

APEX MINING CO., INC.
Minutes of the Annual Stockholders' Meeting
Held on May 31, 2024, 3:00 PM
Conducted virtually online through Zoom

I. CALL TO ORDER

The meeting was called to order by the Chairman, Jose Eduardo J. Alarilla. The Corporate Secretary was designated to act as the Moderator for the online questions and motions.

II. CERTIFICATION OF A QUORUM

The Corporate Secretary, Atty. Silverio Benny J. Tan, acknowledged the presence online in the meeting of the other members of the Board of Directors: Luis R. Sarmiento, Stephen A. Paradies, Michael Ray B. Aquino, Roel Z. Castro, Joselito H. Sibayan and Valentino S. Bagatsing. The presence of the following senior officers was also acknowledged: Billy G. Torres, Dr. Eric S. Anddal, Emelita C. Fabro and Atty. Rodulfo A. Palma.

Atty. Tan certified that the notice of the Annual Meeting of Stockholders was published in print and online in the Philippine Daily Inquirer and Malaya Business Insight on May 9 and 10, 2024. It was disclosed to the Philippine Stock Exchange, through its online disclosure system PSE EDGE, on April 15, 2024. Stockholders representing 4,578,260,709 shares out of 6,227,887,491 outstanding shares or 73.51% of total outstanding shares are present in person or by proxy, online or were registered to vote in absentia in the meeting. There was, therefore, a quorum for the meeting.

III. APPROVAL OF THE MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS HELD ON APRIL 28, 2023

On motion duly made and seconded, without any objection, the minutes of the annual meeting of the stockholders held on April 28, 2023 was approved, copy of which is posted at the Company's website.

The total votes* on this motion are provided in the table below.

	VOTES*
Approving	4,578,260,709
Dissenting	-
Abstaining	-

IV. REPORT OF THE PRESIDENT

The Chairman prefaced the President's report saying that the Company was not able to mark its 50th year as a publicly listed company because of the landslide in Barangay Masara in February 2024 as the Company had to focus on providing help and mitigating the ill-effects of the landslide. The Chairman extended the deepest sympathy and condolences to those who lost members of their families in that disaster. Despite challenges, higher price of gold and stronger US Dollar boosted the Company's revenue in 2023.

The President stated that 2024 marks the Company's 50th year as a publicly listed company as its shares were first traded in the PSE on March 7, 1974. But the Company had to undertake assistance on helping the Municipality of Maco and the Province of Davao de Oro to manage the aftermath of the landslide that occurred in Barangay Masara, one of the Company's host community, on February 6, 2024,

The Company condoles with the families of those whose loved ones perished in the landslide. It likewise marvels at the coming together of the industry to help in any way they can, which demonstrates that the *pusong minero* lives. The Company worked on assistance and the permanent relocation for the affected resident and employees, enhancement of the weather monitoring system and landslide monitoring system and provided psycho-social intervention to those affected.

The Company is collaborating with the provincial and municipal governments, the relevant government agencies (i.e., DENR, MGB and EMB) and NGOs to ensure that the initiatives happen as soon as possible. The Committee on Disaster Resilience of the House of Representatives conducted an investigation into the landslide in aid of legislation on March 12 and May 14, 2024. The Committee recommended, among others, the following measures: Enforcement of a "No-Build" Zone, Strict enforcement of MGB's pronouncements and certifications, and long-term housing for the affected families.

The President highlighted the following events in 2023: the Company winning the 2023 Outstanding Cooperation for Industrial Peace Award and being cited as a special awardee of the 2023 Outstanding Grievance Machinery for Industrial Peace by the National Conciliation and Mediation Board; the visit of Mr. Enrique K. Razon, Jr., the Company's majority shareholder, to the Maco minesite in July 2023 which inspired the workforce; launching of the Apex Mining Professorial Chair in Mining Engineering and in metallurgical engineering in UP to help improve mining and mineral processing technologies and practices through research; formal collaboration with the CARAGA State University to improve its data gathering activities through robotics, augmented reality and virtual reality; partnered with the Region XI Office of TESDA to roll out its driving and heavy equipment operation courses for employment opportunities beyond Apex and its impact barangays; connecting energy requirements of its mining operations from First Gen's Mt. Apo Geothermal Power Plant.

The President reported that the first quarter of 2023 saw a prolonged series of earthquakes in Davao de Oro which affected the Company's power supply. Heavy rainfalls during the same period also caused landslides in the province. Despite work disruptions caused by these force majeure, the Maco mine milled higher ore tonnages at 823,427 tonnes, with an average of 2,402 tonnes per day. The recovery rates for gold and silver were 87.15% and 70.16%, respectively. Itogon-Suyoc Resources Inc., the Company's fully owned subsidiary, milled a total of 138,361 tonnes at 3.32 gold grade per tonne with a gold rate recovery of 85.72%.

The consolidated net income of the Apex Mining Group for 2023 was Php3.4 billion, one percent higher than the Php3.3 billion figure in 2022. Its consolidated revenues amount to Php12.1 billion, Php1.8 billion more than 2022's Php10.3 billion. The record revenue was realized by the high metal prices which averaged USD1,962 per ounce for gold and USD23.51 per ounce for silver. The Company's net income for 2023 amounted to Php3.5 billion.

On 10 February 2023, the Company signed a Deed of Sale which completed the takeover of Asia Alliance Mining Resources Corporation. The transaction secures the site for a new tailings storage facility for the Maco mine which will reach full capacity in three years.

The Company likewise invested in its host and neighbouring communities' growth through its Social Development and Management Program (SDMP), spending Php82.2 million therefor. Its track record in 2023 includes providing 6,450 students with mandatory school obligations, treating 2,462 patients for various illnesses and assisting 11,213 barangay residents for different concerns. The Company supported Police Master Sergeant Miguelito Carranza of the CIDG-Abra Provincial Field Unit, who represented the Philippines and Apex Mining and won gold and bronze medals at the 2023 World Police & Fire Games held in Winnipeg, Canada.

The President acknowledged that the Company's success in 2023 is due to the firm commitment of its High Performance Team to the highest standard of excellence which helped the Company surpass its targets despite challenges. The President also thanked the Board of Directors for their support and guidance. Finally, the President thanked all the shareholders for believing in Apex Mining, assuring the stockholders that the Company will guard and grow the gains of their Company.

The Chairman thanked the President for his report. The Chairman noted that the board of directors had approved on April 15, 2024 a regular and special cash dividends that were paid on May 15, 2024.

Questions from the Stockholders:

The Chairman entertained questions from the stockholders. The following questions from the stockholders were answered by the President:

1. Could you provide insights into the timeline for integrating the newly acquired mine into the Company's operations? When can we anticipate the release of its resource report, and what are the next steps to commence operations at the new mine?

The President stated that the Company has jumpstarted the permitting process, but it is difficult to give a timeline given the rigorous nature of the process. Securing the approval of the community or indigenous people involved is not expected to be a problem given the Company's long history of working with the Mansaka tribe. The Company will disclose relevant updates as they unfold.

2. Are there strategic considerations for acquiring and/or operating mines abroad as part of the company's long-term vision?

The President stated that the Company has received offers to conduct due diligence to operate not only domestic operations but also other international prospects. The Company will consider those projects that will be proven potentially viable.

3. With the acquisition of Asia Alliance Mining Resources Corporation (AAMRC) in February 2023, will the CAPEX of the Company need to be ramped up for the development of copper and gold prospects in the newly acquired tenement? If yes, are there any equity capital raising plans in the works (e.g., Follow-On-Offer, Rights Offering, Private Placements)?

The President stated that resource validation is on-going, and drilling will commence as soon as priority projects for copper and gold are identified. The Company will disclose CAPEX requirements when all the information it needs to make such decisions are in. Among the Company's capital raising options are placing and subscription transactions, stock rights offering and loans.

4. Are there any updates on the drilling validation and assessment of the Asia Alliance North Davao prospects, specifically the Amacan & Piaminyan (for copper) and Hijo (for gold) deposits?

The President stated that a competent third party is evaluating the data and validating the drilling information from North Davao Amacan. Updates on the assessment will be disclosed at the right time. The Company's next step is to start drilling activities to define available resources or reserves. Mapping has been completed in Hijo, and proposed drilling locations are also being identified.

5. Since Amacan is a brownfield deposit, would this be the priority of the Company in the Asia Alliance North Davao prospects? If yes, what would be the timetable to develop and restart operations at Amacan?

The President stated that the development of Amacan copper will entail putting up a mill while the Hijo and other gold prospects may take off earlier because production can initially be processed in the existing Maco plant.

The key strategic win for this acquisition is the availability of space for the Company's new tailings storage facility because the Company is on target to meet its 3,000 per day capacity. The copper-gold porphyry deposits in MPSA 234 also need more space for the mine and the facilities. Assessment for copper and gold prospects runs parallel because the Company's strategy is identifying what prospects can generate cash flow immediately.

6. Are you in favor of the fiscal mining regime being proposed by Congress?

The President answered in the affirmative. The Company has comments to the Technical Working Group for the mining fiscal regime. In general, the Company support government's initiatives to make our mining industry more investor-friendly and globally competitive.

The Moderator said that if there are other questions, they can be answered by email to the stockholders asking them.

V. APPROVAL OF THE ANNUAL REPORT TOGETHER WITH THE AUDITED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2023

On motion duly made and seconded, without any objection, the Audited Financial Statements ending December 31, 2023 were approved.

The total votes* on this motion are provided in the table below.

	VOTES*
Approving	4,549,671,709
Dissenting	-
Abstaining	28,589,000

VI. APPROVAL/RATIFICATION OF ALL ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT DURING THE PREVIOUS YEAR

On motion duly made and seconded, without any objection, all acts, contracts, investments, and resolutions of the Board of Directors and Management since the Annual Stockholders' Meeting of April 28, 2023, up to this date, as they appear in the minutes of the Board meetings and in the reports and disclosures made to the Securities and Exchange Commission and the Philippine Stock Exchange, were approved and ratified.

The total votes* on this motion are provided in the table below.

	VOTES*
Approving	4,578,260,709
Dissenting	-
Abstaining	-

VII. ELECTION OF DIRECTORS

The Corporate Secretary reported that the following were nominated to the Board of Directors, and their nominations were passed upon by the Nomination Committee:

1. Jose Eduardo J. Alarilla
2. Luis R. Sarmiento
3. Stephen A. Paradies
4. Michael Ray B. Aquino
5. Roel Z. Castro

and as Independent Directors:

6. Joselito H. Sibayan
7. Valentino S. Bagatsing

Independent Director Joselito Sibayan has reached the maximum nine years as Independent Director of the Company. But he is being renominated for another year because his expertise and long experience as an investment banker will be needed by the Company as it continues fund-raising exercises for its expansion projects. The Company considers that as a meritorious justification to go beyond the maximum nine years for an Independent Director.

Since there were only seven nominees for the seven board seats, a stockholder moved, and another stockholder seconded, that the nominees be declared duly elected for the ensuing term. In the absence of any objection, the Chairman directed the Corporate Secretary to record a unanimous vote for the nominees, except for proxies which have specific voting instructions, and to declare the nominees as duly elected directors for the ensuing term.

The total votes* on this matter are provided in the table below.

	In Favor*	Against*	Abstain*
Jose Eduardo J. Alarilla	4,577,301,709	959,000	-
Luis R. Sarmiento	4,578,260,709	-	-
Stephen A. Paradies	4,550,630,709	27,630,000	-
Michael Ray B. Aquino	4,550,630,709	27,630,000	-
Roel Z. Castro	4,550,630,709	27,630,000	-
Joselito H. Sibayan (ID)	4,578,260,709	-	-
Valentino S. Bagatsing (ID)	4,578,260,709	-	-

On behalf of the re-elected directors, the Chairman thanked the stockholders for their re-election to the Board for another term.

XIII. APPOINTMENT OF THE EXTERNAL AUDITOR

Since there were no other nominations for the external auditor as the Audit Committee only vetted the sole nominee, on motion duly made and seconded, without any objection, Sycip Gorres Velayo & Company was appointed as external auditors for the year 2024.

The total votes on this matter are provided in the table below.

	VOTES*
Approving	4,578,260,709
Dissenting	-
Abstaining	-

IX. OTHER MATTERS

The Chairman asked if there is any other matter that should be brought to the attention of the stockholders. The Corporate Secretary said there is none.

X. ADJOURNMENT

There being no other matters to discuss, on motion duly made and seconded, without any objection, the meeting was adjourned. The Chairman thanked everyone for their attendance in this stockholders' meeting.

Certified:


SILVERIO BENNY J. TAN
Corporate Secretary

**Every resolution for approval of the stockholders in this meeting was introduced by a motion duly seconded through the online platform of the virtual meeting. The Chairman asked if there was any objection to every motion. Since there were no objections, all the motions were declared carried without a vote. The numbers of votes indicated here are the votes on the resolution from: (a) votes of proxies with instructions; (b) votes submitted through the online voting platform of the virtual meeting; and (c) votes of the President as a holder of proxies, which would have been counted if there was a voting on the resolution.*

NOTE: The following officers were present during the online stockholders meeting and were ready to respond to any question:

Luis R. Sarmiento – President & Chief Executive Officer
Billy G. Torres – VP for Finance, Treasurer & Compliance Officer
Eric S. Andal – VP for Exploration & Geology
Rodulfo A. Palma – VP for Legal, Mine Compliance & Risks
Emelita C. Fabro – VP for Corporate Administration
Silverio Benny J. Tan – Corporate Secretary
Jonas S. Khaw – Assistant Corporate Secretary

The minutes of the 2024 Annual Stockholders' Meeting is subject for approval of the stockholders in the 2025 Annual Stockholders' Meeting.

List of stockholders present in person or by proxy during the Annual Stockholders' Meeting on May 31, 2024 (first names were redacted for confidentiality):

1. Prime Strategic Holdings, Inc.
2. Monte Oro Resources & Energy, Inc.
3. Lakeland Village Holdings, Inc.
4. Devoncourt Estates, Inc.
5. Citibank, N.A., Philippine Branch
6. HSBC Securities Services
7. Standard Chartered Bank
8. Alarilla
9. Sarmiento
10. Paradies
11. Sibayan
12. Bagatsing
13. Aquino
14. Castro
15. Tan
16. Khaw
17. Mercado