

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
of
EVERWOODS GREEN RESOURCES AND HOLDINGS, INC.
(FORMERLY: EVER GOTESCO RESOURCES AND HOLDINGS, INC)**

Held at Oxford Suites Makati
518 P. Burgos St., Brgy. Poblacion, Makati City
November 18, 2025, 3:00 PM

DIRECTORS PRESENT:

JOEL T. GO	-	Chairman and President
LOURDES G. ORTIGA	-	Director
EDGARDO C. MANDA	-	Director
MARIETTA FONDEVILLA	-	Independent Director
RUS KRISTOFFER PARCIA	-	Independent Director

ABSENT:

CAESAR CERTEZA
CHRISTIAN GRANT YU TOMAS

OFFICER PRESENT:

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 Corporate Secretary reported that the stockholders, as of the record date, were duly notified of the annual stockholders' meeting and that stockholders attending the annual meeting in person represented 3,875,194,721 common shares or 77.50% 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:

A viva voce procedure was observed during the meeting.

As an item on the agenda was taken up, the proposed resolution for the stockholders' approval was flashed on the screen as the Chairman entertained the motion for approval. Thereafter, stockholders were given an opportunity to object to the proposed resolution.

All votes were tabulated and validated by the Office of the Corporate Secretary based on the Viva Voce votes.

Once the tabulation has been finalized, the Corporate Secretary reports the total number of votes received and states whether the agenda item was carried or disapproved.

D. APPROVAL OF THE MINUTES OF THE PREVIOUS STOCKHOLDERS' MEETING HELD ON NOVEMBER 28, 2024

The Chairperson stated that copies of the minutes of the previous Annual Stockholders' Meeting held on November 28, 2024, were distributed to the stockholders prior to the meeting and were also posted on the Company's website.

Following the Chairman's request, the Corporate Secretary presented the minutes of the previous meeting. A motion was made by a stockholder to dispense with 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 3,875,194,721 shares or 100% of shares represented in the meeting voted to the minutes, 0 voted against it, and 0 votes abstained.

The proposed resolution was as follows:

"RESOLVED, that the minutes of the Annual Shareholders' Meeting held on November 28, 2024, be, as it is hereby, approved."

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

E. APPROVAL OF THE FINANCIAL STATEMENTS OF THE COMPANY AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2024

The Chairman informed the shareholders that the 2024 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 2024 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 2024 as audited by the Company's Independent Auditors, Sycip Gorres Velayo & Co., are hereby approved and accepted."

Upon the Chairman's inquiry for any comments regarding this agenda item, a stockholder has raised a question and pointed out an error in the hard copy of Consolidated Statements of Financial Position of the Corporation, which was attributed to a typographical error, and its subsidiaries of 2024 in the hard-bound copy of the document given to the stockholders prior to the meeting; the correct amount was then confirmed to be PHP3,794,031,866 for the total assets for the period ended December 31, 2024 instead of PHP3,749,031,866.

Thereafter, upon motion duly made and seconded, the Audited Consolidated Financial Statement of 2024 was approved by the stockholders present and represented in the meeting.

The Corporate Secretary reported that stockholders owning 3,875,194,721 or 100% of shares represented in the meeting voted for the Audited Consolidated Financial Statement of 2024. 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 ON NOVEMBER 28, 2024

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, its committees, and management from the date of the last Annual Stockholders' Meeting held on November 28, 2024, to date, be, as it is hereby, approved and ratified."

On motion made and duly seconded, all acts of the Board of Directors, its committee, and the management were confirmed and ratified by the stockholders.

The Corporate Secretary reported that stockholders owning 3,875,194,721 or 100% of shares represented in the meeting voted to approve all acts of the Board of Directors, its committees, and the

management. There were no votes against it, and 0 votes were abstained.

G. ELECTION OF THE BOARD OF DIRECTORS

Upon their nominations, the following were elected as members of the Board of Directors for the year 2025-2026, with the following results having been presented:

<u>DIRECTORS:</u>	NO. OF VOTES RECEIVED	NO	ABSTAIN
1. Mr. Joel T. Go	3,875,194,721 votes	0	0
2. Ms. Lourdes G. Ortiga	3,875,194,721 votes	0	0
3. Mr. Edgardo C. Manda	3,875,194,721 votes	0	0
4. Atty. Caesar R. Certeza	3,875,194,721 votes	0	0
5. Atty. Christian Grant Yu Tomas	3,875,194,721 votes	0	0

INDEPENDENT DIRECTORS:

7. Ms. Marietta Fondevilla	3,875,194,721 votes	0	0
8. Atty. Rus Kristoffer B. Parcia	3,875,194,721 votes	0	0

H. APPOINTMENT OF THE INDEPENDENT AUDITOR

The Chairman requested Ms. Marietta Fondevilla, 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.

Ms. Fondevilla, together with the Board of Directors, recommended the reappointment of Sycip Gorres Velayo & Co. as the Company's independent auditors for the financial year 2025. 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 2025 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 3,875,194,721 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 matters or relevant concerns from the shareholders, to which there were 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