

May 07, 2016

from: **Mr. Mervyn Pinto**

President MINAEAN 
CONSTRUCTION
CORPORATION

Suite 2050, 1055, West Georgia St.
Vancouver, BC, V6E 3P3 - Canada
tel: (604) 684 2181
fax: (604) 682 4768
www.minaean.com



to: **Mr. Juan E. Sánchez Niño**

Director KRESKY ENVIRONMENTAL SAS

Calle 20 No.10 - 36 Of.303
Tunja, Boyacá
Colombia
tel: (578) 742 7918
www.kresky.co



**Letter of Interest & Agreement to establish a long-term
Joint Venture program between
Minaean SP Construction Corp. (Vancouver)
and Kresky Environmental SAS (Colombia)**

for the
development/construction of multiple large-size Private/Public Government Projects
in the «Republica de Colombia»

This letter to confirm Minaean SP interest in participating in a new long-term design/
build/ operate **Join Venture program** with Juan E. Sanchez N. (Kresky Environmental
SAS), for the construction and operation of multiple upcoming projects in
the Republic of Colombia and nearby Countries.

Minaean SP Construction Corporation, a publicly traded company incorporated
in the year _____, appoints Kresky Environmental SAS to be our representative
for the sale and distribution of services of Minaean SP Const. Corp.
in the Republic of Colombia.

This representation & agreement has validity for 1 year, from the signing date of this letter,
and is renewable and improvable upon performance by Kresky to secure a major
project for Minaean SP.

 Kresky Environmental SAS has «project-specific exclusivity» from Minaean SP. 

Annex (addendum) 1: Agreement on Commission Fees

Minaean SP Constrcution Corporation agrees, by signing this document, to pay to the International Business Development Team following operations start up on projects in the Republic of Colombia and nearby Countries (directly to each: 1% to Juan Evangelista Sanchez Niño, Kresky Environmental SAS & his regional managers + 0,5% to Paola Viviana Murrillo, Mirrai International + 0,5% to Mauro De Simone, MDS Linea Design International Ltd.) on behalf of Minaean SP, a **2% Commission Fee**, calculated on the overall value of the construction costs assigned to Minaean SP. (No Commission Fees will be paid by Juan Evangelista Sanchez Nino, Kresky Environmental SAS, nor by Paola Viviana Murrillo (Mirrai International), nor by Mauro De Simone (MDS Linea Design International Ltd.)

Payments will not be done by Minaean SP up front, but all payable upon collection of payments by Minaean SP from the projects clients.

The International Business Development Team is composed by:
Juan E. Sanchez N. (Kresky Environmental SAS), Paola Viviana Murrillo (Mirrai International) & Mauro De Simone (MDS Linea Design International Ltd.)

The companies of Juan E. Sanchez, (Kresky and others) will prepare business plans and present them to Minaean SP. Money invested in the business plans preparation by Minaean SP & by Kresky, will be reimbursed (not by Mirrai Int'l, nor by MDS Linea Design) when each project is developed.

Juan E. Sanchez N., and his local colleagues, will be in charge of preparing and producing all tenders documents & papers, needed to close the tenders/projects, and sign the relative contracts.

The participation between the companies (Minaean SP & Kresky), will be decided according to the projects and the respective amounts of money to be invested. Further, in the concession projects where Minaean SP does the construction, Kresky and its affiliated local companies will have the first choice for the operations.

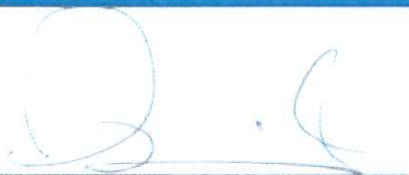
Minaean SP will provide brochures and all the necessary documentation/experience, upon Juan E. Sanchez N. requests, to put him in the condition to participate at the various projects and tenders, both for private and/or public upcoming construction and development situations.

If necessary, Minaean SP & Kresky Environmental SAS will prepare project-specific feasibility studies, funded 50% by Minaean SP and 50% by Kresky Env. The cost of feasibility studies & business plans shall be mutually agreed upon and approved by MinaeanSP as well as by Kresky, prior to costs being incurred.

Minaean SP & Kresky Env. will also research, with no obligations and if needed, possible long-term financial resources for the financing of the projects, in a **Public-Private Government Partnership**.

The role of Paola Viviana Murrillo (Mirrai International) & Mauro De Simone (MDS Linea Design Int'l. Ltd.) is only that of (and limited to) International Business Development Facilitators; therefore no lawsuit or similar actions will never be undertaken by Minaean SP, nor by Kresky Env. (and/or their affiliated companies), towards them and their companies (Mirrai Int'l & MDS Linea Design Int'l Ltd.)

Mauro De Simone (MDS Linea Design Int'l Ltd.) is not and will not be involved with Minaean SP in projects regarding Energy Wind Plants, Gold Mines Exploration & Development, Oil & Pipelines Infrastructures.



Mervyn Pinto
(president of Minaean SP Construction Corp.)



Juan E. Sanchez N.
(director of Kresky Environmental SAS)

MAY 31st, 2016