

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

Held through remote communication  
via video-conferencing  
on Monday, August 15, 2022 at 4:00 P.M.

**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.

**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 July 22 and 23, 2022 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 July 25, 2022.

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 July 5, 2022, there were 38,444,941,042 shares considered present at the meeting, or an attendance of 57.94%, and certified that there was a quorum for the business at hand.

The Corporate Secretary said that apart from the Chairman and himself, all the other members of the Board were present: the President, Mr. Bryan U. Yap; the independent directors Ray C. Espinosa and Val Antonio B. Suarez; as well as Directors Marilyn V. Aquino, Douglas J. Kirwin, Regis V. Puno, and Cresencio C. 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 August 8.

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 August 12, 2022, after the Proxy validation process, stockholders owning 38,444,941,042 shares representing 57.94% 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 2022 ANNUAL STOCKHOLDERS' MEETING**

Please be informed that the **Annual Stockholders' Meeting of Lepanto Consolidated Mining Company** will be held on **Monday, August 15, 2022 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](http://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:
  - a. Annual Stockholders' Meeting held on September 20, 2021; and
  - b. Special Stockholders' Meeting held on March 21, 2022 re: Amendment of Article VII of the Articles of Incorporation to increase the authorized capital stock from P6.64 Billion to P9.00 Billion
4. Approval of the Annual Report
5. Election of Directors
7. Appointment of External Auditor
8. Transaction of such other and further business as may properly come before the Meeting
9. Adjournment

Only stockholders of record as of July 5, 2022 are entitled to notice of, and to vote at, the Meeting. The stock and transfer book of the Company will be closed from July 5, 2022 to the close of business hours on August 15, 2022.

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 August 8, 2022 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 August 8, 2022 shall not be recorded for the Meeting.

Makati City, 11 July 2022.

  
**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 September 20, 2021 and special annual meeting of March 21, 2022 were 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. Secretary.

The Corporate Secretary informed the body that shareholders representing 38,444,941,042 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 September 20, 2021 and special stockholders' meeting on March 21, 2022 have been approved.

**4. Approval of Annual Report**

The Chairman noted that the 2021 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:

*Despite the lingering effects of Covid-19 and its variants on the conduct of business, we saw an improvement in our 2021 operations arising mainly from our continuing program of upgrading our mine and mill equipment, right-sizing of our workforce and activities, and stricter grade control (alternatively confirmatory drilling) which allowed us to mine the better grades of our deposits.*

*Our Victoria and Teresa operations produced 17,039 oz. of gold last year, compared with 13,314 oz. in 2020. Silver production also improved, from 43,007 oz. to 53,916 oz. We ended the year with consolidated revenues of ₱1.585 billion compared with ₱1.473 billion in 2020. Net loss before income tax declined from ₱1.05 billion in 2019, to ₱747.7 million in 2020 and ₱496.5 million in 2021, a 34% decline from the previous year.*

*As if coping with Covid were not enough, we are presently struggling along with the rest of the world, on the rising prices of*

*essentials, particularly oil and coal, due to the war in Ukraine. These in turn increased the costs of electricity, transportation and foodstuff among others. We continue to explore measures to lessen the impact of these rise in prices on our operations.*

*The new Administration has provided us with a renewed optimism, encouraged by pronouncements from President Ferdinand Marcos, Jr. and Finance Secretary Benjamin Diokno recognizing that mining can accelerate our country's economic recovery in the aftermath of the Covid-19 pandemic. We eagerly await specific government pronouncements on mining policies and procedures.*

*We look forward to the intensive exploration and subsequent development of what our geologists and consultants believe are extensive copper deposits. Towards that end, your Board approved earlier this year a stock rights offering so we can raise capital for our exploration, as well as settle our liabilities. We will implement this at an opportune time when the volatility in equity markets settles.*

*We are extremely grateful that we are not alone in our endeavor to grow our company and revert to profitability. We are grateful for the continuing support of our stockholders. We especially thank our fellow members of the Board, and our officers and employees, for their dedication. To be succinct, I would like to use the vernacular – Salamat sa malasakit.*

*We also thank our other stakeholders: suppliers, service providers, banks, legal counsels, external auditors, transfer agent, and partners in government for their invaluable assistance. We acknowledge the Mankayan community and LGU. We are on our 86th year of community building together and we are partners in aspiring for a better future for Lepanto.*

*We enjoin everyone to stay safe and well.*

The Chairman then said that the stockholders may ask questions through the chat facility of Zoom. There were no questions asked, and the Chairman asked the Asst. Corporate Secretary to present to the stockholders the resolution approving the Annual Report for 2021. 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, 2021, 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, 2021, 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 38,444,941,042 shares or 100% of the shares present or represented at the meeting.

**5. Election of Directors**

The Chairman stated that in compliance with the Company's ByLaws and Corporate Governance Manual, two (2) independent directors should be elected by the stockholders. 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. The Nomination Committee has also approved the nominations of the following for re-election to the Board:

FELIPE U. YAP  
BRYAN U. YAP  
MARILYN V. AQUINO  
ETHELWOLDO E. FERNANDEZ  
DOUGLAS JOHN KIRWIN  
REGIS V. PUNO  
CRESENCIO C. YAP

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 38,444,941,042 votes for each nominee.

The Secretary then advised that the Proxy submitted by Deutsche Bank AG Manila Branch indicates that not the entire 1,000 shares represented by the proxies are in favor of all nine nominees. Actual votes garnered by each nominee is shown below:

TABLE

Election of Directors	IN FAVOR	
	No. of Shares	%
FELIPE U. YAP	38,444,940,042	57.94%
BRYAN U. YAP	38,444,940,042	57.94%
MARILYN V. AQUINO	38,444,940,042	57.94%
ETHELWOLDO E. FERNANDEZ	38,444,939,042	57.94%
RAY C. ESPINOSA	38,444,939,042	57.94%
DOUGLAS JOHN KIRWIN	38,444,938,042	57.94%
REGIS V. PUNO	38,444,938,042	57.94%
CRESENCIO C. YAP	38,444,938,042	57.94%
VAL ANTONIO B. SUAREZ	38,444,938,042	57.94%

The Chairman then presented to the stockholders 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 38,444,941,042 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: Wilson P. Tan, Chairman and Managing Partner, Maria Vivian C. Ruiz, Vice Chair and Deputy Managing Partner, Martin C. Guantes, Assurance Leader, Jose Pepito E. Zabat III, Market Group 7 Leader, Editha V. Estacio, Market Group 7 Assurance Leader, Eleanore A. Layug, Assurance Partner, Sonia D. Segovia, Tax Partner, Marc Bonnie B. Wong, Senior Manager, Chris Yroniel D. Ong, Manager, and Jobelyn D. Casim, Associate Manager

The Chairman also acknowledged the presence of representatives from the transfer agent, the Stock Transfer Service, Inc.: Mr. Joel S. Cortez and Ms. Maricor Biag.

**7. Adjournment**

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

**ATTEST:**

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

**ETHELWOLDO E. FERNANDEZ**  
Secretary of the Stockholders' Meeting