

**MINUTES OF THE 2019 ANNUAL STOCKHOLDERS' MEETING  
OF PHILEX MINING CORPORATION**

At the Palawan Ballroom, EDSA Shangri-la,  
Mandaluyong City

On Wednesday, 26 June 2019 at 2:30 p.m.

**Directors Present:**

**Manuel V. Pangilinan**, Chairman  
**Eulalio B. Austin, Jr.**, Director, President and Chief Executive Officer  
**Marilyn A. Victorio-Aquino**, Director  
**Oscar J. Hilado**, Independent Director and Chairman of the Audit Committee  
**Wilfredo A. Paras**, Independent Director  
**Michael G. Regino**, Director  
**Anita Bumpus Quitain**, Director  
**Gonzalo T. Duque**, Director  
**Barbara Anne C. Migallos**, Director and Corporate Secretary  
**Joseph H. P. Ng**, Director  
**Richard P. C. Chan**, Director

**Officers Present:**

**Danny Y. Yu**, Treasurer, SVP & Chief Financial Officer, Chief Compliance Officer, Chief Risk Officer and Corporate Governance Officer  
**Michael T. Toledo**, Senior Vice President - Public & Regulatory Affairs  
**Vic Morris A. Yodong**, Vice President – Mine Manager  
**Jonas Emanuel S. Santos** – Vice President - Legal

**Also Present:**

**Sycip Gorres Velayo & Company**, External Auditors of the Company  
**Alexis C. Zaragoza III**, Partner of SGV and Independent Election Inspector  
**Stock Transfer Services, Inc.**, stock transfer agent of the Company

**I. CALL TO ORDER**

At 2:30 p.m., the Chairman, Mr. Manuel V. Pangilinan, called the meeting to order and presided over the same. Atty. Barbara Anne C. Migallos, Corporate Secretary, recorded the minutes of the meeting.

The Chairman introduced the Directors present at the meeting. The shareholders were also informed of the presence of the Company's senior officers, the Company's independent external auditors, Sycip Gorres Velayo & Company (SGV & Co.), and the Company's stock transfer agent, Stock Transfer Services, Inc. (STSI).

**II. PROOF OF NOTICE OF MEETING**

The Chairman asked the Corporate Secretary if notices of the meeting were properly sent.

The Corporate Secretary certified that Notices with the Agenda and the Information Statement, all duly approved by the Securities and Exchange Commission ("**SEC**") were sent to shareholders within the periods prescribed

under applicable rules and consistent with corporate governance best practices. The Company also caused the publication of a copy of the Notice and Agenda in two (2) newspapers of general circulation. The Corporate Secretary executed a certification attesting to these facts. The Chairman directed the Corporate Secretary to file the said certification with the minutes of the meeting.

### **III. CERTIFICATION OF QUORUM**

The Chairman then asked the Corporate Secretary if there was a quorum for the transaction of business. The Corporate Secretary informed the body that there are present, in person or represented by proxy, shareholders holding **3,346,663,221 shares** representing **67.74%** of the outstanding capital stock of the Company. Accordingly, there was a quorum for purposes of the meeting.

### **VOTING PROCEDURE**

In accordance with corporate governance best practices, the Corporate Secretary announced the voting procedure for the meeting.

The required quorum for the meeting is the presence in person or by proxy of stockholders holding a majority of the outstanding capital stock. There are no items on the Agenda that require a higher quorum under the Corporation Code. In the election of directors, candidates receiving the highest number of votes shall be declared elected.

Only the items that are on the Agenda and in the Information Statement will be voted upon. Voting is by balloting. Ballots were provided to shareholders and designated proxies upon registration. Secured electronic or online voting *in absentia* was also made available to certificated shareholders. Said shareholders had until 12:00 noon yesterday, June 26, 2019, to cast their online ballots on the Company website.

Where a shareholder designated a proxy, the proxy must vote in accordance with the stockholders' instructions, which instructions are indicated in the proxy submitted to the Company. There are spaces in the proxy for YES, NO or ABSTAIN, and the shareholder indicates how he wants his shares to be voted. For the election of directors, the names of all nominees are in the proxy with three options: (1) VOTE FOR ALL; (2) WITHHOLD VOTE FOR ALL; and (3) WITHHOLD VOTE FOR CERTAIN NOMINEES, with space provided for names of nominees not being voted for.

At the 2018 annual meeting, the shareholders designated Mr. Alexis C. Zaragoza III, a Partner of the Company's independent auditors, as Election Inspector to serve as such until the close of today's annual meeting. The Election Inspector, together with the Company's stock transfer agent, Stock Transfer Services, Inc. (STSI) tabulated the proxies and the ballots.

The votes cast for each item will be announced when that particular item is taken up by the body.

### **IV. READING AND APPROVAL OF THE MINUTES OF THE 27 JUNE 2018 STOCKHOLDERS MEETING AND ACTION THEREON**

The first business item on the agenda was the reading and approval of the Minutes of the Annual Stockholders' Meeting held on 27 June 2018.

A stockholder moved that the reading of the Minutes of the said Annual Stockholders' Meeting be dispensed with, and that the said Minutes be approved. The motion was seconded.

At the request of the Chairman, the Corporate Secretary reported that shareholders holding **3,346,663,221 shares** representing **67.74%** of the outstanding capital stock of the Company, voted **YES** to the approval of the Minutes of the Annual Stockholders Meeting held on June 28, 2017. There were no abstentions and no votes against the approval of the Minutes.

The Chairman declared that the Minutes of the Annual Stockholders Meeting held on June 27, 2018 were approved.

**V. PRESENTATION OF THE ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2018 AND ACTION THEREON**

The next item on the agenda was the presentation of the Annual Report and the action thereon. The Annual Report includes the Company's financial statements and the notes thereto for the year ended December 31, 2018 which were examined by the Company's external auditors, SGV & Co. Copies of the report were previously distributed to the shareholders.

The Chairman requested Engr. Eulalio B. Austin, Jr., the Company's President and Chief Executive Officer, to present the highlights of the Annual Report and the Audited Financial Statements for the year ended December 31, 2018.

Engr. Austin greeted his fellow Shareholders, members of the board, officers, employees of the Company and its subsidiaries, and distinguished guests a good afternoon and welcomed them to the annual general stockholders' meeting for 2019.

Engr. Austin began his report with a quick recap of what the Company has gone through so far in the current year. According to Engr. Austin, production volumes remain challenged since the third quarter of 2018 up to the early part of 2019 as the Company continues to deal with the complexities of a 61-year old ore body particularly mining at the deepest portion of the mine and with aging equipment and facilities. However, for the month of May alone, the Padcal mine surpassed expectations on all fronts – from production tonnage, ore grades and metal recovery across all products.

While management was certainly encouraged with these results, management still stays hopeful that determined efforts to improve operational performance will build and extend the momentum in the subsequent months.

To date, construction of additional dumping stations in current mining levels and new draw points have been commissioned to provide operational flexibility. This move aims to speed up the pace of the hauling process by narrowing the distance between newly-commissioned draw points to the conveyor belts which in effect translates to higher equipment utilization on a normal basis. Aside from the lower turnaround of equipment, it will provide the opportunity to store ore inside transfer chutes and provide immediate load for the feeder conveyors after their maintenance times. In addition, management has gradually taken delivery of a few selected mining equipment to complement and further optimize operational synergies resulting from the increased accessibility of dumping points. Moreover,

with the aging equipment, manpower has been augmented for the repair and maintenance as well as allotting more time for equipment check up to minimize operational disruptions due to machine breakdowns and other mechanical issues. These are just some of the initiatives that are being pursued to maximize the remaining cash generation capabilities of the Padcal mine.

Engr. Austin said that the local mining industry continues to be confronted with a number of contentious issues, such as the prevailing moratorium on new explorations under Executive Order 79 by former President Benigno Aquino III and the use of open-pit mining methods by the former DENR Secretary. Unfortunately, these particular developments slowed down the ability to search for new ore bodies within adjacent areas in Padcal and compelled the Company to reconsider the original mining design for Silangan from open-pit to underground, which effectively delayed the project. The recently enacted tax reform package provisioned for the doubling of mining excise taxes from 2% to 4% also affected the bottom line.

In spite of these pressing regulatory issues, management remains in constant dialogue with the national government particularly the Department of Environment and Natural Resources, the Mines and Geosciences Bureau, the Chamber of Mines of the Philippines and other stakeholders to discuss the way forward for the industry.

In addition, Engr. Austin said that the incumbent Environmental Secretary seems to be generally receptive to the economic and social contributions brought about by right and principled mining. As a pioneering advocate, Philex is firmly committed to championing this belief as evidenced by the tremendous rehabilitation, restoration and reinvigorating work done for past mining projects specifically in Bulawan, Negros Occidental and Sibutad, Zamboanga del Norte. Engr. Austin announced that a video presentation will be shown featuring both Bulawan and Sibutad at the end of his report.

As a matter of principle, the Company looks at nature not only as a source of wealth but at the same time a noble opportunity to underscore the true essence of a sustainable environment. In 2018, the Company allocated around 4.6% of its direct mining and milling costs to fund its Environment Protection and Enhancement Program exceeding the 3% allotment mandated by the government. A total of P165 million was earmarked for land and water resource management, air quality improvement, toxic waste control and annual care and maintenance activities. The successful rehabilitation of decommissioned sites in Bulawan, Negros Occidental and Sibutad, Zamboanga del Norte are solid proof of the Company's pledge to preserve natural resources.

Aside from restoration, Bulawan has undergone a major reinvigorating program that featured tree-planting activities, water clean-up drives and pollution monitoring. Some of its former mining facilities, notably its tailings ponds, after years of restorative care and maintenance, is now home to wild ducks and other waterfowl species. On the other hand, Sibutad has been carrying out a reforestation program since 1996 which entails more than 500,000 trees planted spanning across 178 hectares. Not to mention, its old industrial zone has been successfully transformed into a rich forest eco-tourism site.

At the moment, various environmental enhancing activities are still being conducted for both Bulawan and Sibutad until they are returned to government jurisdiction. When said time comes, the Company will proudly turn them over at a considerably healthier and greener state compared to when it was first handed to the Company. The Company intends to replicate this across all of the existing

and future projects including the biggest and most ambitious foray as of yet, the much-awaited Silangan mine. Truly, this shows that if the Australians, Canadians and Americans can do it, so can Filipinos, and even better.

Another unique facet of operations is the lasting commitment to corporate social responsibility, community development and environmental stewardship. Social advocacies are formally institutionalized through Information, Health, Education, Livelihood and Public Infrastructure or I-HELP campaign, anchored on a mindset of enriching lives of community dwellers residing within surrounding neighborhoods.

Some of the corporate social advocacies in 2018 involved organic vegetation and coffee roasting programs catering to local farmers. Community markets in Benguet province have also been established to showcase vegetable crops and other native goods produced by host communities. These initiatives aim to broaden skills learning, promote local awareness and at the same provide sustainable livelihood opportunities for community members. Moreover, the Philex-Padcal Community Relations Department distributed 4,155 books to 23 remote schools in Tuba and Itogon, Benguet. Several copies were also donated to the Tarlac Development Center and Mayon Volcano evacuees.

Likewise, the Company continues to provide free and highly subsidized schooling to more than 2,000 enrollees in the Philex Mines Elementary School and St. Louis High School-Philex. In 2018, a total of 202 college level and 471 high school students were deserving recipients of corporate scholarship grants. Modesty aside, a number of its graduates have turned out to be successful professionals in their own right such as lawyers, doctors, accounting firm partners, military officers and corporate executives to name a few since the inception of the schools in 1961.

The Company's social commitment goes far beyond community development and environmental stewardship. For instance, in the aftermath of Typhoon Ompong, management proactively assembled its own rescue team and emergency equipment to help government retrieve buried small scale miners in a landslide in Barangay Ucab, Itogon, Benguet, which is more or less 35 kilometers away from the Padcal mine site. A disaster response team was also immediately mobilized to provide assistance in the retrieval of survivors trapped beneath the rubble of the collapsed Chuzon Supermarket in Porac, Pampanga due to the 6.1 intensity earthquake that struck parts of Central Luzon last April 2019.

Engr. Austin continued his report with a summary of the Company's 2018 financial and operating performances. Padcal mine continues to be faced with a declining ore grade scenario, which is expected as one moves away from the center of the ore body. Notwithstanding these headwinds and other related challenges, the Company still managed to record a net income of P608 million and a core net income of P600 million for 2018. These results were primarily driven by several initiatives that centered on driving operational and cost efficiencies across the business.

Total tonnes milled was at 8.5 million in 2018 from 8.7 million in 2017. Marginal ore grades associated with its mature ore state, significantly contributed to lower metal output. Less valuable mineral concentrations are typically encountered when extracting ore towards the fringes of the ore body. Mining operations were likewise hampered by the onslaught of typhoons causing power outages and occupational safety concerns leading to lesser operating days.

As a result, gold and copper production were at 61,977 ounces and 26.6 million pounds compared with previous year's haul of 84,638 ounces and 30.1 million pounds, respectively. Gross revenues were recorded at P8.3 billion in 2018 from P10.0 billion in the prior year, mainly due to reduced tonnage. This was partly cushioned by the favorable impact of stable metal prices and foreign exchange movements. Average realized prices for gold and copper were at \$1,294 per ounce and \$2.92 per pound from \$1,273 per ounce and \$2.96 per pound in 2017, correspondingly.

On the expense side, total operating costs were maintained at P6.8 billion in 2018 despite peaking inflation that prompted price escalations of input materials and utility rates. General and administrative expenses decreased to P306 million in 2018 from P363 million in 2017 mainly due to the implementation of manpower rationalization programs at head office. Excise taxes and royalties rose to P506 million in 2018 from P452 million in 2017 owing to the 100% increase in mining excise taxes from 2% to 4%.

Following the deleveraging strategy, the net amount of \$8 million was retired in outstanding debt borrowings further reducing short-term balances to \$41 million by end-2018. To date, the Company has zero peso-denominated loan exposures other than convertible bonds for the Silangan project.

For the interim, the Company posted a reported net income of P206 million for the first quarter of 2019. Excluding non-recurring gains, core net loss stood at P112 million. Total ore milled was at 1.8 million tonnes from 2.2 million tonnes for the same period in the previous year. Weaker metal volumes were affected by diminishing ore grades and the unscheduled maintenance of critical mining equipment. Furthermore, the occurrence of forest fire incidents around the mine camp originating outside the Company's jurisdiction led to electricity brownouts and forced the immediate mobilization of operations personnel to aid in fire suppression efforts.

Gold and copper outputs were at 10,493 ounces and 5.7 million pounds compared to previous year's levels of 17,947 ounces and 7.1 million pounds, accordingly. Gross revenues came in at P1.6 billion from P2.4 billion while smelting charges decreased to P137 million from P207 million, year-on-year. Average realized prices for gold and copper were at \$1,304 per ounce and \$2.96 per pound versus \$1,338 per ounce and \$3.10 per pound in the first quarter of 2018.

Overall cash expenses were largely controlled with productions costs staying relatively flat at P1.1 billion in the first quarter of 2018. Excise taxes and royalties decreased to P94 million from P143 million while general and administrative expenses dropped to P71 million from P81 million owing to the continuous enforcement of cost containment programs.

Moving forward, as a result of the completion of various operating efficiency programs in May, such as the construction of additional dumping stations, arrival of new LHD equipment and major equipment components, commissioning of new drawpoints and manpower rationalization program implemented at head office and mine site, management is optimistic that there will be considerable improvement in the bottom line in the succeeding quarters.

On the investment front, the Company's equity stake in upstream oil and gas affiliate PXP Energy Corporation for a total consideration of P3.1 billion was increased, effectively increasing ownership from 19.8% to 30.4% to become its

single largest shareholder. This transaction forms part of the overall business strategy of deploying resources into long-term value-accretive ventures.

Engr. Austin said that management firmly believes that the additional investment in PXP Energy places the Company in a strong position to capitalize on the massive potential of its oil and gas assets especially with the projected exhaustion of the Malampaya gas field.

With the Padcal mine nearing depletion, the flagship project in Surigao del Norte is set to be launched by 2022 and is considered one of three big-ticket mining projects seen to catapult the country as a major regional copper producer. The Silangan mine is a large scale high grade gold and copper development consisting of three mineral-rich areas – Boyongan, Bayugo and Kalayaan, with the latter representing a joint venture with Manila Mining Corporation. For Kalayaan, the Company holds the option to further increase stake by up to 60% in the project. Based on initial development timeline, Silangan will be rolled out in phases, with Boyongan representing the first stage, slated to commence maiden commercial operations by the second half of 2022 and will account for approximately 21 years of the project's estimated duration. In terms of methodology, underground sub-level cave mining will be employed for ore extraction. Bayugo and Kalayaan are still being studied in terms of mining methodology.

To further attest to Silangan's credentials and mineability, the Company engaged reputable international mining consultants led by Australian-based engineering firm Ausenco to conduct ongoing definitive feasibility studies for the project, which is expected to conclude by early third quarter of this year.

To round up the team, Ausenco is also being supported by other industry experts such as Pells Sullivan Meynink of Australia for geotechnical and hydrogeology, Mining Plus of Australia for mine design and infrastructure, Knight Piesold of South Africa for tailings storage facility and ITASCA Consulting Group of the United States for mine geotechnical studies. Years of experience doing underground mining at Padcal were also considered in the studies.

Just recently, the Silangan project has been granted certain tax benefits as related to its copper cathodes under the government's Investment Priorities Plan. The Company is also working on obtaining pioneer status as new producer of copper cathodes with an application currently pending with the concerned government agency. The Company is positive that this added incentive will further boost the overall feasibility of Silangan primarily among prospective investment and financing partners. Altogether, these developments play a pivotal role in the Company's strategic roadmap as a seamless transition from Padcal to Silangan is being plotted.

Regular coordination with the relevant regulatory bodies to amend previously secured permits for underground mining are being conducted. The Company is confident in obtaining the amendments in due time considering that previous approvals already obtained prior to the open-pit ban. For its proposed development plan, Silangan is fully compliant with all existing mining and environmental regulations. A process of appointing equity and project financing advisors for the project has also been commenced.

By all means, the Silangan mine is primed to be the next big thing in Philippine mining. Silangan mine also symbolizes ushering into a new era of growth while cementing the Company's position as the leading name in the industry. The Company is excited to realize a project of this magnitude, one that

is envisioned to delivery not only lasting shareholder value but also bring about significant economic contributions to the national government in the form of taxes to be remitted and the creation of numerous job opportunities. At the same time, making Surigao del Norte as the primary beneficiary of international standards on environmental conservation. The Company is confident in the future success of the Silangan project and its game-changing ability to potentially reinvent the local mining landscape.

Looking ahead, the Company is optimistic that global requirements for mineral products will stay robust in the coming years with consistent demand from India, the ASEAN region and China, led by its power and infrastructure sectors. The Company also anticipates increased usage of copper products in the advent of rapid advancements in electric vehicle technology and renewal energy over the medium to long-term.

With heartfelt gratitude, Engr. Austin expressed his sincerest appreciation to the Board of Directors for their wisdom and guidance, the management team for their leadership, business partners for their support, stakeholders for their engagement and most of all to the shareholders for their trust and patience. Engr. Austin also acknowledged the tireless men and women of Philex for their hardwork and unwavering passion shown throughout the years.

#### VIDEO PRESENTATION

Following the President's Report, a video presentation was shown featuring the successful rehabilitation, restoration and reinvigoration of two decommissioned projects located in Bulawan, Negros Occidental and Sibutad, Zamboanga del Norte for shareholders to witness and appreciate. The core message of the video conveys the Company's ability to undertake world-class rehabilitation and transformational work particularly for previously operational open-pit mines into lush greenery and rich biodiversity ecosystems, far healthier and exceedingly better from when the Company started commercial operations.

#### OPEN FORUM

The Chairman then entertained questions from the shareholders relating to the report.

Mr. Robert Go asked if the Company had plans of manufacturing electric vehicles. Engr. Austin explained that the Company does not have plans of entering into electric vehicle manufacturing but that the Company expects increased usage of copper products in the advent of rapid advancements in electric vehicle technology. Mr. Go suggested that recycled paper instead be used for the information statement and the meeting materials earlier distributed. The suggestion was duly noted by members of the Board.

Mr. Jose Ferrer asked for an estimate of the mine resources of Kalayaan. Engr. Austin said that an estimate will not be available until the final design for the mine has been completed. Mr. Ferrer also asked if the mine life of Padcal may still be extended beyond 2022. Engr. Austin explained that while there may still be ore, it is also a function of grade, metal price and operating cost. Because of the depleting resources of Padcal, Philex has been investing in the Silangan Project. The Chairman assured Mr. Ferrer and the stockholders that continuous efforts are being done to look for resources to extend mine life. The Chairman explained, however, that to justify continued mining, the presence of high-grade ore is necessary to make the additional costs worthwhile.

Mr. Reuben Jordan suggested that the Company patent its “game-changing technology” to be employed in Silangan. Engr. Austin explained that this process has already been previously used in other countries but that the Company is the pioneer of said technology in the Philippines.

Ms. Esperanza Lopez suggested that the Company should distribute give aways during the stockholders’ meetings. The Board noted this suggestion.

There being no other comments or questions, a shareholder moved for the approval of the Annual Report and the Audited Financial Statements and the notes thereto for the year ended December 31, 2018. The motion was seconded.

At the request of the Chairman, the Corporate Secretary reported that shareholders holding **3,341,779,421 shares** representing **67.64%** 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 the year ended December 31, 2017. There were no votes against and 4,883,800 shares (0.10%) abstained.

The said Annual Report and the Audited Financial Statements were thus declared approved.

## **VI. RATIFICATION AND APPROVAL OF THE ACTS OF THE BOARD OF DIRECTORS AND EXECUTIVE OFFICERS**

The next item on the agenda was the ratification and approval of the acts of the Board of Directors and the executive officers of the Company for the corporate year 2018-2019. The Information Statement which contained a summary of the major actions of the Board and officers for the said corporate year was distributed to the shareholders before the meeting. All Board actions are also reflected in the Minutes of Meetings of the Board which were available for inspection.

A shareholder moved for the approval, ratification and confirmation of all acts made or taken by the Board of Directors and executive officers of the Company for the past year. The motion was seconded.

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 **3,341,779,421 shares** representing **67.64%** of the outstanding capital stock of the Company voted YES to the ratification and approval of all acts made or taken by the Board of Directors and executive officers of the Company during the past year. There were no against votes and 4,883,800 shares (0.10%) abstained from voting.

The motion to ratify and approve all of the acts made or taken by the Board of Directors and executive officers of the Company during the past year was thus declared approved.

## **VII. APPOINTMENT OF INDEPENDENT AUDITORS**

The next item on the Agenda was the appointment of the Company’s independent auditors. The Chairman said that the Audit Committee and the Board of Directors recommended the appointment of Sycip Gorres Velayo & Company (SGV & Co.) as independent auditors of the Company for 2019.

A stockholder moved for the appointment of SGV & Co. as independent auditors of the Company for 2019. The motion was seconded.

At the Chairman's request, the Corporate Secretary informed the body that shareholders holding **3,246,663,221 shares** representing **67.74%** of the outstanding capital stock of the Company voted yes to the appointment of SGV & Co. as the independent external auditor of the Company for 2019.

The Chairman declared that appointment of SGV & Co. as independent auditors of the Company for 2019 was thus approved.

#### **VIII. APPOINTMENT OF ELECTION INSPECTOR TO SERVE UNTIL THE CLOSE OF THE NEXT ANNUAL MEETING**

The next item on the agenda was the appointment of an Election Inspector. The Chairman explained that every year, the shareholders appoint an Election Inspector who will serve as such for the ensuing year and until the close of the next annual stockholders' meeting. In the past years, a representative of the Company's independent auditors, SGV & Co. was appointed.

A stockholder moved for the appointment of Mr. Alexis C. Zaragoza III of SGV & Co. as Election Inspector. The motion was seconded.

At the Chairman's request, the Corporate Secretary informed the body that shareholders holding **3,246,663,221 shares** representing **67.74%** of the outstanding capital stock of the Company voted YES to the appointment of an Election Inspector for 2019 and until the close of the next annual meeting. The Chairman declared that the appointment of Mr. Zaragoza as Election Inspector of the Company was thus approved.

#### **IX. ELECTION OF DIRECTORS, INCLUDING INDEPENDENT DIRECTORS**

The next item on the agenda was the election of directors for the ensuing year. There are eleven (11) seats to be filled, and two (2) of the directors must be independent directors.

The Corporate Secretary said that there were eleven (11) nominees for the eleven (11) seats on the Company's Board of Directors for election at the Meeting. The Nominations Committee screened the eleven (11) nominees including the nominees for independent directors and thereafter prepared a Final List of qualified candidates, which was incorporated in the Information Statement for the meeting. The following are the nominees:

1. Mr. Manuel V. Pangilinan
2. Engr. Eulalio B. Austin, Jr.
3. Atty. Marilyn A. Victorio-Aquino
4. Mr. Oscar J. Hilado (Independent Director)
5. Mr. Wilfredo A. Paras (Independent Director)
6. Atty. Barbara Anne C. Migallos
7. Comm. Michael G. Regino
8. Comm. Anita Bumpus Quitain
9. Comm. Gonzalo T. Duque
10. Mr. Joseph H.P. Ng
11. Mr. Richard P. C. Chan

The Chairman asked the Corporate Secretary to inform the body of the votes cast for each of the eleven (11) nominees to the Company's Board of Directors. The Corporate Secretary reported that each of the eleven (11) nominees for the eleven (11) seats on the Board received more than sufficient votes to elect each of them as Director of the Company. Consistent with corporate governance best practices, the vote tally for the election of directors will be duly disclosed and posted on the Company's website.

The Chairman thus declared that the following nominees have been duly elected members of the Company's Board of Directors:

1. Mr. Manuel V. Pangilinan
2. Engr. Eulalio B. Austin, Jr.
3. Atty. Marilyn A. Victorio-Aquino
4. Mr. Oscar J. Hilado (Independent Director)
5. Mr. Wilfredo A. Paras (Independent Director)
6. Atty. Barbara Anne C. Migallos
7. Comm. Michael G. Regino
8. Comm. Anita Bumpus Quitain
9. Comm. Gonzalo T. Duque
10. Mr. Joseph H.P. Ng
11. Mr. Richard P. C. Chan

#### **X. ADJOURNMENT**

There being no other matters to discuss, and on motion made and duly seconded, the meeting was adjourned at 3:30 p.m.

Prepared by:

**BARBARA ANNE C. MIGALLOS**  
*Corporate Secretary*

Attest:

**MANUEL V. PANGILINAN**  
*Chairman*

***Philex Mining Corporation***  
***Minutes of the Annual Stockholders Meeting***  
***Held on 26 June 2019***