

**MINUTES OF THE SPECIAL STOCKHOLDERS' MEETING
OF THE PHILEX MINING CORPORATION
Held at Crowne Plaza Galeria Manila,
Ortigas Avenue corner ADB Avenue,
Ortigas Center, Quezon City
On Wednesday, April 30, 2013 at 2:30 p.m.**

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.

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 of the meeting were sent in accordance with the By-laws of the Company and the applicable rules of the Corporation Code. The Information Statement duly approved by the Securities and Exchange Commission was also sent to shareholders within the prescribed period. The Company also caused the publication of a copy of the notice of the meeting in three (3) newspapers of general circulation. The Corporate Secretary previously executed an Affidavit attesting to these facts. The Chairman directed the Corporate Secretary to file the said Affidavit with the minutes of the meeting.

PROOF OF THE PRESENCE OF A QUORUM

The Chairman then asked the Corporate Secretary if there was a quorum for the transaction of business. The Corporate Secretary answered that there were present, in person or represented by proxy, holders of 3,595,056,598 shares representing 72.874% of the outstanding capital stock. These figures were based on a certification from the Company's Stock Transfer Agent.

AMENDMENT OF ARTICLE SEVENTH OF THE ARTICLES OF INCORPORATION

The lone business item on the agenda was the amendment of Article Seventh of the Company's Articles of Incorporation.

The Corporate Secretary briefed the shareholders on the rationale for the amendment. As it had earlier disclosed, the Company intends to undertake a rights offering to raise funds for corporate purposes. The Company has shareholders who are residents of jurisdictions other than the Philippines. Under the Company's Articles, all shareholders, including those residing in other jurisdictions, enjoy preemptive rights to all issuances of shares of stocks, and are thus eligible to participate in a rights offering.

The Company's legal counsel advised that like the Philippines, other countries strictly regulate the offer, sale and distribution of securities (such as shares of stock) within their jurisdictions. If the shares of the Company are offered to shareholders in such other jurisdictions, the Company must first comply with their respective securities regulations. This would be a very expensive and cumbersome process and would entail an extended period of time. Should the Company undertake such processes, it is likely that it would not

be able to achieve its objective of raising funds for corporate needs within a variable period of time.

The Corporation Code allows the denial of preemptive rights in the Articles of Incorporation or in an amendment to the Articles. Thus, the Board of Directors deemed that it would be in the best interest of the Company to amend the Articles in a manner that will address corporate needs without an outright denial of preemptive rights of shareholders, which is allowed by the Corporation Code.

At the meeting of the Board of Directors on March 11, 2013, the Board approved a resolution to amend Article Seventh of the Articles of Incorporation and to call a special shareholders' meeting to seek approval and ratification of such amendment.

“RESOLVED, that Article Seventh of the Articles of Incorporation of the Company be amended to include a provision that will allow the Company, in an offering of shares for cash, to except shareholders not resident of the Philippines from having preemptive rights where, in the best judgment of the Board, the cost to the Company of meeting the requirements to offer such shares in the foreign jurisdictions where such shareholders reside would exceed the benefit to the Company, and that said Article Seventh be amended to read:

‘SEVENTH – That the capital stock of said corporation is EIGHT BILLION PESOS (P8,000,000,000.00), Philippine Currency, and said capital is divided into EIGHT BILLION (8,000,000,000) shares, with par value of One Peso (P1.00), Philippine Currency, each share. *(As amended on 10 February 2009 by the Board of Directors, and approved and ratified on 21 April 2009 by the stockholders.)*

That shareholders shall have pre-emptive rights; provided that in the case of shares issued for cash, shareholders not resident of the Philippines shall not have preemptive rights if, in the best judgment of the Board of Directors, the cost of meeting the requirements to allow the Company to offer such shares in the foreign jurisdictions where such shareholders reside exceeds the benefit to the Company. (As amended on 11 March 2013 by the Board of Directors.)

The Corporate Secretary informed the Chairman that the required vote of shareholders holding or representing at least 66 2/3% of the Corporation's outstanding capital stock was attained with shareholders holding 3,557,060,595 shares, or 72.1% of the Company's outstanding capital stock having submitted proxies voting in favor of the amendment. On the other hand, proxies submitted to vote against the amendment represented only 37,019,367 shares, or 0.75% of the outstanding capital stock,

The Chairman then opened the floor to questions from stockholders. In response to questions regarding the amendment, the Chairman clarified that preemptive rights of shareholders residing in the Philippines are not affected by

the amendment. The Corporate Secretary added that not all shareholders residing in other jurisdictions will be denied preemptive rights. Only shareholders residing in jurisdictions with securities regulations that are deemed by the Board of Directors to be cost prohibitive will be excepted from having preemptive rights. The Chairman also briefly explained how compliance with securities regulations in countries such as the United States can be prohibitive in terms of cost and time required.

In response to a question from another stockholder, the Chairman said that some of the proceeds of the proposed rights offering will be dedicated to existing projects, primarily the Silangan Project, as well as the construction of a new tailings storage facility for the Padcal mine. The specific terms and conditions of the rights offering, including the offering price, will be determined at a later time.

The Chairman also responded to questions from other stockholders regarding Padcal mine life and resources, possible investment opportunities, the Company's first quarter results, and the remedial steps taken by the Company after the tailings accident in Padcal.

Thereafter, on motion duly made and seconded by stockholders of the Company, the following resolution was unanimously approved:

“RESOLVED, that the resolution of the Board of Directors for the amendment of Article Seventh of the Company's Articles of Incorporation, as read by the Corporate Secretary, be approved, confirmed and ratified, and that Article Seventh be amended to include a provision that will allow the Company, in an offering of shares for cash, to except shareholders not resident of the Philippines from having preemptive rights where, in the best judgment of the Board, the cost to the Company of meeting the requirements to offer such shares in the foreign jurisdictions where such shareholders reside would exceed the benefit to the Company.”

ADJOURNMENT

There being no other business to transact, on motion duly made, seconded and approved, the meeting was adjourned at 3:00 p.m.

ATTEST:

MANUEL V. PANGILINAN
Chairman

APPROVED:

ELIZA BETTINA R. ANTONINO

MARILYN A. VICTORIO-AQUINO

EULALIO B. AUSTIN, JR.

BIENVENIDO E. LAGUESMA

MANUEL V. PANGILINAN

WILFREDO A. PARAS

JUAN B. SANTOS

EDWARD A. TORTORICI

JOSE ERNESTO C. VILLALUNA, JR.

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of Philex Mining Corporation held on April 30, 2013.**