

**MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS
of**

EVER GOTESCO RESOURCES AND HOLDINGS, INC.

12th Floor Ever Gotesco Corporate Center, 1958 C.M. Recto Avenue, Manila

August 30, 2013

1. CALL TO ORDER

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

2. PROOF OF DUE NOTICE OF MEETING AND EXISTENCE OF A 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.

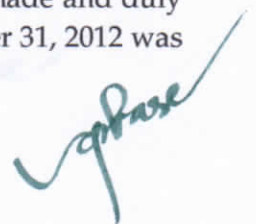
The Secretary reported that the Stockholders were duly notified of the annual stockholders' meeting and that stockholders holding at least majority of the outstanding capital stock of the Company are present or represented in the meeting. Hence, there was a quorum for the valid transaction of any business which may properly come before the meeting.

3. APPROVAL OF THE MINUTES OF THE PREVIOUS ANNUAL STOCKHOLDERS MEETING HELD ON OCTOBER 28, 2011

The Chairman stated that everybody present was shown a copy of the minutes of the annual stockholders' meeting held on October 28, 2011. He then requested the Secretary to read the same. However, on the motion made and duly seconded, the reading of the minutes was dispensed with and the same was approved on the basis of the distributed copies.

4. APPROVAL OF THE AUDITED FINANCIAL STATEMENTS OF 2012

The Treasurer reported on the Financial Statement for 2012. On motion made and duly seconded, the Audited Financial Statement for the period ending December 31, 2012 was approved.

A handwritten signature in blue ink, appearing to read 'C. Base', is located in the bottom right corner of the page. The signature is written in a cursive style.

5. CONFIRMATION AND RATIFICATION OF ALL RESOLUTIONS, CONTRACTS AND ACTS OF THE BOARD OF DIRECTORS AND OFFICERS

The Chairman informed the stockholders that the next item of the agenda is the ratification of all resolutions, contracts and acts of the Board of Directors and officers. Upon motion duly made and seconded, all the resolutions, contracts and acts of the Board of Directors and Officers were confirmed and ratified by the stockholders.

6. ELECTION OF BOARD OF DIRECTORS

Upon their nominations, the following were elected as members of the Board of Directors:

Name

1. Jose C. Go
2. Joel T. Go
3. Jonathan T. Go
4. Evelyn C. Go
5. Lourdes G. Ortiga

And as Independent Directors:

Name

1. Antonio P. Jamon, Jr.
2. Christian Grant Yu Tomas

7. APPOINTMENT OF EXTERNAL AUDITOR

On motion made and duly seconded, Sycip Gorres Velayo and Co. was re-appointed as external auditor for the ensuing fiscal year 2013-2014, under such terms and conditions and for such fees as the Board of Directors deem fit and reasonable.

ADJOURNMENT

There being no further business to come before the meeting, upon motion duly made, seconded, and unanimously carried, the meeting was adjourned.


CHRISTINE P. BASE
Corporate Secretary

Attested by:


JOSE C. GO
Chairman