

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

**Held on 6 June 2014 at 2:00 p.m.
at the Manila Polo Club
Makati City, Metro Manila**

Directors 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
Martin Antonio G. Zamora, Director
Fulgencio S. Factoran, Jr., Independent Director

Also Present:

Atty. Barbara Anne C. Migallos, Corporate Secretary
Jose S. Saret, Chief Operating Officer
Emmanuel L. Samson, Chief Financial Officer
Atty. Jose Roderick F. Fernando, Vice President for Legal and Compliance Officer
Jaime del Rosario and representatives of SGV & Company (External Auditor)

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. 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 with the agenda of the Annual Stockholders' Meeting, together with the Information Statement duly approved by the Securities and Exchange Commission (SEC), were sent to all stockholders not later than 16 May 2014, within the periods prescribed under applicable rules. The Notice was also published in a newspaper of general circulation. The Corporate Secretary presented a notarized certification that she executed to attest to these facts under oath.

III. Certification of quorum; explanation of voting procedure

The Corporate Secretary certified that there are present, in person or by proxy, **2,745,523,878** shares representing **84.59%** of the outstanding capital stock of the Company. Accordingly, there was a quorum for purposes of the meeting.

Voting procedure

The Corporate Secretary explained the **voting procedure** for the meeting. There are two items on the Agenda that require approval of shareholders holding 66 2/3%, or 2/3, of the outstanding capital stock, namely the approval of the Stock Option Plan and the amendment of the Company's Articles of Incorporation to change the principal place of business of the Company. The other items on the Agenda require a majority vote.

The Company distributed to shareholders, not later than 16 May 2014, the Information Statement and proxy form. The proxy form contained each item on the Agenda that requires shareholders vote. There are spaces for YES, NO, or ABSTAIN. In the case of the election of directors, the names of each of the nominees are listed in the proxy with space for the shareholder to indicate his or her vote for or against each of the nominees. The vote of the shareholders who submitted proxies for each item on the Agenda were tallied by Stock Transfer Service, Inc. (STSI), the Company's stock transfer agent.

There are registration tables outside the meeting hall. Representatives of STSI are present at these registration tables. Upon registration, shareholders who have not submitted proxies are provided with ballots. A ballot box where shareholders may cast their ballots is prominently displayed. The ballots submitted by the shareholders present today will also be tabulated and included in the tally. The votes for each item on the Agenda by the shareholder personally or through the designated proxy will be announced when the particular item on the Agenda is taken up by the body.

IV. Approval of Minutes of previous meeting

The Chairman said that the first item on the Agenda is the approval of the Minutes of the Annual Stockholders' Meeting held on 3 June 2013.

A stockholder moved that the reading of the Minutes of the annual meeting of stockholders held on 3 June 2013 be dispensed with and that the said Minutes be approved. The motion was 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 3 June 2013. The Corporate Secretary reported that shareholders holding 2,745,523,878 shares representing 84.59% of the outstanding capital stock of the Company, voted YES to the approval of the Minutes of the Annual Stockholders' Meeting held on 3 June 2013. The Minutes of the Annual Stockholders' Meeting held on 3 June 2013 were declared as approved.

V. Annual report and audited financial statements for the year 2013

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.

The President's Report

The President and Chief Executive Officer, Mr. Gerard H. Brimo, welcomed the shareholders to the Company's Annual Shareholders' Meeting. He said that the President's report in the form of a Joint Statement together with our Chairman is contained in the Company's 2013 Annual Report, copies of which are available at the entrance, together with a CD that contains the Company's very first Annual Sustainability Report under reporting guidelines 3.1, issued by the Global Reporting Initiative. This is an organization whose mission is to make sustainability reporting standard practice for all organizations.

The President briefly went over the more salient points of the Report and a few other things. In 2013, and for the 5th year in a row, the Company again achieved a record sales volume of 14 million WMT of ore, 19% higher than the prior year. However, the Company was again affected by low nickel prices. On shipments of ore that are benchmarked against LME prices, the Company realized an average price of \$6.91 per pound of payable nickel, 16% lower than the previous year. On shipments of ore that are priced on a dollar per wet metric ton basis, the average was about \$20 per WMT, 18% lower than in 2012.

Consequently, consolidated revenues of P11.1 billion was 4% lower than the prior year while attributable net income amounted to P2.05 billion as against P2.21 billion in 2012. Much effort went to controlling costs, and this, plus economies of scale achieved due to higher production and sales, resulted in a 16% drop in total costs and expenses, excluding cost of services, from P614/WMT of ore shipped in 2012 to P516/WMT in 2013.

The President said that the Company's Chief Finance Officer, Manny Samson, will give a brief presentation on the operating and financial results for last year in more detail. He then proceeded to discuss recent developments that may be foremost in the minds of the shareholders

On the top of the list is the Indonesia ban on exports of ore, which came into effect January 12th of this year. To place this event in the proper context, over the past several years, China has become the largest producer of stainless steel, accounting for about 60% of the world's stainless steel production. With that came the growth of the China nickel pig iron industry on the back of available nickel ore supplies, primarily from Indonesia, and secondarily from the Philippines. Nickel pig iron or NPI is essentially a low-grade ferronickel product that is used in the production of stainless steel in China, as nickel is a necessary component.

It is estimated that last year, the nickel content in NPI that was absorbed by stainless steel producers in China accounted for over 25% of the demand for nickel world-wide, or over 500 thousand tons of nickel, quite a large number. About 80% of that came from ore materials from Indonesia - the balance from the Philippines.

Given the Indonesia ban, it is reasonable to expect shipments this year from the Philippines to increase, but since the Philippines does not have as many nickel mines or as much ore resources in total, particularly of higher-grades, as Indonesia, any increase will clearly not be able to compensate. Based on certain assumptions, figures show that the ban will therefore result in a drop in NPI production equivalent to about 350 thousand tons of contained nickel.

That will of course not happen overnight, as China was well stocked with nickel ore in anticipation of the ban, but as the stockpiles get drawn down towards the end of this year, China's stainless steel producers will have to increasingly source a good part of their required nickel from other sources, putting a strain on available supply and leading to an overall deficit, if not this year, certainly next year.

Mr. Brimo said that this situation is already being anticipated. While the LME nickel price has significantly increased following the ban, the selling price of various types of nickel ore to China has gone up at a much higher rate, to the point where the Company could not continue pricing its ore to its traditional buyers in Japan on the basis of prevailing LME nickel prices, as was disclosed in the Company's first quarter release.

He said it is likely that the question in everyone's minds is whether the ban in Indonesia will last. To a great extent it will depend on whether or not the ban will produce the desired results - which is to see processing plants established in the country. There is increasing evidence that a number of plants are in the planning stages and there is already one or two that are on the way. These will take time, but as the evidence mounts, there is every reason to therefore believe that the ban will indeed hold.

Another important development for the Company last year was the completion of the Company's 22.5%-owned Taganito high pressure acid leach, or HPAL, plant last year. This is a milestone for the Company and represents our largest investment to-date. The plant, with a capacity to produce 30,000 tons of contained nickel in the form of a nickel-cobalt sulfide, is this year expected to operate at about 80% capacity, which is quite an achievement for a plant of this size and complexity on its first full year of operations - and we are of course particularly delighted that this comes during a period of higher prices. The Company expanded considerably the Taganito mine to cope with the increased tonnage deliveries of over 4 million WMT of limonite to the plant per year. Mr. Brimo said he is pleased to report that the Company's ore deliveries are going well, particularly following the completion of a series of conveyor belts with an aggregate length of 2.2 kilometers, the first of its kind in a nickel operation in the Philippines, to partially deliver the ore required for the plant.

Early this year, the Company increased its ownership in the Coral Bay plant beside our Rio Tuba mine to a direct 10% interest through a property dividend from the Company's Rio Tuba subsidiary. The pilot plant to test for the commercial recovery of Scandium, a rare earth element, should be commissioned later this year in Coral Bay, as well as a chromite pilot plant, while at the new Taganito plant, civil works have started for the construction of yet another pilot plant to test for the recovery of hematite. The Company looks forward to the results in due course, as if these are successful, the additional by-products will provide further revenues to the plants and to the Company as the supplier of the ore.

Also this year a decision was made to participate in geothermal power project in Mindoro, initially in the form of a \$10.2 million loan to partially fund the first two geothermal holes in the Montelago field, convertible to 49% equity at the Company's option. This is the

initial stage of a project to supply 40 MW of power to both provinces in Mindoro, which in total expected to cost about \$180 million. The first geothermal hole is expected to start late October of this year. Mr. Brimo said the Company and the Board are delighted to be able to participate in a renewable power project, especially considering the dire lack of power in our country and in the island of Mindoro in particular.

With respect to efforts to diversify to copper and gold, last year through the Company's subsidiary, Cordillera Exploration, a gold prospect was drilled in the province of Apayao, and although gold mineralization was intersected, the grades were not high enough to justify a continuation of the drilling program. Cordillera has other very prospective properties that we are advancing to exploration permits, while other prospects around the country are being studied.

Finally, Mr. Brimo said, the Company is particularly focused this year on two things. The first is to maximize our shipments, particularly of certain types of ore that heretofore were difficult to sell, but as a result of the aforementioned ban, have become quite salable, and at good prices. The second is to look at the possibility of embarking on a ferronickel smelter project that will process our saprolite ore. The Company has been at the forefront of downstream processing, with equity in two HPAL plants, the only ones in our country, that process part of our limonite ore. A ferronickel plant that would process a good part of our saprolite would complete the picture.

The President said that as always, as the Company looks for opportunities to further grow our business, the Company will strive to operate as efficiently as possible with the utmost regard for our environmental and social responsibilities, the very essence of our commitment to the principles of sustainable development.

Financial Report

The Chief Financial Officer, Mr. Emmanuel L. Samson, then presented the financial highlights 2013, with comparative figures for 2012 and 2011.

Total volume of nickel ore sold in 2013 was 13,998 Million WMT as compared to 11.730 Million WMT in 2012 and 10.387 Million WMT in 2011, or an average increase of 16.1% from 2011. This translates to total sales of Php 10.322 Billion compared to Php 11.111 Billion in 2012 and Php 12.130 Billion in 2011, or an average 7.8% decrease from 2011. HMC and TMC were recognized as the main drivers in terms of sales.

The reason for the decrease in amount of sales in 2013 is the lower LME and realized average prices. The average realized LME price was US \$6.80/lb in 2012 compared to US\$ 7.95/lb in 2012 and US\$ 10.35/lb. in 2011. Blended price was US \$ 17.25 per WMT as compared to last year's US\$ 22.43 and US\$ 27.06/WMT in 2011.

As regards shipments, Mr. Samson highlighted that average prices for all types or ores decreased in 2013. For high grade saprolite, there was a decrease in shipment to 1.2 Million WMT from 2.2 Million WMT in 2012 and 2.1 Million WMT in 2011. For medium grade saprolite, there was an increase from 2.0 Million WMT to 2.4 Million WMT. For medium grade limonite, there was a decrease from 0.8 to 0.5 million WMT. However, there was an increase in volume for high iron limonite, from 3.3 Million WMT to 5.6 Million WMT. Lastly, shipments made to HPAL increased from 3.4 Million WMT to 4.3 Million WMT.

In terms of revenue however, the only type of ore in which there was significant improvement was with the high iron limonite, from Php 3.7 Billion to Php 5.4 Billion. For high grade saprolite, the revenue decreased from Php 3.7 Billion in 2012 to Php 1.8 Billion in 2013. For medium grade saprolite, the decrease was from Php 1.7 Billion in 2012 to Php 1.5 Billion in 2013. For medium grade limonite, there was also a decrease from Php 700 Million in 2012 to Php 200 Million in 2013. Lastly for HPAL shipments, there was an improvement Php 1.3 Billion in 2012 to Php 1.5 Billion in 2013.

Cash cost per WMT sold in 2013 was US\$10.44 compared to the average revenue of US\$ 17.25 per WMT, which translates to a difference of US\$ 6.81 or a 39.5% margin. For 2012, the Cash Cost was US\$ 12.65 as against US\$ 22.43 revenue per WMT, a difference of US\$ 9.78. And, for 2011, the Cash Cost was US\$ 12.32 as against US\$ 27.06 revenue per WMT, a difference of US\$ 14.74.

Total revenues from the sale of ore and other income amounted to Php 11.110 Billion compared to Php 11.607 Billion for the previous year and Php 12.695 Billion in 2011. On the other hand, net income amounted to Php 2.054 Billion in 2013 against Php 2.207 Billion in 2012 and Php 3.538 Billion in 2011. EBITDA was Php 4.883 Billion in 2013, Php 5.080 Billion in 2012, and Php 6.862 Billion in 2011. The reason for the lower revenues was the lower average nickel price in 2013, as explained earlier in the report.

Mr. Samson further gave a market update on the nickel market post the Indonesian nickel ore ban. China produced 22.5 million metric tons (MMT) of stainless steel for the year 2013. To achieve this production, stainless steel producers used 971k metric tons (kMT) of nickel, out of which 510kMT was sourced from nickel pig iron (NPI). Out of the equivalent of 707.5kMT of contained nickel exported into China in the form of nickel ore, Indonesia contributed 575.6kMT while the Philippines contributed 131.9kMT, 72% of the said exported ore was used for NPI production while the remaining 28% was stockpiled.

For 2014, assuming a 10% increase in China stainless steel production, stainless steel producers would require 1,067kMT of nickel. As a result of the Indonesian ore export ban which took effect in early January, much of the nickel ore available for the production of NPI will come mainly from the Philippines and from existing stockpiles in China. This would translate to around 420kMT of NPI production compared to 510kMT in 2013, or only 39% of the total amount of nickel required by China stainless steel producers for the year.

Mr. Samson further showed the contract price increase experienced by the Company post the Indonesian Nickel Ore Ban. There were marked increases in the average prices in the 1st quarter of 2014, April-May 2014 and the last contracted price for the various ores.

OPEN FORUM

The Chairman thanked Messrs. Brimo and Samson for their reports. He then said there would be an open forum to discuss the report, and invited questions from the shareholders. There were no questions from the shareholders regarding the reports.

Thereafter, a shareholder moved for the approval of the annual report and the Audited Financial Statements and the notes thereto for the year 2013. The motion was seconded.

The Chairman requested the Corporate Secretary inform the body of the votes in favor of the motion. The Corporate Secretary reported that shareholders holding 2,745,523,878 shares representing 84.59% of the outstanding capital stock of the Company voted YES to the approval of the annual report and the audited financial statements and the notes thereto for 2013. The Annual Report and the Audited Financial Statements and the notes thereto for the year 2013 were declared approved.

VI. Approval of the Stock Option Plan

The Chairman said that the next item on the Agenda is the approval of the Stock Option Plan. He requested the President and CEO, Mr. Brimo, to present the Plan.

Mr. Brimo said that there is a need for the shareholders to approve a new Stock Option Plan given that the last vesting of the existing plan takes place this year, and is therefore expiring. It is believed that a new Plan is needed to ensure that we are able to attract, motivate and retain the talent we need at the Officer level to ensure the continued growth and development of our Company. Consequently, the Compensation Committee of the Board, during its meeting on March 21, 2014, recommended approval of a new Stock Option Plan to the Board of Directors, which Plan was in turn approved by the Board during its meeting on 24 March 2014, subject to the approval of the shareholders at today's Annual Stockholders' Meeting.

The President said that the salient points of the Stock Option Plan are similar to the current Plan. The Participants in the Plan are the officers of the Company, of the operating subsidiaries including Resident Mine Managers, and the Directors. Any new Participants who become eligible during the life of the Plan will participate, but only to the extent of the remaining vesting periods.

With respect to the life of the Plan and the vesting periods, the Plan is valid for 5 years, from 2014 to 2019, with vesting over a four-year period at the rate of 25% per year of the Option Shares. The first vesting takes place one year after execution of an Option Agreement.

With respect to the number of Option Shares, the Board of Directors have approved the allocation of 32 million shares for the Plan, including buffer shares for possible new Participants, if any, which represents 1.3% of our total outstanding shares.

The exercise price would be the average of the closing prices of the shares over ten trading days immediately following this Shareholders' Meeting, with a discount of 10%, which is well in line with option plans approved by other companies.

All unvested Option Shares become exercisable in case of death, permanent disability or retirement within the earlier of one year from such occurrence or the expiry of the Plan. All non-executive officers and Directors who are not re-appointed or re-elected forfeit all unvested options.

Approval by the shareholders in today's meeting would mean a concomitant waiver of their pre-emptive rights to the 32 million shares covered by the Plan.

OPEN FORUM

The Chairman invited questions from the shareholders regarding the Stock Option Plan. A shareholder raised a question which was not related to the matter under consideration, but which the Chairman nevertheless entertained.

The stockholder asked for an update on cash dividends paid out by the Company. The President replied that earlier this year a cash dividend to common shareholders at Php 0.30 per share was declared, and was paid out early in May 2014. The stockholder inquired whether the shareholders can expect another dividend declaration this year, given the good performance of the Company and the positive indicators. He noted that the Company.

The President said that the Board will decide at the right time and in the light of the Company's performance and circumstances. He recalled that in 2011, when the Company had a good year, two cash dividends were paid out. He said that if everything turns out alright, then it is possible that the Board may consider another dividend.

The stockholder commented that the Company has a history of being generous in the declaration of cash and stock dividends and hopes that it will continue to be generous in declaring dividends to its stockholders.

The Chairman thanked the stockholder for his comment. A shareholder then moved for the adoption and approval of the following resolution:

"Resolved, that the shareholders of Nickel Asia Corporation (the "Company") approve as they hereby approve the Stock Option Plan, as presented at today's meeting, and that the shareholders approve as they hereby the concomitant waiver of their pre-emptive rights with respect to the issuance of 32 Million shares of stock of the Company allocated for the Stock Option Plan."

The motion was seconded. The Chairman requested the Corporate Secretary to inform the body of the votes of the stockholders on the Stock Option Plan. The Corporate Secretary reported that shareholders holding 2,676,128,358 shares representing 82.45% of the outstanding capital stock of the Company have voted YES to the approval of the Stock Option Plan and to the waiver of pre-emptive right with respect to the shares to be issued under the Stock Option Plan. The Stock Option Plan and the concomitant waiver of pre-emptive rights to the 32 million shares of stock of the Company allocated for the Plan were declared approved.

VI. Amendment of the Articles of Incorporation

The Chairman said that the next item on the Agenda is the approval of the amendment of the Company's Articles of Incorporation. He requested the Corporate Secretary to explain this item to the shareholders.

The Corporate Secretary explained that the Company's Articles of Incorporation presently provide that the principal place of business of the Company is at the 6th Floor, NAC Centre (formerly BMMC Building), 143 Dela Rosa Street, Legaspi Village, Makati City. Since the Company has transferred its principal offices to the 28th Floor, NAC Tower, 32nd Street, Bonifacio Global City, Taguig City, Metro Manila, Article Third of the Company's Articles of Incorporation must be amended to reflect the new address of the Company. This is in compliance with SEC Memorandum Circular No. 3, series of 2008.

A stockholder moved for the adoption and approval of the following motion:

“Resolved, that the shareholders of Nickel Asia Corporation (the “Company”) approve, as they hereby approve, the amendment of Article Third of the Company's Articles of Incorporation so that the said Article will read as follows:

“**THIRD:** That the place where the principal office of the corporation is to be established or located is at:

28th Floor, NAC Tower
32nd Street, Bonifacio Global City
Taguig City, Metro Manila”

The motion was seconded. The Chairman requested the Corporate Secretary to inform the body of the votes on the motion. The Corporate Secretary reported that shareholders holding 2,745,523,878 shares representing 84.59% of the outstanding capital stock of the Company voted YES to the approval of the amendment of the Company's Articles of Incorporation to change its principal office to Taguig City. The amendment of the Company's Articles of Incorporation to change its principal office to 28th Floor, NAC Tower, 32nd Street, Bonifacio Global City, Taguig City, Metro Manila was declared approved.

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 2013. 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 2,745,523,878 shares representing 84.59% of the outstanding capital stock of the Company voted YES to the ratification and approval of all acts, contracts, proceedings, elections and appointments made or taken by the Board of Directors and executive officers of the Company during the past year.

The motion to 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 was declared as carried and approved.

VII. Appointment of External Auditor

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 and the Board of Directors recommend the appointment of Sycip Gorres Velayo & Company as independent auditors of the Company for 2014.

A stockholder moved for the appointment of Sycip Gorres Velayo & Company as independent auditors of the Company for 2014. The motion was seconded.

At the Chairman's request, the Corporate Secretary informed the body that shareholders holding 2,745,523,878 shares representing 84.59% of the outstanding capital stock of the Company voted YES to the appointment of SGV & Company as the independent external auditor of the Company for 2014. The Chairman declared that the appointment of Sycip Gorres Velayo & Company as independent auditors of the Company for 2014 was approved.

VIII. 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 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; and
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 for the nine (9) seats on the Company's Board of Directors.

The Chairman then declared all of the nine nominees as duly elected members of the Company's Board of Directors.

IX. Other Matters

No other matters were raised.

X. 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

Nickel Asia Corporation
Annual Stockholders' Meeting
6 June 2014 Minutes