

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

Held through remote communication  
via video-conferencing  
on Monday, July 17, 2023 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 June 23 and 24, 2023 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 June 26, 2023.

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 May 29, 2023, there were 39,752,105,755 shares considered present at the meeting, or an attendance of 59.91%, 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 director Ray C. Espinosa; 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 July 10, 2023.

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 July 10, 2023, after the Proxy validation process, stockholders owning 39,752,105,755 shares representing 59.91% 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 2023 ANNUAL STOCKHOLDERS' MEETING**

Please be informed that the **Annual Stockholders' Meeting of Lepanto Consolidated Mining Company** will be held on **Monday, July 17, 2023 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 held on August 15, 2022
4. Approval of the Annual Report
5. Election of Directors, including the Independent Directors and the extension of their term
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 May 29, 2023 are entitled to notice of, and to vote at, the Meeting. The stock and transfer book of the Company will be closed from May 29, 2023 to the close of business hours on July 17, 2023.

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 July 10, 2023 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 July 10, 2023 shall not be recorded for the Meeting.

Makati City, 6 June 2023.

  
**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 August 15, 2022 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. Secretary.

The Corporate Secretary informed the body that shareholders representing 39,752,105,755 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 August 15, 2022 have been approved.

**4. Approval of Annual Report**

The Chairman noted that the 2022 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:

*Our efforts over the past three years to optimize our operations through continuous upgrading of our mine and mill equipment, extensive confirmation drilling of our gold deposits, and strict grade control and mine plan implementation have slowly but steadily brought about improved results for your company.*

*We produced 19,099 oz of gold and 48,669 oz of silver compared with 17,039 oz of gold and 53,916 oz of silver last year and 13,214 oz of gold and 43,000 oz of silver in 2021.*

*Despite the steep increase in energy and commodity prices and continuing worldwide supply problems, our higher metal output and better control of our logistical requirements and costs, lowered our consolidated net loss to P 495M from P 515M in 2021 and P 751M in 2020.*

*We commenced the Free and Prior Informed Consent or FPIC process towards the end of the year to comply with the Supreme Court decision pursuant to the renewal of our MPSA No. 001-90-CAR. We are hopeful to see a positive conclusion to this process within the year.*

*Granting the completion of the FPIC process and more stable local and foreign equity markets, we intend to execute our SRO towards the end of the year which as previously disclosed, is intended to settle liabilities, finance capital expenditures and further explore our gold and copper deposits.*

*In the midst of a still difficult global scenario, we believe we have embarked on the correct path for the future of your company and look forward to the coming years with renewed optimism. This year, 2023, may be a turnaround year for us to return to modest profitability. In fact, the 1<sup>st</sup> half of this year has given us a net profit of ₱64.4 million*

*We wish to express our profound gratitude to our stockholders, the members of the board, our officers and employees, our consultants, service providers, external auditors, external counsel, stock transfer agent, regulators and other partners in government for their unwavering support.*

*Our special thanks to the Mankayan community and LGU with whom we have been sharing a home for the last 87 years along with a common hope for a better future.*

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

Responding to a query from A&A Securities sent through the chat facility of zoom, to wit: "Based on Goldfields' 2022 annual report, it appears that they are planning to dispose of Far Southeast (FSE) due to a significant impairment. Could you please share the status of the matter. Can you provide a timeline for the commercial production of FSE ore body?", the President replied that the matter was still under discussion. There is yet no timeline for the commercial production of the FSE.

There being no further questions, the Chairman asked the Asst. Corporate Secretary to present to the stockholders the resolution approving the Annual Report for 2022. 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, 2022, 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, 2022, 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 39,752,105,755 shares or 100% of the shares present or represented at the meeting.

**5. Election of Directors, including the Independent Directors and the extension of their term**

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, Attys. 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  
ETHELWOLDO E. FERNANDEZ  
DOUGLAS JOHN KIRWIN  
REGIS V. PUNO  
CRESENCIO C. 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 directors, but they had reached the maximum term allowed under SEC Memorandum Circular No. 19, Series of 2016.

The stockholders approved during the annual meeting on September 20, 2021 the extension of their term for another two years, or until this year, pursuant to SEC Memorandum Circular No. 4, Series of 2017. The Board of Directors is recommending to the stockholders another two-year extension of their term for the following reasons:

1. Mining is a complex industry and the management of a mining enterprise requires an understanding of its manifold aspects, its various phases, the factors that determine its success, and the numerous national and local laws and regulations that control its operation.

2. Attys. Espinosa and Suarez are not only well respected business executives, but in the course of their long exposure to the mining industry as directors of Lepanto, have acquired an acute understanding of the varied workings of the industry and have provided invaluable insights and counsel to the company; and

3. They would be particularly helpful as the Company moves towards the optimal utilization of its varied resources.

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 39,752,105,755 votes per nominee.

Actual votes garnered by each nominee is shown below:

Election of Directors	IN FAVOR	
	No. of Shares	%
FELIPE U. YAP	39,752,105,755	59.91%
BRYAN U. YAP	39,752,105,755	59.91%
MARILYN V. AQUINO	39,752,105,755	59.91%
ETHELWOLDO E. FERNANDEZ	39,752,105,755	59.91%
RAY C. ESPINOSA	39,752,105,755	59.91%
DOUGLAS JOHN KIRWIN	39,752,105,755	59.91%
REGIS V. PUNO	39,752,105,755	59.91%
CRESENCIO C. YAP	39,752,105,755	59.91%
VAL ANTONIO B. SUAREZ	39,752,105,755	59.91%

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 39,752,105,755 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 Country 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