

**REGULAR ANNUAL MEETING OF THE STOCKHOLDERS OF  
LEPANTO CONSOLIDATED MINING COMPANY**

Held through remote communication  
via video-conferencing  
on Monday, June 10, 2024 at 4:00 P.M.

**Directors Present:**

- |                       |  |
|-----------------------|--|
| FELIPE U. YAP         | - Chairman of the Board/ Chairman, Executive Committee and Corporate Governance Committee  |
| BRYAN U. YAP          | - Director/ Chairman, Nomination Committee, Member, Executive Committee and Stock Option Committee                                 |
| JAMES PETER ALMAAS    | - Director   |
| MARILYN V. AQUINO     | - Director   |
| DOUGLAS J. KIRWIN     | - Director/ Member, Executive Committee and Stock Option Committee   |
| REGIS V. PUNO         | - Director   |
| CLARK LAWTON S. YAP   | - Director/ Member, Audit Committee  |
| RAY C. ESPINOSA       | - Independent Director/ Chairman, Audit Committee / Member, Nomination, Corporate Governance, Executive and Stock Option Committee |
| VAL ANTONIO B. SUAREZ | - Independent Director / Member, Audit, Nomination, Corporate Governance and Executive Committee                                   |

**Officers Present:**

- |                       |  |
|-----------------------|--|
| RAMON T. DIOKNO       | - Chief Finance Officer  |
| MA. LOURDES B. TUASON | - Vice President / Treasurer   |
| RENE F. CHANYUNGCO    | Vice President-Logistics & Marketing   |
| ODETTE A. JAVIER      | - Vice President / Assistant Corporate Secretary/<br>Chief Information Officer |
| PABLO T. AYSON, JR.   | - Vice President-Mining Claims   |

**Stockholders Present:** Please refer to Annex "A"

**1. Call to order**

The Chairman of the Board, Mr. Felipe U. Yap, called the meeting to order and welcomed the stockholders to the meeting. The Assistant Corporate Secretary, Atty. Odette A. Javier, recorded the minutes of the meeting.

The Chairman explained that the meeting was being conducted remotely or via Zoom to avoid any health and safety risks on everyone concerned and in keeping with the IATF safety regulations.

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**2. Proof of due notice of meeting and determination of quorum**

As the first order of business, the Chairman called upon the Corporate Secretary, Atty. Ethelwoldo E. Fernandez, to present proof that notice of the meeting had been sent out in accordance with the rules of the Securities and Exchange Commission (SEC) and to report on the attendance at the meeting.

The Corporate Secretary confirmed that the Notice with the Agenda of the meeting was published on May 8 and 9, 2024 in the Philippine Star and the Manila Times in accordance with the rules of the SEC. Furthermore, the said Notice and Agenda, together with the Information Statement, were duly disclosed and had been uploaded in the PSE EDGE and on the Company website not later than May 20, 2024.

The Corporate Secretary next reported that with the assistance of the Chief Accountant, Mr. Claude Mark A. Imbat, he had examined all proxies and all powers of attorney filed of record. In addition, he had examined the tally of stockholders who had pre-registered and voted online. Based upon such examination, he declared that out of the 66,355,164,424 shares issued, outstanding and entitled to vote as of April 29, 2024, there were 39,893,061,354 shares considered present at the meeting, or an attendance of 60.12%, and certified that there was a quorum for the business at hand.

The Corporate Secretary said that apart from the Chairman and himself, the other members of the Board were present: the President, Mr. Bryan U. Yap; independent directors Ray C. Espinosa and Val Antonio B. Suarez; as well as Directors Marilyn V. Aquino, Douglas J. Kirwin, Regis V. Puno, and two new nominees for Director: Mr. James Peter Almaas and Mr. Clark Lawton S. Yap.

**PROCEDURE FOR DISCUSSION AND VOTING**

At the request of the Chairman, the Secretary explained the procedure for discussion and voting:

The REQUIREMENTS AND PROCEDURE FOR VOTING AND PARTICIPATING in today's meeting are set forth in the Information Statement which has been uploaded in the PSE EDGE and the Company's website. As stated therein, stockholders may participate through remote communication or by Proxy.

Only stockholders who have timely pre-registered or submitted proxies may participate in today's meeting. Those who have pre-registered should have voted on-line on the five resolutions proposed for



adoption by the stockholders and for the nominees for election to the Board of Directors on or before June 3, 2024.

Each proposed resolution will be shown on the screen and read by the Asst. Secretary while the same is being taken up. The total affirmative and negative votes in respect of each resolution or nominee for Director, as well as the abstentions, will be reflected in the minutes.

As of June 3, 2024, after the Proxy validation process, stockholders owning 39,893,061,354 shares representing 60.12% of the total outstanding voting shares had cast their votes on the items for consideration.

Participants may ask questions through the chat facility of Zoom. The questions will be read by the Asst. Secretary after the President's report under Agenda Item No. 4 and they will be addressed accordingly.

For orderly proceedings, the host will mute all audio facilities, so that only the Chairman, and whoever he requests to speak up, will be enabled to speak.

The Chairman inquired whether there were any challenges to the Corporate Secretary's certification of quorum. There being none, the Chairman affirmed the presence of a quorum.

Thereafter, the Chairman directed the Corporate Secretary to spread the Notice of the Regular Annual Meeting in the minutes.

**NOTICE OF 2024 ANNUAL STOCKHOLDERS' MEETING**

Please be informed that the **Annual Stockholders' Meeting of Lepanto Consolidated Mining Company** will be held on **Monday, June 10, 2024 at 4:00 o'clock p.m.** The Meeting will be conducted virtually via remote access communication and the access link will be provided in the Company's website at **www.lepantomining.com**

The agenda for the Meeting will be as follows:

1. Call to Order
2. Proof of due notice of the meeting and determination of quorum
3. Approval of the Minutes of the Annual Stockholders' Meeting held on July 17, 2023
4. Approval of the Annual Report
5. Election of Directors
6. Appointment of External Auditor
7. Transaction of such other and further business as may properly come before the Meeting
8. Adjournment

Only stockholders of record as of April 29, 2024 are entitled to notice of, and to vote at, the Meeting. The stock and transfer book of the Company will be closed from April 29, 2024 to the close of business hours on June 10, 2024.

The Definitive Information Statement and Management Report and SEC Form 17-A and other pertinent documents are posted on the Company's website and PSE Edge. Guidelines for registration and participation in the Meeting shall likewise be posted on the Company's website.

Stockholders who intend to participate in the Meeting via remote communication should email on or before June 3, 2024 the Asst. Corporate Secretary at [oaj@lepantomining.com](mailto:oaj@lepantomining.com) a scanned copy of a valid government-issued identification card (ID) for registration and verification purposes. Indirect stockholders should include in their email their broker's certification of shareholding.

Stockholders may also be represented and vote at the Meeting by submitting a Proxy via email to [oaj@lepantomining.com](mailto:oaj@lepantomining.com) together with a government-issued ID. Hardcopies of proxies may also be submitted to the Company's principal office at the 21<sup>st</sup> Fl., Lepanto Building, 8747 Paseo de Roxas, Makati City. Proxies emailed or submitted after June 3, 2024 shall not be recorded for the Meeting.

Makati City, 6 May 2024.

  
**ETHELWOLDO E. FERNANDEZ**  
Corporate Secretary



**3. Approval of minutes**

The Chairman noted for the record that the draft minutes of the regular annual meeting of July 17, 2023 was uploaded on the Lepanto website about two weeks ago. He then submitted the minutes for the consideration and approval of the stockholders.

The Chairman asked the Asst. Corporate Secretary to present the resolution for approval by the stockholders. The resolution was shown on the screen and read by the Asst. Corporate Secretary, to wit:

*RESOLVED, THAT THE STOCKHOLDERS of Lepanto Consolidated Mining Company approve the minutes of the annual meeting of stockholders held on July 17, 2023.*

The Corporate Secretary informed the body that shareholders representing 39,893,061,354 shares, or 100% of the shares present or represented at the meeting, have voted to approve the said minutes.

The Chairman thus declared that the Minutes of the Annual Meeting of the Stockholders held on July 17, 2023 have been approved.

**4. Approval of Annual Report**

The Chairman noted that the 2023 Annual Report, as part of the Information Statement, was made available to all stockholders through the Company's website.

The Chairman made his report to the stockholders, as follows:

*2023 proved to be a better year than the previous year and, in fact, a major improvement compared with the results of the past four years.*

*Our Victoria and Teresa operations produced 22,570 oz of gold and 42,767 oz of silver compared with 19,099 oz of gold and 48,669 oz of silver the previous year. Gold price averaged US \$1,945.26 versus US \$1,787.14, while silver price averaged US \$23.28 versus US \$21.69 last year. Consolidated revenues amounted to P 2.449 Billion, a 34% increase over the previous year, and our net loss dropped by 78% to P 107.5 Million from P 495 Million last year.*

*The substantial advances that have been achieved in our gold production and financials have been mainly due to our efforts over the past years to:*

- *Strictly adhere to our mine plan supported by confirmatory drilling and grade control;*
- *Upgrade of our mine and mill equipment*
- *More stringent control of our operating and capital*

expenditures; and of late the upsurge in metal prices.

We foresee better results this year, given the gold production of 8,879 oz, net revenue of P 1.12 Billion and a net income of P 15.98 Million for the first 5 months of 2024.

We started formally pursuing in late 2023 the Free and Prior Informal Content (FPIC) of the Mankayan indigenous people as a last step towards the renewal of our MPSA No. 001-90-CAR. With the generally favorable response we have received from the Community, we remain focused on obtaining the FPIC at the soonest possible time which will redound to opportunities benefitting both the Company and the Community.

It should also be mentioned that we are in dialogue with Gold Fields on the matter of the Far Southeast. As you know, their exploration work which has been completed has resulted in the estimation of an inferred mineral resource consisting of 19.8 million oz. Au and 4.45 million tons Cu. Unfortunately, the unfavorable investment climate and the pandemic put a hold on further developments. Gold Fields has been expressing their intention to terminate the Option and Shareholders' Agreement. We expect to clarify and resolve this matter in due course and we cannot comment further at this time until the matter is resolved.

I wish to take this opportunity to express our gratitude, on behalf of the Board, to an individual who since 1970 has been an indispensable part of our corporate life. He was with us through both the good and rough times, but it was during the most trying times, battling the challenging issues of the day, when he was most brilliant, most helpful, and most dependable. He has expressed his desire to retire from the board after 16 years as Director, and after serving as Corporate Secretary/Assistant Corporate Secretary for 46 years. Our beloved Woldy Fernandez, we cannot thank you enough.

We also extend our heartfelt gratitude to our stakeholders:

- For the wise counsel of our Board;
- For the resoluteness of our officers and employees;
- For the steadfastness of our suppliers and banks;

For the continued support and assistance of our legal counsels, external auditors; banks and of course the Mankayan Community and LGU with whom we share a common aspiration of a better future as we embark on our 88th year of partnership.

The Chairman then said that the stockholders may ask questions through the chat facility of Zoom.



The Asst. Corporate Secretary said that there are three questions from Mr. Andrew Yap, to wit:

1. "What is the status of the FPIC process: expected steps, where we are, and target timelines. Please update the shareholders on any major concerns or issues faced, on FPIC consent as well as the eventual renewal of

The President replied as follows:

We commenced the Free and Prior Informed Consent process last year. We have completed the field-based investigation conducted by the National Commission of Indigenous People (NCIP). We expect the next steps, such as the community assemblies and voting, to commence once the NCIP has decided on the dates for these activities.

Lepanto has been regularly updating the community on its operations and activities more so recently in light of the FPIC process. So far, the message has been well-received and the community's response is encouraging.

The timeline is something we cannot control as it will depend on the schedule of the NCIP but we are liaising closely with the agency to let them understand the urgency of the matter. We are thankful that the indigenous people of Mankayan have been cooperative and have in fact requested the NCIP to give priority to our FPIC process.

2. Please provide updates on exploration work being undertaken by the company.

The President replied that:

All exploration is focused on areas we can immediately develop and mine. We are drilling the southern extension of the Teresa veins and the upper extensions of the Felicia veins, both adjacent to Victoria, to augment our gold resources.

3. Are there any recent material / significant operational or strategic developments

We remain focused on obtaining the FPIC at the soonest possible time and turning around to profitability this year.

4. A shareholder, Ms. Zai Go, asked: "During this period of economic and political uncertainty, we've seen gold prices surge to around \$2,300 per ounce as investors seek out safe-haven assets. However, the price of Lepanto has remained relatively stagnant despite the expectation that the broader market conditions would also drive up the stock price. If the factors influencing the gold market, such as increased safe-haven demand and central bank actions, are not translating to higher Lepanto share prices, what specific catalysts or developments would be needed to trigger a significant increase in the price

of Lepanto stock? What should the investors be looking for to determine the right time to invest in or hold Lepanto stock, given the disconnect between the gold price surge and the lack of movement in Lepanto's share price?

The Chairman replied:

What we can do right now is to enhance our present operation in order to improve the production of gold and at the same time we have to pursue the advancement of the Far Southeast as quickly as possible, but again it depends on the regulatory environment and the government support.

There being no further questions, the Chairman asked the Asst. Corporate Secretary to present to the stockholders the resolution approving the Annual Report for 2023. The resolution was shown on the screen and read by the Asst. Corporate Secretary, as follows:

*RESOLVED, That the Annual Report of the Board of Directors of the Company for the calendar year ended December 31, 2023, together with the financial statements of the Company inclusive of the Consolidated Balance Sheet, the Consolidated Statement of Income and Retained Earnings and the Consolidated Statement of Cash Flow as of December 31, 2023, as audited by the Company's independent auditors, Sycip, Gorres, Velayo and Co., and their certification and notes to the financial statements be, as the same hereby are, noted and approved.*

The foregoing resolution was approved by a total of 39,893,061,354 shares or 100% of the shares present or represented at the meeting.

## **5. Election of Directors**

At the request of the Chairman, the Corporate Secretary explained the nomination and election process and the extension of the term of the independent directors, Atty. Ray C. Espinosa and Val Antonio B. Suarez.

The Corporate Secretary stated that in accordance with the Company's ByLaws, Manual on Corporate Governance and SEC Rules, the Nomination Committee has finalized the list of nominees, finding that the nominees possessed all the qualifications and none of the disqualifications to be elected as directors. They are as follows:

FELIPE U. YAP  
BRYAN U. YAP  
MARILYN V. AQUINO  
JAMES PETER ALMAAS  
DOUGLAS JOHN KIRWIN  
REGIS V. PUNO  
CLARK LAWTON S. YAP



As to the independent Directors, the Corporate Secretary said that both Ray C. Espinosa and Val Antonio B. Suarez possessed the qualifications and none of the disqualifications to be elected as director. Acting on nomination letters duly received, the Nomination Committee has approved the nominations of Atty. Ray C. Espinosa and Atty. Val Antonio B. Suarez for re-election as independent directors.

Considering that there were nine (9) Board seats to be filled, and there were only nine (9) nominees, including for two independent directors, the chairman declared all nine nominees as duly elected directors. The Chairman directed the Corporate Secretary to distribute all the votes equally among the said nominees, or 39,893,061,354 votes per nominee.

Actual votes garnered by each nominee is shown below:

Election of Directors		IN FAVOR	
		No. of Shares	%
	FELIPE U. YAP	39,893,061,354	60.12%
	BRYAN U. YAP	39,893,061,354	60.12%
	MARILYN V. AQUINO	39,893,061,354	60.12%
	JAMES PETER ALMAAS	39,893,061,354	60.12%
	RAY C. ESPINOSA	39,893,061,354	60.12%
	DOUGLAS JOHN KIRWIN	39,893,061,354	60.12%
	REGIS V. PUNO	39,893,061,354	60.12%
	CLARK LAWTON S. YAP	39,893,061,354	60.12%
	VAL ANTONIO B. SUAREZ	39,893,061,354	60.12%

The Chairman then presented to the stockholders the newly elected and the re-elected directors of the Company. He also presented to the stockholders the Company's senior officers.

6. **Re-Appointment of External Auditor**

The Chairman said that the next item on the agenda was the appointment of external auditor and that the Audit Committee and the Board of Directors have recommended that Sycip Gorres Velayo & Co. ("SGV") be re-appointed.

The Chairman asked the Asst. Corporate Secretary to present the resolution for approval by the stockholders and the votes received thereon. The resolution was shown on the screen and read by the Asst. Corporate Secretary. The Asst. Corporate Secretary advised that 39,893,061,354 shares, or 100% of the shares present or represented at the meeting had voted in favor of the re-appointment of SGV as external auditor.

The Chairman then introduced to the stockholders the SGV partners who were in attendance, namely: Jose Pepito E. Zabat III - Market Group 7 Leader; Eleanore A. Layug - Assurance Partner; Sonia D. Segovia - Tax Partner; Marc Bonnie Wong - Senior Manager; Chris Yroniel Ong - Senior Manager; Jobelyn Casim – Manager;

The Chairman also acknowledged the presence of representative from the transfer agent, the Stock Transfer Service, Inc.: Ms. Arlene Cuenta.

7. **Adjournment**

There being no further business to transact, the meeting was thereupon adjourned.

**ATTEST:**

**FELIPE U. YAP**  
Chairman of the Stockholders' Meeting

  
**ODETTE A. JAVIER**  
Secretary of the Stockholders' Meeting

DRAFT MINUTES, SUBJECT TO STOCKHOLDERS' APPROVAL AT THE 2025 ANNUAL MEETING



LCMC ANNUAL STOCKHOLDERS' MEETING  
JUNE 10, 2024

PRESENT IN PERSON

RAMON T. DIOKNO	
FELIPE U. YAP	
BRYAN SPENCER U. YAP	
MA. LOURDES B. TUASON	
RAY C. ESPINOSA	
Tota Shares in Person	<u><u>194,015,055</u></u>

PRESENT IN PROXY

A & A SECURITIES, INC.	
F. YAP SEC. INC.- A.S.	
F. YAP SECURITIES INC.	
F. YAP SECURITIES INC. A/C #CPHC-2	
F. YAP SECURITIES INC. A/C #13-19	
F. YAP SECURITIES INC. A/C #97-11	
F. YAP SECURITIES INC. A/C #97-21	
F. YAP SECURITIES INC. A/C #97-31	
F. YAP SECURITIES INC. A/C #97-31	
F. YAP SECURITIES INC. A/C #BSUY	
F. YAP SECURITIES INC. A/C #BSUY	
F. YAP SECURITIES INC. A/C #CPHC-1	
F. YAP SECURITIES INC. A/C #CPHC-3	
F. YAP SECURITIES INC. A/C #CPHC-4	
F. YAP SECURITIES INC. A/C NO. 01-12	
F. YAP SECURITIES INC. A/C NO. 20-30	
F. YAP SECURITIES INC. A/C NO. 31-42	
F. YAP SECURITIES INC. A/C NO. 43-55	
F. YAP SECURITIES INC. A/C NO. 771	
F. YAP SECURITIES INC. A/C NO. 772	
F. YAP SECURITIES INC. A/C NO. 773	
F. YAP SECURITIES INC. A/C NO. 774	
F. YAP SECURITIES INC. A/C NO. 87-EU	
F. YAP SECURITIES INC. A/C NO. 97-41	
F. YAP SECURITIES INC. A/C NO. 97-51	
F. YAP SECURITIES INC. A/C NO. PKY-89	
F. YAP SECURITIES INC. A/C NO. PKY-89	
F. YAP SECURITIES INC. A/C 521	
F. YAP SECURITIES, INC. (PCD Acct.)	
F.YAP SECURITIES INC. A/C 1411	
F.YAP SECURITIES INC.A/C 5217	
F.YAP SECURITIES INC. A/C 5218	
FELCRIS HOTELS & RESORTS	
FELCRIS REALTY INVESTMENT CORP	
FIRST METRO INVESTMENT CORPORATION	
PHILSTOCKS FINANCIAL INC	
YAP ANNABELLE	
YAP ARLENE	
YAP CASSANDRA LIANNE	
YAP CHASE LEONARD	
YAP CHRISTINE KAREN	
YAP CINDY LOUISE	
YAP CLARK LAWTON	
YAP DIANA	
YAP EMMA	
YAP PACITA K.	
Total Shares in Proxy	<u><u>39,699,046,299</u></u>