

IMPERIAL RESOURCES INCORPORATED

82-J 4th Street, Mariana, New Manila
Quezon City, Metro Manila

SPECIAL MEETING BOARD OF DIRECTORS May 8, 2025

MINUTES

(Pursuant to a verbal notice and call through the remote communication facility, the special meeting of the board of directors of Imperial Resources Incorporated was held on the 8th day of May 2025, at 10:00 o'clock in the morning.)

CALL TO ORDER

(The meeting was called to order and presided over by the Chairman of the Board, Atty. Horacio M. Pascual, while the Corporate Secretary, Atty. Jesus Vicente B. Capellan, recorded the Minutes of the proceedings.)

BUSINESS OF THE MEETING

I.

The **first item** in the agenda which was taken up concerns the proof of notice of the special meeting. All members of the board of directors were notified through the landline telephone, smartphone, short messaging system (SMS) and electronic mail (e-mail) service.

All directors present manifested their consent to the transaction at the meeting as stated in the agenda and of any business pertaining to the corporation which may come before it.

II.

The **second item** in the agenda which was taken up concerns the determination of a *quorum*. All directors present agreed to the mode of teleconferencing, videoconferencing and/or electronic mail service (e-mail), hence, they were considered (virtually) present. Of the seven (7) members of the board, one (1) was absent. Accordingly, a *quorum* was declared present by the confirmation, concurrence and attendance of six (6) members of the board of directors in the special meeting. Details of which were, as follows:

Name	Position	Attendance	Device or Method Used in the Communication and Participation (Smartphone/Tablet/Laptop/Desktop/Television, et al.,	Location
<i>[Handwritten Signature]</i>			Google Zoom Platform Meeting I.D.: 841 4808 7370 Passcode: 155530	

Atty. Horacio M. Pascual	Chairman	Present	Onsite	Makati City, Metro Manila
Oliverio L. Laperal, Jr.	Director/ President	Present	Online through digital zoom platform	Makati City, Metro Manila
Desiderio L. Laperal	Director/ Vice-President/ CEO	Present	Online through digital zoom platform	Makati City, Metro Manila
Vilma B. Villanueva	Director	Present	Online through digital zoom platform	Quezon City, Metro Manila
Atty. Jesus Vicente B. Capellan	Director/ Corporate Secretary	Present	Onsite	Makati City, Metro Manila
Dean Marciano G. Delson	Independent Director	Present	Online through digital zoom platform	Quezon City, Metro Manila
Genelita G. Manandic	Independent Director	Absent	N/A	N/A

III.

The **third item** in the agenda which was taken up concerns the preparation for the regular annual stockholders' meeting. The Chairman invited the attention of the board of directors on the agenda which copy was earlier furnished to all members last May 6, 2025. Item 3 and its sub-items were perused, specifically, the -

- X x x x x x x x x**
- 3. Preparation for the Regular Annual Stockholders' Meeting:**
- 3.1. Fixing the date and time of the annual stockholders' meeting on **July 10, 2025, Thursday, at 10:00 o'clock in the morning;****
 - 3.2. Choosing the venue of meeting at **Unit 202 Villa Building, No. 78 Jupiter Street, Bel-Air, Makati City, Metro Manila 1209;****
 - 3.3. Fixing the record date on **May 23, 2025, Friday;****
 - 3.4. Submission of the list of stockholders on **May 29, 2025, Thursday;****
 - 3.5. Submission of Preliminary Information Statement (SEC FORM 20-IS) on **June 03, 2025, Tuesday;****
 - 3.6. Submission of Definitive Information Statement (SEC FORM 20-IS) on **June 10, 2025, Tuesday;****
 - 3.7. Sending of notices on **June 11, 2025, Wednesday;****
 - 3.8. Fixing the date for closing of the books of the corporation on **July 02, 2025, Wednesday, at 5:00 o'clock in the afternoon;****

3.9. Fixing of the date for registration and validation of unsolicited proxies on July 03, 2025, Thursday, at 5:00 o'clock in the afternoon.

X x x x x x x x x

After brief exchange of views, and on motion made which was duly seconded, the following resolutions were unanimously approved and carried:

"RESOLVED, That the Regular Annual Stockholders' Meeting shall be, as it hereby is scheduled and set on July 10, 2025, Thursday, at 10:00 o'clock in the morning;"

"RESOLVED, That the Venue of the regular annual stockholders' meeting shall be, as it hereby at Unit 202 Villa Building, No. 78 Jupiter Street, Bel-Air, Makati City, Metro Manila 1209, and through Google Zoom Digital platform;"

"RESOLVED, That the Record Date, be and it is hereby set on May 23, 2025, Friday;"

"RESOLVED, That the List of Stockholders be and the same is, hereby furnished to the Philippine Stock Exchange (SEC) on or before May 29, 2025, Thursday;"

"RESOLVED, That the Preliminary Information Statement (PIS) be and the same is, hereby submitted on June 03, 2025, Tuesday, while the Definitive Information Statement (DIS) is to be distributed to security holders on June 10, 2025, Tuesday, which latter date is fifteen (15) business days, at least, prior to the date of the regular annual stockholders' meeting on July 10, 2025;"

"RESOLVED, That the Notice of the Meeting shall be, and it is hereby sent to the stockholders of record on June 11, 2025, Wednesday;"

"RESOLVED, That the Books of the Corporation be and the same is, hereby closed on July 02, 2025, at 5:00 o'clock in the afternoon and will be reopened immediately after the meeting;"

"RESOLVED, That the Registration and Validation of unsolicited proxies shall be, and it is hereby fixed on July 03, 2024, Thursday, until 5:00 o'clock in the afternoon;"

IV.

The **fourth item** in the agenda which was discussed refers to the approval of the proposed/draft Agenda of the regular annual stockholders' meeting to be held on July 10, 2025.

After exchange of views and discussions on the proposed/draft agenda, and on motion made which was duly seconded, the following resolution was unanimously approved, to wit:

“RESOLVED, that the Proposed/Draft of the Agenda of the regular annual stockholders’ meeting to be held on July 10, 2025, be, as it hereby is, approved.”

V.

The **last item** in the agenda which was taken up refers on other matters, the Chairman opened the floor for inquiries, clarifications and other matters to be approved and considered.

There being none, the meeting was, on motion made and duly seconded, adjourned at 10:25 o'clock in the morning.

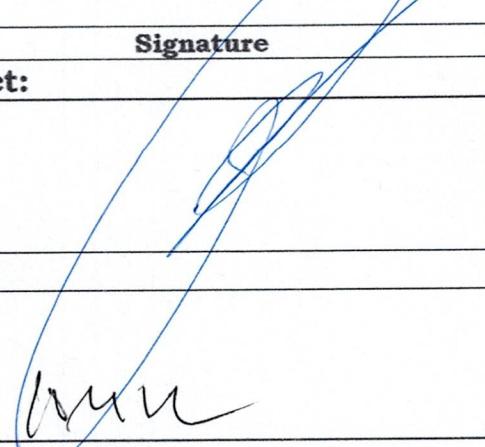
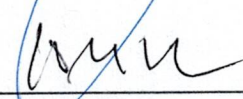
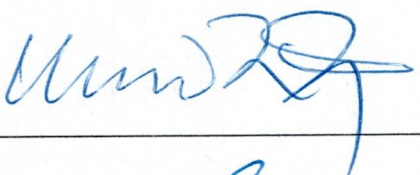
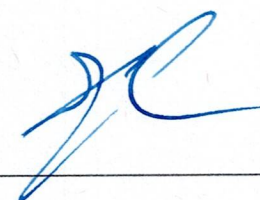


RESULTS OF THE SPECIAL MEETING OF THE BOARD

Submissions in the Agenda for Approval	Votes	Abstain
Fixing the Date and Time of the Annual Stockholders' Meeting on July 10, 2025, Thursday, at 10:00 o'clock in the morning	6	None
Choosing the Venue of meeting at Unit 202 Villa Building, No. 78 Jupiter Street, Bel-Air, Makati City, Metro Manila 1209	6	None
Fixing the Record Date on May 23, 2025, Friday	6	None
Submission of the List of Stockholders on May 29, 2025, Thursday	6	None
Submission of Preliminary Information Statement (SEC FORM 20-IS) on June 03, 2025, Tuesday	6	None
Submission of Definitive Information Statement (SEC FORM 20-IS) on June 10, 2025, Tuesday	6	None
Sending of Notices on June 11, 2025, Wednesday	6	None
Fixing the date for Closing of the Books of the corporation on July 02, 2025, Wednesday, at 5:00 o'clock in the afternoon	6	None
Fixing of the date for Registration and Validation of unsolicited proxies on July 03, 2025, Thursday, at 5:00 o'clock in the afternoon	6	None
Proposed/Draft of the Agenda of the regular annual stockholders’ meeting to be held on July 10, 2025	6	None

R. S. Mananda

A. M. T. A.

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Name	Signature
Certified Correct:	
Atty. JESUS VICENTE B. CAPELLAN Corporate Secretary	
Attested By:	
Atty. HORACIO M. PASCUAL Chairman of the Board	
Minutes Read and Approved By:	
OLIVERIO L. LAPERAL, JR. Director/President/CEO	
DESIDERIO L. LAPERAL Director/Vice-President/ Treasurer/CFO	
VILMA B. VILLANUEVA Director/Chief Accounting Officer/ Asst. Treasurer	
Dean MARCIANO G. DELSON Independent Director	
GENELITA G. MANANDIC Independent Director	