

**MINUTES OF MEETING OF THE BOARD OF DIRECTORS
of**

EVER GOTESCO RESOURCES AND HOLDINGS, INC.

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

The Board of Directors of Ever Gotesco Resources and Holdings, Inc. (the "Corporation") met pursuant to a notice to each member of the Board in a regular meeting held at the 12th Floor Ever Gotesco Corporate Center, 1958 C.M. Recto Avenue, Manila on February 17, 2014.

Directors Present:

Jose C. Go
Evelyn C. Go
Joel T. Go
Lourdes G. Ortiga
Jonathan Go
Christian Grant Yu Tomas

Director Absent:

Antonio Jamon Jr.

Also Present:

Christine P. Base
Vicente Villa Canoneo
Caesar Certeza
Cynthia Dizon

A. CALL TO ORDER

Mr. Jose C. Go, Chairman of the Board, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Christine P. Base, took the minutes of the meeting.

B. PROOF OF THE REQUIRED NOTICE OF MEETING AND CERTIFICATION OF QUORUM

The Secretary certified that majority of the Directors were present thus there was a quorum for the valid transaction of any business which may properly come before the meeting.

C. APPROVAL OF MINUTES

The Minutes of the Board Meeting held on October 30, 2013 was approved by a unanimous vote of all the Directors present.

D. APPROVAL OF RESOLUTIONS

The following resolutions were approved by the directors present:

I. AUTHORIZATION OF MR. ARTURO M. GARCIA TO REPRESENT THE CORPORATION AND TO APPEAR IN THE CASE TITLED "LANDBANK OF THE PHILIPPINES VS. EVER GOTESCO RESOURCE AND HOLDINGS, INC., AND JOSE GO., DOCKETED AS CIVIL CASE NO.99-1454, MAKATI CITY

The first item for approval of the Board of Directors is the authorization of Mr. Arturo M. Garcia to represent the Corporation and to appear in the case titled "Landbank of the Philippines vs. Ever Gotesco Resource and Holdings, Inc., and JOSE GO., docketed as Civil Case No.99-1454, Makati City. Upon motion duly made and seconded, the Board approved and issued the following resolution:

Resolution No. 2014-01-01

"RESOLVED, that the Board of Directors of the Ever Gotesco Resources and Holdings, Inc. (the "Corporation") authorize, as it hereby authorizes, Arturo M. Garcia to represent the Corporation and to appear in the case titled "Landbank of the Philippines vs. Ever Gotesco Resource and Holdings, Inc., and JOSE GO., docketed as Civil Case No.99-1454, Makati City";

RESOLVED FINALLY, that the Board of Directors of the Corporation empowers ARTURO M. GARCIA to execute and sign Judicial Affidavit and/or any other documents for and in behalf of the corporation relative to the aforementioned case."

II. GRANT OF AUTHORITY TO ENTER INTO DEED/S OF ASSIGNMENT WITH PRIMEWORLD MANAGEMENT SERVICES, INC. IN RELATION TO THE CORPORATION'S RIGHTS AND OBLIGATIONS IN THE CORPORATION'S PROPERTY WITH TCT-NUMBERS T-464964 TO T-464969

The last item for approval of the Board of Directors is the grant of authority to enter into Deed/s of Assignment with Primeworld Management Services, Inc. in relation to the Corporation's rights and obligations in the Corporation's property with TCT-numbers T-464964 to T-464969. Upon motion duly made and seconded, the Board approved and issued the following resolution:

Resolution No. 2014-01-02

"RESOLVED, that Ever Gotesco Resources and Holdings, Inc. (the "Corporation") be authorized, to enter into Deed/s of Assignment with Primeworld Management Services, Inc. in relation to the Corporation's rights and obligations in the Corporation's property with TCT-numbers T-464964 to T-464969 (the "Property");

cpbax

RESOLVED, FURTHER, that the Corporation, authorize, as it hereby authorizes, its President, Mr. Joel T. Go, as the Corporation's authorized signatory, with full and binding authority to act for and in behalf of the Corporation, and sign, execute or deliver all documents necessarily related thereto;

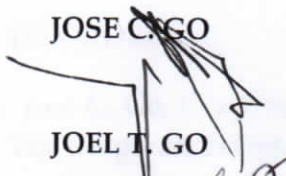

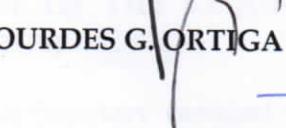
RESOLVED, FINALLY, that any of its employees, agents or representatives to process and facilitate the transfer, payment of necessary taxes and other related transactions relative thereto, before the Bureau of Internal Revenue (BIR) and such other government offices necessarily related to the subject transaction."

E. 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

JOEL T. GO

LOURDES G. ORTIGA


EVELYN C. GO

JONATHAN GO



CHRISTIAN GRANT YU TOMAS