

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
of
EVER GOTESCO RESOURCES AND HOLDINGS, INC.**

Held at City Garden Hotel
(7870 Makati Avenue cor Durban St., Poblacion, Makati City)
November 28, 2024, 1:00PM

DIRECTORS PRESENT:

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|--------------------------|--------------------------|
| JOEL T. GO | - Chairman and President |
| EVELYN C. GO | - Treasurer/Director |
| LOURDES G. ORTIGA | - Director |
| CAESAR R. CERTEZA | - Nominee |
| CHRISTIAN GRANT YU TOMAS | - Independent Director |
| EDGARDO C. MANDA | - Independent Director |
| MARIETTA FONDEVILLA | - Independent Director |

OFFICER PRESENT:

| | |
|-------------------------|-----------------------|
| Atty. Christine P. Base | - Corporate Secretary |
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STOCKHOLDERS PRESENT:

(please see attached for the list of stockholders present)

A. CALL TO ORDER

Mr. Joel T. Go, Chairman of the Board, called the meeting to order and presided over the same.

B. PROOF OF DUE NOTICE OF MEETING AND EXISTENCE OF QUORUM

The Chairman inquired from the Corporate Secretary, Atty. Christine P. Base, if the stockholders were duly notified of the meeting and if the stockholders present constitute a quorum.

The Secretary reported that the Stockholders, as of record date, were duly notified of the annual stockholders' meeting and that stockholders attending the annual meeting in person represent 3,859,783,583 common shares or 77.20% of the outstanding capital stock of the Company. Therefore, a quorum was met.

C. DISCUSSION OF THE RULES AND PROCEDURE OF THE MEETING

The Chairman requested the Corporate Secretary to discuss the voting procedures that shall govern the voting process for the meeting. The Corporate Secretary presented the following rules of conduct and procedures:

Upon registration, the shareholders, voting in person or by proxy, had been presented

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with a ballot which was used to cast their votes in writing. The ballot stated the proposed action items in the agenda for consideration of the shareholders.

To vote, the shareholders manually filled up the ballot provided to them upon registration, indicating the votes cast per item of the agenda. Once completed, the shareholders placed the ballot with the votes cast in the ballot boxes located at the registration table and inside the meeting hall.

All votes received were tabulated by the Office of the Corporate Secretary, and the results of the tabulation were validated by Sycip Gorres Velayo & Co., the Corporation's Independent Auditors.

As an item on the agenda was taken up, the Corporate Secretary reported the total number of votes received and stated if the agenda item was carried or disapproved.

D. APPROVAL OF THE MINUTES OF THE PREVIOUS STOCKHOLDERS' MEETING HELD ON AUGUST 29, 2023

Following the Chairman's request, the minutes of the previous Annual Stockholders' Meeting held on August 29, 2023 was presented to the stockholders. The Chairman also noted that copies of which were included in the Definitive Information Statement.

A motion was made by a stockholder to dispense the reading of the minutes and proceed with the approval thereof. The motion was duly seconded and the Corporate Secretary reported on the vote, with stockholders owning shares 3,859,783,583 or 100% of shares represented in the meeting voted to the minutes, 0 voted against it and 0 votes abstained.

Thus, the minutes of the previous Annual Stockholders Meeting were approved on the basis of the distributed copies, and the proposed resolution, as stated below, was approved by the Stockholders.

"RESOLVED, that the minutes of the Annual Shareholders' Meeting held on AUGUST 29, 2023, be, as it is hereby, approved."

E. APPROVAL OF THE FINANCIAL STATEMENTS OF THE COMPANY AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2023

The Chairman informed the shareholders that the 2023 Audited Consolidated Financial Statements of the Company were appended to the Definitive Information Statement which was sent to all the stockholders of record. He then requested the Corporate Secretary to present the proposed resolution to approve the 2023 Audited Consolidated Financial Statements of the Company.

The proposed resolution was as follows:

"RESOLVED, that the Audited Consolidated Financial Statements of the Company and its subsidiary as of and for the twelve-month period ended 31 December 2023

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as audited by the Company's Independent Auditors, Sycip Gorres Velayo & Co., are hereby approved and accepted."

Upon motion duly made and seconded, the Audited Consolidated Financial Statement of 2023 was approved by the stockholders present and represented in the meeting.

The Corporate Secretary reported that stockholders owning 3,859,783,583 or 100% of shares represented in the meeting voted for the Audited Consolidated Financial Statement of 2023. There were no votes against it and 0 votes for abstaining.

F. APPROVAL AND RATIFICATION OF THE ACTS OF THE BOARD OF DIRECTORS, STANDING COMMITTEES, AND THE MANAGEMENT SINCE THE LAST ANNUAL MEETING

The Chairman requested the Corporate Secretary to explain the agenda item. After which, the Corporate Secretary was asked to present the proposed resolution which read as follows:

"RESOLVED, that all the acts of the Board of Directors and Management from the date of the last Annual Stockholders' Meeting held on August 29, 2023, to date, be, as it is hereby, approved and ratified."

On motion made and duly seconded, all acts of the Board of Directors, Standing Committee, and the Management were confirmed and ratified by the stockholders.

The Corporate Secretary reported that stockholders owning 3,859,783,583 or 100% of shares represented in the meeting voted to approve all acts of the Board of Directors, Standing Committee, and Management. There were no votes against it, and 0 votes abstained.

G. ELECTION OF BOARD OF DIRECTORS

Upon their nominations, the following were elected as members of the Board of Directors for the year 2024-2025 with the following results having been presented:

| <u>DIRECTORS:</u> | NO. OF VOTES RECEIVED | NO | ABSTAIN |
|-----------------------------------|------------------------------|-----------|----------------|
| 1. Mr. Joel T. Go | 3,859,783,583 votes | 0 | 0 |
| 2. Ms. Lourdes G. Ortiga | 3,859,783,583 votes | 0 | 0 |
| 3. Mr. Edgardo C. Manda | 3,859,783,583 votes | 0 | 0 |
| 4. Atty. Caesar R. Certeza | 3,859,783,583 votes | 0 | 0 |
| 5. Atty. Christian Grant Yu Tomas | 3,859,783,583 votes | 0 | 0 |

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INDEPENDENT DIRECTORS:

| | | | |
|-----------------------------------|---------------------|---|---|
| 7. Ms. Marietta Fondevilla | 3,859,783,583 votes | 0 | 0 |
| 8. Atty. Rus Kristoffer B. Parcia | 3,859,783,583 votes | 0 | 0 |

H. APPOINTMENT OF INDEPENDENT AUDITOR

The Chairman requested Mr. Christian Grant Yu Tomas, as the chairperson of the Company's Audit and Risk Oversight Committee, to report on the committee's evaluation and recommendation as to the appointment of an Independent Auditor.

Mr. Yu Tomas, together with the Board of Directors, recommended the reappointment of Sycip Gorres Velayo & Co. as the Company's independent auditors for the financial year 2024. The proposed resolution was presented to read as follows:

"RESOLVED, as it is hereby resolved, that the Stockholders approve the appointment of SYCIP GORRES VELAYO & CO. as the Company's External Auditors for 2024 and to authorize the Board of Directors to fix their remuneration."

On motion duly made and seconded, the reappointment of Sycip Gorres Velayo & Co. as the Independent Auditor of the Corporation and to delegate to the Board of Directors to fix their remuneration was approved by the stockholders present.

The Corporate Secretary reported that stockholders owning 3,859,783,583 or 100% of shares represented in the meeting voted to approve the re-appointment of Sycip Gorres Velayo & Co. as independent auditors. There were no votes against it, and 0 votes abstained.

I. OTHER MATTERS

The Chairman welcomed any other matter or relevant concern from the shareholders, to which there was none.

J. ADJOURNMENT

There being no other matters to be discussed, on motion duly made and seconded, the meeting was adjourned.


CHRISTINE P. BASE
Corporate Secretary

MINUTES READ AND APPROVED BY:

Attested by:

JOEL T. GO
Chairman of the Board

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