

**MINUTES OF THE ANNUAL SHAREHOLDERS' MEETING
OF**

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.

Held at Manila Polo Club

McKinley Rd., Makati City

On 04 December 2018 at 2:00 PM

STOCKHOLDERS PRESENT	NUMBER OF SHARES	PERCENTAGE
Stockholders represented by proxies	1,265,760,989	82.81%
Stockholders represented in person	14,000	0%
Total number of shares present in person and proxies	1,265,774,989	82.81%
Total Issued and Outstanding Shares: (Preferred & Common)	<u>1,528,474,000</u>	

DIRECTORS PRESENT:

Cesar C. Zalamea
 Isidro C. Alcantara, Jr.
 Macario U. Te
 Rolando S. Santos
 Remegio C. Dayandayan, Jr.
 Minda P. De Paz
 Augusto C. Serafica, Jr.
 Carlos Alfonso T. Ocampo - *Independent Director*
 Vicente V. Mendoza - *Independent Director*

I. CALL TO ORDER

Mr. Cesar C. Zalamea, the Chairman of the Board, called the meeting to order and presided over the same. Atty. Diane Madelyn C. Ching, Corporate Secretary, recorded the minutes of the proceedings.

II. PROOF OF NOTICE OF MEETING AND CERTIFICATION QUORUM

The Chairman inquired with 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 30 October 2018. She further certified that out of the total issued and outstanding capital of the stock of the Corporation, there are present in person or by proxy, holders of 1,265,760,949 shares of stock entitled to vote, representing an attendance of 82.81%, 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. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING

The Chairman stated that the first item in the agenda is the reading and approval of the minutes of the last Stockholders' Meeting held on 26 May 2016. Atty. Diane Madelyn C. Ching, the Corporate Secretary, stated that there was no meeting held last 2017 and during the Annual Stockholders' Meeting held last 26 May 2016, the shareholders 1.) Approved the Management Report and Audited Financial Statements for the year ended December 31, 2016; 2.) Ratified and Approved the Corporate Acts; 3.) Elected the Board of Directors for the ensuing year; 4.) Reappointed Reyes Tacandong & Co. as External Auditor. She said that copies of the minutes were earlier distributed to the stockholders.

Upon motion duly made and seconded, and there being no objections, the reading of the minutes of the previous annual stockholders' meeting was dispensed with and the same was unanimously approved by the stockholders holding at least 82.15% of the outstanding capital stock of the Corporation.

The Corporate Secretary noted that no stockholders voted against or abstained on the motion. The affirmative votes were sufficient to approve the resolution.

IV. APPROVAL OF THE MANAGEMENT REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2017

The Chairman, Cesar C. Zalamea, then proceeded to next item in the agenda which is the approval of the Management Report and Audited Financial Statements for the year ending December 31, 2017.

The President, Isidro C. Alcantara, Jr., presented the financial highlights and management report to the shareholders. He said that copies of the Audited Financial Statements for the year ended December 31, 2017 were earlier distributed for the perusal of the shareholders. He stated that Company had minimal operation in 2017.

There being no questions or comments raised after the report, upon motion duly made and seconded, the stockholders noted the report of Atty. Alcantara and further approved the Audited Financial Statements for the year ending 31 December 2017; thus, the approval of the following resolution:

"RESOLVED, as it is hereby resolved, that the Management Report as presented by the President be noted and that the Corporation's Audited Financial Statements for the year ended December 31, 2017 be approved."



V. **AUTHORITY TO ACT AS SURETY AND MORTGAGE ITS ASSET FOR THE LOAN OR CREDIT ACCOMMODATION OF ALUMINA MINING PHILS. INC.**

The Chairman likewise stated that the next item in the agenda is the Authority to act as Surety or guarantor and mortgage its asset for the loan or credit accommodation of Alumina Mining Phils. Inc.

The President then informed the Board of the need to act as Surety or guarantor and secure loan of Alumina Mining Phils. Inc. with Philippine Business Bank. Upon motion duly made and seconded, the following resolution was approved:

"RESOLVED, as it is hereby resolved, that the Shareholders ratified, approved and confirmed the authority of the Corporation to act as Surety or guarantor, binding itself jointly and severally to pay the loans/credit accommodations granted by Philippine Business Bank to Alumina Mining Phils. Inc. in the principal amount of **Two Hundred Million Pesos (Php 200,000,000.00)**, together with interests, penalties, and other charges therein, and including any extensions, renewals, or restructuring, acknowledging the material benefit therein because of the Corporation's business relations and affiliations with Alumina Mining Phils. Inc."

"RESOLVED, FURTHER, that the Shareholders ratified, approved and confirmed the authority of the Corporation to mortgage the following parcels of property, identified as follows, to secure the aforementioned obligation:

Description	CCT	Area	Location
Unit 16B	006-2014013061	464.74	16 F, Citibank Tower
Parking A519	006-2014013062	48sqm	5F, Citibank Tower
Parking A520			5F, Citibank Tower
Parking A521			5F, Citibank Tower
Parking A522			5F, Citibank Tower

"RESOLVED, FINALLY, as it is hereby resolved, that the Corporate Secretary be authorized to issue certifications relative to the foregoing resolutions."

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

The Chairman stated that the next item in the agenda is the Ratification of all of the actions of the Board of Directors and management from the last shareholders' meeting up to the present. Upon motion duly made and seconded, the shareholders approved all the acts, proceedings, transactions, and agreements, authorized and entered into by the Board of Directors and Officers of the Corporation from the last Stockholders' Meeting to date were approved, confirmed and ratified. Upon motion duly made and seconded, the following resolution was approved:

"RESOLVED, as it is hereby resolved, that all actions, proceedings, transactions and agreements, authorized and entered into by the directors and the officers of the Corporation from the last stockholders' meeting up to present be approved, ratified, and confirmed."

It was noted for the record by the Corporate Secretary that no stockholders voted against or abstained on the motion. The affirmative votes were sufficient to approve the resolution.

VII. 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 Eleven (11) seats to be filled, including two (2) seats for the Independent Directors.

Under the 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 or other reports submitted to the Securities and Exchange Commission, shall be eligible for election as Independent Directors.

Regular Directors:

Cesar C. Zalamea
Isidro C. Alcantara, Jr.
Macario U. Te
Remegio C. Dayandayan, Jr.
Hermogene H. Real
Rolando S. Santos
Minda de Paz
Diane Madelyn Ching
Augusto C. Serafica, Jr.

Independent Directors:

Atty. Carlos Alfonso T. Ocampo
Justice Vicente V. Mendoza

Ju

VIII. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman stated that the next item is the appointment of the Corporation's external auditor. The Audit Committee has recommended the appointment of Reyes Tacandong & Co. as the Corporation's external auditor. Upon motion duly made and seconded, the shareholders appointed the auditing firm of Reyes Tacandong & Co. as the Corporation's external auditor for the current year. The following resolution was adopted:

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

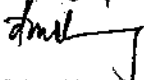
IX. OTHER MATTERS

The Chairman opened the floor for questions and/or concerns. Mr. Steven Soliven clarified if note payable stated in 2017 Annual Report will be paid off this year. Mr. Alcantara answered that the Company will not be able to pay yet since it does not have income yet being a mere holding company with minimal business operations.

X. ADJOURNMENT

Upon motion duly made and seconded, the meeting was thereupon adjourned.

Prepared by:



ATTY. DIANE MADELYN C. CHING
Corporate Secretary/ Director