

**ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY**

**RESOLUTION NO. G18-12**

**RESOLUTION OF THE ALASKA INDUSTRIAL DEVELOPMENT  
AND EXPORT AUTHORITY AUTHORIZING RECEIVING AND  
RETAINING STOCK OPTIONS IN ALPHA ENERGY HOLDINGS  
LIMITED**

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**WHEREAS**, the Board of the Alaska Industrial Development and Export Authority (the “Authority”) previously approved the Authority participating in the Mustang Oil Field development with Brooks Range Petroleum Corporation (“BRPC”) through two development finance projects, with one project being the construction of the Mustang road and pad through Mustang Road LLC (“MRLLC”), and the other project being the development of an oil processing facility through Mustang Operations Center 1 LLC (“MOC1”);

**WHEREAS**, in Resolution No. G18-05, adopted May 31, 2018, the Board authorized the Authority to sell its membership interests in MRLLC and MOC1 to Caracol Petroleum, LLC, a wholly owned subsidiary of Alpha Energy Holdings Limited (“Alpha”), and to provide financing for the purchase of these membership interests;

**WHEREAS**, the parties developed transaction documents for the sale the Authority’s membership interests in MRLLC and MOC1 and the financing of Caracol’s purchase of those membership interests, which transaction documents included the Authority receiving stock options in Alpha (the “Alpha Options”) as part of the restructuring package;

**WHEREAS**, Alpha is a Singapore company publicly traded on the Singapore stock exchange;

**WHEREAS**, the Authority wishes to retain the Alpha Options as an investment of the Revolving Fund; and

**WHEREAS**, the Authority may invest funds of the Revolving Fund subject to the requirements of AS 37.10.071, including the prudent investor rule.

**NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:**

Section 1. The Board finds that having the Authority acquire and hold the Alpha Options as an investment of the Revolving Fund complies with the prudent investor rule. The investment represents only a small portion of the total Revolving Fund and it is appropriate for the Authority to take a measured amount of greater risk in seeking the greater return the Alpha Options may provide. The Board also notes that the Authority is making a nominal payment to acquire the Alpha Options separate from the sale of the MRLLC and MOC1 membership interests and that the Authority will not make any payment to exercise the Alpha Options unless it is profitable to do so.

Section 2. The Executive Director is authorized to sign all documents and take all other actions necessary for the Authority to acquire the Alpha Options. Once acquired, the Authority is authorized to retain the Alpha Options as an investment of the Revolving Fund.

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Chair

ATTEST  
[SEAL]

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Secretary