INC.
(A FLORIDA CORPORATION)
December 4, 2015
WRITTEN DIRECTORS CONSENT

Pursuant to Section 607.0821 of the Florida Business Corporation Act, the undersigned, being all of the directors of the Company, hereby take the following actions by written consent in lieu of a special meeting of the Board of Directors of the Company, and hereby direct that this Consent be filed in the Company's minute book:

RESOLVED that the Company award and issue new shares of stock to the following individual in exchange for conversion of $1.2M of corporate debt:

Number of Shares	Individual/Entity	Non-compensatory services
8,000,000	Joseph Nemeth	Debt conversion

This Consent may be executed in multiple counterparts, each of which shall constitute one and the same document.

Dated as of December 4, 2015.

DIRECTORS:

Jozef Nemeth

Brian Buling

Michael Rabicoff