



Republic of the Philippines  
**Securities and Exchange Commission**

EDSA, Greenhills, Mandaluyong  
Metro-Manila

S.E.C. Reg. No. A1996-02982

**CERTIFICATE OF FILING**

OF

**AMENDED ARTICLES OF INCORPORATION**

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

AUSTRALASIAN PHILIPPINES MINING, INC.  
(Amending Article VII thereof)

copy annexed, adopted on May 13, 19 97 by a majority vote of the Board of Directors and the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by this Office on the 3rd day of October nineteen hundred and ninety-seven, pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached to the other papers pertaining to said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong, Metro-Manila, Philippines, this 3rd day of October, in the year of our Lord nineteen hundred and ninety-seven



*Sonia M. Ballo*

SONIA M. BALLO  
Director  
Corporate and Legal Department

ARTICLES OF INCORPORATION  
OF  
AUSTRALASIAN PHILIPPINES MINING, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, majority of whom are residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be-

"AUSTRALASIAN PHILIPPINES MINING, INC."

SECOND: That the purpose for which the said Corporation is formed is:

Primary Purpose

To render exploration and other related services as well as all aspects of technical, and management services to individuals, partnerships, associations and corporations engaged in mining or, in any manner, in the acquisition, conveyance, storage, marketing, processing, refining and distribution of minerals; to extend financial assistance to local mining enterprises or corporations; to extend financial assistance to local mineral exploration enterprises and mineral tenement owners through service contracts without engaging in financing activity as defined in Republic Act No. 5980 and to provide technical and managerial services in the execution of such exploration activities as prospecting, geo-technical surveying, drilling, boring, tunneling, bulk sampling, metallurgical testing and other studies in evaluating the development potential of metal and mineral deposits of all kinds; to acquire an interest in such enterprise or corporation to the extent allowed by law, to enter into contracts with local mineral tenement owners, mineral exploration enterprises in connection with the above activities and to enter into agreements with the President of the Philippines or other agencies of the Philippine government to provide financial assistance for large scale exploration, development and utilization of minerals, petroleum and other mineral oils pursuant to the provisions of Republic Act no. 7942 otherwise known as the "Philippine Mining Act of 1995" and its amendments, if any.



### Secondary Purposes

In furtherance of its primary purpose, the Corporation shall have the following incidental powers:

- a) To acquire by purchase, lease, or contract allowed by law, any and all real and personal properties of every kind and description whatsoever which the Corporation may deem necessary or appropriate in which the Corporation may lawfully engage, and to own, hold, operate, improve, develop, manage, grant, lease, sell, exchange or otherwise dispose of the whole or any part thereof without, however, engaging in the subdivision business;
- b) To borrow or raise money for any of the purposes of the Corporation, and from time to time subject to the limitations of the law, to draw, make, accept, endorse, transfer, assign, execute and issue promissory notes, drafts, bill of exchange, warrants, bonds, debentures and other negotiable and transferable instruments and evidence of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage or pledge all or any part of the property or assets at any time held or owned by the Corporation on such terms and conditions as the Board of Directors of the Corporation or its duly authorized officers or agents shall determine and as may be permitted by law;
- c) Insofar as may be permitted by law, to purchase, or otherwise acquire the stocks, bonds or other securities or evidence of indebtedness of any other corporation, association, firm or entity, domestic or foreign, and to issue in exchange thereof in cash, or otherwise; to hold or own, use, sell, deal in, dispose of, and turn to account any such stocks, bonds or other securities, and while the owner or holder thereof, to exercise all the rights and powers of ownership, including the right to vote thereon for any purpose;
- d) Insofar as may be permitted by law, to do any acts or things necessary or useful for the protection, development, improvement or operation of any person, corporation, association, firm or entity in or with which the Corporation has any interest of any kind, whether as stockholder or manager;
- e) To purchase, hold cancel, reissue, sell, exchange, transfer or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine; provided that the Corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital stocks, except to the extent permitted by law;
- f) To merge, consolidate, combine or amalgamate with any corporation, firm, association or entity heretofore or hereafter created in such manner as may be permitted by law;
- g) To acquire, take over, hold and control all or any part of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm, association or

corporation, whether domestic or foreign, and whether as a going concern or not engaging in or previously engaged in a business which the Corporation is or may become authorized to carry on or which may be appropriate or suitable for the purpose of the Corporation, and to pay for the same in cash or in stocks, bonds or securities of the Corporation or otherwise, and to hold, manage, operate, conduct and dispose of, in any manner, the whole or part of any such acquisitions, and to exercise all the powers necessary or convenient for the conduct and management thereof;

- h) Within the limits prescribed by law, to organize or cause to be organized under the laws of the Republic of the Philippines or any other state, territory, nation, province or government, corporations, associations, firms or entities for the purpose of accomplishing any or all of the objects for which the Corporation is organized; to dissolve, wind up, liquidate, merge, consolidate, combine or amalgamate with any such corporation or corporations, association, firms or entities, or to cause the same to be dissolved, wound up, liquidated, merged, consolidated, combined or amalgamated;
- i) To carry out the above-mentioned purpose as principal, agent, factor, licensee, concessionaire, contractor or otherwise either alone or in conjunction with any other person, firm, association, corporation or entity, whether domestic or foreign;
- j) To enter into contracts and arrangements of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, government or dependency thereof, to obtain from any government or authority any rights, privileges, contracts and concessions which the Corporation may deem desirable to obtain, and to carry out, perform or comply with such contracts, or arrangements and exercise any such rights, privileges and concessions; and
- k) To do and perform all acts and things necessary, suitable or proper for the accomplishment of the purpose hereinabove stated or which shall at anytime appear conducive to the protection or benefit of the Corporation, including the exercise of the powers, authorities and attributes conferred upon corporations organized under the laws of the Republic or the Philippines in general and upon domestic corporations of like nature in particular.

THIRD: That the place where the principal office of the Corporation is to be established or located is in Metro Manila, Philippines.

FOURTH: That the term for which said Corporation is to exist is FIFTY (50) years from and after the date of incorporation.



FIFTH: That the names, nationalities and residence of the incorporators of said Corporation are as follows:

Name	Nationality	Residence
Marianne M. Manzanas	Filipino	3318 Apitong Street, Paranaque, Metro Manila, Philippines
Ethelwoldo E. Fernandez	Filipino	No. 9, 7th Street, Beverly Hills Subdivision, Taytay Rizal, Philippines
Simeon Ken R. Ferrer	Filipino	29 La Maison Townhomes Katipunan Avenue, Quezon City, Philippines
Jocelyn Sanchez-Salazar	Filipino	19 Mahabagin Street, Teacher's Village, Quezon City, Philippines
Marizel Gacutan	Filipino	No. 8 Amelita Street, BF Homes, Almanza, Las Pinas, Metro Manila, Philippines

SIXTH: That the number of directors of said Corporation shall be FIVE (5) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

Name	Nationality	Residence
Marianne M. Manzanas	Filipino	3318 Apitong Street, Paranaque, Metro Manila, Philippines
Ethelwoldo E. Fernandez	Filipino	No. 9, 7th Street, Beverly Hills Subdivision, Taytay Rizal, Philippines
Simeon Ken R. Ferrer	Filipino	29 La Maison Townhomes Katipunan Avenue, Quezon City, Philippines
Jocelyn Sanchez-Salazar	Filipino	19 Mahabagin Street, Teacher's Village, Quezon City, Philippines
Marizel Gacutan	Filipino	No. 8 Amelita Street, BF Homes, Almanza, Las Pinas, Metro Manila, Philippines

\* SEVENTH: That the authorized capital stock of said Corporation is PESOS ONE HUNDRED FIVE MILLION FIVE HUNDRED THOUSAND (P105,500,000.00) Philippine Currency, and said capital stock is divided into ONE MILLION FIFTY-FIVE THOUSAND (1,055,000) shares with a par value of ONE HUNDRED PESOS (P100.00) each.

EIGHTH: That the amount of said capital stock which as been actually subscribed is THIRTEEN MILLION TWO HUNDRED FIFTY THOUSAND & 00/100 (P13,250,000.00) Philippine Currency and the following, persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

Name	No. of Shares Subscribed	Amount of Shares Subscribed
Marianne M. Manzanias	1	P 100.00
Ethelwoldo E. Fernandez	1	100.00
Simeon Ken R. Ferrer	1	100.00
Jocelyn Sanchez-Salazar	1	100.00
Marizel Gacutan	1	100.00
Climax Mining Limited	<u>132,495</u>	<u>13,249,500.00</u>
TOTAL	<u>132,500</u>	<u>P13,250,000.00</u>

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

Name	Nationality	Amount Paid
Marianne M. Manzanias	Filipino	P 100.00
Ethelwoldo E. Fernandez	Filipino	100.00
Simeon Ken R. Ferrer	Filipino	100.00
Jocelyn Sanchez-Salazar	Filipino	100.00
Marizel Gacutan	Filipino	100.00
Climax Mining Limited	Australian	<u>13,249,500.00</u>
TOTAL		<u>P13,250,000.00</u>

TENTH: That Mr. Simeon Ken R. Ferrer has been elected by the subscribers as Treasurer-in-Trust of the Corporation to act as such until his successor is duly elected and shall have qualified in accordance with the By-Laws; and that, as such Treasurer, he has been authorized to receive for the Corporation, and to issue in its name receipts for, all subscriptions paid by the subscribers.

\* Approved and amended by the Board of Directors and Stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation in its meetings both held on May 13, 1997.

IN WITNESS WHEREOF, we have Hereunto set our hands this 11th day of July 1996 at Makati, Metro Manila, Philippines.

(Sgd.) MARIANNE M. MANZANAS  
TIN: 131-272-167

(Sgd.) ETHELWOLDO E. FERNANDEZ  
TIN: 106-169-268

(Sgd.) SIMEON KEN R. FERRER  
TIN: 116-283-788

(Sgd.) JOCELYN SANCHEZ-SALAZAR  
TIN: 116-284-099

(Sgd.) MARIZEL GACUTAN  
TIN: 173-119-836

Witnesses: (Sgd.) Noemi M. Tuano (Sgd.) Concepcion D. Quintero

#### ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES )  
CITY OF MAKATI )s.s.

BEFORE ME, a Notary Public in and for the City of Makati, personally appeared the following persons and presenting their respective Community Tax Certificates, to wit:

Name	CTC No.	Date/Place of Issue
Marianne M Manzanias	14239312-D	2-29-96; Makati, Philippines
Ethelwoldo E. Fernandez	12174899-C	2-14-96; Makati, Philippines
Simeon Ken R. Ferrer	12174910-C	2-14-96; Makati, Philippines
Jocelyn Sanchez-Salazar	12174895-C	2-14-96; Makati, Philippines
Marizel Gacutan	12174916-C	2-14-96; Makati, Philippines

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

The above-mentioned persons, together with their two (2) instrumental witnesses, have affixed their respective signatures on each and every page of the aforesaid document including this page whereon the Acknowledgment is found, consisting of Six (6) pages.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first abovewritten.

Doc. No.: 112  
Page No.: 24  
Book No.: IV  
Series of 1996.

(Sgd.) Zayber John B. Protacio  
Notary Public  
Until December 31, 1997  
PTR #0308525 / 1-18-96  
Makati, Metro Manila



DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority members of the Board of Directors of AUSTRALASIAN PHILIPPINES MINING, INC. (the "Corporation"), hereby certify that the Articles of Incorporation of the Corporation was amended by an affirmative vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held for that purpose at the principal office the Corporation on May 13, 1997.

The amendment was likewise approved by majority of the directors and the secretary at a meeting held at Makati City, Philippines on May 13, 1997.



**Christopher J. Stephenson**  
Director  
Passport #E7515445  
Issued on Mar 10 97 in Sydney



**Ethelwoldo E. Fernandez**  
Director  
Comm. Tax Cert. #1908488D  
Issued on Feb 5 97 in Makati



**Simeon Ken R. Ferrer**  
Director  
Comm. Tax Cert. #1908466D  
Issued on Feb 5 97 in Makati

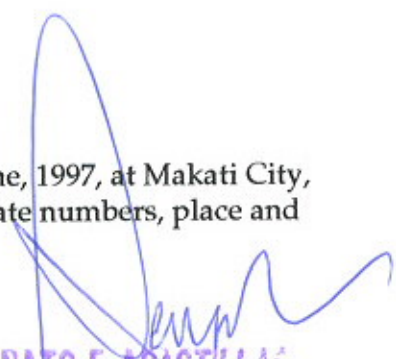
**Countersigned:**



**Jocelyn Sanchez-Salazar**  
Corporate Secretary  
Comm. Tax Cert. #1908473D  
Issued on Feb 5 97 in Makati

SUBSCRIBED AND SWORN to before me this 20th day of June, 1997, at Makati City, affiants exhibited to me their passport/community tax certificate numbers, place and date issued indicated below their signatures.

Doc. No. 189 ;  
Page No. 39 ;  
Book No. XI ;  
Series of 1997.



**RENATO E. ABASTILLAS**  
NOTARY PUBLIC  
UNTIL DEC. 31/1998  
PTR NO. 2141736 S. MAKATI 1-2-97  
IBP NO. 424685 Q.C. 1-2-97



**COMPANY DATA MAINTENANCE FORM**  
GENERAL / BUSINESS / COMPANY RELATIONSHIP INFORMATION  
(FOR DOMESTIC COMPANIES ONLY)

SEC NUMBER / **A1996-02982**

FOR SEC TO PROVIDE: MAINTENANCE NO. /

TRANSACTION DATE /

**FILL-UP INSTRUCTIONS** -- Type or print legibly. Light shaded boxes are to be filled up by the SEC. Check appropriate boxes. FILL UP ONLY THOSE ITEMS FOR WHICH AMENDMENTS OR CHANGES ARE TO BE MADE. Refer to the back of this page for additional instructions.

CURRENT COMPANY NAME (This must always be provided)

**AUSTRALASIAN PHILIPPINES MINING, INC.**

RESERVATION NUMBER

NEW COMPANY NAME

N/A

**GENERAL INFORMATION**

COMPANY TYPE: ☐ 1 DS - DOMESTIC STOCK ☐ 1 DU - DOMESTIC NON-STOCK ☐ 1 DP - DOMESTIC PARTNERSHIP ☐ 1 CH - CHANGE FROM STOCK TO NON-STOCK ☐ 1 CS - CHANGE IN PRIMARY PURPOSE ☐ 1 YES ☐ 1 NO

PRINCIPAL OFFICE ADDRESS

**c/o 3rd Floor, Sycip Law-All Asia Building, 105 Paseo de Roxas, Makati**

AREA CODE

POSTAL CODE

TEL. NO.

8923650

FAX NO

8167669

BUSINESS OFFICE ADDRESS

same as above

AREA CODE

POSTAL CODE

TEL. NO.

FAX NO

**BUSINESS INFORMATION**

PARTNERSHIP TYPE: ☐ 1 L - LIMITED ☐ 1 E - FIA EXPORT ☐ 1 H - FIA HOLDING ☐ 1 F - FINANCIAL INSTITUTION ☐ 1 G - GENERAL ☐ 1 D - FIA DOMESTIC ☐ 1 S - SUBIC REGISTERED ☐ 1 R - FIA REPRESENTATIVE OFF ☐ 1 Z - EPZA-REGISTERED ☐ 1 B - BOL-REGISTERED

INDUSTRY CODE

50 YEARS

TERM OF EXISTENCE

END DATE OF EXISTENCE

FISCAL YEAR END (MM/DD)

June 30

NUMBER OF DIRECTORS (if stock co.)

5

TRUSTEES (if non-stock co.)

N/A

PARTNERS (if partnership)

N/A

STOCKHOLDERS (if stock co.)

6

TYPE OF NON-STOCK CORPORATION (Refer to back of page for the classifications)

TOTAL CONTRIBUTION (of non-stock companies)

% OF FOREIGN MEMBERSHIP (of non-stock companies)

N/A

TOTAL CONTRIBUTION (of domestic partnership)

N/A

COMPANY RELATIONSHIP

RELATIONSHIP TYPE: ☐ M - DISSOLVED COMPANY (if due to merger) ☐ S - PARENT COMPANY (if registrant is a subsidiary) ☐ O - OTHERS

(RELN TYPE)

V - DISSOLVED COMPANY (if change in company type)

A - AFFILIATE (of registrant)

N/A

MAIN IND. TYPE: ☐ S ☐ A1996-03002

COMPANY NAME: **Australasian Philippines Holdings, Inc.**

SEC NUMBER

COMPANY NAME

START DATE: **July 25, 1996**

END DATE

MAIN IND. - A (NEW), E (UPDATE EXISTING), O (DELETE) RELATIONSHIP

INDICATE START (if NEW) OR END DATE OF RELATIONSHIP

CERTIFIED CORRECT:

**MARIANNE M. MANAYANAS**

POSITION: **Accountant**

DATE: **July 25, 1997**

PROCESSING ATTORNEY:

DATA CONTROL CLERK:

DATE ENCODED BY:

DATE ENCODED:

DATE REVIEWED:

DATE REVIEWED:

DATE REVIEWED:

DATE ENCODED:



**COMPANY DATA MAINTENANCE FORM**  
**CHANGES IN CAPITAL STRUCTURE**  
 (FOR DOMESTIC STOCK CORPORATION ONLY)

SEC NUMBER : A1996-02982FOR SEC TO PROVIDE : MAINTENANCE NO. : 11111111TRANSACTION DATE : 11111111PAGE 3 OF 3

FILL UP INSTRUCTIONS : Type or print legibly. Light shaded boxes are to be filled up by the SEC. Refer to the back of this page for additional instructions.

COMPANY NAME

**AUSTRALASIAN PHILIPPINES MINING, INC.****CHANGE IN PAID-UP CAPITAL BY ASSET TYPE**

ASSET TYPE	C - CASH	P - PROPERTY	L - OFFSET OF LIABILITY	S - STOCK DIVIDEND	M - MERGER	O - OTHERS	TOTAL
PREVIOUS BALANCE	P 13,250,000.00	P	P	P	P	P	P 13,250,000.00
INCREASE (DECREASE)	13,875,000.00						13,875,000.00
CURRENT BALANCE	P 27,125,000.00	P	P	P	P	P	P 27,125,000.00

**INCREASE (DECREASE) IN FOREIGN EQUITY BREAKDOWN (Summarize by nationality the capital subscribed and paid for by foreign stockholders -- i.e., grouped by individuals and companies.)**

NATIONALITY CODE

TOTAL FOREIGN EQUITY

NATIONALITY DESCRIPTION	Dutch	Australian		
SUBSCRIBED CAPITAL				
PREVIOUS BALANCE	P 13,249,500.00	P 300.00	P	P 13,249,800.00
INCREASE (DECREASE) OF --				
INDIVIDUALS	-	-		-
COMPANY (IES)	13,875,000.00	-		13,875,000.00
TOTAL INCREASE (DECREASE)	13,875,000.00	-		13,875,000.00
NEW BALANCE	P 27,124,500.00	P 300.00	P	P 27,124,800.00

**PAID-UP CAPITAL OF --**

PREVIOUS BALANCE	P 13,249,500.00	P 300.00	P 13,249,800.00
INCREASE (DECREASE) OF --			

INDIVIDUALS	-		
COMPANY (IES)	13,875,000.00		13,875,000.00
TOTAL INCREASE (DECREASE)	13,875,000.00		13,875,000.00
NEW BALANCE	P 27,124,500.00	P 300.00	P 27,124,800.00

**PERCENTAGE OF FOREIGN EQUITY : 99.9%**

CERTIFIED CORRECT :

MARIANNE M. MANZANAS

POSITION : Accountant

DATE : Jul 25, 1997

PROCESSING ATTORNEY :

(Signature over printed name)

DATA CONTROL CLERK :

DATA ENCODER :

DATE REVIEWED :

DATE REVIEWED :

DATE REVIEWED :

DATE ENCODED :



PAGE 2 OF 3

TRANSACTION DATE : / / : / /

FOR SEC TO PROVIDE: MAINTENANCE NO.: / / / / /

SEC NUMBER: A19996702982

Use Check appropriate boxes, where applicable:

FILL-UP INSTRUCTIONS : Type or print legibly. Light-shaded boxes are to be filled up by the filer.

For the P.N. FIN and With Paid in Surplus columns, select the appropriate

PAR / NO PAR VALUE INDICATOR (P.N)	P -- PAR	N -- NO
FILIPINO / FOREIGN-OWNED INDICATOR (F.N)	F -- FILIPINO	N -- NO
WITH PAID-IN SURPLUS ?	Y -- YES	N -- NO

PAR / NO PAR VALUE INDICATOR (P.N)	: P -- PAR	N -- NO PAR
FILIPINO / FOREIGN-OWNED INDICATOR (F.N)	: F -- FILIPINO	N -- FOREIGN-OWNED
WITH PAID-IN SURPLUS ?	: Y -- YES	N -- NO

COMPANY NAME

AUSTRALASIAN PHILIPPINES MINING, INC.

	STOCK RETIREMENT	EQUITY RESTRUCTURING	MERGER	STOCK DIVIDENDS	ASSIGNMENT IN AUTHORIZED CAPITAL	REDEMPTION FROM SCIENTIFIC RECOGNITION
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**AUTHORIZED CAPITAL**

TYPE OF SHARE	CODE	P/N	INCREASE (DECREASE) IN PAR VALUE / PAR VALUE (ADJUSTED)	PRESENT NUMBER OF SHARES / INCREASE (DECREASE) IN NUMBER OF SHARES		PRESENT BALANCE	INCREASE (DECREASE) IN AMOUNT	BALANCE AS INCREASED (DECREASED)	2008
BALANCE FORWARDED									
Common			P 100.00		500,000	P 50,000,000.00	P 55,500,000.00	P 105,500,000.00	1
		P	P 100.00		555,000				2
									3
									4
									5
									6
SUBI TOTAL				P 100.00	1,055,000	P 50,000,000.00	P 55,500,000.00	P 105,500,000.00	

## PAID-UP CAPITAL

TYPE OF SHARE	CODE	F/ N	INCREASE (DECREASE) IN NUMBER OF SHARES	PRESENT SUBSCRIBED BALANCE	INCREASE (DECREASE) IN AMOUNT	SUBSCRIBED BALANCE AS INCREASED (DECREASED)	INCREASE (DECREASE) IN AMOUNT	WITH PAID- IN ?
BALANCE FORWARDED								
Common			138,750	P 13,250,000.00	P 13,875,000.00	P 27,125,000.00	P 13,875,000.00	N
(SUB) TOTAL			138,750	P 13,250,000.00	P 13,875,000.00	P 27,125,000.00	P 13,875,000.00	N