

MINUTES OF THE ANNUAL SHAREHOLDERS' MEETING

OF

AG FINANCE, INCORPORATED

Held at The Big Function Room,  
Manila Golf & Country Club  
Harvard Road, Forbes Park, Makati City  
On 16 December 2016 at 2:00 pm

<u>STOCKHOLDERS PRESENT</u>	<u>NUMBER OF SHARES</u>	<u>PERCENTAGE</u>
Stockholders represented by proxies	187,464,274	71.60%
Stockholders represented in person	19,451	0.007%
Total number of shares present in present and represented by proxy	187,483,725	71.61%
Total Shares and Outstanding	261,824,002	100.0%

DIRECTORS PRESENT:

Mr. Isidro C. Alcantara, Jr.  
Mr. Arsenio K. Sebial, Jr.  
Mr. Anthony M. Te  
Atty. Remegio C. Dayandayan, Jr.  
Justice Manuel M. Lazaro (Independent Director)  
Mr. Ge Lin a.k.a. Gery Lam (Independent Director)

DIRECTORS ABSENT:

Atty. Hermogene H. Real

OTHERS PRESENT:

Atty. Diane Madelyn C. Ching



## I. CALL TO ORDER

The Chairman, Mr. Isidro C. Alcantara, Jr., called the meeting to order and presided over the same. The Corporate Secretary, Atty. Diane Madelyn C. Ching recorded the minutes of the meeting.

## II. PROOF OF NOTICE OF MEETING AND CERTIFICATION OF QUORUM

The Chairman inquired with the Corporate Secretary whether proper notices of the meeting were sent to the stockholders of record of the Corporation and whether there is quorum to proceed with the meeting. The Corporate Secretary certified that the notice of the meeting has been sent to each stockholder of record as of 18 November 2016. She further certified that out of the total issued and outstanding capital stock of the Corporation, there are present in person or by proxy, holders of 187,483,725 shares of stock entitled to vote, representing an attendance of 71.61%, which is more than two thirds (2/3) of the total issued and outstanding capital stock of the Corporation. Therefore, there exists quorum to transact business at hand.

## III. READING AND APPROVAL OF THE MINUTES OF THE LAST SHAREHOLDERS' MEETING

The Chairman stated that the next item in the agenda is the reading and approval of the minutes of the last shareholders' meeting. The Corporate Secretary stated that copies of the Minutes of the Meeting held on 17 December 2015 had been earlier distributed. She further reported the highlights of the previous Annual Shareholders' Meeting held on 17 December 2015 as follows: (1) the approval of the minutes of the Special Shareholders' Meeting last 17 April 2015; (2) approval of the management report; (3) ratification of all acts; (4) the amendment of the Company's Articles of Incorporation to: (a) change its name from AG Finance Incorporated to Ferronoux Metals Refinery Inc.; (b) change of principal address from Unit 2205-A, East Tower Philippine Stock Exchange Center, Exchange Road, Ortigas Center, Pasig City to 16<sup>th</sup> Floor, Citibank Tower, Paseo de Roxas, Makati City; (c) to increase the number of directors from 7 to 9; and of the By-Laws to change the date of the Annual Meeting from last Friday of June to last Wednesday of May as stated in Article II Section I; (5) change of stock symbol from AGF to FMR.

There being no comment, correction or objection to the said minutes, upon motion duly made and seconded, the minutes of the meeting held on 17 December 2015 was approved.



#### IV. APPROVAL OF THE MANAGEMENT REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2015

The Chairman then stated that the next item on the agenda is the Approval of the Management Report and Audited Financial Statements for the year ended December 31, 2015. Mr. Rhodel B. Salvador presented the financial statements as well as the financial highlights resulting from the Corporation's operation for the year ending 2015. After presentation, Mr. Alcantara presented the Company's future plans. He stated that the shareholders previously approved to change the name of the Corporation from AG Finance, Inc. to Ferronoux Metals Refinery, Inc. and to change the purpose from a financing company to a holding company. The change was in line with the management's decision to invest in mining properties or mining related activities. However, due to uncertainties in the mining industry and the decline in nickel prices, the implementation of the change of name was held off. After thorough evaluation, the management has decided to pursue its plans. In this regard, the initial plan to change name and purpose will now be implemented. The management is optimistic that the mining industry will be lucrative considering the increasing price of commodities. Upon motion duly made and seconded, the shareholders noted the management report and ratified the change of name from AG Finance, Inc. to Ferronoux Metals Refinery, Inc. Thereafter, the shareholders approved the Audited Financial Statements as discussed and circulated. Thereupon, the shareholders resolved as follows:

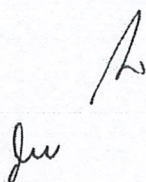
"RESOLVED, as it is hereby resolved, that the change of name from AG Finance, Inc. to Ferronoux Metals Refinery, Inc. be ratified and re-affirm.

"RESOLVED, FURTHER, that the Audited Financial Statements for the year ending 31 December 2015 be approved."

"RESOLVED, FINALLY, that the management report be noted."

#### V. RATIFICATION OF THE ALL ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT

The Chairman stated that the next item in the matter is the ratification of all the actions of the Board of Directors and management for the year 2015 up to the present. In the course of operations, the Board of Directors and the officers of the corporation issued resolutions, executed contracts and sold assets of the Corporation which are now subject of ratification and confirmation of the shareholders. Thereupon, after a motion duly made and seconded, the shareholders approved the actions of the Board of Directors and management for the year 2015 up to the present.





"RESOLVED, as it is hereby resolved, that all actions of the directors and officers of the Corporation so taken in all of the above matters be, and in all respects are approved, ratified, and confirmed as of the respective dates when such actions were taken."

## VI. ELECTION OF DIRECTORS

The Chairman then proceeded to the election of directors of the corporation for the ensuing year and until the next election. There are seven (7) seats to be filled including two (2) seats for independent directors. The Nominations Committee has nominated the following directors:

Regular Directors:

Mr. Isidro C. Alcantara, Jr.

Mr. Anthony M. Te

Mr. Arsenio K. Sebial, Jr.

Atty. Remegio C. Dayandayan, Jr.

Atty. Hermogene H. Real

Independent Directors:

Mr. Ge Lin a.k.a. Gery Lam

Justice Manuel M. Lazaro

Thereafter, it was moved, seconded, and unanimously resolved to close the nominations. There being only seven (7) nominees to the position of seven (7) directors, upon motion duly made and seconded, the Corporate Secretary was directed and authorized to cast all votes of the stockholders present or represented at the meeting equally among all the seven (7) nominees. The Chairman, therefore, declared the seven (7) nominees as the duly elected members of the Board of Directors for the current term to act as such until their successors are duly elected and qualified in accordance with the By-Laws. Mr. Ge Lin and Justice Manuel Lazaro were duly recognized as the Corporation's current independent directors.

## VII. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman then stated the next item in the agenda which is the appointment of the Corporation's external auditor. The Audit Committee has recommended the re-appointment of Reyes Tacandong & Co. as the Corporation's external auditor.



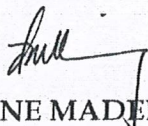
Upon motion duly made and seconded, the shareholders re-appointed the auditing firm of Reyes Tacandong & Co. as the Corporation's external auditor for the current year, viz:

"RESOLVED, as it is hereby resolved, that Reyes Tacandong & Co. be appointed as external auditor."

#### VIII. OTHER MATTERS AND ADJOURNMENT

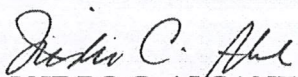
The Chairman then opened the table to discuss other matters. There being no further matters to discuss or business to conduct, upon motion duly made and seconded, the meeting was thereupon adjourned.

*Prepared by:*

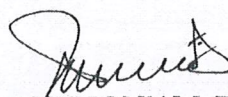


DIANE MADELYN C. CHING  
*Corporate Secretary*

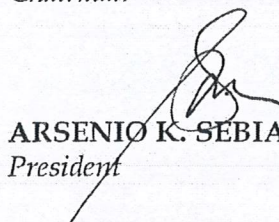
*Attested by:*



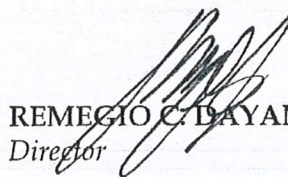
ISIDRO C. ALCANTARA, JR.  
*Chairman*



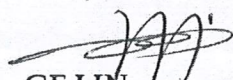
ANTHONY M. TE  
*Vice Chairman*



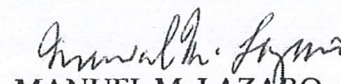
ARSENIO K. SEBIAL, JR.  
*President*



REMEGIO C. DAYANDAYAN, JR.  
*Director*



GE LIN  
*Independent Director*



MANUEL M. LAZARO  
*Independent Director*