

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

Held through remote communication
via video-conferencing
on Thursday, July 30, 2020 at 3:00 P.M.

1. CALL TO ORDER

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

The Chairman explained that the meeting was being conducted remotely or via Zoom to avoid any health and safety risks on everyone concerned and in keeping with the IATF safety regulations.

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
Ramon T. Diokno	-	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

2. PROOF OF NOTICE/DETERMINATION OF QUORUM

As the first order of business, the Chairman called upon the Corporate Secretary to present proof that notice of the meeting had been sent out in accordance with the rules of the Securities and Exchange Commission (SEC) and to report on the attendance at the meeting.

The Secretary confirmed that the Notice with the Agenda of the meeting was published on July 6 and 7, 2020 in the Philippine Star and the Manila Times in accordance with the rules of the SEC. Furthermore, the said Notice and Agenda, together with the Information Statement, were duly disclosed and had been uploaded in the PSE EDGE and on the Company website not later than July 9, 2020.

The Secretary next reported that with the assistance of the Transfer Agent, BDO, and the accountant, she has examined all proxies and all powers of attorney filed of record. In addition, he had examined the tally of stockholders who had pre-registered and voted online. Based upon such examination, he declared that out of the 2,737,044,807 shares issued, outstanding and entitled to vote as of July 2, 2020, there were 1,478,307,797 shares considered present at the meeting, or an attendance of 54%, and certified that there was a quorum for the business at hand.

PROCEDURE FOR DISCUSSION AND VOTING

At the request of the Chairman, the Corporate Secretary explained the procedure for discussion and voting:

The REQUIREMENTS AND PROCEDURE FOR VOTING AND PARTICIPATING in today's meeting are set forth in the Information Statement which has been uploaded in the PSE EDGE and the Company's website. As stated therein, stockholders may participate through remote communication or by Proxy.

Only stockholders who have timely pre-registered or submitted proxies may participate in today's meeting. Those who have pre-registered should have voted on-line on the four resolutions proposed for adoption by the stockholders and for the nominees for election to the Board of Directors on or before July 24.

Each proposed resolution will be shown on the screen and read by the Corporate Secretary while the same is being taken up. The total affirmative and negative votes in respect of each resolution or nominee for Director, as well as the abstentions, will be reflected in the minutes.

As of July 30, 2020, after the Proxy validation process, stockholders owning 1,478,307,797 shares representing 54 % of the total outstanding voting shares had cast their votes on the items for consideration.

Participants may ask questions through the chat facility of Zoom. The questions will be read by the Corporate Secretary after the Chairman's report under Agenda Item No. 4 and they will be addressed accordingly.

For orderly proceedings, the host will mute all audio facilities, so that only the Chairman, and whoever he requests to speak up, will be enabled to speak.

The Chairman inquired whether there were any challenges to the Secretary's certification of quorum. There being none, the Chairman affirmed the presence of a quorum.

Thereafter, the Chairman directed the Secretary to spread the Notice of the Regular Annual Meeting in the minutes.

NOTICE OF REGULAR ANNUAL MEETING

TO ALL STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the regular annual meeting of the stockholders of Zeus Holdings, Inc. will be held on **Thursday, July 30, 2020 at 3:00 o'clock P.M.** The meeting will be conducted virtually via remote access communication and the access link will be provided in the Company's website at www.zeusholdingsinc.com. The agenda for this meeting is as follows:

1. Call to Order
2. Proof of due notice of the meeting and determination of quorum
3. Approval of the Minutes of the Annual Meeting on June 27, 2019
4. Approval of the 2019 Audited Financial Statements
5. Ratification of Corporate Acts
6. Election of Directors
7. Appointment of External Auditor
8. Transaction of such other and further business as may properly come before the meeting.

Proxies must be filed with and received at the Company's offices not later than by the close of business hours on July 24, 2020. Proxies received after the cut-off date shall not be recorded for this meeting.

Only holders of issued stocks of record as at the close of business hours on July 2, 2020 and whose status as stockholders on that date has been satisfactorily established per the corporate records to the Secretary of the Company will be entitled to notice of, and to vote at, said meeting.

Makati City, Philippines, 23 June 2020.

BY ORDER OF FELIPE U. YAP, CHAIRMAN OF
THE BOARD AND CHIEF EXECUTIVE OFFICER:

ODETTE A. JAVIER
Corporate Secretary

3. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING – 27 JUNE 2019

The Chairman noted for the record that the draft minutes of the regular annual meeting of June 27 2019 was uploaded in the Zeus Holdings website about two weeks ago. He then submitted the minutes for the consideration and approval of the stockholders.

The Chairman asked the Corporate Secretary to present the resolution for approval by the stockholders. The resolution was shown on the screen and read by the Corporate Secretary.

The Corporate Secretary informed the body that shareholders representing 1,478,307,797 shares or 100% of the shares present or represented at the meeting, have voted to approve the said minutes.

The Chairman thus declared that the Minutes of the Annual Meeting of the Stockholders held on June 27 2019 have been approved.

4. APPROVAL OF THE 2019 MANAGEMENT REPORT AND AUDITED FINANCIAL STATEMENTS

The Chairman then rendered the following report:

There is not much that we can report to you now because as you know, there is a moratorium on the approval of mining permits and until that moratorium is lifted, the application for a Mineral Production Sharing Agreement or APSA No. 000115-XI of Olympic International Sales Corporation, with whom Zeus Holdings, Inc. has an Operating Agreement, cannot move. We will continue, as Operator, to prosecute this application. We also continue to evaluate other mineralized areas or forging partnerships with claim owners and applicants for mineral agreements.

The Chairman then said that the stockholders may ask questions through the chat facility of Zoom. There being no questions, the Chairman asked the Corporate Secretary to present to the stockholders the resolution approving the 2019 Management Report and Audited Financial Statements. The resolution was shown on the screen and read by the Corporate Secretary, as follows:

“RESOLVED, that the Management Report, including the 2019 Audited Financial Statements, be approved.”

The foregoing resolution was approved by a total of 1,478,307,797 shares or 100% of the shares present or represented at the meeting.

5. RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS AND OFFICERS FROM 27 JUNE 2019 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 27 June 2019 up to the date of the Annual Stockholders’ Meeting.

The Chairman asked the Corporate Secretary to present the resolution for approval by the stockholders. The resolution was shown on the screen and read by the Corporate Secretary, as follows:

“RESOLVED, that the stockholders ratify, as they hereby ratify, all acts of management and the Board of Directors of the Corporation as disclosed in the corporate records from 27 June 2019 to 30 July 2020.

The Corporate Secretary informed the body that shareholders representing 1,478,307,797 shares or 100% of the shares present or represented at the meeting, have voted to approve the said minutes.

6. 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.
Ramon T. Diokno
Odette A. Javier
Jose Raulito E. Paras
Stephen Y. Yap

INDEPENDENT DIRECTORS:

Douglas John Kirwin
Manuel Jeffrey N. David

Considering that there were nine (9) Board seats to be filled, and there were only nine (9) nominees, including for two independent directors, the chairman declared all nine nominees as duly elected directors. The Chairman directed the Corporate Secretary to distribute all the votes equally among the said nominees, or 1,478,307,797 votes for each nominee.

The Chairman then presented to the stockholders the re-elected directors of the Company. He also presented to the stockholders the Company's senior officers.

7. APPOINTMENT OF EXTERNAL AUDITORS

The Chairman said that the next item on the agenda was the appointment of external auditor and that the Audit Committee and the Board of Directors have recommended that Punongbayan & Araullo ("Punongbayan") be re-appointed.

The Chairman asked the Corporate Secretary to present the resolution for approval by the stockholders and the votes received thereon. The resolution was shown on the screen and read by the Corporate Secretary. The Corporate Secretary advised that 1,478,307,797 shares or 100% of the shares present or represented at the meeting had voted in favor of the re-appointment of Punongbayan as external auditor.

The Chairman then introduced to the stockholders the Punongbayan & Araullo partners who were in attendance, namely: Mr. Anton Ng - Partner, Mr. Edcel U. Costales – Senior Manager, and Ms. Zai Basher – Audit in Charge.

8. ADJOURNMENT

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