



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY-REG. NO. 30185

**CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

**DIZON COPPER-SILVER MINES, INC.**

[Amending Articles III & VII thereof.]

copy annexed, adopted on March 06, 2012 by majority vote of the Board of Directors and on May 30, 2012 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 14 day of August, Twenty Twelve.

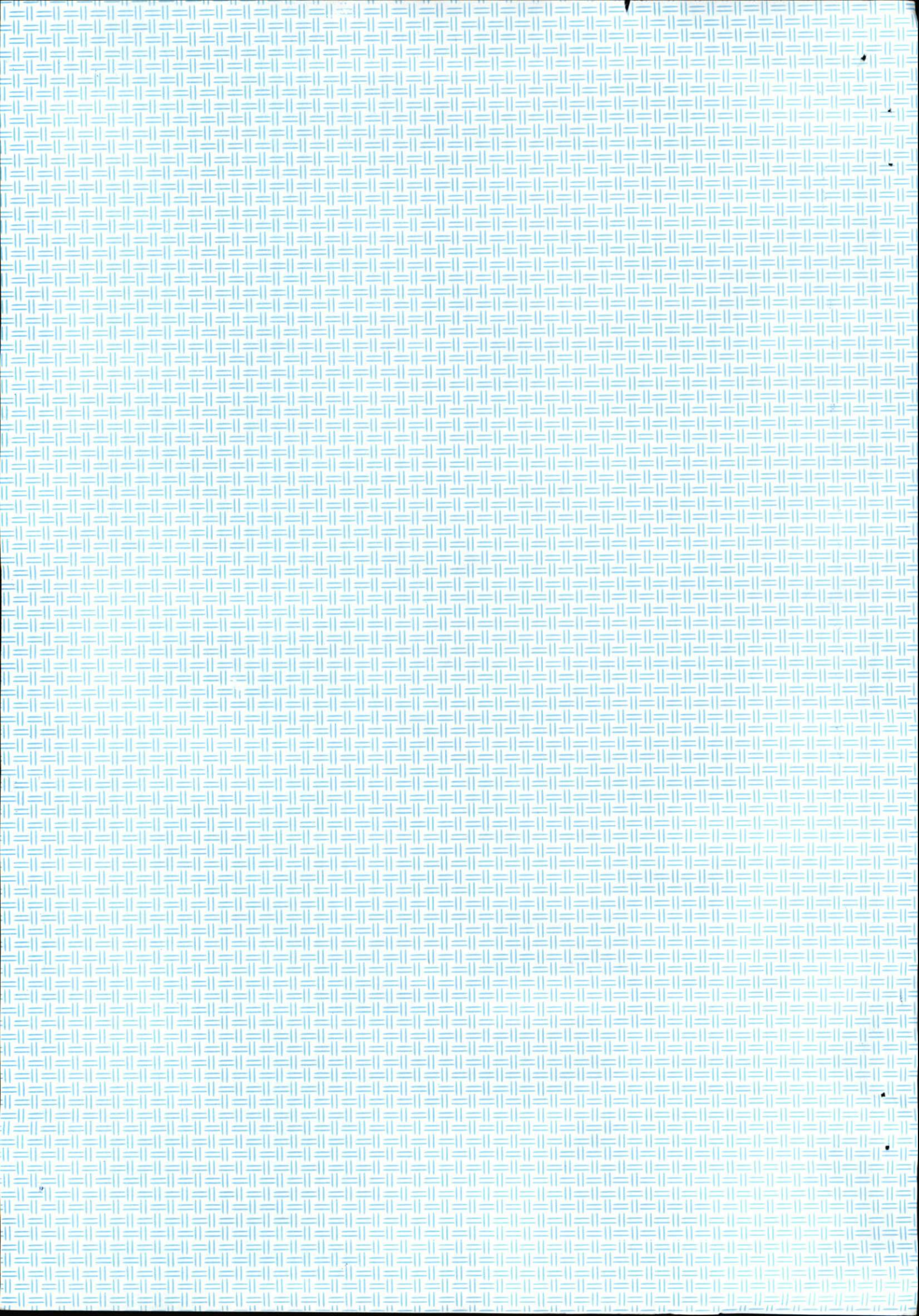
  
BENITO A. CATARAN

Director

Company Registration and Monitoring Department









Mr. Suber

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# COVER SHEET

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S.E.C. Registration Number

D	I	Z	O	N	C	O	P	P	E	R	S	I	L	V	E	R	M	I	N	E	S	,	I	N	C

(Company's Full Name)

G	T	H	F	L	O	O	R	,	S	U	N	P	L	A	Z	A	C	E	N	T	R	E	,		
S	H	A	W	B	L	V	D	.	B	G	X	W	A	C	K	W	A	C	K	,	M	A	N	D	.

(Business address: No. Street City / Town / Province)

A	T	T	F	R	A	N	C	I	S	G	A	S	T	I	O
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8	2	3	1	1	9	2
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Contact Person

Company Telephone Number

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Month Day

FORM TYPE

Month Day

Fiscal Year

Annual Meeting

AMENDED-AI/BL

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

Top be accomplished by SEC Personnel concerned

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Cashier

STAMPS											
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**AMENDED ARTICLES OF INCORPORATION  
OF DIZON COPPER-SILVER MINES, INC.**

KNOW ALL MEN BY THESE PRESENTS

That we, all of whom are of legal age, residents and citizens 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 said corporation shall be DIZON COPPER-SILVER MINES, INC.

SECOND: - That the purposes for which said corporation is formed are:

**PRIMARY PURPOSE**

That the purpose or object for which said corporation is formed is to acquire, purchase, lease, hold, work and operate mines, mining claims, grounds or lodes in the Philippines or other countries; to mine, quarry, work and develop mining grounds, claims or lodes, mining and mineral rights; to crush concentrate, smelt, refine, dress, amalgamate and prepare for market ores, metals and mineral substances of all kinds, and do all other acts and things necessary or conducive to the company's objects, including the erection or buildings or works, and the installing of machinery and appliances or every description whenever required; to mortgage any mining grounds, claims or lodes, mining and mineral rights, or other property belonging to said company and to issue bonds of the company whenever it may be determined to do so.

**SECONDARY PURPOSE**

To purchase, acquire by lease, license, or otherwise mining grounds, claims or lodes, mining and mineral rights, concession or grants, or any interest therein, and to obtain patents, leasehold rights therefore when desirable;

To construct, carry out, maintain, improve, equip, manage, control or superintend any roads, ways, private railways, private tramways, bridges, reservoirs, water courses, aqueducts, wharves, piers, docks, bulkheads, furnaces, mills crushing, concentrating and smelting works, hydraulic works, factories, dwelling houses and warehouses; to purchase vessels or other means of transportation except railroads other than private railroads, and equip and operate the same as required for the uses and purposes of the company, and also to do any other acts and things relating to mining.





To carry on the business of establishing a Sanitary landfill, to transport and receive the solid waste from Metro Manila, cities, neighboring municipalities and other entities. To invest its funds in the construction, development of the infrastructure, transport facilities necessary or required to attain its objective. To do all acts or things which are calculated directly or indirectly related in order to promote the interest of the corporation or enhance the value of its property.

To act as agent, manager, factor, representative or broker for any person, firm or corporation, domestic or foreign upon commission or otherwise, and to undertake and perform subcontracts, and also to act in any of the business of the corporation through or by any means of agents, brokers, subcontractors or others and for this purpose, to buy, sell, import, export and generally deal in coal, ores and minerals, plants, machinery, drill tools, implements, groceries, provisions, clothing, boots and shoes, furnishing articles, hardware, wooden and metallic ware, with all other articles and things in any way wise required or capable of being used in connection with mining operations and to make and manufacture such articles when required;

To purchase, acquire, hold, convey, sell, rent, mortgage, encumber or otherwise deal in such real and personal property in any part of the Philippines, or elsewhere, as the purposes for which the corporation is formed may permit and as may be convenient or necessary for the transaction of the lawful business of the corporation.

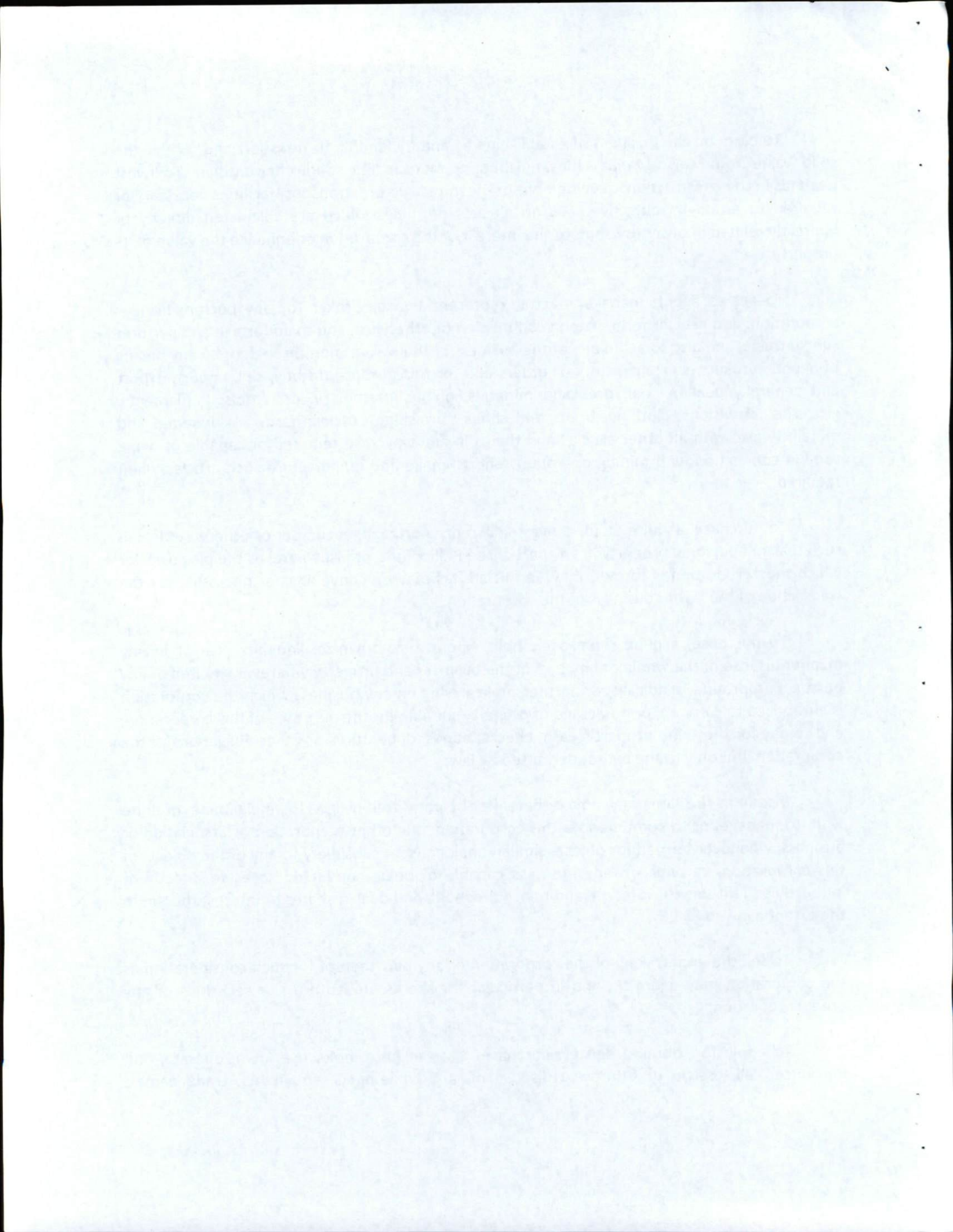
To purchase, acquire, take over, hold, operate, re-organize, liquidate, sell or in any manner dispose of the whole or any part of the business and property wherever situated of any person, corporation, syndicate, or partnership, carrying on any business which the corporation is authorized to carry on, or possessed of property suitable for the purposes of this corporation, and to pay for the same property, cash, checks, bonds, debentures or other obligations of the corporation, but only to the extent permitted by law;

Insofar as the same may now or hereafter be permitted by law, to amalgamate, or unite with, to manage, or to combine into this corporation, any other corporation or association or business, whenever formed for objects similar, analogous, or subsidiary to any of the objects of this corporation, carrying on any business capable of being conducted so as to directly or indirectly benefit this corporation, and to acquire, hold, and deal in shares or interest therein to the extent allowed by law;

To sell the undertaking of the corporation or any part thereof for such consideration as the corporation may deem fit, and in particular for shares, debentures, or securities of any other corporation.

To apply for, obtain, register, purchase, lease acquire, hold, use, own, operate, and introduce, sell, assign, or otherwise dispose of, any trademarks, copyrights, trade names,







patents rights, licenses and privileges, inventions, formulas, processes and the like, or any such property or rights.

To borrow or raise money for any of the purposes of the corporation, and in pursuance thereof to make, accept, endorse and issue any instruments and evidences of indebtedness of whatsoever nature and to execute any pledge, mortgage, deed of trust, or issue debentures, bonds, letters of hypothecation, or liens or obligations of the corporation, either at par or premium secured by all or any part of the undertakings, revenues, rights and properties of the corporation, and to exchange or vary from time to time any such security.

Without in any manner limiting the power of the corporation it is hereby expressly declared and provided that the corporation shall have the power to make and perform contracts of any and all kinds and description with any person, firm or corporation, whether public or private, without limit as to amount, and particularly, but not by way of limitation, to make and perform contracts creating rights, easements, and other privileges respecting any of the property, real or personal, of any kind owned by the corporation; to have one or more branch offices outside of the Philippines, and to conduct its business and exercise its powers in any part of the Philippines, in any other country; and in carrying on its business and in order to attain or further its purpose, objects or powers, to do any and all other acts and things and to exercise any and all other powers which a juridical person could do and exercise and which now or hereafter may be permitted by law; and

To do all such other things as are incidental or conducive to the attainment of the above purpose and objects or any of them, or which may be conveniently carried on and done in connection therewith, or which may be calculated directly or indirectly to enhance the value of or render profitable any business or property.

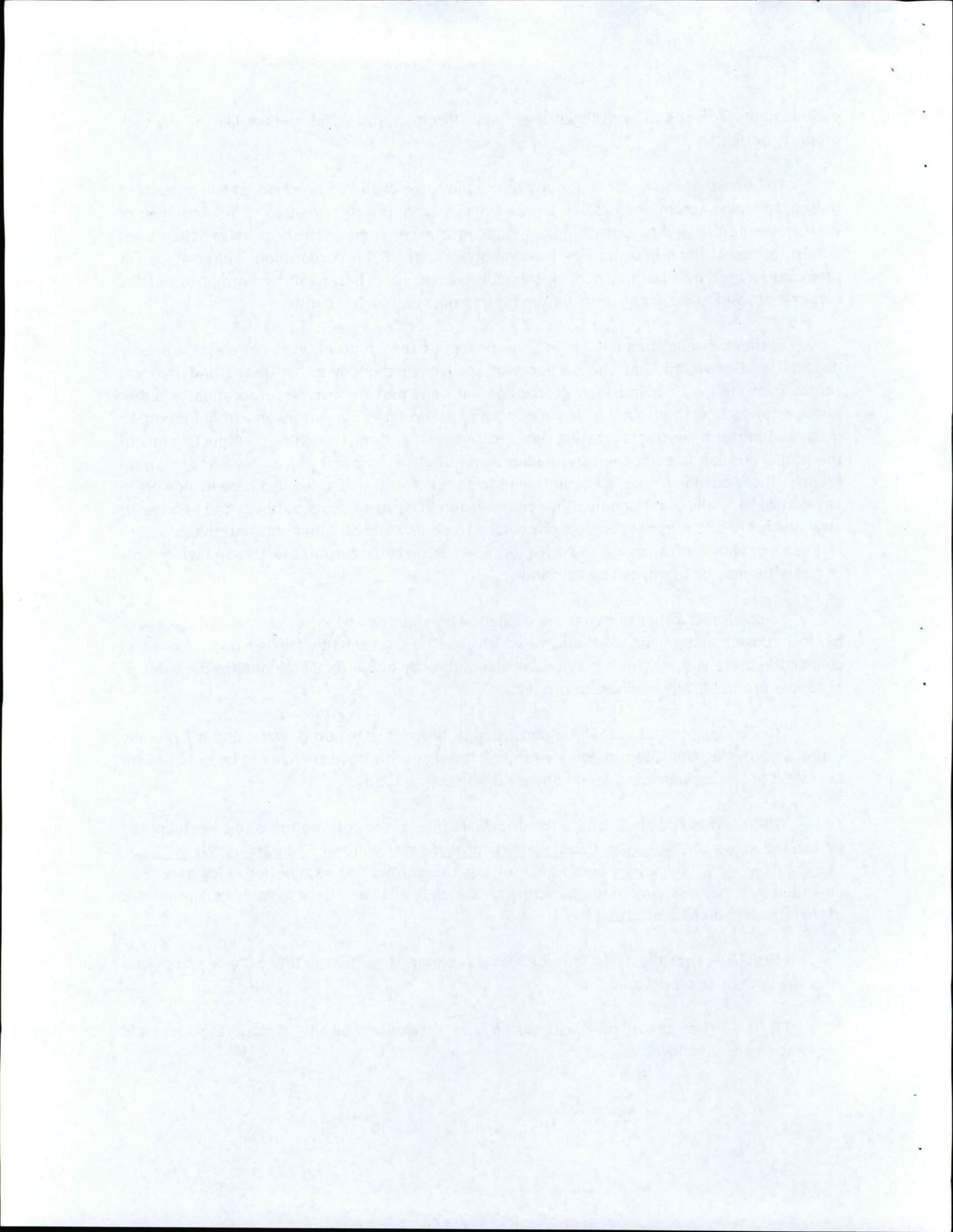
The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation.

THIRD – That the place where the principal office of the corporation is to be established or located is at the 6th Floor, Sun Plaza Centre, Shaw Boulevard, Barangay Wack Wack, Mandaluyong City, Philippines and branch offices thereof may be established elsewhere. ( As amended by a majority vote of the Directors on March 6, 2012 and by at least 2/3 majority vote of shareholders on May 30, 2012.)

FOURTH – That the term for which said program is to exist is fifty 50 years from and after the date of incorporation.

FIFTH – That the names, citizenship and residences of the incorporators of said corporation are as follows:







<u>NAME</u>	<u>NATIONALITY</u>	<u>RESIDENCE</u>
1. Celestino M. Dizon	Filipino	1337 Tayabas, Sta. Cruz, Manila
2. Dr. Ricardo Reyes	Filipino	183 Banawe St., Quezon City
3. Dr. Luis D. Dizon	Filipino	1337 Tayabas, Sta. Cruz, Manila
4. Fortunata D. Vitug	Filipino	1337 Tayabas, Sta. Cruz, Manila
5. Tomas D. Dizon	Filipino	1337 Tayabas, Sta. Cruz, Manila
6. Juvencio D. Dizon	Filipino	1337 Tayabas, Sta. Cruz, Manila
7. Maria D. Dizon	Filipino	1337 Tayabas, Sta. Cruz, Manila
8. Lourdes D. Dizon	Filipino	1337 Tayabas, Sta. Cruz, Manila
9. Danilo D. Feliciano	Filipino	2019 Kusang Loob, Sta. Cruz, Manila
10. Engr. Bernardo Cuesta	Filipino	Baguio City
11. Lutgarda D. Dizon	Filipino	1337 Tayabas, Sta. Cruz, Manila

SIXTH – That the number of directors shall be eleven (11) and that the same names and residences of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws as follows:

<u>NAME</u>	<u>RESIDENCE</u>
1. Celestino M. Dizon	1337 Tayabas, Sta. Cruz, Manila
2. Dr. Ricardo Reyes	183 Banawe St., Quezon City
3. Dr. Luis D. Dizon	1337 Tayabas, Sta. Cruz, Manila
4. Fortunata D. Vitug	1337 Tayabas, Sta. Cruz, Manila
5. Tomas D. Dizon	1337 Tayabas, Sta. Cruz, Manila
6. Juvencio D. Dizon	1337 Tayabas, Sta. Cruz, Manila
7. Maria D. Dizon	1337 Tayabas, Sta. Cruz, Manila
8. Lourdes D. Dizon	1337 Tayabas, Sta. Cruz, Manila
9. Danilo D. Feliciano	2019 Kusang Loob, Sta. Cruz, Manila
10. Engr. Bernardo Cuesta	Baguio City
11. Lutgarda D. Dizon	1337 Tayabas, Sta. Cruz, Manila

SEVENTH – That the Capital Stock of the Corporation is ONE HUNDRED ONE MILLION TWO HUNDRED FIFTY THOUSAND (P 101,250,000.00) PESOS Philippines currency and said Capital Stock is divided into ONE HUNDRED ONE MILLION TWO HUNDRED FIFTY THOUSAND (101,250,000.00) shares at the par value of ONE PESO (P1.00) each.

The pre-emptive right of stockholders to subscribe to all issues or disposition of shares of any class, in proportion to their respective shareholdings, is hereby denied. ( As amended by a majority vote of the Directors on March 6, 2012 and by at least 2/3 majority vote of shareholders on May 30, 2012).

EIGHT – That of said capital stock, the amount of TWO HUNDRED FIFTY THREE THOUSAND FIVE HUNDRED (P253,500.00) PESOS, Philippine currency has been actually







subscribed and the following persons have subscribed for the number of FOUNDERS' SHARES and the amount of capital stock set out after their respective names:

NAME	NO. OF SHARES SUBSCRIBED	AMOUNT OF CAPITAL SUBSCRIBED
1. Fortunata D. Vitug	50,000	P 50,000.00
2. Dr. Ricardo D. Reyes	182,000	182,000.00
3. Tomas D. Dizon	8,000	8,000.00
4. Dr. Luis D. Dizon	2,000	2,000.00
5. Celestino M. Dizon	2,000	2,000.00
6. Maria D. Dizon	2,000	2,000.00
7. Lourdes D. Dizon	2,000	2,000.00
8. Danilo D. Feliciano	1,500	1,500.00
9. Engr. Bernardo Cuesta	1,500	1,500.00
10. Lutgarda D. Dizon	1,000	1,000.00
11. Juvencio D. Dizon	<u>1,000</u>	<u>1,000.00</u>
	253,500	P 253,500.00

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

<u>NAMES</u>	<u>AMOUNT PAID ON SUBSCRIBED</u>
1. Fortunata D. Vitug	P 25,000.00
2. Dr. Ricardo D. Reyes	25,000.00
3. Tomas D. Dizon	8,000.00
4. Dr. Luis D. Dizon	2,000.00
5. Celestino M. Dizon	1,500.00
6. Maria D. Dizon	1,500.00
7. Lourdes D. Dizon	1,000.00
8. Danilo D. Feliciano	500.00
9. Engr. Bernardo Cuesta	500.00
10. Lutgarda D. Dizon	500.00
11. Juvencio D. Dizon	<u>500.00</u>
TOTAL -----	P 63,500.00

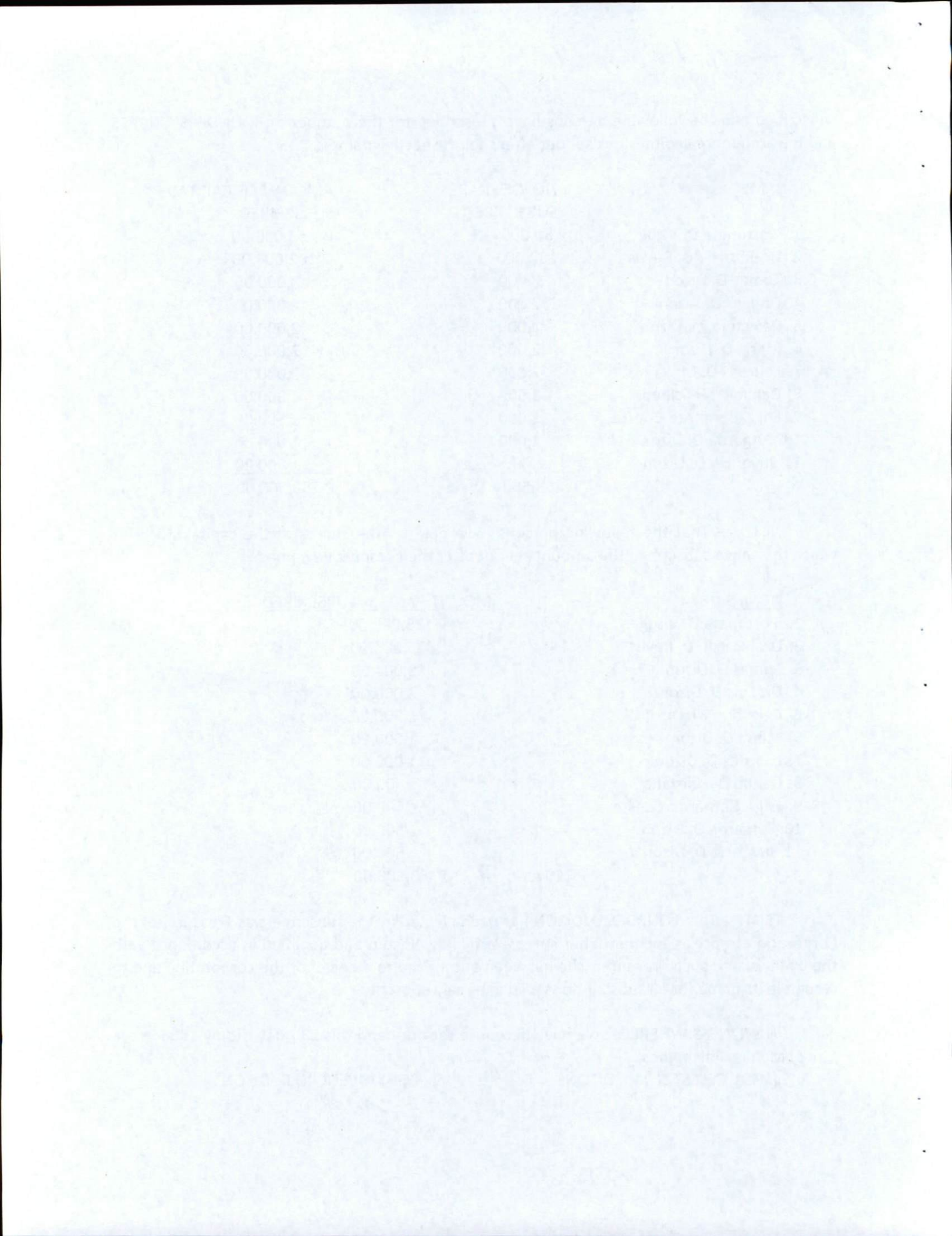
TENTH - That LOURDES D. DIZON has been elected by the subscribers as Treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the by-laws, and such Treasurer, she has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hand this 28<sup>th</sup> day of July 1966 in the City of Manila, Philippines.

1. (SGD) CELESTINO M. DIZON

6. (SGD) JUVENCIO D. DIZON







2. (SGD) RICARDO D. REYES
3. (SGD) LUIS D. DIZON. M.D.
4. (SGD) FORTUNATA D. DIZON
5. (SGD) TOMAS D. DIZON

7. (SGD) MARIA D. DIZON
8. (SGD) LOURDES D. DIZON
9. (SGD) DANILO D. FELCIANO
10. (SGD) ENGR. BERNARDO CUESTA
11. (SGD) LUTGARDA D. DIZON

SIGNED IN THE PRESENCE OF:

(SGD) JOSE S. TADEO

(SGD) MAXIMINO SAN DIEGO

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES )

CITY OF MANILA ) S.S.

Before me, a Notary Public in and for the City of Manila, Philippines, personally appeared:

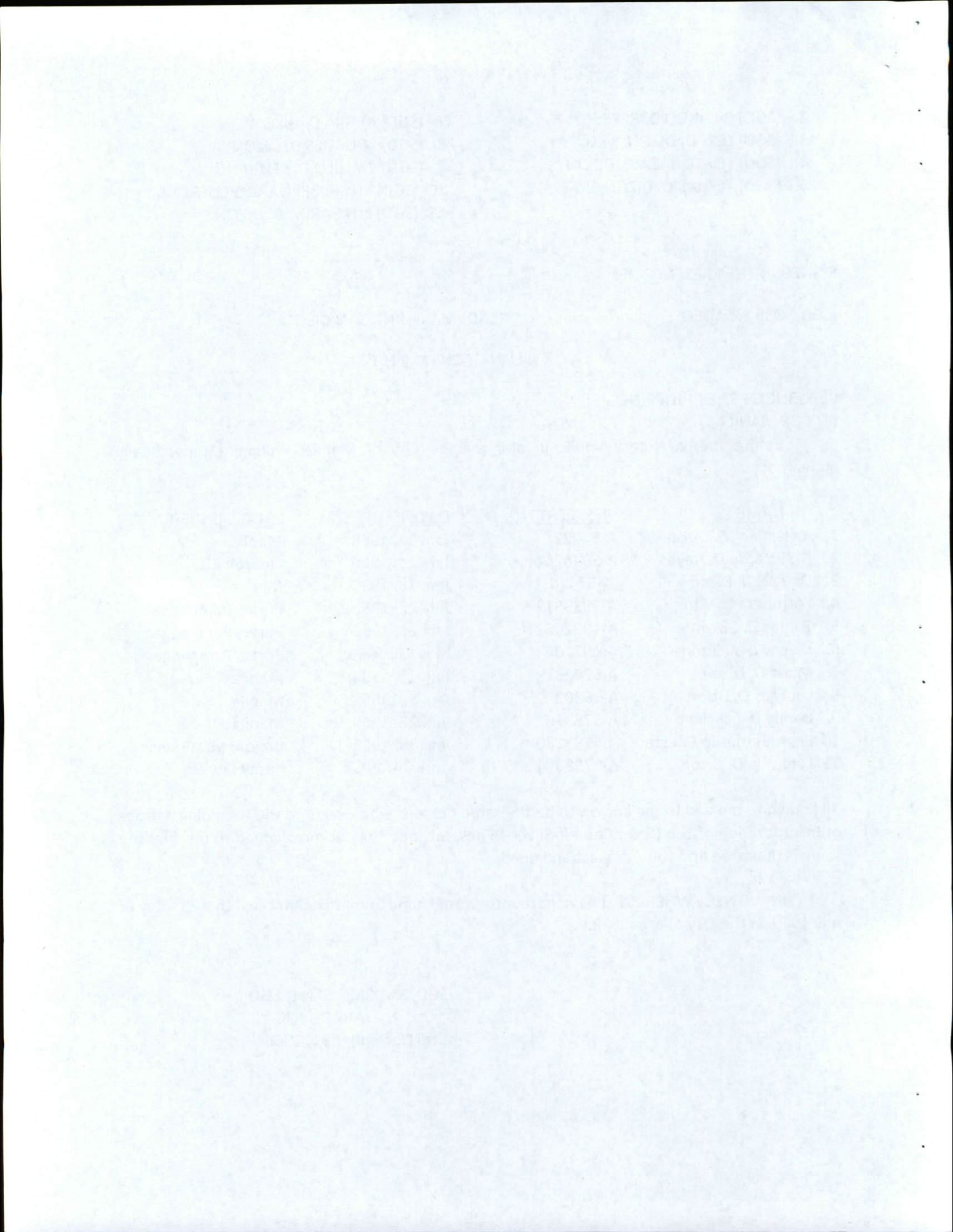
<u>NAME</u>	<u>RES. CERT NO.</u>	<u>DATE ISSUED</u>	<u>PLACE ISSUED</u>
1. Celestino M. Dizon	A-67422	Jan. 17, 1966	Manila
2. Dr. Ricardo D. Reyes	A-5344261	Jan. 11, 1966	Quezon City
3. Dr. Luis D. Dizon	A-67420	Jan. 15, 1966	Manila
4. Fortunata D. Vitug	A-4933512	July 27, 1966	Porac, Pampanga
5. Tomas D. Dizon	A-4922062	July 27, 1966	Porac, Pampanga
6. Juvencio D. Dizon	A-4922062	May 16, 1966	Porac, Pampanga
7. Maria D. Dizon	A-67423	Jan. 17, 1966	Manila
8. Lourdes D. Dizon	A-3630279	Jan. 8, 1966	Manila
9. Danilo D. Feliciano	A-378370	Jan. 27, 1966	Manila
10. Engr. Bernardo Cuesta	A-5795130	Jan. 25, 1966	Itogon, Mt. Province
11. Lutgarda D. Dizon	A-5738004	April 14, 1966	Pasay City

All known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation of the Dizon Copper-Silver Mines, Inc. and they acknowledged to me that the same is their free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 28<sup>th</sup> day of July 1966, in the City of Manila, R.P.

(SGD) MAXIMO SAN DIEGO  
 NOTARY PUBLIC  
 Until December 31, 1966

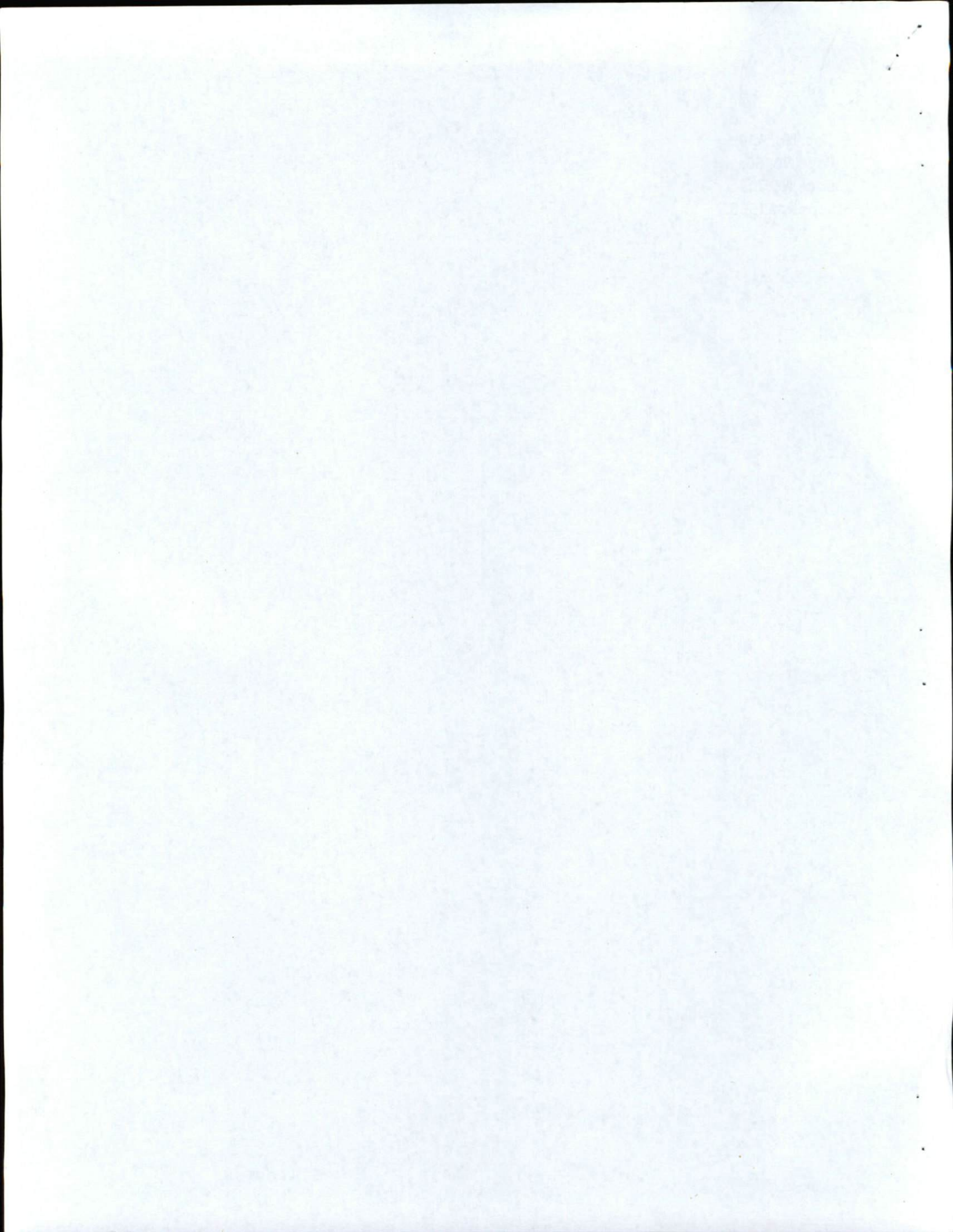






Doc. No. 339;  
Page No. 66;  
Book No. 6;  
Series of 1966.







DIRECTOR'S CERTIFICATE OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION AND BY-LAWS OF  
DIZON COPPER-SILVER MINES, INC.



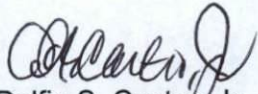
KNOW ALL MEN BY THESE PRESENTS:

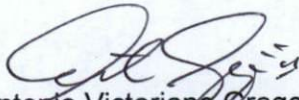
The undersigned Corporate Secretary and majority of the Board of Directors of Dizon Copper-Silver Mines, Inc. (hereinafter the "Corporation") do hereby certify that at the meeting of the Board of Directors held on March 6, 2012 at Mandaluyong City, these amendments were unanimously approved, and during the special meeting of the shareholders of the Corporation held on May 30, 2012 at the Club Filipino, Greenhills, San Juan, at which meeting, shareholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation were present or represented, the following resolutions were, by unanimous vote of the shareholders, approved and adopted the following amendments in Corporation's Articles of Incorporation and By-laws:

1. Change of the Corporation's principal address to the 6<sup>th</sup> Floor, Sun Plaza Centre, Shaw Boulevard, Bgy. Wack Wack, Mandaluyong City. Copies of the Amended Articles of Incorporation and By-laws embodying the foregoing amendment are hereto attached.
2. Amendment of Article Seven of the Articles of Incorporation providing for a denial of pre-emptive rights of shareholders to any disposition or issuances of shares of the Corporation. A copy of the Amended Articles of Incorporation embodying the foregoing amendment is hereto attached.
3. Amendment of the By-laws of the Company to provide for the creation, functions and authorities of the Nomination Committee, Compensation and Remuneration Committee and audit Committee.

Stockholders owning 52,397,789 common shares or 67.17 % of the outstanding capital stock of the Corporation equivalent to 78,006,687 were present or represented by proxy at the stockholders' meeting held on May 30, 2012.

In witness whereof, we have hereunto signed this certificate this 03 day of July, 2012 at San Juan City, Metro Manila.

  
Delfin S. Castro, Jr.  
Chairman / President  
TIN-164-381-790

  
Antonio Victoriano Gregorio III  
Treasurer  
TIN-201-897-602



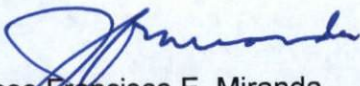


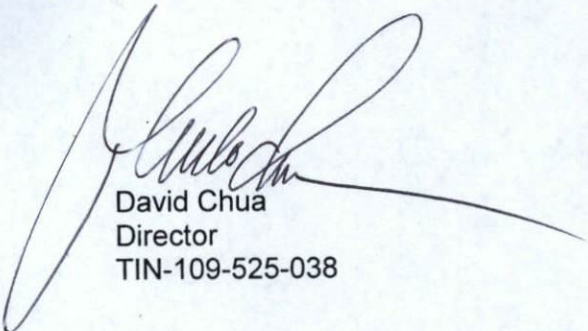
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1871

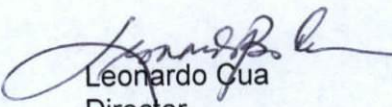
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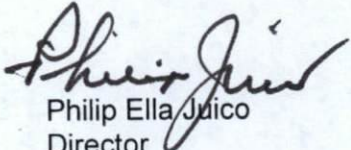
  
Jose Francisco E. Miranda  
Director  
TIN-219-271-312

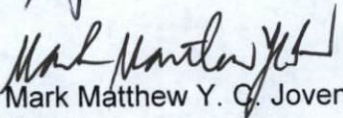
  
David Chua  
Director  
TIN-109-525-038

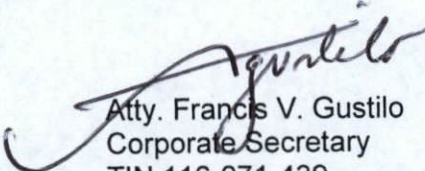
  
Reyno D. Dizon  
Director  
TIN-104-181-157

  
Leonardo Cua  
Director  
TIN-129-587-094

  
Alejandro Yu  
Director  
TIN-122-790-703

  
Philip Ella Juico  
Director  
TIN-123-105-008

  
Mark Matthew Y. C. Joven  
Director  
TIN-167-305-408

  
Atty. Francis V. Gustilo  
Corporate Secretary  
TIN 116-071-439

**PASIG CITY** SUBSCRIBED AND SWORN to before me this **03 AUG 2012** day of July, 2012 in  
\_\_\_\_\_ by the above-named persons who exhibited to me their Govt. ID

Numbers as follows:

Name	Govt'. ID	Expiry Date
Delfin S. Castro, Jr.	SSS - 33-0049946-0	
Antonio Victoriano Gregorio III	DL -N02-90140220	November 05,2013
Jose Francisco E. Miranda	DL - N02-95271236	November 20,2012
Alejandro Yu	DL- N08-78-008609	May 03,2013
David Chua	PP- EB2804199	June 26,2016/DFA
Reyno D. Dizon	DL-C09-94049514	July 01,2014
Leonardo Cua	DL-N04-73012057	Dec. 11, 2014



Handwritten signature or name, possibly "K. J. ...".

Handwritten signature or name, possibly "W. ...".

Handwritten text, possibly "1850".

Handwritten text at the bottom of the page, possibly "The ...".



Mark Matthew Joven  
Philip Ella Juico  
Francis V. Gustilo

DL- N04-07-015627

DL- N06-67003973

Voters ID# VIN-7604-08881A-K2449FVG10002-3

issued on April 23,2010

expire on Dec.14,2014

NOTARY PUBLIC

Doc. No. 323  
Page No. 05  
Book No. CXCVII  
Series of 2012



**ATTY. RAMON L. CARPIO**  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2012  
RDLL No. 22,172 TIN TCG-918-897  
MCLE No. III-100-4306  
PTR No. 7510306 ISSUED ON  
JAN. 2, 2012 AT PASIG CITY  
TRP No. 88474C



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Republic of the Philippines  
Department of Finance  
Securities and Exchange Commission  
SEC Building, EDSA, Greenhills, Mandaluyong City

*CORPORATION FINANCE DEPARTMENT*

ROUTING SLIP

<b>COMPANY</b>	<b>DIZON COPPER SILVER MINES, INC.</b>	<b>SEC Reg. No.</b> <b>30185</b>
<b>PURPOSE</b>	AMENDED ARTILCES OF INCORPORATION AND AMENDED BY-LAWS	
<b>DEPARTMENT</b>	Corporation Finance Department	
<b>Date Received</b> July 25, 2012	<b>Date Released</b> July 25, 2012	<b>Processed by</b> Edwin C. Arceo

**Remarks:**

Per records of CFD, as of this date, the company has no pending assessment.

**JUSTINA F. CALLANGAN**  
Acting Director  
Corporation Finance Department



