

**MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS OF
APOLLO GLOBAL CAPITAL, INC**

Held on 20 December 2018
Quezon City Sports Club, E. Rodriguez Sr. Ave, Quezon City, Metro Manila

TOTAL NUMBER OF SHARES OUTSTANDING	275,196,071,520
TOTAL NUMBER OF SHARES PRESENT/REPRESENTED AND ENTITLED TO VOTE	247,402,677,920

PROCEEDINGS

I. CALL TO ORDER

Mr. Vittorio P. Lim, acting as the Chairman of the meeting, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Kristina Joyce Caro-Gangan, recorded the minutes thereof.

II. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary confirmed that notices were duly sent to all shareholders of record of the Corporation as of 26 October 2018, that at least two-third of the stockholders are present or represented at the meeting, and that there was a quorum to transact business.

III. READING AND APPROVAL OF MINUTES OF THE MEETING HELD ON 14 DECEMBER 2016

Upon motion duly made and seconded, the reading of the minutes of the previous meeting of the stockholders held on 14 December 2016 was dispensed with and the same was approved.

IV. MANAGEMENT'S REPORT

The President, Mr. Vittorio P. Lim, presented the management's report, the highlights of which were as follows:

For the year ended 2017, current assets went up to 3.716B from 262M the previous year owing to the completion of the infusion of majority of JDVC Resources Corporation ("JDVC") in the Corporation. The Corporation now owns majority of a business that management believes will generate profit for the Corporation in the near future. Management expects the first mining shipment to happen very soon and it looks forward to a fruitful 2019.

Upon motion duly made and seconded, the foregoing Management's Report and the Annual Report of the Corporation for the year ended 31 December 2018 were adopted.

V. APPROVAL OF THE AUDITED FINANCIAL STATEMENTS AS OF 31 DECEMBER 2016 and 2017

The Chairman informed the stockholders that the 2016 and 2017 Audited Financial Statements were incorporated in the Annual Report of the Corporation. Upon motion duly made and seconded, the

stockholders approved the Audited Financial Statements of the Corporation as of 31 December 2016 and 2017.

VI. RATIFICATION OF THE ACTS OF MANAGEMENT AND THE BOARD OF DIRECTORS

Upon motion duly made and seconded, the stockholders confirmed and ratified all acts done or caused to be done by the Management and the Board of Directors since the last stockholders' meeting on 14 December 2016.

VII. ELECTION OF DIRECTORS

The next order of business was the election of directors of the Corporation. The Chairman opened the table for nomination of the new directors and, thereupon, the following individuals were duly nominated:

1. Lloyd Reagan Taboso
2. Norman de Leon
3. Alexandra Herrera
4. Christopher Go
5. Lucky T. Uy
6. Salvador Araneta Santos-Ocampo
7. Vittorio Paulo P. Lim
8. David De La Cruz
9. Edwin Lim
10. Klarence Dy
11. Raymond Ricafort

Mr. Klarence Dy and Mr. Raymond Ricafort will serve as independent directors of the Corporation.

There being no other nominations and upon motion made and duly seconded, the nominations were closed and the above nominees were declared duly elected as members of the Board of Directors of the Corporation for 2018-2019 or until their successors have been elected and qualified, *provided* that the election of Mr. David De La Cruz and Mr. Edwin Lim as the 8th and 9th directors of the Corporation, respectively shall become effective immediately upon approval by the Securities and Exchange Commission of the amendment of the Articles of Incorporation of the Corporation increasing the number of directors from nine (9) to eleven (11).

VIII. INCREASE IN THE NUMBER OF DIRECTORS

Upon motion duly made and seconded, stockholders representing at least two-thirds of the outstanding capital stock of the Corporation approved and ratified the amendment of the Articles of Incorporation of the Corporation to increase the number of the directors from nine (9) to eleven (11).

IX. ISSUANCE AND LISTING OF SHARES

Upon motion duly made and seconded, the stockholders approved the issuance and listing of shares to be issued out of the current unissued and/or the increase in the authorized capital stock of the Corporation to new investors and/or existing stockholders, and the listing thereof, on terms beneficial to the Corporation.

X. APPOINTMENT OF EXTERNAL AUDITORS

Upon motion duly made and seconded, the stockholders approved the appointment of BDO, Alba, Romeo & Co. as the external auditors of the Corporation.

XI. ADJOURNMENT

There being no further matters to discuss, the meeting was, upon motion made and seconded, adjourned.

Certified true and correct:

KRISTINA JOYCE CARO-GANGAN
Corporate Secretary

Attested by:

VITTORIO P. LIM
Chairman of the Meeting