

**MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS OF
AXELUM RESOURCES CORP.**

held on 24 June 2021 by remote communication
through the following link:

<https://axelumresources.webex.com/axelumresources/j.php?MTID=mcd6c76759088d6f57e2e40b5d62ee05f>

I. Call to Order

Before the meeting was called to order, all directors of the Corporation, including all three Independent Directors, and the Corporate Secretary were acknowledged as present and participating through remote communication. Thereafter, the Chairman and CEO, Mr. Romeo I. Chan, called the 2021 Annual Stockholders' Meeting to order at approximately 1:05p.m. and presided over the same.

The Chairman then informed the stockholders that this year's Annual Stockholders' Meeting was being held by remote communication to conform to the government's regulation on social distancing and prohibition on mass gatherings. He likewise informed the stockholders that the Corporation adopted measures to afford its stockholders the opportunity to participate in this meeting as effectively as a physical meeting.

II. Proof of Notice of the Meeting and Determination of the Quorum

Upon request of the Presiding Officer, the Corporate Secretary, Ms. Preciosa D. Castillo, certified that all stockholders of record as of May 05, 2021, the record date for this meeting, have been notified of this meeting pursuant to the Corporation's By-Laws and applicable SEC Circulars. She likewise stated that copies of the Notice of the Annual Meeting, the Agenda, and the Definitive Information Statement were made available through the Corporation's website and the PSE EDGE and that the Notice and Agenda of the Annual Meeting was also published in the business section of the print and online editions of Businessworld and Manila Standard on May 26 and 27, 2021.

Thereafter, the Corporate Secretary certified that there existed a quorum to transact the business in the agenda for the meeting, there being present in person or represented by proxy stockholders holding 80.20% of the entire subscribed and outstanding capital stock of the Corporation.

The Corporate Secretary then discussed the procedures for registration, voting and participation in this meeting, which were contained in the Definitive Information Statement that was made available to the stockholders and have been implemented as follows:

1. Only stockholders who have registered may participate in this meeting.
2. Stockholders who wish to participate by remote communication have registered by submitting the requirements by email to asm2021@axelum.com.ph.
3. Stockholders who have been approved for registration have sent their questions and/or comments prior to the meeting through email at asm2021@axelum.com.ph. Some questions or comments will be replied to after the meeting.
4. The resolutions proposed to be adopted at this meeting will be shown on the screen.
5. Stockholders who have duly registered have submitted their proxies until 5:00pm of June 8, 2021 or have voted in absentia through electronic voting until 5:00pm of June 16, 2021.
6. The Office of the Corporate Secretary has tabulated all valid and confirmed votes cast through electronic voting together with the votes through proxies, and the voting results will be announced during the meeting and reflected in the minutes of the meeting.

III. Approval of the Minutes of the Previous Annual Meeting

The Presiding Officer informed the stockholders that the next item on the agenda is the reading and approval of the Minutes of the Annual Stockholders' Meeting held on 27 August 2020. He informed the stockholders that a copy of the minutes was made available in the Corporation's website. He then requested the Corporate Secretary to present the proposed resolution and the voting results on this item.

The Corporate Secretary then presented the following resolution for approval:

"RESOLVED, that the minutes of the Annual Meeting of Stockholders held on August 27, 2020 be approved."

and stated that on the proposal to approve the minutes of the previous annual stockholders' meeting, 100% of the shares represented in this meeting have voted in favor of the said resolution.

The Presiding Officer then directed that the approval of the proposed resolution be recorded in the minutes.

IV. Annual Report of Management and Approval of Audited Financial Statements

The Presiding Officer then turned the floor over to Mr. Henry J. Raperoga, the President of the Corporation, who delivered the Management's Report as follows:

"Dear Shareholders,

Last year, was a truly very challenging year. The unforeseen COVID-19 pandemic wreaked havoc globally, devastating the economies of even the most powerful nations in the world and causing millions of deaths as well. The COVID-19 virus will continue to persist and force the world to make lasting adjustments in the way communities live and the way corporations conduct its business.

Faced with the challenges of a "once-in-a-century" pandemic, we counted, as always, on our corporate culture of working as one family. We called on our strength to work as one cohesive team and our willingness to work harder and do self-sacrifices beyond the call of duties. Our ingrained culture of "malasakit" especially in times of crisis was at its highest levels as everyone took care of the Company and each other. Most importantly, we prayed harder and strengthened our faith in our Lord Jesus Christ to deliver us from this deadly virus and its devastating effects.

Through active stakeholder engagement and cooperation, we witnessed a very low transmission rate within our host communities. Only a handful of our workers were infected by the COVID-19 virus out of more than 5,000 workers in our factories and offices, and no one died perhaps because of our stringent adherence to the strict COVID-19 protocols inside and outside company premises. We indoctrinated our workers to follow social distancing, to wear face masks and face shields at all times, and to sanitize more frequently especially when they are outside of company premises. We also encouraged our people to do self-policing, inform our Company doctor and top management if they are not feeling well, and help in the contact tracing process.

With the COVID-19 protocols calling for social distancing, lockdowns, checkpoints and mobility restrictions, our operations were initially hampered causing operational downtimes due to delays in delivery of raw materials and other essential supplies needed in the manufacturing operations.

We took advantage of the downtimes and focused on the following value-added and strategic activities:

- a) Accelerated the expansion of Axelum's spray-drying facility which features agglomerated technology to double production capacity of coconut milk powder. This puts us in a strong position to capitalize on the growing demand for coconut milk powder primarily as culinary ingredient for plant-based diets and other innovative applications. Recently, Axelum was granted a four-year income tax holiday by the Board of Investments specifically for this new facility, that will result in higher income from the coconut milk powder product lines by the second quarter of 2021.*
- b) Fast-tracked the completion of Axelum's state-of-the-art pressed coconut water plant, which began trial product formulation and production in late 2020. Commercial operations are expected to commence by middle of 2021. Pressed coconut water is a new beverage variant, offering a sweeter and nuttier taste without added sugar. This popular refreshing drink has gained massive mainstream appeal in various markets*

worldwide. Currently, Axelum has a pending application for certain income tax incentives with the Board of Investments for this venture. Axelum will be the pioneer producer of this product in the Philippines.

- c) Expanded, alongside the preceding initiatives, Axelum's overall production capacity of desiccated coconut, coconut milk/cream and coconut water by 10%, 20% and 33%, respectively through incremental capital expenditures.
- d) Reconfigured Axelum's nut opening plant section to boost nut opening capacity by 42%; comply with physical distancing guidelines; and future-proof Axelum's nut opening capabilities. By augmenting nut opening capabilities, we will be able to increase as well coconut water collection, allowing the Company to potentially exceed current production levels.
- e) Improved milk extraction processes translating to increased manufacturing yields for coconut milk powder and coconut milk/cream; and,
- f) Constructed new warehouses in anticipation of larger storage requirements.

Despite the adverse global effects of the pandemic, your Company generated sales of PhP5.2 billion for the year ended December 31, 2020, driven by the steady performance across all product segments. The white-meat business, primarily comprised of desiccated coconut and coconut milk powder, registered stable volumes despite challenging overall market conditions. On the other hand, coconut water, our fastest-growing product category, saw record output anchored on robust volume growth of 20%.

Gross margin for 2020 is 25% of sales while net income margin is a decent 10% despite additional expenses incurred due to COVID-19 protocols, mobility limitations and physical distancing, which led to higher costs of raw and packaging materials as well as shipping costs. The Company's strict implementation of intensified health policies including regular employee mass-testing and shuttle services to seamlessly transport workers resulted to minimal infections within our ranks.

Taking into account the various challenges, obstacles, and the on-going struggles of other industries and the national economy in general, Axelum managed to sustain its profitability by posting a net income of ₱526 million in 2020.

Our e-commerce business has been rapidly gaining traction in the United States, with online sales up 91% for 2020. Three years ago, we listed an introductory line-up of products under homegrown brand Fiesta Tropicale with Amazon, one of the largest global e-commerce platforms, to capitalize on the evolution of non-traditional means to advertise and connect to customers in a fast, secure, and cost-efficient manner. To date, some of our products, particularly organic coconut flakes, are consistently among the Top 3 Bestsellers in the coconut flakes category, garnering over a thousand positive and highly-rated customer reviews. Meanwhile, we are planning to form a professional marketing team to spearhead our digital push in other markets.

Beyond the operational and financial numbers or statistics, the way Axelum reinvented or pivoted itself during these difficult times allowed itself to safeguard and preserve the tenure and compensation of all employees at a time when forced unemployment was inevitable to most business concerns.

We rightfully heeded our nation's call to 'bayanihan', for we believe that only through this collective spirit, will we be able to overcome the crisis and eventually restore normalcy in our lives. At the onset, we extended financial assistance and donated essential goods to various local government units, hospitals, churches, and host communities, to reinforce anti-coronavirus campaigns and relief programs. Allow us to acknowledge our civic partners, the Tanging Yaman Foundation and the Airspeed Group of Companies, who up until today, continue to lead their dutiful missions to serve our countrymen and the community.

On the sustainability front, we officially launched our Environmental, Social and Governance (ESG) framework by formalizing our sustainability discipline and communication platform. Last year, Axelum published the maiden issue of its sustainability report, documenting various initiatives in 2019, aligned with the standards of the Global Reporting Initiative (GRI), the global benchmark for sustainability reporting. We are happy to announce that our sustainability report landed among nominated finalists in the first-time category in the 2020 Asia Sustainability Reporting Awards, the highest international recognition for sustainability reporting.

In terms of shareholder value, Axelum's stock price settled at ₱3.50 per share by end-2020, marking a 34% gain from previous the year's closing price. Furthermore, Axelum declared and distributed cash dividends to shareholders amounting to ₱0.03 centavos per share, for a total of ₱120 million. Last February, Axelum was formally included in the composition of

the industrial sector index of the Philippine Stock Exchange, after meeting the criteria on market capitalization, liquidity, free-float, and other set financial measures.

We are happy to share that our nut opening section can now process in higher quantities compared to pre-pandemic levels, even as we comply with mandatory distancing among the workers. This signals likewise that Axelum has the capacity to accommodate a steady supply of raw materials and maintain a healthy manufacturing pipeline.

Our coconut water plant is consistently producing at optimal capacity, while simultaneously running different packaging lines. On the other hand, our new agglomerated coconut spray-dryer is scheduled to commence commercial production starting April 2021. Likewise, we applaud the passage and ratification of the CREATE law, which will lower income tax rate to 25% from 30% and provide additional fiscal benefits to qualified entities, such as Axelum. Lastly, we welcome the aggressive vaccine inoculations overseas, particularly in our biggest export market the United States and other countries. We are positive that this development will hasten economic recovery and naturally ramp up consumer demand for our products.

On this note, I would like to thank our Board of Directors, management team and business associates for their unwavering support. To the more than five-thousand members of the Axelum family, we owe our success and longevity to your exemplary courage and dedication during this difficult time. For over a year now, all of our top production management team from Manila have held-the-fort in a manner of speaking, at a great burden of personal sacrifice of not being with their loved ones and families, to ensure that the Medina manufacturing facilities in Mindanao continue to operate efficiently and that all our people are safe and gainfully employed. For that, we are eternally grateful. Finally, to our shareholders, we are greatly indebted for your trust and confidence.

With much faith, this will all not be possible without the grace and guidance of our Almighty God, our pillar of strength and hope, for constantly blessing us with the grit and fortitude to withstand all trials. We offer everything we are doing for the greater glory of God. Ad Majorem Dei Gloriam!"

The Presiding Officer thanked Mr. Raperoga for his report and informed the stockholders that Axelum's 2019 Sustainability Report recently won the Silver Award in the First-Time Category, besting other major corporations, during the 6th Asia Sustainability Reporting Awards, held virtually in Singapore on May 19, 2021.

The Presiding Officer then proceeded to the next item on the agenda, which is the approval of the Audited Financial Statements. He requested the Corporate Secretary to present the proposed resolution and the voting results on this item.

The Corporate Secretary then presented the following resolution for approval:

"RESOLVED, that the Audited Financial Statements for the year ended December 31, 2020 be approved."

and stated that on the proposal to approve the Audited Financial Statements for the year ended December 31, 2020, 100% of the shares represented in this meeting have voted in favor of the said resolution.

The Presiding Officer then directed that the approval of the proposed resolution be recorded in the minutes.

V. Ratification of the acts and resolutions of the Board of Directors and its committees, officers, and management

The Presiding Officer informed the stockholders that the next item in the agenda is the ratification of all acts and resolutions of the Board of Directors, Board Committees and Management since the last annual stockholders' meeting held on August 27, 2020 until June 23, 2021 and that a list of such acts was provided in the Definitive Information Statement made available to the stockholders. He then requested the Corporate Secretary to present the proposed resolution and the voting results on this item.

The Corporate Secretary then presented the following resolution for approval:

"RESOLVED, that all acts and resolutions of the Board of Directors, Board Committees and Management adopted in the ordinary course of business since the last annual stockholders meeting held on August 27, 2020 until June 23, 2021 be approved."

and stated that on the proposal to approve all acts and resolutions of the Board of Directors, Board Committees and Management adopted in the ordinary course of business since August 27, 2020 until June 23, 2021, 100% of the shares represented in this meeting have voted in favor of the said resolution.

The Presiding Officer then directed that the approval of the proposed resolution be recorded in the minutes.

VI. Appointment of External Auditors

The Presiding Officer informed the stockholders that the next item in the agenda is the appointment of external auditors for the current calendar year. He informed the stockholders that the Board of Directors, upon recommendation of the Audit Committee, has approved the engagement of R.G. Manabat & Co./KPMG for the audit of the Corporation's financial statements for the year ending December 31, 2021. He then requested the Corporate Secretary to present the proposed resolution and the voting results on this item.

The Corporate Secretary then presented the following resolution for approval:

“RESOLVED, that the appointment of R.G. Manabat & Co./KPMG as external auditors of the Corporation's financial statements for the year ending December 31, 2021 be approved.”

and stated that on the proposal to approve the appointment of R.G. Manabat & Co./KPMG as external auditors of the Corporation's financial statements for the year ending December 31, 2021, 100% of the shares represented in this meeting have voted in favor of the said resolution.

The Presiding Officer then directed that the approval of the proposed resolution be recorded in the minutes.

VII. Election of Directors

The Presiding Officer informed the stockholders that the next item in the agenda is the election of members of the Board of Directors of the Corporation for the current year 2021. He informed the stockholders that the Corporation shall elect seven directors, at least two of whom shall be independent directors pursuant to the Securities and Regulation Code and the Corporation's Revised Manual of Corporate Governance. He then requested Mr. Laurito E. Serrano on behalf of the Corporate Governance and Nomination Committee to present the nominees for the members of the Board of Directors.

Mr. Serrano, on behalf of the Corporate Governance and Nomination Committee, and in accordance with the Corporation's By-Laws and the Corporate Governance Manual, presented the Final List of Nominees for the members of the Board of Directors, as follows:

For regular directors, the nominees are:

1. Mr. Romeo I. Chan;
2. Mr. Henry J. Raperoga;
3. Mr. Ricardo C. Lopa, Jr.; and
4. Mr. Jason Rosenblatt.

For independent directors, the nominees are:

1. Mr. Laurito E. Serrano;
2. Mr. Raymundo N. Suarez; and
3. Ms. Rosemarie P. Rafael.

Mr. Serrano stated that the nominees for election as directors of the Corporation possess all the qualifications and none of the disqualifications to hold office as directors of the Corporation.

The Corporate Secretary then presented the voting results for the election of the directors and stated that each of the nominees have garnered the following percentages of the shares represented in this meeting:

1. Mr. Romeo I. Chan - 14.50%
2. Mr. Henry J. Raperoga - 14.34%
3. Mr. Jason Rosenblatt - 14.18%

4. Mr. Ricardo C. Lopa, Jr. - 14.18%
5. Mr. Laurito E. Serrano - 14.23%
6. Mr. Raymundo N. Suarez - 14.19%
7. Ms. Rosemarie P. Rafael - 14.18%

for a total of 99.80%.

The Presiding Officer then directed that the minutes reflect that the stockholders have elected the following as directors of the Corporation for the current year 2021:

For regular directors:

1. Mr. Romeo I. Chan;
2. Mr. Henry J. Raperoga;
3. Mr. Ricardo C. Lopa, Jr.; and
4. Mr. Jason Rosenblatt.

For independent directors:

1. Mr. Laurito E. Serrano;
2. Mr. Raymundo N. Suarez; and
3. Ms. Rosemarie P. Rafael.

VIII. OTHER MATTERS/QUESTION AND ANSWER

The Presiding Officer then informed the stockholders that he will be answering some of the questions submitted prior to the meeting.

1. Did you cease operations due to COVID-19 transmissions in your area? (from Gregorio M. Lainez, stockholder)

Fortunately, our operations were not disrupted owing to the strict implementation of health and safety protocols of our Medina Plant by our medical team. We invested heavily in reconfiguring our production lines in order to comply with the social distancing protocols of the IATF. In addition, being the single biggest employer in the Municipality of Medina, Misamis Oriental, we worked very closely with our Mayor and supported our LGU in implementing several successful programs to prevent community outbreaks.

2. Why did you re-allocate your unused IPO proceeds? (from Manuel B. Roxas, stockholder)

Given the fluidity of the prevailing situation, we decided to deploy some of our unused IPO proceeds to retire additional bank loans. This move significantly decreased our debt obligations, reduced interest and other financing charges, thus further strengthening our balance sheet. This is crucial at a time when so many major companies are struggling and desperately trying to restructure their financial obligations. Likewise, this has gained the confidence of our bankers who are prepared to extend us more loans with minimal conditions. Our debt-to-equity ratio, as of December 31, 2020, was at a very low 0.17 to 1, and went even lower to 0.09 to 1, by March 31, 2021.

3. What were some of the opportunities presented by this crisis? (from Jose Celestino P. Torres, stockholder)

On the onset, we were compelled to scale down operations due to limited nut inventory with the government imposing community lockdowns, which severely limited both people and cargo mobility. With the additional downtime, we took this opportunity to accelerate plant improvement initiatives that will benefit us in the long-run. During this time, we implemented major construction projects to refurbish our nut opening plant, to comply with social distancing requirements, significantly increasing our capability to process coconuts. We also expanded our spray-drying capability for coconut milk powder, we completed a brand-new pressed coconut water plant, and upgraded our waste water treatment facility among many other projects. All these improvements have led to more efficient and cost-effective operations, which undoubtedly will prove valuable in expanding our product offerings and volumes, thus enhancing our revenue base.

4. With the pandemic still uncontrolled, is there a silver lining in the horizon for Axelum, considering that many iconic companies are troubled financially or declaring bankruptcy? (from Mary Ann Emily D. Roque, stockholder)

During this pandemic, while most other businesses are suffering setbacks, Axelum finds itself well-positioned to meet continuing challenges of the pandemic. Our fundamentals are very solid, as shown by our financial statements. Ironically, the pandemic has created a bigger demand for our products and all things coconut. Studies reveal that virgin coconut oil is an effective and natural prophylaxis against the COVID-19 virus due to its anti-viral and anti-bacterial properties. We saw growth across our whole product range, and at this moment, we are still trying to catch up with outstanding orders that should keep us busy well into 2022. With the aggressive vaccination program in our export markets, those economies are expected to make a strong comeback soon. Hence, increasing consumer demand for our products. This can only be good for Axelum.

5. Are you planning to declare cash dividends this year? (from Antonio S. Soriano, stockholder)

Our primary focus is to stay afloat amidst these challenging times. Last year, we were blessed to book a decent profit despite all the headwinds encountered. To safeguard the welfare of our employees and interest of shareholders, we believe that the most prudent approach is to maintain a strong liquidity position as we continue to navigate through this crisis. However, considering that any windfall will be welcomed by everyone, your Board is not averse to a dividend declaration depending on the company's performance by the fourth quarter.

IX. ADJOURNMENT

The Presiding Officer inquired if there were any other matters in the agenda and the Corporate Secretary replied there were none. Thus, the Presiding Officer stated that there being no other matters to be discussed, the meeting was adjourned and that this concluded this year's Annual Stockholders' meeting.

The meeting was adjourned at approximately 1:40p.m..

PREPARED BY:

PRECIOSA D. CASTILLO
Corporate Secretary

ROMEO I. CHAN
Chairman and CEO/Presiding Officer

**List of Attendees
to the Annual Meeting of the stockholders of Axelum Resources Corp.
held on 24 June 2021 by remote communication**

Directors

1. Romeo I. Chan – Chairman
2. Henry J. Raperoga – President
3. Ricardo C. Lopa, Jr. – Director
4. Jason Rosenblatt – Director
5. Laurito E. Serrano – Lead Independent Director
6. Rosemarie P. Rafael – Independent Director
7. Raymundo N. Suarez – Independent Director

Officers

1. Paul Rene Z. Tayag – Senior Vice President
2. Preciosa D. Castillo - Corporate Secretary
3. Karilagan Imelda Z. Gorospe – Vice President - U.S. Operations
4. Maria Theresa Z. Paguirigan – Treasurer, Chief Financial Officer, Corporate Information Officer, and Assistant Corporate Secretary
5. Macario R. Pelaez – Operations Manager – Medina Plant
6. Paul C. Cheah – Investor Relations Officer
7. Dominic V. Isberto – Compliance Officer

Stockholders

1. CP Compass Singapore Pte. Ltd.
2. Coco Deuce Holdings, Inc.
3. Greenridge East Holdings Inc.
4. Theol Holdings, Inc.
5. Tufnell Park Holdings Inc.
6. Domus Este Holdings Inc.
7. Beemex Philippine Holdings Corporation
8. 1189 Holdings, Inc.
9. Eleanor B. Maglaqui
10. Jose Armando R. Nañawa
11. Vicente T. Mills, Jr.
12. Mary Ann Emily. Roque
13. Julius Sanvictores

Others

1. R.G. Manabat & Co./KPMG – External Auditor
2. BDO Stock Transfer – Stock Transfer Agent