

AG FINANCE INC.



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To All Stockholders:

Notice is hereby given that the Annual Meeting of the Stockholders of **AG Finance Inc.** (the "Company") will be held on Thursday, **17 December 2015** at **2:00 pm** at the **Mahogany, Acacia and Narra Rooms of Manila Golf & Country Club, Harvard Road, Forbes Park, Makati City**, to consider and act on the following matters:

AGENDA

1. Call to Order
2. Certification of Quorum
3. Approval of Minutes of the previous meeting
4. Approval of Management Report and Audited Financial Statements
5. Ratification of Management's Acts
6. Amendment of the Corporation's Articles of Incorporation to:
 - (a) change its name from AG Finance Incorporated to Ferronoux Metals Refinery Inc.
 - (b) change of principal address from Unit 2205-A, East Tower, Philippine Stock Exchange Center Exchange Road, Ortigas Center, Pasig City to 16th Floor Citibank Tower, Paseo de Roxas, Makati City;
 - (c) increase the number of directors from 7 to 9.
7. Amendment of the Corporation's by-laws:
 - (a) to increase the number of directors from 7 to 9 as stated in Article III, Section 1-a
 - (b) to change the date of the Annual Meeting from last Friday of June to last Wednesday of May as stated in Article II, Section 1
8. Change of Stock Symbol from AGF to FMR to take effect upon approval of the amendment to change name

9. Election of Directors
10. Appointment of External Auditor
11. Other Matters
12. Adjournment

Only stockholders of record as of **13 November 2015** are entitled to receive notice and to vote at the said meeting.

In case you cannot personally attend the meeting, you may appoint a proxy to represent you by submitting a proxy form to the Office of the Corporate Secretary not later than 5:00 pm on **07 December 2015** to:

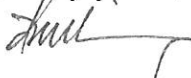
Attention: Atty. Diane Madelyn C. Ching
c/o Marcventures, 4th Floor Citibank Center,
8741 Paseo de Roxas, Makati City

Validation of proxies will be made on **11 December 2015**.

An organizational Board of Directors' meeting will follow right after the adjournment of the Stockholders' meeting.

Makati City, Metro Manila, Philippines.

Very truly yours,



DIANE MADELYN C. CHING
Corporate Secretary