



MINUTES OF THE 2015 ANNUAL STOCKHOLDERS' MEETING

May 27, 2015 at 9:00 a.m.

Main Lounge of the Manila Polo Club, McKinley Road, Makati City,

Stockholders Present:

Total No. of Shares Outstanding: 1,720,000,660

Total No. of Shares of Stockholders Present/Represented by Proxy: 1,441,598,404

Percentage of Shares Present & Represented by Proxy: 84%

Directors Present:

Mr. Nico Jose S. Nolloo, Chairman, President and Chief Executive Officer

Mr. Raymond Gerard S. Racaza, Director, Treasurer and Chief Operating Officer

Mr. Fernando Jude F. Garcia, Director and Chief Technology Officer

Atty. Mercedita S. Nolloo, Director

Mr. Wilfredo O. Racaza, Director

Mr. Alvin D. Lao, Independent Director

Mr. Jonathan Gerard A. Gurango, Independent Director

I. CALL TO ORDER

After the national anthem the Chairman and President, Mr. Nico Jose S. Nolloo, ("Mr. Nolloo") called the meeting to order at 9:00 a.m. and presided over the same. He welcomed the stockholders, the President, the members of the Board, and the other officers of the Corporation.

Atty. Mark S. Gorriceta, the Corporate Secretary, ("Atty. Gorriceta") recorded the minutes of the meeting.

II. NOTICE OF MEETING AND DETERMINATION OF QUORUM

Atty. Gorriceta certified that notices for the 2015 Annual Stockholders' Meeting of Xurpas Inc. (the "Company") were sent to each stockholder of record as of April 16, 2015 in accordance with the requirements of the By-Laws of the Corporation and applicable rules. Atty. Gorriceta further certified that notices for the meeting were published in the Philippine Daily Inquirer, a newspaper of general circulation, on April 22, 2015.

Atty. Gorriceta certified that there was a quorum for the meeting with stockholders owning 1,441,598,404 shares representing 84% of the outstanding shares present in person or by proxy. Thereafter, Mr. Nolloo announced that the meeting was duly convened and ready to proceed with its business.

III. PROCEDURES FOR DISCUSSION AND VOTING

Mr. Nolloo requested Atty. Gorriceta to explain the procedures for discussion and voting to facilitate the orderly flow of the meeting.

Thereafter, Atty. Gorriceta discussed the voting procedures. Atty. Gorriceta stated that any stockholder who wishes to ask a question or give a comment should raise his hand to be

recognized. After being acknowledged by the Chairman, the stockholder should come to the microphone and identify himself. He is requested to limit his remarks to the items in the Agenda.

Atty. Gorriceta also informed the stockholders that each outstanding share of stock entitles the registered stockholder to one vote. For the election of directors, stockholders may cumulate their votes and the candidates receiving the highest votes win. Upon registration, each stockholder is given a ballot to be used for voting. Accomplished ballots should be dropped into the ballot box provided at the registration area. The cut-off time for dropping the ballots is before the taking up of the next item in the Agenda by the board, which is the approval of the minutes of the previous stockholders' meeting. The voting process was also explained in the By-laws and the Information Statement sent to all stockholders.

IV. APPROVAL OF THE MINUTES OF THE SEPTEMBER 3, 2014 SPECIAL STOCKHOLDER'S MEETING

Mr. Nolledo then proceeded with the approval of the minutes of the special stockholders' meeting held on September 3, 2014.

Atty. Gorriceta stated that copies of the minutes of the September 3, 2014 special stockholders' meeting were distributed to the stockholders prior to the meeting.

Mr. Nolledo requested Atty. Gorriceta to inform the body of the votes of the shareholders on the approval of the minutes of the special stockholders' meeting held on September 3, 2014. Atty. Gorriceta reported that shareholders holding 1,405,048,542 common shares representing 81.69% of the outstanding capital stock of the Company, voted YES to the approval of the minutes of the Annual Stockholders' Meeting held on September 3, 2014.

Mr. Nolledo then requested for a motion for approval of the minutes.

On motion of Ms. Sarah Espina, seconded by Mr. Gabriel Dizon, the stockholders approved the minutes and adopted the following resolution:

RESOLVED, that the stockholders of Xurpas Inc. ("the Corporation") approve the minutes of the special stockholders' meeting held on September 3, 2014.

V. MESSAGE AND ANNUAL REPORT OF THE CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER

After greeting the stockholders and the other attendees, Mr. Nolledo proceeded to render his report.

Chairman's Message and Report

Mr. Nolledo talked about the roots of Xurpas Inc. He stated that he, together with Messrs. Fernando Jude F. Garcia and Raymond Gerard S. Racaza, the two other founders of the Company started the business in November 2001 with a paid-up capital of Php62,500.00. In the course of his message, there was a slide presentation showing the Company's first office.

He stated that over the years, the Company made the first mobile games in the market. Prior to the creation and launch of the Facebook application, the Company has already been doing social media mobile applications. Before the creation of the Instagram application, the Company has created photo applications. Before Dropbox was launched, the Company already allowed mobile subscribers to store their data on the internet.

Mr. Nolledo stated that the business of Xurpas Inc. is to sell digital products to the mobile consumers. With over 200 digital products, he remarked that the Company is an e-commerce for

digital goods having a B2B2C business model. He remarked that with this type of business model, the Company works and partners with telco partners to reach all of their mobile consumers. This business model also allows the Company to dispense with the need to spend on advertising to acquire customers.

Mr. Nolloedo said that the Company pioneered the “Information as a Service”. To date, the Company has the largest content selection in the industry.

On December 2, 2014, the Company was able to list with the Philippine Stock Exchange, being the first mobile consumer technology company to list on the stock exchange.

Mr. Nolloedo thereafter announced that the Company’s revenue in 2014 grew by 56% from Php252.06 million to Php392.22 million. The Company’s net income also rapidly grew by 60% from Php119.49 million to Php190.72 million.

Mr. Nolloedo also reported that the Company’s net profit margin continued to improve at 49% as compared to the 2013 margin of 47%. He said that the Company’s growth was primarily driven by the growing contribution of mobile consumers. According to him, 79% of the Company’s revenues in 2014 came from the sale of digital products to mobile consumers. Aside from this, the Company also has mobile advertising and mobile enterprise practice where the Company works with third party clients to help them build applications and platforms.

Mr. Nolloedo said that the Company’s business continues its torrid growth in 2015. He said that the Company’s consumer business went up by 43%. The enterprise business grew faster by 54%, both accounting for an aggregate revenue of Php132,226,909.00 or 52% growth during the 1st quarter of 2015.

Mr. Nolloedo continued that the Company’s earnings before income tax grew by 66% at Php85,591,367.00 and net income after tax by 27% at Php59,209,980.

Mr. Nolloedo reported that the Company has invested in five (5) companies since the time it had become a publicly listed company. These companies are: (1) Storm Flex Systems, Inc.; (2) Matchme Pte. Ltd.; (3) Quick.ly, Inc.; (4) Pt. Sembilan Digital Investama; and (5) Altitude Games Pte. Ltd. He said that these investments are crucial to the Company’s long-term goals and plans.

1. STORM FLEX SYSTEMS, INC.

Storm Flex Systems, Inc.’s through its platform, Storm Benefits, works with the human resource departments of corporations and allows all of their employees to convert their core benefits such as sick leaves, vacation leaves, Christmas basket, cellphone allowance, fuel allowance, among others, to “flex points”. This enables them to design the benefits that they want as they are allowed to use up and spend the “flex points” they accrued from conversion of these core benefits in buying items such as cellphones, laptops and other gadgets in the online store, which is embedded in the human resource database of the corporate clients of Storm Flex Systems, Inc.

He said that Storm Flex Systems, Inc. already has premium large clients in the market, which includes Ayala Corporation, Nestle Philippines, Pointwest Technologies Corporation, Sun Life Financial, and QBE to name a few.

Mr. Nolloedo explained that the Company saw a good opportunity in Storm Flex Systems, Inc. considering the growth of the benefits market from Php71 Billion in 2010, to Php100 Billion pesos in 2015. The Company likewise considers Storm Flex Systems, Inc.’s model consistent with its B2B2C business model. Instead of working with telcos, the Company is now working with every corporation, through Storm Flex Systems, Inc., to reach their employees instead of mobile consumers alone.

2. *ALTITUDE GAMES PTE. LTD.*

Mr. Nollo do reported that the Company also made a substantial investment in Altitude Games Pte. Ltd., a company established in Singapore. He said that Altitude Games Pte. Ltd. consists of an all-star founding team of around thirty (30) mobile game developers.

The Company's investment in Altitude Games Pte. Ltd., according to Mr. Nollo do, allows it to gain access to the games content that Altitude Games Pte. Ltd. produces, and gives the Company an exclusive distribution rights in South East Asia, which is the market that it is currently focusing on.

3. *MATCHME PTE. LTD.*

The Company also made a substantial investment in MatchMe Pte. Ltd. MatchMe Pte. Ltd. is a company that is involved in multi-player smart phone games platform that allows players to play games even under a slow internet connection. Mr. Nollo do stated that MatchMe Pte. Ltd. can turn any single player game and turbo-charges it into a multi-player game by working closely with the game developer. It is a social media network for games.

4. *QUICKLY, INC.*

Mr. Nollo do thereafter discussed the Company's investment in a U.S. company called Quick.ly, Inc. According to him, Quick.ly, Inc. has not yet been launched. It will be launched third to fourth quarter of 2015.

Mr. Nollo do explained that Quick.ly, Inc. does an improved experience by providing quick mobile searches using the consumers' cellphones. He stated that the investment in Quick.ly, Inc. allows the Company to take the technology and deploy it across South East Asia. This gives the Company substantial revenue opportunities in this market. The Company considers Quick.ly, Inc. as a monetizable asset that will help it achieve its long-term goals.

5. *PT. SEMBILAN DIGITAL INVESTAMA*

Mr. Nollo do next discussed the Company's investment in Pt. Sembilan Digital Investama Indonesia. He said that the investment allows them to expand in South East Asia because of Pt. Sembilan Digital Investama's connection with all of the major telco operators in Indonesia.

Mr. Nollo do reported that the Company has still a lot of dry powder from the proceeds of the initial public offering ("IPO") that they raised. According to him, the Company has a total of about USD7.8 Million that it has committed in investments. It also has USD20.36 Million left to deploy from the IPO proceeds.

Mr. Nollo do went on to explain the Company's growth drivers:

- With Storm Flex Systems, Inc., the Company is no longer just limited with digital products because the investment allows it to sell physical goods and higher value items.
- The Company's expansion to Indonesia and other new markets has enabled it to gain access to new customers.
- The multi-player smart phone game revenues will also drive higher spend for the Company's gaming community.
- The Company's IPO has elevated it as a brand. He said that the Company is now getting a lot of interest from potential partners who wanted to enter the Philippine market. This, in turn, opens potential partnerships and opportunities for Xurpas Inc.

After the presentation of his report, Mr. Nollo do thanked all the stockholders and opened the floor for questions or comments.

One of the stockholders raised the question on why the Company seems to have an overemphasis on games for digital products. Mr. Nollo do answered that the focus on games was due to the fact that 90% of Google Play application store's revenues come from games, 80% of Apple's IOS applications store revenues also comes from games, and 35% of the time spent by smart phone users are with games. He said that although the Company has over 200 digital products that it sells to the mobile consumer, he believes that the product which consumers enjoy the most are games.

Another stockholder of the Company asked the Board of Directors when exactly will Xurpas Inc. generate income from its four (4) investments. Mr. Nollo do responded that the Company has immediately started booking revenues and profits from Storm Flex Systems, Inc., which is 51% owned by Xurpas Inc. With Altitude Games Pte. Ltd., in which Xurpas Inc. has a minority stake, he said that that Company can quickly monetize their smart phone games. Pt. Sembilan Digital Investama, on the other hand, gives the Company access to telco companies which will allow it to combine mobile subscriptions across South East Asia. He estimates that Xurpas Inc. will have a reach to 340 million subscribers combined to whom they could sell their mobile content and products, which, according to him, are still in the distribution pipeline of the Company. With MatchMe Pte. Ltd., since their platform allows Xurpas Inc. to take their games and make them multi-player, he said that it will enrich the experience which the Company can offer to the mobile consumers. With Quick.ly, Inc., which is a mobile search service, Mr. Nollo do said that the Company has started monetizing stickers and casual games. He is hopeful that the Company can monetize search which he believes, would be a new source of revenue for Xurpas Inc.

The stockholder made a follow-up question to Mr. Nollo do if he thinks Xurpas Inc.'s revenues could double or triple by the end of 2015. Mr. Nollo do responded that he does not want to make any forward-looking statements. He however stated that the Company has a lot of growth drivers which could help boost its revenues.

Stockholder Mr. Gabriel Dizon inquired about the growth rate of smart phones in the Philippines and the possible impact to Xurpas Inc. moving forward. Mr. Nollo do answered that as of last year, there is an estimate of 27 million smart phones sold in the market. This year, studies and reports estimate around 50 million smart phones will be sold in the market. He said that the Company looks forward to this positive trend because it would give the consumers more opportunities for richer experiences, which, in turn, would allow Xurpas Inc. to create new opportunities that could generate more sources of revenues.

Another stockholder of the Company inquired about how its acquisition of five (5) companies helped the Company improve its return of capital in terms of income or cash flow.

Mr. Nollo do responded that each of the five (5) acquisitions either has good mobile content or massive distribution to consumers. He said that Quick.ly, Inc., MatchMe Pte. Ltd. and Altitude Games Pte. Ltd. all produce exciting content and products, which the Company could take with them and their distribution partners, to help sell those products to the consumers. With the help of Storm Flex Systems, Inc. and Pt. Sembilan Digital Investama, Xurpas Inc. is now able to reach and access new communities of consumers. Prior to these acquisitions, Xurpas Inc. only has two main distribution partners in their B2B2C business model namely, Globe Telecom and Philippine Long Distance Telephone Company. But with Storm Flex Systems, Inc., now every human resources department of every corporation it serves is a possible client.

In addition, he said that this acquisition allowed Xurpas Inc. to sell both digital and physical products to consumers. The intention of the Company when it listed with the PSE is to expand it globally and to reach more and more consumers.

The stockholder made a follow-up question on the Company's acquisition of Pt. Sembilan Digital Investama. He asked Mr. Nolloedo to give some clarity on the business model of Pt. Sembilan Digital Investama and how it makes money.

Mr. Nolloedo responded that the Company has spent USD245,000.00 to acquire 49% stake in Pt. Sembilan Digital Investama. He said that Pt. Sembilan Digital Investama has direct billing integration with the three largest telcos in Indonesia, which gives Xurpas Inc. a leg-up to swiftly implement in another market. He also said that if Xurpas Inc., in order to reach 80% of the Indonesian market, will set up a corporation there, the process will take several months. But through their acquisition of Pt. Sembilan Digital Investama, the process was shortened.

According to Mr. Nolloedo, Pt. Sembilan Digital Investama does not create products or games but is a billing gateway that is integrated with telcos. He believes that Xurpas Inc.'s investment in Pt. Sembilan Digital Investama would bring more distribution opportunities for the Company. He said that ultimately, the reason for the investment is not to acquire a portion of Pt. Sembilan Digital Investama's revenues but to enable Xurpas Inc. to have an access to a new market where it can distribute its products, through its synergy with the Company.

The stockholder raised another follow-up question. He asked what margins do Xurpas Inc. expect from Storm Flex Systems, Inc. He also asked Mr. Nolloedo to give some clarity regarding the system of purchasing of goods using flex points (i.e., delivery, pricing, inventory etc.).

Mr. Nolloedo explained that Storm Flex Systems, Inc.'s gross margin is currently at 17%. Although the Company is looking at increasing that margin over time, its main focus is to partner with as many human resource departments and build the volume of clients of Storm Flex Systems, Inc. as they can. He said that Storm Flex Systems, Inc. does not currently source the item from importers, distributors or manufacturers. However, as they build the volume of Storm Flex Systems, Inc.'s clients, they look forward to establishing higher negotiating power with the third party suppliers of these products. He confirmed that Storm Flex Systems, Inc. only delivers every fifteen (15) days and does not keep an inventory. He explained that as the orders come in from third party suppliers, Storm Flex Systems, Inc. deliver them directly to the office of the employees, making the system efficient from a supply-chain perspective. He also remarked that the business model of Storm Flex Systems, Inc. is something that Xurpas Inc. can utilize in selling digital products. This is because every corporation with human resource department becomes an instant potential partner of Xurpas Inc.

The stockholder raised his last question on the Company's mobile enterprise business. He inquired if the stockholders should expect growth on the mobile enterprise business of Xurpas Inc.

Mr. Nolloedo said that he sees a lot of opportunities on the mobile enterprise side of the Company. He said that by end of 2015, four out of five internet connections will be done through cellphone and not through laptops or tablets. Since most corporations do not have optimized cellphone application experience yet, he believes that this could be a large opportunity for Xurpas Inc. to work with third party clients and telco companies to custom build the experiences that will help engage customers better. He also remarked that the enterprise business is still a growth area for Xurpas Inc.

VI. APPROVAL OF THE 2014 AUDITED FINANCIAL STATEMENTS

Mr. Nolloedo informed the stockholders that the next item in the agenda is the approval of the 2014 Audited Financial Statements as of December 31, 2014, which were reproduced in the Annual Report and Definitive Information Statement distributed to the stockholders.

Mr. Nolloedo requested Atty. Gorriceta to inform the body of the votes of the shareholders on the approval of the 2014 Audited Financial Statements. Atty. Gorriceta reported that

shareholders holding 1,397,508,642 common shares representing 81.25% of the outstanding capital stock of the Company, voted YES to the approval of the 2014 Audited Financial Statements.

Mr. Mark Hernandez moved for the noting of the annual report, the approval of the 2014 Audited Financial Statements, and the adoption of the following Resolution:

RESOLVED, that the stockholders of Xurpas Inc. (the “Corporation”) take note of the Chairman’s Message, Annual Report and Presentation and approve the Corporation’s Audited Financial Statements for the year 2014.

Ms. Vanessa Barrameda seconded the motion.

VII. RATIFICATION OF ALL ACTS OF THE BOARD OF DIRECTORS, THE OFFICERS AND MANAGEMENT ADOPTED DURING THE PRECEDING YEAR

Mr. Nollo do advised the stockholders that the next item in the Agenda is the ratification of all the past actions of the Board of Directors, which were reproduced in the Information Statement distributed to all stockholders. Atty. Gorriceta stated that the acts include the approval of contracts, projects and investments in companies and all other acts and proceedings in the usual course of business. The list of the past actions of the board was flashed on the screen. Atty. Gorriceta, thereafter, opened the floor for questions or comments from the stockholders.

Mr. Gabriel Dizon congratulated the Company for the successful acquisitions and investments it made. He inquired how the Company’s capital management program supports its strategy particularly the use of debt and equity. He also asked Mr. Nollo do regarding the Company’s plans on managing its growth over the coming years.

Mr. Nollo do said that they still have a lot of available funds left from the IPO proceeds. He stated that the Company’s main focus is on two things: less products and more access to customers. He explained that the Company takes a “build-invest-acquire” or “partner approach” when they look and consider a new market opportunity. The main criteria is speed, that is, how they can quickly enter the market with less costs. He confirmed that the Company has no need for debt yet but he remains open, should there be major opportunities in the future, subject to the advice of their Chief Financial Officer on the best approach to expand or invest whether through equity or debt.

Mr. Nollo do requested Atty. Gorriceta to inform the body of the votes of the shareholders on the ratification of all acts of the Board of Directors, the Officers and Management adopted during the preceding year. Atty. Gorriceta reported that shareholders holding 1,397,508,642 common shares representing 81.25% of the outstanding capital stock of the Company, voted YES to the ratification of all acts of the Board of Directors, the Officers and Management adopted during the preceding year.

There being no other questions and comments from the stockholders, Mr. Nollo do requested for a motion for approval.

On motion of Ms. Ella Malapitan, seconded by Ms. Bea Hernandez, the stockholders approved and ratified all acts of the Board of Directors, and adopted the following resolution:

RESOLVED, that the stockholders of Xurpas Inc. (“the Corporation”) approve, ratify and confirm all the acts of the Board of Directors and the management taken or adopted since the last stockholders’ meeting on September 3, 2014.

VIII. ELECTION OF BOARD OF DIRECTORS

The next item in the Agenda was the election of seven members of the Board for the ensuing year. Mr. Nollo do called on Atty. Gorriceta to explain the mechanics for the nomination and election.

Atty. Gorriceta explained that the names of the following nominees to the Board of Directors had been pre-screened and accepted by the Nomination Committee:

1. Nico Jose S. Nollo do
2. Raymond Gerard S. Racaza
3. Fernando Jude F. Garcia
4. Mercedita S. Nollo do
5. Wilfredo O. Racaza
6. Alvin D. Lao, Independent director
7. Jonathan Gerard A. Gurango, Independent director

Atty. Gorriceta further explained that in accordance with the criteria provided in the Securities Regulation Code (“SRC”), the Company’s Manual on Corporate Governance and the Company’s By-Laws, the Nomination Committee evaluated their qualifications and prepared a final list of nominees. Only the nominees whose names appear on the final list of candidates are eligible for elections as directors and no nominations will be entertained, or allowed on the floor during the annual stockholders’ meeting.

Mr. Nollo do asked the stockholders if they have any questions or comments. There being none, Mr. Nollo do asked Atty. Gorriceta to report the results of the election. Atty. Gorriceta reported that each of the seven (7) nominees for the seven (7) seats on the Board received more than sufficient votes to elect each of them as Director of the Corporation. Atty. Gorriceta reported that as tabulated by the Tabulation Committee and verified by SGV, the votes received by the nominees are as follows:

Name of director	Number of votes received	% of Issued and Outstanding Shares
1. Nico Jose S. Nollo do	1,403,048,382	81.57%
2. Raymond Gerard S. Racaza	1,403,048,382	81.57%
3. Fernando Jude F. Garcia	1,403,048,382	81.57%
4. Mercedita S. Nollo do	1,401,043,382	81.46%
5. Wilfredo O. Racaza	1,393,508,432	81.02%
6. Alvin D. Lao	1,400,048,332	81.40%
7. Jonathan Gerard A. Gurango	1,400,048,332	81.40%

Given the foregoing results, Mr. Nollo do requested for a motion for approval.

On motion of Mr. Gabriel Dizon, seconded by Ms. Estrelita Laban, the stockholders elected seven nominees as directors of the Corporation for the ensuing year to serve as such until their successors are elected and qualified, and adopted the following resolution:

RESOLVED, that the stockholders of Xurpas Inc. (“the Corporation”) elect the following directors of the Corporation who shall serve as such beginning today until their successors are elected and qualified:

1. Nico Jose S. Nollo do
2. Raymond Gerard S. Racaza
3. Fernando Jude F. Garcia
4. Mercedita S. Nollo do

5. Wilfredo O. Racaza
6. Alvin D. Lao, Independent director
7. Jonathan Gerard A. Gurango, Independent director.

Mr. Nollado, on behalf of the elected directors, thanked the stockholders for their continued trust and support, and proceeded with the next item in the Agenda.

IX. ELECTION OF THE EXTERNAL AUDITOR

Mr. Nollado noted that the next item in the Agenda is the election of the Corporation's external auditor. He informed the stockholders that the Audit Committee evaluated the performance of their external auditor, Sycip, Gorres, Velayo & Co. ("SGV") which has been the Corporation's external auditor since 2008. Mr. Nollado stated that based on the recommendations of the Audit Committee, the Corporation appoints SGV as the Corporation's external auditor for the current fiscal year.

Mr. Nollado opened the floor for comments. There being no other questions, Mr. Nollado requested Atty. Gorriceta to inform the body of the votes of the shareholders on the approval of the election of SGV as external auditor. Atty. Gorriceta reported that 1,402,617,042 common shares representing 81.55% of the outstanding capital stock of the Company, voted YES to the election of SGV as external auditor.

Mr. Nollado then proceeded to ask for a motion for approval.

On motion of Ms. Ella Malapitan, seconded by Mr. Mark Hernandez, the stockholders elected SGV as the external auditor of the Corporation for the current fiscal year and approved SGV's audit fee, and adopted the following resolution:

RESOLVED, as endorsed by the Board of Directors, to approve the re-election Sycip Gorres Velayo & Company as the Corporation's external auditor for the current fiscal year.

X. OTHER MATTERS

Mr. Nollado opened the floor for questions and comments from the stockholders on matters which are relevant and of general concern to the stockholders.

XI. ADJOURNMENT

There being no other business to discuss, on motion of Ms. Sarah Espina, seconded by Ms. Bea Hernandez the meeting was adjourned.