

**MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS
OF
ZEUS HOLDINGS, INC.
(the "Corporation")**

Held at The Penthouse, Lepanto Building
8747 Paseo de Roxas, Makati City
On 28 June 2018 at 3:00 p.m.

1. CALL TO ORDER

The Chairman of the Board, Mr. Felipe U. Yap, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Odette A. Javier, recorded the minutes of the meeting.

The Chairman then introduced to the stockholders the incumbent directors, officers and Committee members present at the meeting, as follows:

| | | |
|-------------------------|---|-------------------------------|
| Artemio F. Disini | - | President |
| Pablo T. Ayson, Jr. | - | Director |
| Jose G. Cervantes | - | Director |
| Odette A. Javier | - | Director/ Corporate Secretary |
| Jose Raulito E. Paras | - | Director |
| Stephen Y. Yap | - | Director |
| Manuel Jeffrey N. David | - | Independent Director |
| Douglas John Kirwin | - | Independent Director |
| Ma. Lourdes B. Tuason | - | Treasurer |

The Chairman then proceeded to introduce the members of the Board Committees, as follows:

Audit Committee

| | | |
|---------------------|---|----------|
| Douglas John Kirwin | - | Chairman |
| Jose G. Cervantes | - | Member |
| Stephen Y. Yap | - | Member |

Nomination Committee

| | | |
|-------------------------|---|----------|
| Stephen Y. Yap | - | Chairman |
| Jose G. Cervantes | - | Member |
| Manuel Jeffrey N. David | - | Member |

2. PROOF OF NOTICE/DETERMINATION OF QUORUM

The Corporate Secretary certified that notices were sent to all stockholders of the Corporation in compliance with the By-Laws.

The Corporate Secretary then reported that the stockholders holding a total of 65.19% of the Corporation's outstanding capital stock were present or represented at the meeting and that a quorum existed for the valid transaction of business.

3. VOTE METHOD AND VOTE COUNTING SYSTEM

The Chairman then requested the Corporate Secretary to provide a brief rundown on the voting method and vote counting system to be followed during the meeting, for the information of the stockholders present.

The Corporate Secretary stated that the voting method and counting system prescribed by the Corporation's By-Laws would be observed. The Corporate Secretary explained that under Article III, Section 7 of the By-Laws, a plurality vote of the stockholders present in person or by proxy shall generally decide all elections and questions. In addition, as regards the election of directors, the Corporate Secretary pointed out that under Article IV, Section 4 of the By-Laws, the persons receiving the highest number of votes of the stockholders present in person or by proxy and entitled to vote shall be the directors.

4. APPROVAL OF MINUTES OF PREVIOUS MEETING – 29 JUNE 2017

The Chairman stated that the next item on the agenda was the approval of the minutes of the previous meeting of the stockholders held on 29 June 2017, copies of which have been distributed to the stockholders.

Upon motion duly made and seconded, the reading of the minutes of the annual meeting of the stockholders held on 29 June 2017 at Makati City was dispensed with, and the said minutes were duly approved.

As tabulated by the Corporate Secretary and validated by the Corporation's external auditor, Punongbayan & Araullo, and stock transfer agent BDO Unibank, Inc.-Stock Transfer Department, the votes on the motion for the approval of the minutes are as follows:

| | For | Against | Abstain |
|--------------------------------|---------------|---------|---------|
| Number of Shares Voted | 1,784,355,873 | 0 | 0 |
| % of Outstanding Capital Stock | 65.19% | 0 | 0 |

5. CHAIRMAN'S REPORT

The Chairman then presented a brief report on the performance of the Corporation during the preceding year as contained in the Management Report, copies of which were previously distributed to the stockholders.

The moratorium on the issuance of new mining permits has yet to be lifted, so our application for a Mineral Production Sharing Agreement, through Olympic International Sales Corporation, with whom Zeus Holdings, Inc. has an Operating Agreement, remains pending with the Mines and Geosciences Bureau. We will continue to do whatever is necessary for our application to move forward, hoping that

government will see the wisdom of opening up the mining industry. With the ever rising demand for metals, mineral exports can very well reduce our balance of payments deficit and generate foreign exchange to help stabilize the Philippine Peso.

After the Chairman had completed his report, he opened the floor for questions or comments from the stockholders.

There being no questions raised by the stockholders, upon motion duly made and seconded, the following resolution was unanimously approved by the stockholders present in person or by proxy:

“RESOLVED, that the Management Report, including the 2017 Audited Financial Statements, be approved.”

As tabulated by the Corporate Secretary and validated by the Corporation’s external auditor, Punongbayan & Araullo, and stock transfer agent BDO Unibank, Inc.-Stock Transfer Department, the votes on the motion for the approval of the Management Report, including the 2017 Audited Financial Statements, are as follows:

| | For | Against | Abstain |
|--------------------------------|---------------|---------|---------|
| Number of Shares Voted | 1,784,355,873 | 0 | 0 |
| % of Outstanding Capital Stock | 65.19% | 0 | 0 |

6. RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS AND OFFICERS FROM 29 June 2017 UP TO THE DATE OF THE STOCKHOLDERS’ MEETING

The Chairman then stated that the next item on the agenda is the ratification of all acts of Management and the Board of Directors of the Corporation, as disclosed in the corporate records, from the 29 June 2017 up to the date of the Annual Stockholders’ Meeting.

Upon motion duly made and seconded, the following resolution was unanimously approved by the stockholders present in person or by proxy:

“RESOLVED, that the stockholders of ZEUS HOLDINGS, INC. (the “Corporation”) ratify, as they hereby ratify, all acts of management and the Board of Directors of the Corporation as disclosed in the corporate records from 29 June 2017 to 28 June 2018.”

As tabulated by the Corporate Secretary and validated by the Corporation’s external auditor, Punongbayan & Araullo, and stock transfer agent BDO Unibank, Inc.-Stock Transfer Department, the votes on the motion for the approval of the minutes are as follows:

| | For | Against | Abstain |
|--------------------------------|---------------|---------|---------|
| Number of Shares Voted | 1,784,355,873 | 0 | 0 |
| % of Outstanding Capital Stock | 65.19% | 0 | 0 |

7. **NOMINATION AND ELECTION OF DIRECTORS**

The Chairman announced that the next item on the agenda was the election of the directors of the Corporation to serve as such until their successors shall have been elected and qualified in accordance with the By-Laws. Upon the request of the Chairman, the Corporate Secretary announced the persons nominated for the position of director in accordance with the Corporation's By-Laws, Manual on Corporate Governance, and rules and regulations of the Securities and Exchange Commission, as follows:

Felipe U. Yap
Artemio F. Disini
Pablo Ayson, Jr.
Jose G. Cervantes
Odette A. Javier
Jose Raulito E. Paras
Stephen Y. Yap
Douglas John Kirwin
Manuel Jeffrey N. David

Upon motion duly made and seconded, there being no objection, the nomination of directors was closed, and the Chairman instructed the Corporate Secretary to cast the votes of the stockholders present in person or by proxy in favor of the nine nominees and declared them to be duly elected as directors of the Corporation for the ensuing term.

As tabulated by the Corporate Secretary and validated by the Corporation's external auditor, Punongbayan & Araullo, and stock transfer agent BDO Unibank, Inc.-Stock Transfer Department, the votes received by each of the nine nominees are as follows:

| | For | Against | Abstain |
|--------------------------------|---------------|---------|---------|
| Number of Shares Voted | 1,784,355,873 | 0 | 0 |
| % of Outstanding Capital Stock | 65.19% | 0 | 0 |

8. **APPOINTMENT OF EXTERNAL AUDITORS**

The Chairman stated that the last time on the agenda was the appointment of the external auditors of the Corporation.

On motion duly made and seconded, the following resolution was unanimously approved by the stockholders present in person or by proxy:

“RESOLVED, that ZEUS HOLDINGS, INC. appoint Punongbayan & Araullo as its external auditors for the calendar year 2018.”

As tabulated by the Corporate Secretary and validated by the Corporation’s external auditor, Punongbayan & Araullo, and stock transfer agent BDO Unibank, Inc.-Stock Transfer Department, the votes on the motion for the election of Punongbayan & Araullo as its external auditors of the Corporation for the calendar year 2018 are as follows:

| | For | Against | Abstain |
|--------------------------------|---------------|---------|---------|
| Number of Shares Voted | 1,784,355,873 | 0 | 0 |
| % of Outstanding Capital Stock | 65.19% | 0 | 0 |

Thereafter, the Chairman introduced the following representatives of P&A in attendance:

- 1. Ms. Sheryl G. Llovido, Audit Partner;
- 2. Mr. Edcel U. Costales, Audit Manager; and
- 3. Ms. Pia Sanchez, Audit-in-charge

10. **ADJOURNMENT**

The Chairman stated that there were no other matters on the agenda and asked if there was any matter that any stockholder would like to take up or any questions which they would like to ask. The stockholders did not have any questions or comments.

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

Certified Correct:


ODETTE A. JAVIER
Corporate Secretary

Attested:


FELIPE U. YAP
Chairman