

**MINUTES
OF THE ANNUAL MEETING OF STOCKHOLDERS
OF NICKEL ASIA CORPORATION**

**Held on 29 May 2017 at 2:30 p.m.
at the Ascott Ballroom, 5th Floor, Ascott Bonifacio Global City
5th Ave. cor. 28th St., Bonifacio Global City, Taguig City**

**All Directors of the Company
were present:**

Manuel B. Zamora, Jr., Chairman
Philip T. Ang, Vice Chairman
Gerard H. Brimo, President and Chief Executive Officer
Luis J.L. Virata, Director
Takanori Fujimura, Director
Takeshi Kubota, Director
Martin Antonio G. Zamora, Director
Frederick Y. Dy, Independent Director; Audit Committee Chairman
Fulgencio S. Factoran, Jr., Independent Director

Also Present:

Atty. Barbara Anne C. Migallos, Corporate Secretary
Jose B. Anievas, Chief Operating Officer
Emmanuel L. Samson, Chief Financial Officer
Atty. Jose Roderick F. Fernando, Assistant Corporate Secretary and Vice President for Legal, and Chief Compliance Officer

Sycip Gorres Velayo & Company, External Auditors
(represented by Eleanor A. Layug Partner in Charge and members
of the audit team, and Jaime F. del Rosario, Partner in Assurance)

I. Call to order

The Chairman, Mr. Manuel B. Zamora, Jr. called the meeting to order and presided over the same. The Corporate Secretary, Atty. Barbara Anne C. Migallos, recorded the minutes of the proceedings.

The Chairman introduced the Directors present at the meeting: Mr. Frederick Y. Dy, Independent Director and Chairman of the Audit Committee; Atty. Fulgencio S. Factoran, Jr., Independent Director and Chairman of the Board Risk Oversight Committee; Mr. Philip T. Ang, Vice Chairman; Mr. Gerard H. Brimo, Chief Executive

Officer; Mr. Martin Antonio G. Zamora, Director and Executive Vice President; and Messrs. Luis J. Virata, Takanori Fujimura, and Takeshi Kubota. .

The shareholders were informed of the presence of representatives of the Company's independent external auditors, Sycip Gorres Velayo & Company (SGV & Co.).

II. Proof of Required Notice of the Meeting

The Corporate Secretary, Atty. Barbara Anne C. Migallos, certified that notices, together with the Agenda of the Annual General Stockholders' Meeting and the Information Statement duly approved by the Securities and Exchange Commission (SEC), were sent to shareholders beginning 27 April 2017, within the periods prescribed under applicable rules and in conformity with corporate governance best practices. The Notice was also published in a newspaper of general circulation on 22 May 2017. The Corporate Secretary presented a notarized certification that she executed to attest to these facts under oath.

III. Certification of Quorum and Explanation of Voting Procedure

The Corporate Secretary certified that there are present, in person or represented by proxy, 8,322,928,954 shares representing 81.01% of the outstanding capital stock of the Company. Accordingly, there was a quorum for purposes of the meeting.

Voting procedure

At the request of the Chairman, the Corporate Secretary explained the protocol and voting procedure for the meeting.

1. The required quorum for meetings of shareholders is the presence in person or by proxy of stockholders holding a majority of the outstanding capital stock. To approve an agenda item, the YES vote of at least a majority of those present is required. There are no items requiring a higher vote under the Corporation Code.
2. Only items reflected on the agenda and the Information Statement will be voted upon. No resolution that is not in the Agenda will be voted on.
3. Voting is by balloting.

Shareholders present were given ballots upon registration.

In the case of proxies submitted prior to the meeting, the designated proxy was provided with ballots for casting in accordance with the instructions contained in the proxies.

The proxy form contains every item on the Agenda requiring a vote, with spaces provided for YES, NO or ABSTAIN. The shareholder issuing the proxy indicates his vote on this form, and the votes are cast in accordance with such instructions.

4. The Company's transfer agent, Stock Transfer Service, Inc. (STSI), tabulated the proxies and the ballots, with the Company's external auditors, SGV and Company.
5. The results of the voting on each item will be announced when the particular item is taken up by the body and will be posted on the Company's website.

IV. Approval of Minutes of Previous Meeting

The Chairman said that the first item on the Agenda is the reading and approval of the Minutes of the Annual Stockholders' Meeting held on 06 June 2016.¹

A stockholder moved that the reading of the Minutes of the Annual Meeting of Stockholders held on 06 June 2016 seconded.

The Chairman requested the Corporate Secretary to inform the body of the votes of the shareholders on the approval of the Minutes of the Annual Stockholders Meeting held on 06 June 2016. The Corporate Secretary reported that shareholders holding **6,851,441,101** shares representing **81.01%** of the outstanding capital stock of the Company, voted YES to the approval of the Minutes of the 06 June 2016 Annual General Stockholders' Meeting. The Chairman then declared that the Minutes of the 06 June 2016 Annual General Stockholders' Meeting were approved.

V. Annual Report and Audited Financial Statements for the Year 2016

The President and Chief Executive Officer, Mr. Gerard H. Brimo presented highlights of the Annual Report, followed by the Chief Financial Officer, Mr. Emmanuel L. Samson, who presented the financial and operating highlights.

¹ The Minutes of the Annual Stockholders' Meeting held on June 6, 2016 have been available on the Company's website since June 2016 consistent with the regulations of the Securities and Exchange Commission and are available for inspection by shareholders at the Company's principal office in accordance with the Corporation Code.

The President's Report

The President and Chief Executive Officer, Mr. Gerard H. Brimo, welcomed the shareholders to the Company's Annual Shareholders' Meeting.

The President said that 2016 was a difficult year for the Company due to very low nickel prices and the delayed start of the mining season in two of the Company's nickel mines due to prolonged rains. The Company, however, was able to catch up and sell 19.3 Million Wet Metric Tons (WMT) of nickel ore, only five percent (5%) lower than last year's sales. With respect to prices, the average London Metal Exchange (LME) price during the first half of the year hit its lowest in thirteen (13) years. Prices picked up in the second half of the 2016 because a supply deficit of nickel ore is looming overhead. The supply deficit did in fact materialize due to cutbacks and closures of some producers, coupled with a strong demand of stainless steel particularly in China. Nevertheless, the weighted average for nickel price in 2016 was ten percent (10%) lower than the prior year. The President said that despite all the challenges, the Company's bottom line figure for the year was at P2 Billion in attributable net income, almost the same as in 2015.

The President noted that according to estimates by commodity analysts, about forty percent (40%) of the global nickel industry is currently operating at a loss. The fact that the Company managed to stay profitable in a period of very low prices is a testament to the resiliency of the Company's operations, overall efficiency and the quality of the Company's mines. The twelve percent (12%) drop in cash cost on a per WMT basis of ore sold; and the weaker Peso exchange rate also helped, as the Company's sales are denominated in U.S. Dollars. The Company was also helped by the reduction in equity loss on the Company's investments in Coral Bay and Taganito HPAL plants which dropped from a total of Php800 Billion in 2015 to Php400 Billion in 2016, due to: (1) increased operational efficiencies, particularly in the new Taganito HPAL plant; and (2) a reduction in the Company's equity in the Taganito HPAL plant through a sale of shares made last year.

First Quarter 2017

The Company had a good first quarter in 2017, reported the President. The Company posted an attributable profit of Php378 Million, as against last year's first quarter loss of Php301 Million. Pricing in the first quarter of 2017 is higher than last year's, contributing to the turnaround.

The expectations for this year may be affected by Indonesia's decision to partially reverse the ban on direct shipping ore. There are a number of conditions attached to the partial reversal of the export ban that need to be complied with in order for producers to export, and it is uncertain if there are more approvals forthcoming, making nickel price uncertain. The President then shifted to recent events such as mine audits, closure orders and bans on open pit mining which have affected the mining industry last year.

The President, Mr. Brimo, was pleased to announce that three (3) of the Company's biggest mines, including its two (2) largest, Rio Tuba and Taganito, passed the Department of Environment and Natural Resources (DENR) mine audit. The Company's fourth (4th) mine, the Tagana-an Nickel Project under Hinatuan Mining, did not pass said audit, resulting to a closure order which is currently on appeal with the Office of the President. The Tagana-an Nickel Project however continues to be operational because the closure order is stayed pending appeal. The President is confident that once the appeal is heard, the closure order will be reversed.

Because of the misinformation and negative publicity against the mining industry, the President said that a brief presentation on the Company's mines, heavily focusing on the environmental and social aspects which mainly define responsible mining, is in order. In the course of his report, the President showed photographs of the Company's mines and the communities where they operate such that the shareholders could better appreciate the situation in the mines and understand that the allegations being made against mining are not true. He reported that all the Company's mines are ISO 14001 certified for environmental management systems. Rio Tuba mine also received its certification for occupational health and safety. The other three (3) mines are expecting to receive the same certification in the coming days.

Responsible Mining Made Real – Taganito

The President started with the Company's Taganito mine in the Surigao Mineral Reservation, the Company's largest mine and the largest nickel mine in the country. There is no vegetation in Taganito, which is typical in the mountain ranges from Surigao del Norte to Surigao del Sur, because the laterite goes all the way to the surface of the soil. Even without mining, the area will not be able to grow forests and is prone to siltation.

Last year, the Company spent Php145 Million on environmental protection and enhancement in Taganito. The mining area has strategically located catch drainages, silt collectors and settling ponds which makes the water that flows to the river compliant with the total suspended solid standards of the DENR. In addition, the river to which the water flows was adopted by the Company through the DENR adopt a river program and the Company has since taken the responsibility to rehabilitate, maintain and keep it clean.

From 2011 to 2016, the Company has rehabilitated one hundred fifty six (156) hectares of mined out areas in Taganito and has planted over 300,000 trees. The Company has gone further and planted outside the mining area over 1.7 Million trees covering 1,000 hectares of land. To support the massive planting activities in Taganito, the Company has four (4) nurseries covering 2.5 hectares of land with a capacity close to 500,000 seedlings of hardwood species including fruit trees. Because of the Company's efforts, Taganito mining was awarded the Best Mining Forest Program,

under the Presidential Mineral Industry Environmental Awards, for two consecutive years.

The President explained that mining companies are obliged to spend 1.5% of their annual operating costs for the Social Development Management Plan (SDMP). The SDMP is a five year cycle which involves (1) the Company; (2) different stakeholders in the community; and (3) government representatives to work out priority community programs to be implemented for the next five years.

The Company, however, goes beyond what the law prescribes through its Corporate Social Responsibility (CSR) programs. The budget for CSR programs in Taganito alone amounted to Php43 Million.

Through the efforts of the Company, together with the local government unit (LGU) and the Department of Education a new high school was established to accommodate the influx of people looking for employment and setting up businesses in the mining and neighboring areas. The Company contributed Php21 Million in this project. The Company also does annual surgical missions, which cost Php6 Million for last year alone.

Because the mining site operates in an ancestral domain area where thirteen (13) indigenous peoples (IP) communities reside, two of which are the mine's host communities, the Company worked with Gawad Kalinga to provide housing for said IP communities. The Company also built schools which have already been turned over to DepEd. Apart from the abovementioned, the IP communities also get royalties from the Company which amount to one percent (1%) of revenues, or Php50 Million in royalties, annually.

The Company operates in the municipality of Claver, which has now become a first class municipality in Surigao Norte. Claver also is first in assets, equity, cash balance and net income, the President said.

Responsible Mining Made Real – Rio Tuba

Rio Tuba Mine is the Company's oldest mine, located in the southernmost tip of Palawan, in a very isolated area. All the infrastructure now present in the area, such as housing, schools, chapels, sports complexes, among others, were built by Rio Tuba, and some in conjunction with Coral Bay. The area has transformed dramatically since the Company first came to the place in the 70's. In the early days, the Company had to create housing to attract labor force. With this came the influx of people and the consequent need to create and build all other infrastructures that a community needs.

With respect to mine rehabilitation, some areas in Rio Tuba have already been fully rehabilitated. The Company re-contoured the land, back-filled and matted the area using the original topsoil that has been previously removed and preserved. The

Company utilizes the services of indigenous peoples in the area to help with the planting and rehabilitation of the land, which in turn gives livelihood to the members of the community. Given that it is a mining area, the soil is lateritic and has to be conditioned by rice hulls, chicken dung, organic fertilizers and microbial inoculants.

Currently, the Company has planted a total of 600,000 trees in 300 hectares of mined out areas in Rio Tuba. Outside of the mining area, the Company has planted a total of 870,000 trees, transforming the once mine to a forest. The Company also keeps track of biodiversity that develops in the area.

The Company is now in its third SDMP cycle in Rio Tuba. The budget is combined with Coral Bay which amounts to Php200M. Because of the SDMP, the IP communities are offered free hospitalization, livelihood and enterprise, educational, health and sanitation programs, among others.

The President said that the Company continues to emphasize its livelihood and enterprise programs, which will aid the community, post-mining. The Company has formed a number of cooperatives and associations which help members of the community build businesses and livelihood.

Last year, the Company embarked on a new coffee plantation livelihood project which involves eight (8) cooperatives in eight (8) barangays. The cooperatives now employ four hundred forty (440) residents of the barangays who were previously not employed.

Apart from SDMP programs, the Company combines its resources with Coral Bay, and the total amount for social projects in addition to the SDMP is about Php250 Million. This goes to projects such as maintaining a hospital, a school, and an indigenous learning system. The Hospital in the Rio Tuba Mine area is level one (1) accredited by the Department of Health and has eighty one (81) staff.

The Leonides S. Virata Memorial School started small, built originally by the Company to service children of employees. As the community grew there has been greater demand from residents of the communities. Today, there is a total enrollment of almost 1,500 students, 150 of them from nearby communities. Funding for the school is purely sourced from CSR funds and the school is managed by La Salle Greenhills.

As mentioned, the Company also has an indigenous learning system following the Arnold Janssen Catholic Mission Foundation concept with a total of 1,420 learners in three levels. Completion of this learning system is equivalent to a high school diploma, and is accredited by the DepEd as an alternative learning system. The learning centers are built in the communities, which works best for the IPs. Quite a number of IPs have already graduated and have moved on to college. Some of them have returned to the area to teach and give back to the community.

The Company also built housing in the community in conjunction with Gawad Kalinga. To date, there are two hundred seventy (270) housing units covering seven (7) IP communities and over 1,000 individuals. A total of around Php90 Million has been allocated for this project.

The Municipality of Bataraza where Rio Tuba mine is located is now a first class municipality, and is first in the area in terms of assets, cash balance and income.

For the two (2) mines just presented, the President emphasized that the Company has not only provided members of the communities in the area with royalties, but also with a means of livelihood and good education and health services. This negates the allegation that mining communities are among the poorest and that mining has harmed the local economies in these areas.

In addition to all that was mentioned, the President was proud to inform the shareholders that in March 2017, the Company received a letter from the Mines and Geosciences Bureau announcing that the Rio Tuba Mine has been chosen as the Philippines' entry to the first ASEAN Mineral Awards Category 1 Best Practices in Mineral Mining.

Cagdianao Mine and Hinatuan Mine

In the Cagdianao Mine, the Company has undertaken substantial mangrove planting and reforestation. The Company has created silt ponds and is also currently implementing reforestation efforts in the island of Hinatuan.

The President said that last year there were allegations that mining has destroyed the mountains in the area. The President said that the reports and the pictures that were being shown to support the allegation that mining has destroyed forests must be put in the proper perspective. Prior to the Company's entry, the area was uninhabited and without vegetation because the lateritic soil covers the entire area and reaches the surface of the land. The Company was not even required to obtain a tree-cutting permit for the reason that there were hardly even trees in the area. The Company employs surface mining with proper benching which involves taking out only 15-20 meters from the surface where the ore is located. When mining is terminated, an estimate of only 1.5% of the entire land will be extracted. The island will be fully rehabilitated as in some areas in Rio Tuba and Taganito. In fact, rehabilitation plans are already planned out in Hinatuan, and the crops and plants that will be planted such as cacao, coffee, bamboo and coconuts, have already been identified. The Company has also identified areas which may be developed for tourism, given that the place has good beaches.

The President ended his presentation by saying that he hopes the stockholders appreciate and are proud of the way the Company does business.

Financial and Operating Results

The Chief Financial Officer, Mr. Emmanuel L. Samson, then presented the financial highlights 2016.

The CFO began his presentation by explaining that nickel prices heavily affect the Company's business and performance making 2016 a difficult and challenging year for the Company. In the first quarter, the average price was as low as USD 4, the lowest in thirteen (13) years. As a result of low prices, the average realized LME price was just USD 4.36, lower than USD 5.36 in 2015 and USD 7.65 in 2014. Weighted average price was at USD 14.51 in 2016, compared to the USD 16.11 in 2015 and USD 30 in 2014.

In 2016, the Company shipped out a total of 19.2 Million WMT of ore, a bit lower than the 19.2 Million WMT of ore shipped in 2015. In terms of revenue, revenues from shipment of ore is at Pph13.2 Billion in 2016, lower compared to revenue recorded in 2015 which is at Pph14.4 Billion.

Operating Margin

Revenues have decreased in the past two years, but because the Company has managed to lower costs, it still reported an operating margin of USD 6 in 2016 which is pretty much the same in 2015.

Revenues; Net Income

Total revenues amounted to Pph14.12 Billion in 2016, slightly lower compared to the Pph15 Billion reported in 2015. Net income in 2016 was Pph1.9 Billion, slightly lower than the net income reported in 2015 at Pph2 Billion.

Nickel prices started to recover quite significantly in the second half of 2016, the CFO reported. The nickel market has actually hit a supply deficit for the first time in six (6) years and analysts are expecting an even deeper deficit for 2017.

Uncertainties in the nickel market returned at the start of 2017 which was caused by Indonesia's announcement of a partial reversal of the ban on direct shipping ore. While this may decrease the expected supply deficit in the market the Company remains optimistic and even in the worst case scenario, it expects to be in a balanced nickel supply-demand scenario.

For the first quarter of 2017, the Company shipped out a total of 3 Million tonnes of nickel ore. The shipment was affected by the prolonged and heavy rains in the start of the year. Average weighted price in the first quarter is at USD 14.31, much higher than the price in the first quarter of this year. First quarter of 2017 reported P2.5 Billion in revenue, while costs and expenses remain at the same levels. As already mentioned, there was a reduction in equity loss on the Company's investments in Coral Bay and Taganito HPAL plants due to: (1) increased operational efficiencies, particularly in the

new Taganito HPAL plant; and (2) a reduction in the Company's equity in the Taganito HPAL through a sale of shares made last year.

OPEN FORUM

The Chairman then invited questions from the stockholders. For the sake of good order, he requested stockholders who wished to ask a question to state their name and also to state for the record that he or she is a stockholder. However, while shareholders were given time to come forward to ask questions, no shareholder raised any question regarding the Company and the reports presented.

Thereafter, a stockholder moved that Company's Annual Report together with the Audited Financial Statements and the notes thereto for the year ended 31 December 2016 be approved, ratified and confirmed. The motion was seconded. The Chairman requested the Corporate Secretary to inform the body of the votes cast for the approval of the Company's Annual Report together with the Audited Financial Statements and the notes thereto for the year ended 31 December 2016.

The Corporate Secretary stated that 6,844,422,501 shares, representing 80.92% of the Company's outstanding capital stock were voted in favor of the approval of the Company's Annual Report together with the Audited Financial Statements and the notes thereto for the year ended 31 December 2016. There were no negative votes. Abstentions totaled 7,018,600, representing only 0.09% of the outstanding capital.

The Chairman the declared that the motion was carried. The Company's Annual Report and the Audited Financial Statements and the notes thereto for the year ended 31 December 2016 were approved, ratified and confirmed.

VI. Ratification and Approval of Acts of the Board of Directors and Executive Officers

The Chairman said that the next item on the Agenda is the ratification and approval of the acts of the Board of Directors and executive officers during the year 2016. A stockholder moved for the adoption and approval of the following resolution:

“Resolved, that the shareholders of Nickel Asia Corporation (the ‘Company’) ratify and approve, as they hereby ratify and approve, all of the acts, contracts, proceedings, elections and appointments made or taken by the Board of Directors and executive officers of the Company during the past year.”

At the Chairman's request, the Corporate Secretary informed the body of the votes of the stockholders on the matter. The Corporate Secretary reported that shareholders holding **6,844,422,501** shares representing **80.92%** of the outstanding capital stock of the Company voted in favor of the approval and ratification of the acts of

the Board of Directors and/or Officers of the Corporation during the past year. There were no negative votes. Abstentions totaled 7,018,600, representing 0.09% of the outstanding capital.

The Chairman declared the motion carried. The resolution to ratify and approve all of the acts of the Board of Directors and/or Officers of the Corporation during the past year was declared as carried and approved.

VI. Appointment of Independent Auditors

The Chairman said that the next item on the Agenda is the appointment of the Company's independent auditors. He said that the Audit Committee recommended the appointment of Sycip Gorres Velayo & Company as independent auditors of the Company for 2017, and the Board of Directors approved and accepted the recommendation.

A stockholder moved for the appointment of Sycip Gorres Velayo & Company as independent auditors of the Company for 2017. The motion was seconded.

At the Chairman's request, the Corporate Secretary informed the body that shareholders holding **6,851,441,101** shares representing **81.01%** of the outstanding capital stock of the Company voted in favor of the appointment of Sycip Gorres Velayo & Company as the independent external auditor of the Company for 2017.

The Chairman declared that the motion for the appointment of Sycip Gorres Velayo & Company as independent auditors of the Company for 2017 was approved. Sycip Gorres Velayo & Company are the independent auditors of the Company for 2017.

VII. Election of Directors

The Chairman said that the next item on the Agenda is the election of directors for the ensuing year, at least two of whom must be independent directors.

The Corporate Secretary reported that there were nine (9) nominees for the nine (9) seats on the Company's Board of Directors for election at this Annual Stockholders Meeting. The Nominations Committee screened the nine (9) nominees including the nominees for independent directors and thereafter prepared a Final List of qualified candidates, which was incorporated in the Information Statement for today's meeting. The following are the nominees:

1. Philip T. Ang
2. Gerard H. Brimo
3. Frederick Y. Dy (Independent Director)

4. Fulgencio S. Factoran, Jr. (Independent Director)
5. Takanori Fujimura
6. Takeshi Kubota
7. Luis J. L. Virata
8. Manuel B. Zamora, Jr.
9. Martin Antonio G. Zamora

The Chairman asked the Corporate Secretary to inform the body of the votes cast for each of the nine (9) nominees to the nine (9) seats on the Company's Board of Directors.

The Corporate Secretary reported that all nine (9) nominees for the nine (9) seats on the Board received sufficient votes to elect them as Director of the Company. Indeed, the vote of the shareholders was overwhelmingly in favor of the nine (9) nominees. The table below provides the detailed distribution of the votes cast on each of the Directors:

Nominee	Votes	%
1) Manuel B. Zamora, Jr.	6,819,141,916	80.59%
2) Gerard H. Brimo	6,834,746,108	80.79%
3) Martin antonio G. Zamora	6,733,599,703	79.48%
4) Philip T. Ang	6,733,599,703	79.48%
5) Luis J. L. Virata	6,733,599,703	79.48%
6) Takanori Fujimura	6,714,013,333	79.23%
7) Takeshi Kubota	6,729,617,525	79.43%
8) Frederick Y. Dy- Independent	6,733,599,703	79.48%
9) Fulgencio S. Factoran, Jr. – Independent	6,846,724,750	80.94%

The Chairman then declared that the following have been elected as Directors of the Company:

1. Philip T. Ang
2. Gerard H. Brimo
3. Frederick Y. Dy (Independent Director)
4. Fulgencio S. Factoran, Jr. (Independent Director)
5. Takanori Fujimura
6. Takeshi Kubota
7. Luis J. L. Virata
8. Manuel B. Zamora, Jr.
9. Martin Antonio G. Zamora

VIII. Other Matters

The Chairman then asked whether there were other matters may be taken up at today's meeting. None of the stockholders came forward with questions or concerns.

IX. Adjournment

There being no other matters to discuss, on motion made and duly seconded, the meeting was thereupon adjourned.

Prepared by:

BARBARA ANNE C. MIGALLOS
Corporate Secretary

Attest:

MANUEL B. ZAMORA, JR.
Chairman

**Minutes of the Annual General Meeting of the Stockholders
of Nickel Asia Corporation held on 29 May 2017**