

**ORIENTAL PETROLEUM AND MINERALS CORPORATION
MINUTES OF THE REGULAR ANNUAL STOCKHOLDERS MEETING
HELD ON JUNE 28, 2012 @ 3:00 P.M.
BALLROOM CDE, CROWNE PLAZA GALLERIA MANILA
ORTIGAS AVENUE COR. ADB AVENUE
QUEZON CITY**

ATTENDANCE:

(See attached Summary)

1. Call to order

The Chairman, Mr. James L. Go, called the meeting to order, welcomed the stockholders personally present at the meeting, then requested the stockholders to stand up for the playing of the Philippine National Anthem. The Secretary, Mr. Ethelwoldo E. Fernandez, recorded the minutes.

2. Proof of Notice and Determination of quorum

As the first order of business, the Chairman called upon the Corporate Secretary to report on compliance with the requirement of due notice and to certify to the presence of a quorum.

The Corporate Secretary reported that notice of the regular annual meeting, with copy of the Information Statement (SEC Form 20-IS), had been sent out to stockholders of record as of May 28, 2012 by personal service to stockholders within Metro Manila and elsewhere by mail on June 6, 2012. Additionally, the Corporation caused a notice of the meeting to be published in the Manila Bulletin, a newspaper of general circulation, on June 22, 2012.

Further, he declared that, with the assistance of our Accounting Manager, Mrs. Riana Caratay-Infante and the Transfer Agent, he has validated the proxies on file and the record of physical attendance of stockholders at the meeting which disclosed that a total of **111,693,014,598 or 55.58%** shares were present in person and by proxy out of the total issued and outstanding shares of the Corporation of **200,000,000,000** equal to **55.58%** thereof. Accordingly, he certified that there was a quorum for business.

After a pause, the Chairman recognized the presence of a quorum as certified.

3. Approval of Minutes

Upon motion duly made and seconded, the minutes of the annual meeting of the stockholders of the corporation held on July 7, 2011, copies of which were made available on the floor, were unanimously approved.

4. Report of Officers/Annual Report/Ratification of all acts of the Board of Directors and Management

The Chairman directed the attention of the stockholders to the printed Annual Report of the Corporation for the period ended December 31, 2011, which included the Audited Financial Statements and Definitive Information Statement prescribed under SEC Form 20-IS, copies of which had been mailed earlier to stockholders together with the notice of meeting and additional copies also made available on the floor.

At the request of the Chairman, the President then addressed the meeting giving an overview of the operation of the Corporation as reflected in the Annual Report, to wit:

ADDRESS OF THE PRESIDENT:

MEMBERS OF THE BOARD, FELLOW STOCKHOLDERS, LADIES AND GENTLEMEN GOOD AFTERNOON.

I AM PLEASED TO REPORT TO YOU THE HIGHLIGHTS OF YOUR COMPANY'S OPERATIONS AND ACCOMPLISHMENTS FOR THE YEAR 2011.

THE YEAR 2011 WAS A GOOD YEAR. WE RECEIVED A FULL YEAR'S SHARE OF REVENUES FROM THE GALOC OILFIELD. WE ALSO CONTINUED TO REALIZE MODEST INCOMES FROM PRODUCTION IN NIDO, MATINLOC AND NORTH MATINLOC FIELDS. ALL THESE OILFIELDS ARE LOCATED IN OFFSHORE NORTHWEST PALAWAN.

LAST YEAR THE COMPANY REALIZED A NET INCOME OF US\$ 8.7 MILLION FROM PETROLEUM OPERATIONS. ON THE OTHER HAND, THE YEAR BEFORE THAT IN 2010, THE COMPANY EARNED A NET INCOME US\$ 3.3 MILLION. THIS IS AN INCREASE (160 %). A PRINCIPAL REASON FOR THIS INCREASE WAS THE HIGHER OIL PRICES IN THE WORLD MARKET LAST YEAR.

LAST YEAR, GALOC OIL CARGO DELIVERIES REACHED 2.45 MILLION BARRELS. THE AVERAGE SELLING PRICE WAS US\$ 112 PER BARREL. THE PREVIOUS YEAR IN 2010, GALOC CRUDE OIL WAS SOLD AT AN AVERAGE PRICE OF US\$ 80 PER BARREL.

SIMILARLY THE NIDO-MATINLOC-NORTH MATINLOC CRUDE OIL WAS SOLD AT AN AVERAGE PRICE OF US\$ 97 PER BARREL. IN THE YEAR 2011 THE AVERAGE PRICE WAS US\$ 73 PER BARREL.

PLANS TO FULLY EXPLOIT THE RESERVES OF THE GALOC FIELD WAS INITIATED LAST YEAR. THE PLAN IS TO GO INTO PHASE-TWO BY DRILLING TWO ADDITIONAL WELLS TO SUPPLEMENT THE DECLINING PRODUCTION FROM THE PRESENT WELLS. THE PLAN ALSO CONSIDERED THE INSTALLATION OF A TURRET MOORING SYSTEM. I AM HAPPY TO REPORT THAT THE SYSTEM WAS FABRICATED AND INSTALLED EARLY THIS YEAR.

THE FINAL INVESTMENT DECISION TO GO TO GALOC PHASE-2 SHOULD BE MADE BY END OF AUGUST THIS YEAR. THE ESTIMATED COST OF PHASE-2 IS US\$ 160 MILLION.

DRILLING IN GALOC PHASE-2 SHOULD THEN TAKE PLACE IN THE FIRST QUARTER OF 2013 AND FIRST PRODUCTION SHOULD BE BY MID-2013.

BY GOING TO GALOC PHASE-2, THE ECONOMIC FIELD LIFE WILL BE EXTENDED FROM 2018 TO 2023, OR AN ADDITIONAL FIVE YEARS.

THE ULTIMATE VOLUME OF OIL TO BE RECOVERED FROM GALOC, UNDER PHASE-1 AND PHASE-2, IS PRESENTLY ESTIMATED AT SOME 20 MILLION BARRELS.

YOUR COMPANY ORIENTAL PETROLEUM AND LOGPOCOR HOLD AN INTEREST OF 7.8 % IN GALOC. WE THEREFORE LOOK FORWARD TO CONTINUED CASH FLOW FROM GALOC IN THE NEXT FEW YEARS.

WE WILL ALSO BE PARTICIPATING IN THE POSSIBLE REDEVELOPMENT OF THE WEST LINAPACAN OILFIELD. MANY OF YOU MAY RECALL THAT THIS FIELD PRODUCED IN THE EARLY NINETEEN NINETIES BUT HAD TO BE SHUT-IN DUE TO HIGH WATER INTRUSION. HOPEFULLY WITH NEW DRILLING TECHNOLOGY AND EQUIPMENT, WEST LINAPACAN CAN BE BROUGHT BACK TO PRODUCTION.

WE CONTINUE TO LOOK AT NEW OPPORTUNITIES IN OIL EXPLORATION. RECENTLY THE DEPARTMENT OF ENERGY EMBARKED ON THE PHILIPPINE ENERGY CONTRACTING ROUND OR PERC-4.

3 ONSHORE AND 12 OFFSHORE AREAS ARE BEING OPENED FOR BIDS. ORIENTAL PETROLEUM WILL BE PARTICIPATING IN THIS BIDDING ROUND AND WE HAVE IDENTIFIED SOME AREAS WHICH WE THINK HAVE POTENTIAL FOR OIL AND GAS.

IN CLOSING, I AND THE REST OF THE MEMBERS OF THE BOARD EXTEND OUR THANKS AND APPRECIATION TO YOU OUR STOCKHOLDERS FOR YOUR CONTINUED SUPPORT TO THE COMPANY, EVEN DURING HARD AND LEAN TIMES.

THANK YOU FOR YOUR ATTENDANCE, AND PLEASE ENJOY THE MERIENDA.

The Chairman then called on the Senior Vice President for Operations, Mr. Apollo P. Madrid, to give a more detailed report of the specific petroleum exploration operations. He fielded clarificatory questions from the floor from some stockholders.

4.

At the close of Mr. Madrid's report, the Chairman announced that the external auditor, SGV & Co., was represented at this meeting to answer any questions regarding the audited accounts. No questions were raised.

Thereafter, upon motion duly made and seconded, the Company's Annual Report for 2011, inclusive of the Financial Statements and the acts of the Board and Officers of the Corporation for the year under review, were duly approved.

5. Election of Directors

The meeting next took up to the election of directors. The Chair directed the Corporate Secretary to read the list of nominees who were nominated to the Board, in accordance with the By-Laws of the Corporation and the SEC Circulars, for the ensuing year, as follows:

**JOHN GOKONGWEI, JR.
JAMES L. GO
LANCE GOKONGWEI
PERRY L. PE
ROBERT COYIUTO, JR.
AMPARO V. BARCELON
MIGUEL COYIUTO
JAMES COYIUTO
GABRIEL SINGSON
ANTONIO GO (Independent Director)
RICARDO BALBIDO, JR. (Independent Director)**

The Corporation had received only 9 nominations for regular directors. The two (2) independent directors were nominated by the Nomination Committee which nominations were duly incorporated in the Definitive Information Sheet. Inasmuch as there were only eleven (11) nominees standing for the eleven positions of directors, the chair declared the nomination closed. Upon motion duly made and seconded on the floor, all the nominees were declared elected.

The Chair then directed the Corporate Secretary to cast the votes of the stockholders present, in person and by proxy, in favor of persons nominated, and declared the eleven persons nominated as elected directors for the ensuing year and until their successors shall have been duly elected and qualified.

5.

6. **Election of External Auditors**

Upon motion duly made and seconded SGV & Co. was reappointed External Auditors for the ensuing year.

7. **Adjournment**

Upon motion duly made and seconded, the meeting was adjourned.

ATTEST:


JAMES L. GO

Chairman *mwag*


ETHELWOLDO E. FERNANDEZ

Corporate Secretary