THE PHILODRILL CORPORATION

MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS

held on June 21, 2017, 2:30 p.m.

The Legend Villas, Banahaw Room

60 Pioneer cor. Madison Streets, Mandaluyong City

Number of Shares Issued and Outstanding : 191,868,805,358
Shares represented in person and by proxies : 129,583,268,459
Percentage of Attendance : 67.54 %

CALL TO ORDER AND PROOF OF SERVICE OF NOTICE

The Chairman of the Board, Mr. Alfredo C. Ramos, welcomed the stockholders to the 2017 Annual Stockholders' Meeting (the "Meeting") and called the meeting to order at 2:30 p.m. He introduced the Members of the Board present, starting off with the Independent Directors Messrs. Nicasio I. Alcantara and Honorio A. Poblador III, Mrs. Presentacion S. Ramos, Mr. Adrian Paulino S. Ramos, Mr. Christopher Gotanco and Mr. Gerard Anton S. Ramos. The Chairman asked the Secretary if the required Notices for the Annual Meeting were duly sent to all stockholders of record as of March 15, 2017 (the "Record Date").

For the purpose of providing proof that required notices for the Meeting were duly sent to stockholders, the Secretary has executed an Affidavit attesting that in accordance with the Company's By-Laws, notices containing the date, time, place and agenda of the Meeting were sent at least one (1) month prior to the date of the Meeting (by personal delivery on May 19, 2017 and by mail on May 17 & 18, 2017) to each stockholder as of Record Date at the address of such stockholder appearing in the corporate registry. Notices of the Meeting were also published in the June 14 and 19, 2017 issues of the Manila Bulletin, a newspaper of general circulation, specifying the date, time, place and agenda of the Meeting.

CERTIFICATION OF THE PRESENCE OF QUORUM

The Chairman inquired from the Secretary whether or not a quorum is present for the transaction of business at the Meeting.

The Secretary replied that out of the Company's 191,868,805,358 issued and outstanding shares as of Record Date, there are present in person and/or represented by proxies 129,583,268,459 shares or 67.54% thereof. Thus, on the basis of the registered attendance, the Secretary certified the presence of a quorum for the transaction of business as may properly come at the Meeting.

READING AND APPROVAL OF THE MINUTES OF THE LAST ANNUAL MEETING OF STOCKHOLDERS

The Chairman announced that the next order of business is the reading and approval of the Minutes of the last Annual Stockholders' Meeting held on June 15, 2016, the original copy of which was made available for inspection at the Office of the Corporate Secretary and copies of which were furnished to each stockholder upon request as they came into

the Meeting. The same is likewise accessible through the Corporation's website @ http://www.philodrill.com

The President asked if there are any questions regarding the Minutes of the last Annual Stockholders' Meeting. A stockholder proposed that since the minutes have long been distributed and uploaded in the Company's website and to save time, a motion to dispense with the reading of the Minutes of the Annual Stockholders' Meeting held last June 15, 2016 was made and that said Minutes, as it appears recorded in the Minutes Book of the Company, be confirmed, ratified and approved. The motion was duly seconded and, there being no objections, the Chairman declared the motion approved.

MANAGEMENT REPORT

The Chairman announced that the next item in the Agenda is the Management Report on the Results of Operations for the year 2016.

A. EXPLORATION & PRODUCTION REPORT

The Vice President for Exploration & Production, Mr. Alessandro O. Sales, presented the highlights of Operations for 2016.

Mr. Sales started his report with an overview of the service contracts in NW Palawan operated by the Company - SC 14A Nido Block, SC 14B Matinloc Block, SC 14B-1 N. Matinloc Block, SC 14D Retention Block, SC 14C-2 West Linapacan, SC 6A Octon Block, and SC 6B Bonita Block. Philodrill remains to be an active participant in the Philippine exploration scene. Philodrill is also a Joint Venture Partner in four (4) other service contracts - SC 14C-1 Galoc Block, SC53 Onshore Mindoro, SC 14 Tara Block, and SC 74 Linapacan Block. The Company currently has petroleum production in Galoc, Nido, Matinloc and N. Matinloc blocks. Philodrill also intends to acquire participating interests in two other areas, namely, the SWAN Block (NW Palawan) and the Sulu Sea Block.

PRODUCTION BLOCKS

Service Contract 14 C-1 (Galoc)

This field is operated by the Galoc Production Company, a wholly owned subsidiary of Nido Petroleum. Philodrill owns 7.21% participating interest in Galoc field. In 2016, the field produced 1,872,438 bbls, or 17% lower than the production rate of 2,258,521 bbls for 2015. This is a natural decline in the performance of the reservoir, in 2015 there was a 23% decline in production vis-à-vis the 2014 production rate.

The Operator has done serious efforts to optimize production rates to compensate the decline in crude prices, as evidenced by the lower decline rate for 2016. Year-to-date production since inception is around 19,447,628 bbls. Production is expected to breach the 20M bbls production by late November of 2017. The Galoc Field achieved another milestone in January 2017 when it topped the Nido Field as the Philippine field with the most produced oil.

Mr. Sales presented the Galoc Production Performance since the field opened in October 2008. Mr. Sales noted that the production forecast coincides with actual production rate, as the Galoc reservoir is producing as it should.

On the Galoc Phase 3 Development, Mr. Sales presented a summary of the recently concluded drilling of the Galoc 7 and Galoc 7ST undertaken from March 31 to May 1, 2017 using a generation six drill ship. Technically and operationally it was a good

drilling campaign. Original AFE was at USD 33,836,365, this cost was adjusted in February 2017 to USD 27,817,601 prior to drilling, after drilling the actual cost computed as of May 2017 was only USD 22,800,000. The drilling Contractor, Odfjell DeepSea Metro 1, delivered the well significantly under budget and on time.

Results of the drilling, however, did not come out as expected. The Galoc Clastic Unit (GCU) was found to contain a limited oil net pay. The Operator is currently reviewing the well results and forward plans for the Galoc field operations.

Service Contract 14 Production Blocks (Nido/Matinloc/North Matinloc)

Philodrill owns 26.1% participating interest in Nido field, 41.6% interest in Matinloc field and 33.1% in North Matinloc field.

The combined production from the Nido, Matinloc and North Matinloc Fields in 2016 totaled 135,000 barrels which is about 10% lower than the fields' combined output of 150,225 barrels in 2015. The decrease is attributed to 2 things: (1) natural decline of the reservoir and (2) minimize the cost and reduced the vessels used for lifting to lower the operating expenses. Other ways are being explored to lower the production cost. For 2017, Operator is expecting to produce around 130,000 bbls from Nido and Matinloc.

PHILODRILL OPERATED BLOCKS

Service Contract 6A (Octon)

In 2016, Philodrill did a Pre-Stack Time Migration processing of the 3D seismic data which continued to Quantitative Interpretation (QI), a specialized procedure to enhance the signal quality of the seismic data. Results of the 2016 QI for SC 6A indicate gas accumulations along the flanks of the Malajon structure. These results should improve with the follow-up Pre Stack Depth Migration (PSDM) and subsequent QI being undertaken in 2017.

Service Contract 6B (Bonita)

Philodrill has concluded its final evaluation of the block and its remaining potential is tied to the Cadlao field. Based on the evaluation, the East Cadlao structure in SC 6B cannot be developed alone and needs to be developed in conjuction with the Cadlao field. The consortium requested approval from the DOE for the amendment of SC 6B to include the Cadlao field to continue the plan to re-develop Cadlao.

Initial discussions are being made with third party investors for the potential redevelopment of the Cadlao and East Cadlao fields.

Service Contract NO. 14 C-2 (West Linapacan)

Philodrill took operatorship of the West Linapacan block in 2015 from the previous operator, RMA West Linapacan Limited (RMA WL), which was declared financially incapable of pursuing the work program after the oil price collapsed.

As the new operator, Philodrill was able to secure a new data set (Pre-Stack Depth Migration 3D data set covering 480 sq. Km) from DownUnder Geosolutions Pty. Ltd that was previously contracted by RMA. Philodrill will start working on the data and develop a consensual plan to re-develop West Linapacan field.

NON-OPERATED BLOCKS

Service Contract 53 (Onshore Mindoro)

Philodrill has 22% participating interest in the Onshore Mindoro consortium. In April 2016, Pitkin Petroleum sold its 70% participating interest in the Onshore Mindoro Service Contract to a local company - Mindoro Palawan Oil and Gas Inc. (MPOGI), which was approved by the DOE in late October 2016. The current work program for 2017 is to drill the Progresso-2 Well sometime in December.

Service Contract 53 has high potential for a hydrocarbon discovery, and in the near term, a potentially quick gas-to-power project in the proposed Progreso-2 drilling program.

Service Contract 74 (Linapacan)

This block is operated by PXP Energy (formerly known as Philex Petroleum), Philodrill owns 25% participating interest in the block. In 2016, the JV acquired about 1,600 line kms of new 2D broadband seismic over the block. In conjunction with this, magnetic and gravity data were also acquired. The acquisition, processing and interpretation of this new data is in compliance with the sub-Phase 2 work program commitment of the JV.

Processing of the data were completed in late December 2016 and the Operator is currently undertaking the seismic evaluation and magnetic and gravity modeling of the data

B. FINANCIAL REPORT

The Treasurer and Vice-President for Administration, Mr. Reynaldo E. Nazarea, presented the Financial Report consisting of a summary of the Company's operating results and financial performance for the year ending December 31, 2016, followed by an update on the interim financial results covering the first quarter of the year, up to March 31, 2017.

It was noted presentation is a condensed report and that the complete Audited Financial Report is contained in the 2016 Annual Report furnished to the stockholders.

Compared with the figures for the year 2015, the consolidated financial highlights for the calendar year ended December 31, 2016 are as follows:

FINANCIAL HIGHLIGHTS (in million pesos)		
	Consolidated	
	2016	2015
FOR THE YEAR		
Petroleum Revenues	358.7	535.6
Investment Income	14.2	24.2
Interest & Other Income	54.8	50.5
Net Income	29.1	114.7

AS OF END OF YEAR		_
Total Assets	3,630.1	3,615.4
Total Liabilities	64.8	74.0
Net Worth	3,565.3	3,541.5
Authorized Capital	2,000.0	2,000.0
Issued & Subscribed Capital	1,918.7	1,918.7

The 2016 and 2015 comparative consolidated income statements are as follows:

CONSOLIDATED STATEMENTS OF INCC (in million pesos, except EPS)	OME	
	2016	2015
REVENUES		
Petroleum Operations	358.7	535.6
Equity in Net Earnings of Associates	14.2 24	
Interest & Other Income	54.8	50.6
	427.7	610.4
COSTS AND EXPENSES		
Production & Depletion Costs	355.2	406.4
General & Administrative	50.6	62.2
	405.8	468.6
INCOME BEFORE TAX	21.9	141.8
PROVISION FOR INCOME TAX	(7.2)	27.1
NET INCOME	29.1	114.7
		
EARNINGS PER SHARE	0.0002	0.0006

Total revenues for the year 2016 was down by 30% from P610.4M to P427.7, mainly on account of lower petroleum revenues (i.e., from P535.6M to P358.7) due to lower production volume in Galoc because of the natural decline in the production wells and partly due to the decline in the average price of crude in 2016.

Total costs and expenses for the year 2016 is about P405.8M, down by about P63M or 13% from 2015. This is reflective of the best efforts exerted by Management to reduce the costs for the year in line with the decline in revenues.

With regard to income tax, there was a negative provision for 2016, representing the deferred tax asset of the Company versus the actual income tax liability of P27.1M in 2015. Taking out the total cost and expenses for 2016 from the revenues, the Company generated a net income of P29.1M versus net income of close to P115M in 2015.

EPS for 2016 was P0.0002 compared to EPS of P0.0006 in 2015.

PETROLEUM OPERATIONS	2016	2015
Production Volume (in barrels)		
Galoc	1,878,043	2,259,521
Nido/Matinloc/North Matinloc	135,513	150,225
	2,013,556	2,409,746
Average price per barrel (in US\$)		
Galoc	45.95	51.09
Nido/Matinloc/North Matinloc	42.12	47.31

The total 2016 output from the four fields was 2,013,556 barrels. Total Galoc production of 1,878,043 barrels is 17% lower than the 2,259,521 barrels of crude produced in 2015. For Nido/Matinloc/North Matinloc, the total aggregate production from the three fields in 2016 was 135,513 barrels which is down by about 15,000 barrels from production in 2015.

Average price for Galoc crude for the year 2016 was at US\$45.95 per barrel compared to US\$51.09 per barrel for the same period in 2015, down by about 10%. Crude from Nido/Matinloc/North Matinloc was priced at an average of US\$42.12 in 2016 vs. US\$47.31 per barrel in 2015, down by about 11% for the same period last year.

Based on the Company's audited financial statements, the comparative consolidated balance sheets for the calendar years 2015 and 2014 are as follows:

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (in million pesos, except BVPS)		
	2016	2015
Current Assets	1,110.1	1,130.1
Property & Equipment	640.7	702.5
Deferred Oil Exploration & Development Costs	1,028.3	981.8
Investments & Other Assets	851.0	801.0
	3,630.1	3,615.4
Liabilities	64.8	74.0
Equity	3,565.3	3,541.4

	3,630.1	3,615.4
Book Value Per Share	0.019	0.019

As of end of December 2016, total assets of the Company is slightly higher at P3.63B versus P3.61B as of end of December 2015. Current assets declined from P1.13B in 2015 to P1.11B in 2016 due to lower level of receivables. Property and Equipment for 2016 went down to P640.7M from P702.5M in 2015 on account of the depletion expense booked for the year. There was an increase of about P46M in deferred oil exploration and development costs (from non-producing assets), from P982M in 2015 to P1.03B in 2016 on account of the contributions to the various exploration projects of Philodrill in Octon (SC 6A), Linapacan (SC 74) and Onshore Mindoro (SC 53). Investments and other assets increased by around P50M from P801M in 2015 to P851M in 2016 on account of the equitized earnings booked during the year coupled with the booking of the deferred tax assets as of end of 2016.

Total liabilities as of the end of December 2016 decreased from P74M to P64.8M and the Company remains debt-free. Stockholders' equity increased by P24M to P3.56B in 2016 due to the net income booked plus reduction of the valuation reserve minus the dividend declared. Book value per share is the same for 2015 and 2016 at P0.019.

The interim financial results of the Company estimated to the end of March 2017 are as follows:

STATEMENT OF INCOME (in million pesos, except EPS)	
	Unaudited YTD
	March 2017
REVENUES	
Petroleum Operations	100.9
Equity in Net Earnings of Associates	8.4
Interest & Other Income	4.4
	113.6
COSTS AND EXPENSES	
Production & Depletion Costs	97.8
General & Administrative	16.0
Foreign Exchange Gain	(4.2)
Benefit from Income Tax	(3.1)
	106.5
NET INCOME	7.1

Total revenues for the first quarter of the year 2017 amounted to close to P114M, with petroleum operations revenues accounting for P101M, equitized income was P8.4M, while miscellaneous income at P4.4M. On the other hand, total costs and expenses as of

end of 1st Quarter 2017 is at P106.5M, with petroleum related expenses amounted to P98M, general and administrative costs at P16M, forex gain of P4.2M because of the depreciation of the peso vs. US\$ and benefit income tax of P3.1M for a net income of about P7.1M for the 1st Quarter of 2017.

PETROLEUM OPERATIONS	Jan - March 2017	
Production Volume (in barrels)		
Galoc	395,621	
Nido/Matinloc/North Matinloc	32,613	
	428,234	
Average price per barrel (in US\$)	· · · · · · · · · · · · · · · · · · ·	
Galoc	56.25	
Nido/Matinloc/North Matinloc	52.74	

For the first quarter of 2017, total output from the four oil fields is at 428,234 barrels, with 396,000 barrels from Galoc, and 33,000 barrels of combined Nido/Matinloc/North Matinloc crude. Year-to-date average of crude price per barrel for Galoc is at \$56.25, while for Nido/Matinloc/North Matinloc crude price is lower at \$52.74 per barrel.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (in million pesos, except BVPS)	ΠΟΝ
	Unaudited March 2017
Current Assets	1,066.5
Property & Equipment	671.5
Deferred Oil Exploration & Development Costs	1,031.1
Investments & Other assets	875.9
	3,645.0
Liabilities	70.7
Equity	3,574.3
	3,645.0
Book Value Per Share	0.019

As of the end of first quarter of 2017, total assets of the Company continue to increase at P3.64B. This consists of current assets amounting to P1.07B, property and equipment of P670M, deferred oil exploration and development costs at P1.03B while investments and other income at P876M,

Total liabilities and equity amounts to P3.645B, consisting of P70.7M of liabilities and P3.57B worth of stockholders' equity. Book value per share is the same at P0.019 as of the end of the 1st quarter of 2017.

Lastly, Mr. Nazarea gave a rundown of the Cash Dividend Payments made by Philodrill starting from 2010. Last year's cash dividend was at the rate of 2.5% amounting to P47.9M, total cash dividends given by Philodrill from 2010 to 2016 amounts to P967.120M, or a little over 50% of the Company's capitalization.

At this point, the President opened the floor for any questions that the stockholders may have regarding the Management Report presented by Messrs. Sales and Nazarea.

Atty. Pacifico Tacub inquired if the Company has had any experience of drilling a dry well. Mr. Sales explained that Philodrill since the late 80's has not drilled a dry well, although most of the wells drilled turned out to be not viable commercially. As of the last drilling project in Galoc, involving Galoc 7 and Galoc 7ST wells, while there was oil in the reservoir, the projected volume was not met.

A follow up question was raised on the possible effect of the Chinese claim in the West. Philippine Sea to the Company's assets. Mr. Sales replied that none of Philodrill's Service Contracts are within/near the actively contested areas.

Another stockholder, Mr. Jose Leonardo, inquired on the drilling costs for onshore vis-à-vis offshore wells. Mr. Sales explained that onshore drilling is definitely cheaper. The company's current commitment to drill an onshore well in Mindoro costs around US\$8M, compared to the recent cost of drilling the Galoc 7 and 7ST wells at around US\$23M.

Mr. Robert Go, inquired about the possibility of the Company entering into a joint venture agreement with Chinese private firms. Mr. Sales replied that Philodrill is open to any joint venture projects depending on the terms and for as long as these will be beneficial to the Company.

Another stockholder, Mr. Alfredo Abueg inquired if the prospects of oil exploration in the Philippines is still viable considering the continued decrease in oil price, and what are the plans of the Company moving forward. Mr. Sales responded by explaining that the Company can never be sure that all its projects will yield commercial results. However, Management is always leveraging on its experience in the Philippines. He noted that it is actually the best time to explore the Philippines since it offers one of the best fiscal systems in petroleum production contracts. Other issues of concern of investors however relate to regulatory compliance and political situation.

Mr. Sales went on to explain the prospects of the Company with its other projects and what the Company has been doing to de-risk its assets.

Mr. Gregorio Fagela noted the decrease in income and asked if the Company is still financially viable. Mr. Nazarea confirmed that Philodrill continues to be financially viable. The Company remains to be debt-free, current assets are at a very healthy level, and the resources are sufficient to fund its projects. The decrease in profit is mainly attributable to the decline in crude production and the decline in prices. However, management is exploring possibilities to improve crude production and bring down the costs to make it more efficient.

After the Management Reports presented by Messrs. Sales and Nazarea and considering that the stockholders have been sufficiently informed of the current status of the Company, a motion was raised for the approval of Philodrill's 2015 Annual Report and the 2015 Consolidated Financial Statements of the corporation and its subsidiary as audited by SyCip Gorres Velayo & Co.

The motion having been seconded and there being no objections, the President declared the motion carried and duly approved.

APPROVAL, RATIFICATION AND / OR CONFIRMATION OF THE ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS AND MANAGEMENT

The Chairman announced that the next item in the agenda is the ratification of the acts and resolutions of the Board of Directors and Management. A stockholder moved for the approval of the following resolution:

"RESOLVED, That the Minutes of the meetings and all acts and resolutions taken or adopted by the Board of Directors, Board Committees and Management since the last Annual Meeting of Stockholders on June 15, 2016 up to the date of this meeting be confirmed, ratified and approved."

The motion having been seconded and there being no objections, the President declared the motion carried and the resolution approved.

APPOINTMENT OF EXTERNAL AUDITOR FOR CALENDAR YEAR 2016

The next item in the agenda is the appointment of the independent external auditor for the Company for the calendar year 2017. The President inquired if there are nominees for appointment as external auditor of the Company.

A stockholder nominated the auditing firm of SyCip Gorres Velayo & Company for appointment as the Company's external auditor for the calendar year ending December 31, 2017. The nomination was duly seconded.

There being no other nominees, the nomination was, upon motion duly made and seconded, closed. The President declared SyCip Gorres Velayo & Company duly appointed as the Company's external auditors for the calendar year ending December 31, 2017.

AMENDMENT OF THE ARTICLES OF INCORPORATION (ARTICLE IV-EXTENSION OF CORPORATE TERM

The next item in the Agenda is the Amendment of the Articles of Incorporation, amending Article IV thereof to extend the Company's corporate term. Philodrill's first corporate term of fifty (50) years will expire on June 25, 2019. In view of this, a motion was raised to extend its corporate term for another fifty (50) years, from and after June 25, 2019. With all the prospects and plans of the Company discussed earlier, it is but proper that the corporate term of Philodrill be extended.

"RESOLVED, that the Stockholders of The Philodrill Corporation, owning 2/3 of the Company's outstanding capital stock, approved and agreed to amend Article IV of the Articles of Incorporation to extend its corporate term to another fifty (50) years from and after June 25, 2019."

The motion to approve the extension of Corporate Term for fifty (50) years was carried and approved by all the stockholders present and voting through their proxies.

ELECTION OF DIRECTORS

The Chairman announced that the next item in the Agenda is the election of the Directors and opened the nominations therefore. The Corporate Secretary noted that in accordance

with the Company's Revised Manual on Corporate Governance, all nominations for director were reviewed and approved by the Corporate Governance and Nominations Committee.

Under SEC rules, only nominees whose names have been submitted to and evaluated by the Corporate Governance and Nominations Committee, and whose names appear in the Final List of Candidates set forth in the Definitive Information Statement, shall be eligible for election as independent directors.

The Company has received the following nominations for regular and independent directors for the ensuing term 2017-2018, which were evaluated by the Corporate Governance and Nominations Committee:

For Regular Directors:

- 1) ALFREDO C. RAMOS
- 2) PRESENTACION S. RAMOS
- 3) ADRIAN S. RAMOS
- 4) GERARD ANTON S. RAMOS
- 5) CHRISTOPHER M. GOTANCO
- 6) MAUREEN ALEXANDRA R. PADILLA
- 7) REYNALDO E. NAZAREA

For Independent Directors:

- 8) HONORIO A. POBLADOR III
- 9) NICASIO I. ALCANTARA

A formal nomination was then made on the floor. The Chairman then asked if there are other nominations. There being none, and upon motion duly made and seconded, the nomination for the Board of Directors was closed. There being no objection to the closing of the nomination and considering that there are only nine (9) nominees to the nine-member Board, the Chairman directed the Secretary to cast all votes in favor of all the nominees to the Board of Directors and, thereafter, declared the above-named nominees as the duly-elected directors of the Company.

ADJOURNMENT

The Chairman inquired if there are matters which the stockholders would want to discuss in the Meeting.

There being no further questions and matters to discuss, and upon motion duly made and seconded, the Meeting was adjourned at 3:50 p.m.

Certified Correct:

ADRIANS. ARIAS
Secretary of the Meeting

Attest:

ALFREDO C. RAMOSChairman of the Meeting

REPUBLIC OF THE PHILIPPINES) MANDALUYONG CITY) S.S.

Name	Community Tax Certificate No./Valid Gov't ID	CTC/ID Date Issued	CTC/ID Place Issued
	TIN No.		
ATTENDED & DAMES	08276907	01-02-2014	Manila
ALFREDO C. RAMOS	TIN 132-017-513		
ADRIAN S. ARIAS	22756932	01-09-2014	Mandaluyong City
TIN 107-439-052			

Doc. No. 342 Page No. 70 Book No. I Series of 2017. ATTY. IRIS MARIE U. CARPIO

NOTARY PUBLIC — 2TY OF MANDALUYONG
APPT. NO. 0374-16 / UNTIL DEGEMBER 31, 2017
QUAD ALPHA CENTRUM, 125 PIONEER STREET
MANDALUYONG CITY 1550

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