

VULCAN INDUSTRIAL & MINING CORPORATION
MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS
Held on December 07, 2018 AT 2:00 PM
AT THE LEGEND VILLAS, PIONEER ST., MANDALUYONG CITY

CALL TO ORDER

The Chairman, Mr. Alfredo C. Ramos, called the meeting to order presided over the same. The Corporate Secretary, Atty. Iris Marie U. Carpio-Duque, recorded the minutes of the proceedings.

PROOF OF NOTICE

The Corporate Secretary reported that notices of the meeting had been sent to all the stockholders of the Corporation as provided in the By-Laws.

CERTIFICATION OF QUORUM

The Corporate Secretary announced that out of the issued and outstanding capital stock, there were present, in person and by proxy, stockholders owning 1,048,914,936 shares of stock representing at least 72.3389% of the outstanding capital stock. (The list of attendees and proxies is available at the office of the Corporation). She therefore certified that there was a quorum for the transaction of business.

APPROVAL OF THE MINUTES OF PREVIOUS MEETING

The next item of business was the approval of the minutes of the previous meeting of the stockholders held on December 05, 2017, copies of which had been earlier distributed to the stockholders.

Upon motion made and duly seconded, the reading of the minutes of the previous stockholders' meeting was dispensed with and the same were unanimously approved.

MANAGEMENT REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2017

The Chairman yielded the floor to the Vice Chairman, Mr. Christopher Gotanco, who rendered the Management Report and presented the Audited Financial Statements for the year ended December 31, 2017.

There were no questions from the stockholders relating to the Management Report and the Audited Financial Statements.

Thereafter, upon motion made and duly seconded, the Management Report, together with the Audited Financial Statements for the year ended December 31, 2017, was noted and made part of the records of the Corporation.

RATIFICATION AND APPROVAL OF CORPORATE ACTS

The Chairman stated that the next item on the agenda was the ratification and approval of the acts of officers and directors of the Corporation undertaken from the date of the last stockholders' meeting to date.

Upon motion made and duly seconded all acts, proceedings, transactions, and agreements, authorized by or entered into by the Board of Directors and officers of the Corporation, for and on behalf of the Corporation from the last annual stockholders' meeting to date were approved, confirmed and ratified.

CESSATION FROM THE BUSINESS OF MINING AND AMENDMENT OF ARTICLES OF INCORPORATION (CHANGE IN PRIMARY AND SECONDARY PURPOSES)

The Chairman proceeded to the item in the agenda, which involved the amendments to the Corporation's Articles of Incorporation.

The Vice-Chairman explained Management's proposals and referred to the Definitive Information Statement sent to all stockholders prior to its meeting which discussed the same matters. He stated that the proposed amendments to restructure the Company and change the nature of its business will benefit all of its shareholders.

It was proposed to change the Company's primary purpose to authorize it to engage in the business of holding, and such other activities as the Board may determine.

It is also proposed that the Company's secondary purposes be amended to such other purposes that will complement the Company's new primary purpose, again as may be appropriately determined by the Board.

No questions were raised from the floor. Upon motion made and duly seconded, the following resolutions were approved:

RESOLVED, that the Corporation's Primary Purpose be changed to holding, and that the Second Article of the Articles of Incorporation be amended accordingly;

RESOLVED FURTHER, that the Corporation's Secondary Purposes be amended to remove all mining and oil exploration related activities, and to include all other activities necessary or incidental to its new Primary Purpose of holding, and that the Second Article of the Articles of Incorporation be amended accordingly;

RESOLVED FURTHER, that the Board of Directors of the Corporation be authorized to determine or approve the wordings and final language of the primary purpose and secondary purposes of the Company;

RESOLVED FURTHER, that the Corporation be authorized to engage in all other activities necessary or incidental to its new Primary Purpose of holding, as well as any of the Corporation's existing secondary purposes.

APPROVAL OF THE ADDITIONAL SUBSCRIPTION BY ZAP COVE AND/OR ITS ASSIGNEES AND/OR DESIGNEES

To undertake the new business and also to address the Company's capital requirements, it was proposed by management to approve the proposed subscription by Zap Cove Development Corp. and/or its assignees and/or designees, of up to Php 2.55 billion in cash. The subscription price for the shares to be issued from the cash subscription is equivalent to the par value of Php 1.00 per share. The proceeds of the cash subscription will be used, among other things, to acquire assets for the new holding business of Vulcan and for general corporate purposes.

Some questions were raised from the floor, all of which were answered by the Company's officers.

Upon motion made and duly seconded, the following resolutions were approved:

RESOLVED, that the subscription by, and issuance of, new common shares to Zap Cove Development Corp. (Zap Cove) and/or its assignees and/or designees, of up to two billion five hundred fifty-five million (2,550,000,000) shares be, as it is hereby, approved, subject to satisfactory due diligence investigation being conducted by Zap Cove on the condition of the Corporation, and subject to compliance with the regulatory requirements necessary for the subscription, such as the conduct of a mandatory tender offer;

RESOLVED FURTHER, that the subscription by and issuance of new common shares to Zap Cove and/or its assignees and/or designees, at the price of Php 1.00 per share, is hereby approved;

RESOLVED FURTHER, that Management be authorized to register or obtain the exemption from registration in the appropriate case, of all the subscribed shares and their listing on the Philippine Stock Exchange.

APPROVAL OF TRANSFER OF MINING AND OIL EXPLORATION RELATED ASSETS

The Vice-Chairman continued to discuss that the Company intends to focus on its new business. To enable the Company to concentrate on its new primary purpose, it must divest its mining or oil exploration business, by sale, assignment or donation to an interested party, and the write-off of its deferred exploration costs, as determined by the Board in coordination with our external auditor. The Company has not yet identified any specific buyer or transferee for these assets and its value is still under evaluation. However, the Company would like to be ready to take advantage of opportunities that may be presented after this stockholders' meeting and is seeking authority from the stockholders to authorize the Board to approve the write-off of any and/or all deferred exploration costs and other assets for accounting, legal and taxation purposes, as may be determined by the Board of Directors in coordination with the external auditor, and that all remaining assets, including mining- and oil-related assets of the Company, be disposed under terms beneficial to the Company.

No questions were raised from the floor. Upon motion made and duly seconded, the following resolutions were approved:

RESOLVED, that the stockholders authorize, as it hereby authorizes, the Board of Directors to approve the write-off of any and/or all deferred exploration costs and other assets for accounting, legal and taxation purposes;

RESOLVED, FURTHER, that the stockholders authorize, as it hereby authorizes, the Board of Directors to approve the final price, terms and conditions for the sale, assignment, donation and/or transfer of all or a portion of the Corporation's remaining assets, including, but not limited to, its mining and oil exploration related assets.

ELECTION OF DIRECTORS

The Chairman proceeded to the election of the members of the Board of Directors. He noted that under the Articles of Incorporation, there are eleven (11) seats in the Board of Directors. He then opened the table for nominations.

The following were nominated as members of the Board of Directors for the current term:

1. ALFREDO C. RAMOS
2. CHRISTOPHER M. GOTANCO
3. PRESENTACION S. RAMOS
4. ADRIAN PAULINO S. RAMOS
5. MAUREEN ALEXANDRA S. RAMOS-PADILLA
6. GERARD ANTON S. RAMOS
7. ADRIAN S. ARIAS
8. ROBERTO V. SAN JOSE
9. ANA MARIA A. KATIGBAK

and as Independent Directors:

10. RENATO C. VALENCIA
11. CARMELITO R. ZAPANTA

Upon motion made and duly seconded, the Corporate Secretary was directed and authorized to cast all votes of the stockholders present or represented at the meeting equally among all the eleven (11) nominees. The Chairman, therefore, declared the eleven (11) nominees as the duly elected members of the Board of Directors for the current term to act as such until their successors are duly elected and qualified in accordance with the By-Laws. The Chairman also acknowledged that Messrs. Valencia and Zapanta are the Corporation's current independent directors.

APPOINTMENT OF EXTERNAL AUDITOR

The Chairman proceeded to the next item on the agenda, which was the appointment of the Corporation's external auditor.

Upon motion made and duly seconded, the accounting firm of SGV & Co. was reappointed external auditors of the Corporation for the current year.

OTHER MATTERS

APPROVAL BY THE MINORITY SHAREHOLDERS OF THE ABOVE RESOLUTION AS TO SHARES OF ZAP COVE

The Chairman proceeded to inform the stockholders that considering that Zap Cove also intends to buy at least 10% ownership interest in the Company from the secondary market, which may be consummated on or before, or at the same time as Zap Cove's subscription to the Company's primary shares, there may be a need to obtain the approval by the minority stockholders present of the waiver of the requirement to conduct a rights or public offering of the shares to be subscribed by Zap Cove. He stated that if no objection is raised, the minority stockholders shall be considered to have voted for the approval of the waiver.

There being no objections, the waiver of the requirement to conduct a rights or public offering of the shares to be subscribed by Zap Cove was approved unanimously by the minority stockholders herein present or represented.


ADJOURNMENT

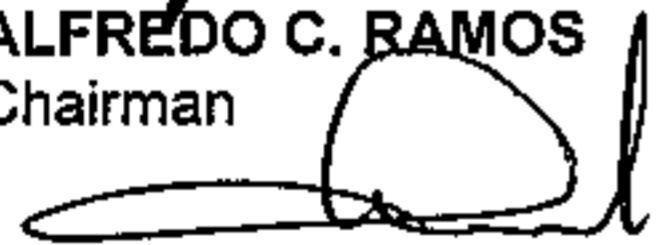
There being no other business to transact, on motion duly made and seconded, the meeting was adjourned.

Minutes prepared by:


IRIS MARIE U. CARPIO-DUQUE
Corporate Secretary

Approved by:


ALFREDO C. RAMOS
Chairman


CHRISTOPHER M. GOTANCO
Vice-Chairman