



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 Article IV by extending the term of its existence thereof.)

copy annexed, adopted on October 26, 2015 by majority vote of the Board of Directors and on March 21, 2016 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 15th day of June, Twenty Sixteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department



**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.

FOURTH – That the term for which said corporation is to exist is for another fifty 50 years from August 17 2016 up to August 17, 2066.

(As amended on March 21, 2016).

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.

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 28th 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 | 7. (SGD) MARIA D. DIZON |
| 3. (SGD) LUIS D. DIZON. M.D. | 8. (SGD) LOURDES D. DIZON |

4. (SGD) FORTUNATA D. DIZON
5. (SGD) TOMAS 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

A C K N O W L E D G M E N T

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 28th 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.

JUN 06 2016



DIZON COPPER-SILVER MINES, INC.
7TH Floor, Peaksun Building,
1505 Princeton St., Bgy. Wack-Wack, Greenhills East,
Mandaluyong City, Metro Manila
Tel. No. 856-2013

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

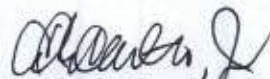
KNOW ALL MEN BY THESE PRESENTS:

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 October 26, 2015 at Mandaluyong City, the amendment was unanimously approved, and during the special meeting of the shareholders of the Corporation held on March 21, 2016 at the 7th Floor, Peaksun Building, Princeton Street, Mandaluyong City, 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 resolution was, by unanimous vote of the shareholders, approved and adopted the amendment in the Corporation's Articles of Incorporation:

Amendment of Article Four of the Articles of Incorporation: That the term for which said Corporation is to exist is for another Fifty (50) years from August 17, 2016 up to August 16, 2066.

Stockholders owning 56,030,081 common shares or 70.84 % of the outstanding capital stock of the Corporation equivalent to 79,087,487 were present or represented by proxy at the stockholders' meeting held on March 21, 2016.


In witness whereof, we have hereunto signed this certificate this 22 day of April, 2016 at Mandaluyong City, Metro Manila.


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


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



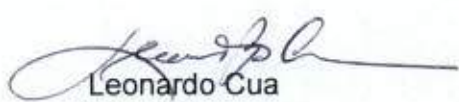
Leonardo S. Gayao
Director
TIN- 113-284-194



David Chua
Director
TIN-109-525-038



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



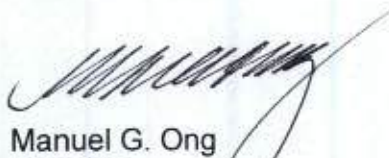
Leonardo Cua
Director
TIN-129-587-094



Benjamin I. Espiritu
Director
TIN- 106-392-124



Raymond T. Koa
Director
TIN- 100-457- 332



Manuel G. Ong
Director
TIN- 102-261-982



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

APR 22 2016

SUBSCRIBED AND SWORN to before me this ___ day of April, 2016 in
MANDALUYONG CITY 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, 2016
David Chua	PP- EB2804199	June 26, 2016/DFA
Leonardo Cua	PP-EB4194292	December 01,2017/DFA
Reyno D. Dizon	DL-C09-94049514	July 01, 2017
Leonardo S. Gayao	PP-EB6783300	November 18, 2017/DFA

Benjamin I. Espiritu

PP-EB9719149

December 01, 2018/DFA

Manuel G. Ong

PP-EB9053161

September 03, 2018/DFA

Raymond T. Koa

PP-EC6062599

November 23, 2020/DFA

Francis V. Gustilo

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

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Doc. No. 92 ;
Page No. 20 ;
Book No. 20 ;
Series of 2016

JOVEN G. SERRANO

NOTARY PUBLIC

COMMISSION NO. 0285-15

UNTIL DECEMBER 31, 2016

ROLL NO. 53970

IBP LIFETIME NO. 011302 RIZAL

PTR NO. 2599878 ; 1-4-16 ; MANDALUYONG

MCLE COMPLIANCE NO. IV-0014990 23 APRIL 2013

METRO MART COMPLEX, MANDALUYONG CITY