

ALSONS CONSOLIDATED RESOURCES, INC.
MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
Held at the Press Room 3, 4th Floor New World Makati Hotel
Esperanza Street corner Makati Avenue, Makati City, Philippines
on 27 May 2016 at 2:00 p.m.

CALL TO ORDER

The Chairman of the Board of Directors and President, Mr. Tomas I. Alcantara,¹ called the meeting to order and presided over the same.

The Chairman informed the stockholders of the attendance of the following directors at the meeting:

Tomas I. Alcantara
Editha I. Alcantara
Conrado C. Alcantara
Ramon T. Diokno
Tirso G. Santillan, Jr.
Honorio A. Poblador III
Jose Ben R. Laraya (Independent Director)²
Thomas G. Aquino (Independent Director)
Jacinto C. Gavino, Jr. (Independent Director)

The Corporate Secretary, Atty. Roberto V. San Jose, recorded the minutes of the proceedings.

CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary certified that notice of the meeting had been sent to all stockholders in compliance with the By-laws.

The Corporate Secretary also reported that there were present at the meeting, in person or by proxy, stockholders holding or representing at least 11,259,732,523 common or preferred shares, or 95.49% of the outstanding capital stock, and that a quorum was, therefore, present for the transaction of business. (The list of stockholders present or represented by proxy during said meeting is on file at the offices of the Corporation.)

¹ Mr. Tomas I. Alcantara is the Chairman of the Board and President, Chairman of the Executive Committee, Chairman of the Compensation Committee and Chairman of the Nominations Committee.

² Mr. Jose Ben R. Laraya is the Chairman of the Audit Committee.

APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING

The Chairman stated that the next matter on the agenda was the approval of the minutes of the annual stockholders' meeting held on May 22, 2015, copies of which had been earlier distributed to the stockholders.

Upon motion duly made and seconded, the stockholders holding at least 11,249,004,523 common and voting preferred shares or 95.34% of the outstanding capital stock, approved the following resolutions:

Resolution No. 1, Series of 2016

"RESOLVED, that the minutes of the Annual Stockholders' Meeting of Alsons Consolidated Resources, Inc. held on May 22, 2015 be, as it is hereby, approved."

The Corporate Secretary noted that stockholders holding or representing 9,898,000 shares voting by proxy abstained from the motion, while 830,000 votes were uncast.

ANNUAL REPORT

The Chairman delivered his message to the shareholders. Afterwards, the Executive Vice President, Mr. Tirso G. Santillan, presented the Management Report. Thereafter, the Chief Finance Officer, Mr. Luis R. Ymson, Jr., reported on the Company's financial condition and presented the audited financial statements for the year ended 31 December 2015, interim financial statements for the first quarter of 2016 and revenue forecast for the full year 2016.

All stockholders' comments and questions were answered by the Board and Management and recorded as Annex "A" to these Minutes.

After some discussion, on motion made and duly seconded, the stockholders holding or representing at least 11,249,004,523 common and voting preferred shares or 95.34% of the outstanding capital stock approved the following resolution:

Resolution No. 2, Series of 2016

"RESOLVED, that the Annual Report of Management as presented by the Chairman/President and Chief Finance Officer, and the Company's audited financial statements for the year ended December 31, 2015 be, as it is hereby, approved."

The Corporate Secretary noted that stockholders holding or representing 9,898,000 shares voting by proxy abstained from the motion, while 830,000 votes were uncast.

RATIFICATION OF THE ACTS OF THE BOARD OF DIRECTORS AND OFFICERS

The Chairman then stated that the next matter on the agenda was the ratification of the acts of the Board of Directors and officers of the Corporation.

After some discussion, on motion made and duly seconded, the stockholders holding or representing at least 11,249,004,523 common and voting preferred shares or 95.34% of the outstanding capital stock approved the following resolution:

Resolution No. 3, Series of 2016

“RESOLVED, that all acts, contracts, resolutions and actions, authorized and entered into by the Board of Directors and Management of the Company from the date of the last annual stockholders’ meeting up to the present be, as they are hereby, approved, ratified and confirmed.”

The Corporate Secretary noted that stockholders holding or representing 9,898,000 shares voting by proxy abstained from the motion, while 830,000 votes were uncast.

ELECTION OF DIRECTORS

The next matter on the agenda was the election of the members of the Board of Directors. The Corporate Secretary explained that in accordance with the Company’s Corporate Governance Manual, all nominations for directors were reviewed and approved by the Nominations Committee. Under SEC rules, only nominees whose names have been submitted to and evaluated by the Nominations Committee, and whose names appear in the Final List of Candidates set forth in the Definitive Information Statement, shall be eligible for election as Independent Directors.

The Chairman stated that there are eleven (11) board seats under the Corporation’s By-laws, and that the Nominations Committee received and evaluated the nominations of a total of eleven (13) candidates consisting of eight (8) candidates for regular directors and five (5) candidates for independent directors. He then announced that the table was open for nominations and the following were nominated:

The thirteen (13) nominees for directors were:

1. Tomas I. Alcantara
2. Editha I. Alcantara
3. Alejandro I. Alcantara
4. Carlos G. Dominguez
5. Tirso G. Santillan, Jr.
6. Ramon T. Diokno
7. Conrado C. Alcantara
8. Honorio A. Poblador III

9. Jose Ben R. Laraya (Independent)
10. Jacinto C. Gavino, Jr. (Independent)
11. Thomas G. Aquino (Independent)
12. Joseph A. Sy
13. Artemio A. Tanchoco, Jr.

Thereafter, it was moved, seconded and unanimously resolved to close the nominations. Since there are eight (8) candidates for the eight (8) available seats for regular director, and five (5) candidates for three (3) seats for independent director, the Company distributed ballots to determine who among the candidates will receive the highest number of votes.

The candidates who received the highest number of votes for the eight (8) available seats for regular director, and for the three (3) available seats for independent director, and have been duly elected as members of the Board of Directors for 2016-2017 are the following:

For Regular Directors:

1. Tomas I. Alcantara
2. Editha I. Alcantara
3. Carlos G. Dominguez
4. Alejandro I. Alcantara
5. Tirso G. Santillan, Jr.
6. Ramon T. Diokno
7. Conrado C. Alcantara
8. Honorio A. Poblador III

For Independent Directors:

9. Jose Ben R. Laraya
10. Thomas G. Aquino
11. Jacinto C. Gavino, Jr.

The Chairman then declared the eleven (11) nominees as the duly elected members of the Board of Directors for the ensuing term. The Chairman also acknowledged the election of Messrs. Jose Ben R. Laraya, Jacinto C. Gavino, Jr. and Thomas G. Aquino as the Corporation's independent directors. The final computation of votes are recorded as Annex "B" of these Minutes.

Mr. Joseph A. Sy expressed his "protest" at the election of the three independent directors on the ground that they are allegedly backed by management. He also requested to examine the proxies of the elected independent directors. The Chairman stated that he

can examine the proxies at any time by making arrangements with the Corporate Secretary.

APPOINTMENT OF EXTERNAL AUDITORS

The next matter on the agenda was the appointment of the external auditors of the Corporation.

After some discussion, on motion made and duly seconded, the stockholders holding or representing at least 11,249,004,523 common and voting preferred shares or 95.34% of the outstanding capital stock approved the following resolution:

Resolution No. 4, Series of 2016

"RESOLVED, that the auditing firm SGV & Co. be, as it is hereby, reappointed as the Company's external auditor for the current year 2016-2017."


The Corporate Secretary noted that stockholders holding or representing 9,898,000 shares voting by proxy abstained from the motion, while 830,000 votes were uncast.

ADJOURNMENT

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


ROBERTO V. SAN JOSE
Corporate Secretary

ATTESTED:


TOMAS I. ALCANTARA
Chairman of the Board

ANNEX "A"

to the Minutes of the Annual Stockholders' Meeting
of Alsons Consolidated Resources, Inc.
held on May 27, 2016

QUESTIONS AND ANSWERS DURING THE MEETING

Q1: *How are the preferred shares classified? Do these shares have a right to vote?*

A1: The Articles of Incorporation of the Company provide that preferred shares have equal rights as common shares to vote. Thus, the 5.5 Billion preferred shares are classified as voting preferred shares. During the 2011 Annual Stockholders Meeting on April 27, 2011, the stockholders approved the creation of the 5.5 Billion preferred shares. The SEC approved the amendment to the Articles of Incorporation creating the preferred shares on May 24, 2011.

Q2: *Are the preferred shares convertible to common?*

A2: No, they are not.

Q3: *How much does a share cost?*

A3: The shares have a par value of one centavo per share.

Q4: *As one of the candidates for independent director, I (Joseph Sy) was required to submit a certification from my broker stating the beneficial ownership of my proxies. May I now request the other three incumbent independent directors to present the certifications showing the names of the beneficial owners of their proxies?*

A4: The requirement of presenting the broker's certification covering the proxies is not a Company requirement; it is a requirement imposed by the SEC. The Company complied with the requirements for proxies provided for by the SEC. The broker's certification covering the proxies may be examined at the Company's offices subject to prior notice.

Q5: *I (Mr. Ferrer) was supposed to receive the property dividends of shares of ACR Mining Corporation on March 22, 2016 but I still have not received mine. How do I obtain my stock certificates?*

A5: The procedure for obtaining the stock certificates covering the dividends payable on March 22, 2016 are posted in the Philippine Stock Exchange website. You can also give us your name to the Corporate Secretary and we will find a way to hand the stock certificates to you.

Q6: *What is your projection for the power generation projects in Mindanao in the future?*

A6: We presented our target capacity for Mindanao which is projected to be 25% of the market. By 2019, we expect our supply in Mindanao to be 2350MW.

Q7: *I (Joseph Sy) would like to hear from the independent directors to present their contribution to the Company. As far as I know, independent directors are not puppets of management. Hence, I would like to see the accounts of these directors.*

A7: These questions are not proper to be taken up at this stage of the meeting. In any case, we can entertain your questions about the contribution of the independent directors after the meeting.

Q8: *May I (Joseph Sy) have a copy of the proxies of the incumbent independent directors showing the beneficial ownership thereof since Atty. Esguerra required the same from me?*

A8: Management submitted the requisite Proxy Information Statements to the SEC showing the beneficial ownership of the proxies. ACR followed the SEC and SRC rules and regulations regarding the disclosures required for the proxies. The proxies are available for examination at the Company's office during business hours.

Q9: *Will ACR Mining Corporation be listing its shares in the Philippine Stock Exchange?*

A9: The Company is not in the position to discuss ACR Mining Corporation because the decisions and direction of that corporation will be determined by its own management. In due time, ACR Mining Corporation will hold its own stockholders' meeting for the first time to report on the corporation's performance for the year.

ANNEX "B"

to the Minutes of the Annual Stockholders' Meeting
of Alsons Consolidated Resources, Inc.
held on May 27, 2016

TABULATION OF VOTES FOR ELECTION OF DIRECTORS

<u>Nominees for Director</u>	<u>Number of Votes</u>	<u>Percentage</u>
1. Tomas I. Alcantara	10,815,916,729	[96.058%]
2. Thomas G. Aquino	10,815,916,729	[96.058%]
3. Ramon T. Diokno	10,815,916,729	[96.058%]
4. Carlos G. Dominguez	10,815,916,729	[96.058%]
5. Jacinto C. Gavino, Jr.	10,815,916,729	[96.058%]
6. Jose Ben R. Laraya	10,815,916,729	[96.058%]
7. Tirso G. Santillan, Jr.	10,815,916,729	[96.058%]
8. Honorio A. Poblador III	10,811,616,729	[96.020%]
9. Conrado C. Alcantara	10,782,995,729	[95.766%]
10. Editha I. Alcantara	10,778,260,729	[95.724%]
11. Alejandro I. Alcantara	10,778,260,729	[95.724%]
12. Artemio A. Tanchoco, Jr.	3,849,329,584	[34.186%]
13. Joseph A. Sy	1,023,413,150	[9.089%]