

SECURITIES AND EXCHANGE COMMISSION

SEC FORM – ACGR

ANNUAL CORPORATE GOVERNANCE REPORT

1. Report is filed for the Year: 2014
2. Exact Name of Registrant as Specified in its Charter: **Century Peak Metals Holdings Corporation**
3. **Units 1403 & 1404 Equitable Bank Tower Condominiums**
8751 Paseo de Roxas Avenue, Salcedo Village,
Makati City Philippines **1227**
Address of Principal Office Postal Code
4. SEC Identification Number: **CS200324966**
5. (SEC Use Only)
Industry Classification Code
6. BIR Tax Identification Number: **228-423-401**
7. **+63-2-856-0999**
Issuer's Telephone number, including area code
8. **Not applicable.**
Former name or former address, if changed from the last report

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A. BOARD MATTERS

1) Board of Directors

Number of Directors per Articles of Incorporation	Seven (7)
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Actual number of Directors for the year	Seven (7)
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(a) Composition of the Board

Complete the table with information on the Board of Directors:

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) ¹	Elected when (Annual /Special Meeting)	No. of years served as director
Wilfredo D. Keng	ED	n/a	Wilfredo D. Keng	2008	December 10, 2014	ASM 2014	6
Ronaldo D. Ibasco	ED	n/a	Wilfredo D. Keng	2014	December 10, 2014	ASM 2014	4 mos.
Emilio C. Tiu	ED	n/a	Wilfredo D. Keng	2010	December 10, 2014	ASM 2014	4
Teodoro G. Ablang, Jr.	ED	n/a	Wilfredo D. Keng	2014	December 10, 2014	ASM 2014	4 mos.
Guo Cong Yuan aka Anson Tan	ED	n/a	Wilfredo D. Keng	2012	December 10, 2014	ASM 2014	2
Richard J. Gordon	ID	n/a	Wilfredo D. Keng/ No relationship by consanguinity or affinity up to the fourth civil degree	2010	December 10, 2014	ASM 2014	4
Renato L. Leveriza, Jr.	ID	n/a	Wilfredo D. Keng/ No relationship by consanguinity or affinity up to the fourth civil degree	2014	December 10, 2014	ASM 2014	4 mos.

(b) Provide a brief summary of the corporate governance policy that the board of directors has adopted.

¹

² Reckoned from the election immediately following January 2, 2012.

Please emphasize the policy/ies relative to the treatment of all shareholders, respect for the rights of minority shareholders and of other stakeholders, disclosure duties, and board responsibilities.

The board adopts the policies set out in the Corporation's Manual on Corporate Governance.

(c) How often does the Board review and approve the vision and mission?

Generally, per year, but the board may take up these matters on any meeting.

(d) Directorship in Other Companies

(i) Directorship in the Company's Group²

Identify, as and if applicable, the members of the company's Board of Directors who hold the office of director in other companies within its Group:

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Wilfredo D. keng	Century Peak Corp.; Century Hua Guang Smelting Inc.; Century Sidewide Smelting Inc.; Century Summit Carrier, Inc.	Executive / Chairman
Emilio C. Tiu	Century Hua Guang Smelting Inc.	Executive

(ii) Directorship in Other Listed Companies

Identify, as and if applicable, the members of the company's Board of Directors who are also directors of publicly-listed companies outside of its Group:

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Richard J. Gordon	Atlas Consolidated Corporation	Independent

(iii) Relationship within the Company and its Group

Provide details, as and if applicable, of any relation among the members of the Board of Directors, which links them to significant shareholders in the company and/or in its group:

Director's Name	Name of the Significant Shareholder	Description of the relationship
N.A.		

Not applicable. Directors are the beneficial owners of their qualifying shares.

² The Group is composed of the parent, subsidiaries, associates and joint ventures of the company.

Has the company set a limit on the number of board seats in other companies (publicly listed, ordinary and companies with secondary license) that an individual director or CEO may hold simultaneously?

No. The Corporation has not made a determination that imposing a restriction based on a definite number is necessary. The Nominations and Remuneration Committee, and the directors understand that a director's office is one of trust and confidence and that a director shall act in a manner characterized by transparency, accountability and fairness. Possible conflict of interest that may arise from holding positions in other companies is taken up on a case-by-case basis.

(iv) In particular, is the limit of five board seats in other publicly listed companies imposed and observed? *Not applicable.* If yes, briefly describe other guidelines: *Not applicable.*

	Guidelines	Maximum Number of Directorships in other companies
Executive Director	N.A.	N.A.
Non-Executive Director	N.A.	N.A.
CEO	N.A.	N.A.

(c) Shareholding in the Company

Complete the following table on the members of the company's Board of Directors who directly and indirectly own shares in the company:

Name of Director	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Wilfredo D. Keng	1,276,262,497	n/a	45.25%
Ronaldo D. Ibasco	1	n/a	0.00%
Emilio C. Tiu	66,000,000	n/a	2.34%
Teodoro G. Ablang Jr.	1	n/a	0.00%
Guo Cong Yuan aka Anson Tan	64,319,000	n/a	2.28%
Renato L. Leveriza Jr.	1	n/a	0.00%
Richard Gordon	1	n/a	0.00%

2) Chairman and CEO

(a) Do different persons assume the role of Chairman of the Board of Directors and CEO? *No.* If no, describe the checks and balances laid down to ensure that the Board gets the benefit of independent views.

The board believes at this time that having one person assume the role of Chairman and CEO ensures efficiency in management of the Corporation. The Board usually requires the presence of other officers and executives of the Corporation in Board meetings to hear the views of other persons involved in the management of the Corporation.

Yes

No

Identify the Chair and CEO:

Chairman of the Board	Wilfredo D. Keng
CEO/President	Wilfredo D. Keng

(b) Roles, Accountabilities and Deliverables

Define and clarify the roles, accountabilities and deliverables of the Chairman and CEO.

	Chairman	Chief Executive Officer
Role	Leads in policy formulation and oversees the Board on behalf of the shareholders.	Implements the policy and key strategies as approved by BOD. Make sure that plans are met and resolve hindrances along the way.
Accountabilities	Ensure that the meetings of the Board are held in accordance with the by-laws; Supervise the preparation of the agenda of meetings; Maintain qualitative and timely lines of communication and information between Board and Management	Supervise company's organizational and operational controls
Deliverables	Ensure compliance with company's guidelines on corporate governance	Supervise company's planning and policy-making strategies

- 3) Explain how the board of directors plans for the succession of the CEO/Managing Director/President and the top key management positions?

The Board consults the Nominations and Remuneration Committee, and is guided by the Manual on Corporate Governance.

- 4) Other Executive, Non-Executive and Independent Directors

Does the company have a policy of ensuring diversity of experience and background of directors in the board? *Yes. Please explain. These form part of the factors taken into account by the Board and the Nominations and Remuneration Committee. They are also guided by the Manual on Corporate Governance.*

Does it ensure that at least one non-executive director has an experience in the sector or industry the company belongs to? *Yes. Please explain. This forms part of the factors taken into account by the Board and the Nominations and Remuneration Committee. They are also guided by the Manual on Corporate Governance.*

Define and clarify the roles, accountabilities and deliverables of the Executive, Non-Executive and Independent Directors:

	Executive	Non-Executive	Independent Director
Role	Properly discharge Board functions; Formulate and implement policies and procedures of the Company; Establish programs that can sustain the Company's long-term viability and strength	n/a	Adopt a system of internal checks and balances; Assist the Board in achieving consensus on contentious and important issues; Provide candid and fair feedbacks to the Board
Accountabilities	Keep Board authority within the powers of the Company particularly as provided in its Articles of Incorporation and By-laws; Ensure that the Company complies with all relevant laws, rules, and regulations and codes of best practices	n/a	Make sure that he is always independent from management and exercise impartial and neutral judgments in the conduct of his functions
Deliverables	Deliver succession planning programs for the management; Establish and maintain and	n/a	Provide candid and fair feedbacks to the Board and the Chairman

	alternative dispute resolution system in the Company, Appointment of competent and professional management officers		
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Provide the company's definition of "independence" and describe the company's compliance to the definition.

The Manual on Corporate Governance provides that there is independence when a director is independent of management and free from any business or other relationship which could, or could reasonably be perceived to materially interfere with the exercise of his independent judgment.

The Company makes sure that these characteristics are possessed by an independent director. It also makes sure that the independent director is not an officer or employee of the Company, its parent company or subsidiaries and has no relationship whatsoever with the Company.

Does the company have a term limit of five consecutive years for independent directors? Yes. If after two years, the company wishes to bring back an independent director who had served for five years, does it limit the term for no more than four additional years? Please explain. *The Company is guided by, and complies with the SEC regulations on the term limits of independent directors.*

5) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors)

(a) Resignation/Death/Removal

Indicate any changes in the composition of the Board of Directors that happened during the period:

Name	Position	Date of Cessation	Reason
Luis T. Banson	Director	December 10, 2014	The concerned Directors volunteered not to be re-elected, concerned that they may not be able to give their full attention to the Corporation due to their other business and socio-civic commitments for the year 2014-2015. The election of the new Board of Directors was held on December 10, 2014, during the Annual Stockholders' Meeting for 2014.
Benito Ong	Director	December 10, 2014	
Roman Felipe S. Reyes	Independent Director	December 10, 2014	

(b) Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension

Describe the procedures for the selection/appointment, re-election, disqualification, removal, reinstatement and suspension of the members of the Board of Directors. Provide details of the processes adopted (including the frequency of election) and the criteria employed in each procedure:

Procedure	Process Adopted	Criteria
a. Selection/Appointment		
(i) Executive Directors	Nomination and Pre-Screening in accordance with SEC Memorandum Circular No. 16, series of 2002	<ol style="list-style-type: none"> Holder of at least one share of stock; Must be at least a college graduate, or shall have sufficient experience in managing the business of the Company to substitute and compensate for such formal education;

		<ol style="list-style-type: none"> 3. Adequate competency and understanding; 4. Integrity and probity; 5. At least 21 years old; 6. Assiduousness
(ii) Non-Executive Directors	n/a	n/a
(iii) Independent Directors	Nomination and Pre-Screening in accordance with Rule 38 of the Securities Regulation Code	Same as Executive Directors with the additional requirement that he should not be an officer or employee of the Company, its parent company or subsidiaries
b. Re-appointment		
(i) Executive Directors	Same as appointment	Same as appointment
(ii) Non-Executive Directors	n/a	n/a
(iii) Independent Directors	Same as appointment	Same as appointment
c. Permanent Disqualification		
(i) Executive Directors	Investigation, Notice and Hearing	<ol style="list-style-type: none"> 1. Conviction by final judgment or order of any crime which: a. involves purchase or sale of securities; b. arises out of the person's conduct as an underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor or floor breaker; c. arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them 2. Any person who, by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order from: a. acting as underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor or floor breaker; b. acting as director or officer of a bank, quasi-bank, trust company or investment company; c. engaging in any conduct or practice in any of the capacities mentioned in a and b or willfully violating the laws that govern securities; 3. Any person finally convicted judicially of an offense involving moral turpitude or fraudulent acts of transgressions;

		<p>4. Any person finally found by the SEC or a court or administrative body to have willfully violated or aided, abetted, counseled or induced or procured the violation of the SRC, Corporation Code or any other law administered by the SEC or BSP</p> <p>5. Any person judicially declared to be insolvent</p> <p>6. Any person finally found guilty by a foreign court or tribunal or equivalent financial regulatory of acts, violations or misconduct similar to the acts, violations or misconduct mentioned in the first five disqualifications</p> <p>7. Conviction by final judgment of an offense punishable by imprisonment for a period exceeding 6 years, or a violation of the SRC or Corporation Code committed within 5 years prior to the date of the director's nomination, election or appointment.</p> <p>8. Failure or refusal, for unjustified reasons, to take the appropriate action to remedy or correct the temporary disqualification within sixty (60) business days from such disqualification.</p>
(ii) Non-Executive Directors	n/a	n/a
(iii) Independent Directors	Investigation, Notice and Hearing	<p>Same with Executive directors with the following additional criterion:</p> <p>1. If the independent director becomes an officer, employee or consultant of the Company, such independent director shall be automatically disqualified from being an independent director</p>
d. Temporary Disqualification		
(i) Executive Directors	Investigation, Notice and Hearing	<p>1, Refusal to fully disclose the extent of his business interests as required by the SRC and its IRR. This disqualification shall be in effect as long as the director's refusal persists;</p> <p>2. Absence or non-participation for whatever reason for more than 50% of all Board meetings, both regular or special during his incumbency or</p>

		<p>any 12-month period during said incumbency. This disqualification applies for purposes of the succeeding election;</p> <p>3. Dismissal or termination from the directorship in another listed corporation for cause. This disqualification shall be in effect until he has cleared himself of any involvement in the alleged irregularity;</p> <p>4. Being under preventive suspension by the Company, if an executive director;</p> <p>5. If any of the judgments or orders cited in the grounds for permanent disqualification has not yet become final.</p>
(ii) Non-Executive Directors	n/a	n/a
(iii) Independent Directors	Investigation, Notice and Hearing	<p>Same with Executive directors with the following additional criterion:</p> <p>1. If the beneficial equity ownership of an independent director in the company or its subsidiaries and affiliates exceeds 2% of its subscribed capital stock. The disqualification shall be lifted if the limit is later complied with.</p>
e. Removal		
(i) Executive Directors	Same as Permanent Disqualification	Same as Permanent Disqualification
(ii) Non-Executive Directors	Same as Permanent Disqualification	Same as Permanent Disqualification
(iii) Independent Directors	Same as Permanent Disqualification	Same as Permanent Disqualification
f. Re-instatement		
(i) Executive Directors	Fact-finding, Notice and Hearing	<p>1, If the director's refusal to fully disclose the extent of business interests as required by the SRC and its IRR ceases;</p> <p>2. If the director is able to clear his involvement in an alleged irregularity of dismissal or termination from the directorship in another listed corporation for cause.</p>
(ii) Non-Executive Directors	n/a	n/a
(iii) Independent Directors	Fact-finding, Notice and Hearing	Same with Executive directors with the following additional criterion:

		1. If after exceeding the limit, the independent director is able to comply with the requirement that his beneficial equity ownership in the company or its subsidiaries and affiliates should not exceed 2% of its subscribed capital stock.
g. Suspension		
(i) Executive Directors	Same as Temporary Disqualification	Same as Temporary Disqualification
(ii) Non-Executive Directors	Same as Temporary Disqualification	Same as Temporary Disqualification
(iii) Independent Directors	Same as Temporary Disqualification	Same as Temporary Disqualification

Voting Result of the last Annual General Meeting

Name of Director	Votes Received
Wilfredo D. Keng	Majority of all votes
Ronaldo D. Ibasco	Majority of all votes
Emilio C. Tiu	Majority of all votes
Teodoro G. Ablang, Jr.	Majority of all votes
Guo Cong Yuan aka Anson Tan	Majority of all votes
Richard J. Gordon	Majority of all votes
Renato L. Leveriza, Jr.	Majority of all votes

6) Orientation and Education Program

Disclose details of the company's orientation program for new directors, if any.

The senior management briefs any new directors by way of a power point presentation of the highlights of the company inclusive of the following: being a listed company; BOD; activities of various companies of CPMHC; plans and programs, etc.

(a.a) State any in-house training and external courses attended by Directors and Senior Management³ for the past three (3) years:

Senior management and staff have participated and attended the Philippine Stock Exchange Seminar on the Implementing Rules and Regulations of the Philippine Mineral Reporting Code and Seminar on Disclosure Rules.

(a.b) Continuing education programs for directors: programs and seminars and roundtables attended during the year.

Name of Director/Officer	Date of Training	Program	Name of Training Institution
Wilfredo D. Keng			
Ronaldo D. Ibasco			

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³ Senior Management refers to the CEO and other persons having authority and responsibility for planning, directing and controlling the activities of the company.

Emilio C. Tiu			
Teodoro G. Ablang, Jr.			
Guo Cong Yuan aka Anson Tan			
Richard J. Gordon			
Renato L. Leveriza, Jr.			

The new set of Directors have been elected in December 2014. The programs and seminars they have yet to attend for the remainder of the year are still being scheduled.

B. CODE OF BUSINESS CONDUCT & ETHICS

- 1) Discuss briefly the company’s policies on the following business conduct or ethics affecting directors, senior management and employees:

The Company has a Code of Business Conduct and Ethics that is applicable to all levels. Improvements to this code will be taken up by the Senior Management. Particulars are set out in the code and the Manual on Corporate Governance.

Business Conduct & Ethics	Directors	Senior Management	Employees
(a) Conflict of Interest	The Director should not conduct himself in a manner that consists of taking advantage of his position in a transaction. He must not act for his own interests but for the interests of the beneficiaries of the trust, the corporate shareholders, and his clients. He must avoid any act of self-dealing which include misappropriation or usurpation of corporate assets or opportunities. In the event that a Director should have a continuing conflict of interest, a voluntary resignation on his part is highly expected.	All members of the senior Management are expected to avoid any transaction that would lead to a conflict of interest or any transaction that could sow a seed of doubt as to their loyalty to the corporation. They must also avoid any act of self-dealing as it is considered wrongful conduct. The members of the senior management are expected to be persons who act in Good Faith and maintain trust, special confidence, and candor in their dealings with other persons. They are expected to disclose to a higher management official any probable conflict of interest that may arise.	Employees are expected to avoid any transactions that would sow a seed of doubt of conflict of interest. They must also avoid any self-dealing transactions as it is wrongful conduct. They must maintain to be a person who has duties of Good Faith, trust, special confidence, and candor toward another person. Disclosure to a senior management official is expected in case that probable conflict of interest will arise.
(b) Conduct of Business and Fair Dealings	The Directors of the corporation are expected to conduct fair business transactions with the corporation. They must also ensure that they act for the benefit and best interest of the corporation and not for their personal gain. Further, it is expected that the directors will devote their time and attention in the proper and effective performance of their duties and responsibilities.	The company commits itself to the achievement of growth and development. It seeks to be a catalyst for growth and development and to be an active partner in creating wealth and enriching the lives of many people in the host community. It also pledges to be a good corporate Taxpayer by adhering religiously to all governmental laws, rules and regulations.	Employees are expected to conduct business in a manner consistent with the company's commitment to the achievement of growth and development. The company, through its employees, seeks to be a catalyst for growth and development and to be an active partner in creating wealth and enriching the lives of many people in the host community, as well as being a good corporate taxpayer by adhering religiously to all governmental laws, rules and regulations.
(c) Receipt of gifts from	Reasonable, fair and	Reasonable, fair and	Reasonable, fair and

third parties	customary gifts on certain occasions and gifts or tokens considered to be within the parameters of the business relationship are acceptable provided these will not create or result to any conflict of interest. However, should any gift be considered incommensurate or inappropriate to the specific occasion, said gift must be returned to the giver to avoid any feeling or expectation that it should be repaid or reciprocated to the detriment of the company.	customary gifts on certain occasions and gifts or tokens considered to be within the parameters of the business relationship are acceptable provided these will not create or result to any conflict of interest. However, should any gift be considered incommensurate or inappropriate to the specific occasion, said gift must be returned to the giver to avoid any feeling or expectation that it should be repaid or reciprocated to the detriment of the company.	customary gifts on certain occasions and gifts or tokens considered to be within the parameters of the business relationship are acceptable provided these will not create or result to any conflict of interest. However, should any gift be considered incommensurate or inappropriate to the specific occasion, said gift must be returned to the giver to avoid any feeling or expectation that it should be repaid or reciprocated to the detriment of the company.
(d) Compliance with Laws & Regulations	The Board ensures that the corporation efficiently and effectively complies with relevant laws and regulations. The Board also warrants that the corporation conducts its business in accordance with good business practices.	Senior management ensures that the Board's stated policy of efficient and effective compliance with relevant laws and regulations is implemented. Further, senior management ensures that the corporation conducts its business in accordance with good business practices.	Employees shall act in a manner consistent with the policy that the corporation shall efficiently and effectively comply with relevant laws and regulations. Further, employees shall conduct business in the name of the company in accordance with good business practices.
(e) Respect for Trade Secrets/Use of Non-public Information	The Directors of the corporation ensures that all trade secrets and non- public information are kept confidential. The Board guards these trade secrets and non-public information with utmost privacy so as to protect the general interest of the corporation.	All senior management officials of the corporation signed a confidentiality agreement before the start of their tenure. These confidentiality agreements ensure that safeguards are in place and that the senior management officials will respect and protect the trade secrets of the company. The senior management officials are prohibited from using any learned non-public information to their advantage and to the prejudice of the corporation.	All employees of the corporation signed a confidentiality agreement at the beginning of their employment which mandate them to respect the trade secrets of the company. They are also prohibited from using any learned non- public information to their advantage and to the prejudice of the corporation.
(f) Use of Company Funds, Assets and Information	All company funds, assets and information are solely to be used for	All company funds, assets and information are solely to be used for the	All company funds, assets and information are solely to be used for the

	<p>the corporation's disposal and for the corporation's business purpose and benefit. These are not for personal consumption and may not be used by any person for his own personal benefit. Any violation of this policy will be accordingly penalized upon proper investigation.</p>	<p>corporation's disposal and for the corporation's business purpose and benefit. These are not for personal consumption and may not be used by any person for his own personal benefit. Any violation of this policy will be accordingly penalized upon proper investigation. Misappropriation and embezzlement of the same for personal gain is a violation of company rules and regulations.</p>	<p>corporation's disposal and for the corporation's business purpose and benefit. These are not for personal consumption and may not be used by any person for his own personal benefit. Any violation of this policy will be accordingly penalized upon proper investigation. Misappropriation and embezzlement of the same for personal gain is a violation of company rules and regulations.</p>
(g) Employment & Labor Laws & Policies	<p>The Board ensures compliance with existing employment and labor laws and policies. Company rules and regulations are always in conformity with existing labor standards and are conscientiously observed for the purpose of promoting a healthy and safe working environment.</p>	<p>The company commits itself to implementing programs which will promote a healthy work environment that is beneficial not only to employees but to customers, shareholders and the community as well. The company also commits to provide information and resources that will assist their workers in making healthy lifestyle choices and achieving and maintaining good health.</p>	<p>The company commits itself to implementing programs which will promote a healthy work environment that is beneficial not only to employees but to customers, shareholders and the community as well. The company also commits to provide information and resources that will assist their workers in making healthy lifestyle choices and achieving and maintaining good health.</p>
(h) Disciplinary action	<p>Reprimand is the penalty to be imposed against a director for first violation of company rules and policies. Suspension is the penalty for a second violation. The gravity of the violation involved will be the basis of the duration of the suspension. A maximum penalty of removal from office will be imposed upon the director concerned in case of a third violation.</p>	<p>Any violation of company rules and regulation will be a ground for disciplinary action. The penalties that may be imposed include reprimand, suspension or even dismissal from work depending on the gravity of the violation. Civil and criminal charges may also be filed against the erring member of the senior management depending on the nature of the violation and circumstances of the case.</p>	<p>Any violation of company rules and regulation will be a ground for disciplinary action. The penalties that may be imposed include reprimand, suspension or even dismissal from work depending on the gravity of the violation. Civil and criminal charges may also be filed against the erring employee depending on the nature of the violation and circumstances of the case.</p>
(i) Whistle Blower	NONE	<p>All senior management officers are expected to comply with the rules and regulations of the</p>	<p>All employees are expected to comply with the rules and regulations of the company. They are also</p>

		company. They are also obligated to faithfully implement and effectuate each and every company rule with regard to investigations of every violation without exposing the employee making the report to any fear of reprisal.	obligated to faithfully implement and effectuate each and every company rules with regard to investigation of any violation.
(j) Conflict Resolution	Resolution of conflicts are discussed and approved by the Board.	Exhaustion of remedies in the administrative level is resorted to before any resort to judicial action.	Exhaustion of remedies in the administrative level is resorted to before any resort to judicial action.

2) Has the code of ethics or conduct been disseminated to all directors, senior management and employees?

Yes.

3) Discuss how the company implements and monitors compliance with the code of ethics or conduct.

Monitoring compliance forms part of the duties of the human resources department. The Board and management regularly consult the human resources department about this.

4) Related Party Transactions

(a) Policies and Procedures

Describe the company's policies and procedures for the review, approval or ratification, monitoring and recording of related party transactions between and among the company and its parent, joint ventures, subsidiaries, associates, affiliates, substantial stockholders, officers and directors, including their spouses, children and dependent siblings and parents and of interlocking director relationships of members of the Board.

Related Party Transactions	Policies and Procedures
(1) Parent Company	Not Applicable
(2) Joint Ventures	All transactions are on arm's length basis.
(3) Subsidiaries	All transactions are on arm's length basis. One of the subsidiaries provide assistance to other wholly-owned subsidiaries in the importation of equipment, parts and supplies as some subsidiaries do not have credit lines with banks. The assisted subsidiaries are then billed for the total costs of the importation including but not limited to applicable taxes. No mark-up or service fees are charged to the subsidiaries for the reason that it is treated as an accommodation by the Sister Company to the subsidiary concerned. Further, mining costs, use of facilities like, housing and other equipment and manpower are given as accommodation in exchange for assistance in the operation. All transactions between the Parent Company and its subsidiaries and among the subsidiaries are covered by formal written contracts.
(4) Entities Under Common Control	All transactions are on arm's length basis.
(5) Substantial Stockholders	Substantial Stockholders provide advances to the Company from time to time or when the need arises.

(6) Officers including spouse/children/siblings/parents	Not applicable. There are no transactions with officers or their families.
(7) Directors including spouse/children/siblings/parents	Not applicable. There are no transactions with officers or their families.
(8) Interlocking director relationship of Board of Directors	Some of the Company's officers are directors also of an associate where the Company has a 20% interest. There is adherence to Company policies on full disclosure and transparency.

The Corporation is guided by applicable laws, rules and regulations, and the Manual on Corporate Governance about these matters. Full disclosure is required, and transparency is one of the policies imposed by the Corporation.

(b) Conflict of Interest

(i) Directors/Officers and 5% or more Shareholders

Identify any actual or probable conflict of interest to which directors/officers/5% or more shareholders may be involved. *Not applicable. The Corporation is not aware of any actual or probable conflict of interest at this time.*

	Details of Conflict of Interest (Actual or Probable)
Name of Director/s	Not applicable
Name of Officer/s	Not applicable
Name of Significant Shareholders	Not applicable

(ii) Mechanism

Describe the mechanism laid down to detect, determine and resolve any possible conflict of interest between the company and/or its group and their directors, officers and significant shareholders.

	Directors/Officers/Significant Shareholders
Company	Alternative Dispute Resolution
Group	Alternative Dispute Resolution

5) Family, Commercial and Contractual Relations

(a) Indicate, if applicable, any relation of a family,⁴ commercial, contractual or business nature that exists between the holders of significant equity (5% or more), to the extent that they are known to the company: *Not applicable.*

Names of Related Significant Shareholders	Type of Relationship	Brief Description of the Relationship

(b) Indicate, if applicable, any relation of a commercial, contractual or business nature that exists between the

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⁴ Family relationship up to the fourth civil degree either by consanguinity or affinity.

holders of significant equity (5% or more) and the company: *Not applicable*

Names of Related Significant Shareholders	Type of Relationship	Brief Description

(c) Indicate any shareholder agreements that may impact on the control, ownership and strategic direction of the company: *Not applicable*

Name of Shareholders	% of Capital Stock affected (Parties)	Brief Description of the Transaction

6) Alternative Dispute Resolution

Describe the alternative dispute resolution system adopted by the company for the last three (3) years in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities.

	Alternative Dispute Resolution System
Corporation & Stockholders	Negotiation, Mediation, Arbitration
Corporation & Third Parties	Same as the above
Corporation & Regulatory Authorities	Same as the above

C. BOARD MEETINGS & ATTENDANCE

1) Are Board of Directors' meetings scheduled before or at the beginning of the year?

Board meetings are scheduled at the beginning of the year. Special meetings may be called depending on the need of the Company.

2) Attendance of Directors

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%
Chairman	Wilfredo D. Keng	12/10/14	13		
Member	Ronaldo D. Ibasco*	12/10/14	13		
Member	Emilio C. Tiu	12/10/14	13		
Member	Teodoro G. Ablang*	12/10/14	13		
Member	Guo Cong Yuan aka Anson Tan	12/10/14	13		
Independent	Renato L. Leveriza, Jr.*	12/10/14	13		
Independent	Richard J. Gordon	12/10/14	13		
Member	Luis T. Banson	12/17/13	13		
Member	Benito A. Ong	12/17/13	13		
Independent	Roman Felipe Reyes	12/17/13	13		

3) Do non-executive directors have a separate meeting during the year without the presence of any executive? If yes, how many times?

* Ronaldo D. Ibasco, Teodoro G. Ablang and Renato L. Leveriza replaced Luis T. Banson, Benito A. Ong and Roman Felipe Reyes, respectively, and were elected during the ASM held on December 10, 2014.

Not applicable. There are no non-executive directors.

- 4) Is the minimum quorum requirement for Board decisions set at two-thirds of board members? Please explain.

The quorum requirement under the By-laws of the Company is the majority of the number of Directors as fixed in the Articles of Incorporation. This is sufficient for transaction of corporate business and every action of at least a majority of the directors present at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the majority vote of all the members of the Board.

- 5) Access to Information

- (a) How many days in advance are board papers⁵ for board of directors meetings provided to the board?
Generally at least three business days.

- (b) Do board members have independent access to Management and the Corporate Secretary?

Yes.

- (c) State the policy of the role of the company secretary. Does such role include assisting the Chairman in preparing the board agenda, facilitating training of directors, keeping directors updated regarding any relevant statutory and regulatory changes, etc.?

The Company's Manual on Corporate Governance requires the corporate secretary to have a working knowledge of the operations of the Company, as well and the statutory and legal requirements applicable to and affecting the company. It is his duty to gather and analyze all documents, records and information essential to the conduct of the Company's business.

- (d) Is the company secretary trained in legal, accountancy or company secretarial practices? Please explain should the answer be in the negative.

Yes.

- (e) Committee Procedures

Disclose whether there is a procedure that Directors can avail of to enable them to get information necessary to be able to prepare in advance for the meetings of different committees:

Yes

No

Committee	Details of the procedures
Executive	n/a
Audit	Management provides the directors with complete, timely and adequate information about the matters to be taken up in their meetings.
Nominations and Remuneration	Same as the above
Others (specify)	n/a

- 6) External Advice

Indicate whether or not a procedure exists whereby directors can receive external advice and, if so, provide

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⁵ Board papers consist of complete and adequate information about the matters to be taken in the board meeting. Information includes the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.

details:

Procedures	Details
The Company does not have a formal procedure in place. However, any Director may request, during board meetings, that he be given authority to receive external advice as done in the past.	The director informs the Chairman and CEO or the Board of his request for external advice and the CEO makes arrangements for the director to directly consult the Company's external adviser/consultant.

7) Change/s in existing policies

Indicate, if applicable, any change/s introduced by the Board of Directors (during its most recent term) on existing policies that may have an effect on the business of the company and the reason/s for the change:

Existing Policies	Changes	Reason

Not applicable.

D. REMUNERATION MATTERS

1) Remuneration Process

Disclose the process used for determining the remuneration of the CEO and the four (4) most highly compensated management officers:

Process	CEO	Top 4 Highest Paid Management Officers
(1) Fixed remuneration	Php922,325 ⁶	Php1,157,636 ⁷
(2) Variable remuneration	n/a	n/a
(3) Per diem allowance	Php30,000.00	
(4) Bonus	n/a	n/a
(5) Stock Options and other financial instruments	n/a	n/a
(6) Others (specify)	n/a	n/a

2) Remuneration Policy and Structure for Executive and Non-Executive Directors

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This is the aggregate indicative remuneration for the CEO/President.

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This is the aggregate indicative remuneration for the Chief Financial Officer, Corporate Compliance Officer and Executive Assistant to the President.

Disclose the company's policy on remuneration and the structure of its compensation package. Explain how the compensation of Executive and Non-Executive Directors is calculated.

	Remuneration Policy	Structure of Compensation Packages	How Compensation is Calculated
Executive Directors	It is the Company's policy that the compensation and remuneration of directors is consistent with the Company's culture, strategy and control environment; and that the designated amount of remuneration is sufficient to attract and retain directors needed to run the Company successfully.		
Non-Executive Directors	n/a	n/a	n/a

On January 10, 2011, the Board of Directors of the Company approved the grant of a per diem of PhP10,000.00 to each director, corporate secretary and assistant corporate secretary that attends a meeting of the Board of Directors in person. There is no standard arrangement whatsoever between the Company and any of its directors and officers for the payment of other form of special compensation.

Do stockholders have the opportunity to approve the decision on total remuneration (fees, allowances, benefits-in-kind and other emoluments) of board of directors? *Yes. Provide details for the last three (3) years. Such total remuneration is disclosed by the Company in its annual report and definitive information statement. The stockholders are requested during annual meetings to comment on, and ratify the Board's actions on various matters, including the grant of such remuneration.*

Remuneration Scheme	Date of Stockholders' Approval

3) Aggregate Remuneration

Complete the following table on the aggregate remuneration accrued during the most recent year:

Remuneration Item	Executive Directors	Non-Executive Directors (other than independent directors)	Independent Directors

(a) Fixed Remuneration	Php720,000.00 ⁸	n/a	Php720,000 ⁹
(b) Variable Remuneration	n/a	n/a	n/a
(c) Per diem Allowance	PhpP10,000.00 per director	n/a	PhpP10,000.00 per director
(d) Bonuses	n/a	n/a	n/a
(e) Stock Options and/or other financial instruments	n/a	n/a	n/a
(f) Others (Specify)	n/a	n/a	n/a
Total¹⁰			

Other Benefits	Executive Directors	Non-Executive Director (other than independent directors)	Independent Directors
1) Advances			
2) Credit granted			
3) Pension Plan/s Contributions			
(d) Pension Plans, Obligations incurred			
(e) Life Insurance Premium			
(f) Hospitalization Plan			
(g) Car Plan			
(h) Others (Specify)			
Total			

Not applicable. No such benefits are granted.

4) Stock Rights, Options and Warrants

(a) Board of Directors

Complete the following table, on the members of the company's Board of Directors who own or are entitled to stock rights, options or warrants over the company's shares:

Director's Name	Number of Direct Option/Rights/	Number of Indirect	Number of Equivalent	Total % from Capital Stock
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⁸ This is the aggregate remuneration for all the directors (executive and independent) as a group.

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⁹ This is the aggregate remuneration for all the directors (executive and independent) as a group.

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¹⁰ Please indicate how many times the directors were given per diem allowance so as to get the total remuneration for the year.

	Warrants	Option/Rights/ Warrants	Shares	

Not applicable. No such benefits are granted.

(b) Amendments of Incentive Programs

Indicate any amendments and discontinuation of any incentive programs introduced, including the criteria used in the creation of the program. Disclose whether these are subject to approval during the Annual Stockholders' Meeting:

Incentive Program	Amendments	Date of Stockholders' Approval

Not applicable. No such benefits are granted.

5) Remuneration of Management

Identify the five (5) members of management who are not at the same time executive directors and indicate the total remuneration received during the financial year:

Name of Officer/Position	Total Remuneration
Enrico M. Trinidad/ SVP & CFO (up to June 30, 2014)	
Roldan M. Antonio / CFO (from October 1, 2014)	
Emmanuel C. Paras/Corporate Secretary	None.
Katrina C. Keng / Assistant Corporate Secretary	None.
Gladys Cagadoc-Velasco / Corporate Compliance Officer	

E. BOARD COMMITTEES

1) Number of Members, Functions and Responsibilities

Provide details on the number of members of each committee, its functions, key responsibilities and the power/authority delegated to it by the Board:

Committee	No. of Members			Committee Charter	Functions	Key Responsibilities	Power
	Executive Director (ED)	Non-executive Director (NED)	Independent Director (ID)				
Executive	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Audit	2	n/a	1	Manual on Corporate Governance of Century Peak Metals Holdings Corporation	Perform oversight financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Company, and crisis management . This function shall include regular receipt from management of information on risk exposures and risk management activities.	<ul style="list-style-type: none"> a. Check all financial reports against its compliance with both the internal financial management handbook and pertinent accounting standards, including applicable laws, rules and regulations; b. Pre-approve all audit plans, scope and frequency 1 month before the conduct of external audit; c. Perform direct interface function with the internal and external auditors; d. Elevate to prevalent international standards the accounting and auditing processes, practice and methodologies of the Company and develop the following: 1. a definitive timetable within which the accounting 	<ul style="list-style-type: none"> a. Recommend to the stockholders the external auditor of the company; b. Perform oversight functions over the Company's internal and external auditors; c. Review the annual internal audit plan to ensure its conformity with the objectives of the Company; d. Organize an internal audit department and consider the appointment of an independent internal auditor; e. Review the reports submitted by the external and internal auditors; f. Review the quarterly, half-year and annual financial statements before submission to the Board; g. Coordinate, monitor and facilitate compliance with laws, rules and regulations; h. Evaluate and determine the non-audit work of the external auditor; i. Establish

						<p>system of the Company will be 100% compliant with the International Accounting Standard and 2. an accountability statement that will specifically identify officers and personnel directly responsible for the accomplishment of such task;</p> <p>e. Regularly review and improve, if necessary, the Company's Controller's Policies and Procedures Manual;</p> <p>f. Prior to the commencement of audit, discuss with the external auditor the nature, scope and expense of audit, and ensure proper coordination if more than one audit firm is involved</p> <p>g. Monitor and evaluate the adequacy and effectiveness of the Company's internal control system</p>	<p>and identify the reporting line of the internal auditor;</p> <p>j. Cause the internal auditor to directly report to it and ensure that in the performance of work, the internal auditor is free from interference from outside parties.</p>
Nomination ¹¹	2	n/a	1	Manual on Corporate	Pre-screen and shortlist	a. Redefine the roles, duties and	a. Conduct investigations

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¹¹ There is just one committee for the Nominations and Remuneration.

				<p>Governance of Century Peak Metals Holdings Corporation</p>	<p>all candidates nominated to become a member of the Board of Directors, in accordance with minimum qualifications and disqualifications and assess the effectiveness of the Board's processes and procedures in the election or replacement of directors.</p>	<p>responsibilities of the CEO by integrating the dynamic requirements of the business as a going concern and further expansionary prospects of the Company within the realm of good corporate governance at all times, if the need arises</p> <p>b. Ensure that the roles of the Chairman and CEO shall, as much as practicable, be separate to foster an appropriate balance of power, increased accountability and better capacity for independent decision-making by the Board</p> <p>c. Provide a clear delineation of functions between the Chair and the CEO upon their election or if the positions of the Chairman and CEO are unified, or if both positions are held by one person, lay down the proper checks and balances to ensure that the Board gets the benefit of independent views and perspectives</p>	<p>regarding the qualification or disqualification of directors;</p> <p>b. Formulate additional qualifications and disqualifications as it may deem fit for good corporate governance</p>
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			1	Manual on Corporate Governance of Century Peak Metals Holdings Corporation	Establish a formal and transparent procedure for developing a policy on executive remuneration packages of corporate officers and directors and for fixing the remuneration packages of individual directors and corporate officers	<p>a. Provide oversight over remuneration of senior management and key personnel;</p> <p>b. Ensure that the compensation and remuneration for the directors, officers and senior management is consistent with the Company's culture, strategy and control environment;</p> <p>c. Designate amount of remuneration which shall be in a sufficient level to attract and retain directors and officers who are needed to run the Company;</p> <p>d. Develop a form on Full Business Interest Disclosure as part of the pre-employment requirements for all incoming officers. It shall, among others, compel all officers to declare under the penalty of perjury all their</p>	<p>a. Disallow any director to decide his or her own remuneration;</p> <p>b. Provide in the Company's annual reports and information or proxy statements a clear, concise, and understandable disclosure of all fixed and variable compensation that may be paid, directly or indirectly, to its director and top 4 management officers during the preceding fiscal year;</p> <p>c. Regularly review the existing Personnel Policy Manual of the Company in order to strengthen the provision on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their</p>
Remuneration ¹²	2	n/a					

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¹² There is just one committee for the Nomination and Remuneration.

						existing business interests or shareholdings that may directly or indirectly conflict in their performance of duties.	respective posts.
Others (specify)	n/a	n/a	n/a	n/a	n/a	n/a	n/a

2) Committee Members

(a) Executive Committee- *Not applicable. There is no Executive Committee*

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	n/a	n/a	n/a	n/a	n/a	n/a
Member (ED)	n/a	n/a	n/a	n/a	n/a	n/a
Member (NED)	n/a	n/a	n/a	n/a	n/a	n/a
Member (ID)	n/a	n/a	n/a	n/a	n/a	n/a
Member	n/a	n/a	n/a	n/a	n/a	n/a

(b) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Renato L. Leveriza ¹³	December 10, 2014				4 mos.
Member (ED)	Ronaldo D. Ibasco*	December 10, 2014				4 mos.
Member (ED)	Emilio Tiu*	December 17, 2013 / December 10, 2014				2 years
Member	Ma. Angela C. Ong*	December 10, 2014				4 mos.

Disclose the profile or qualifications of the Audit Committee members.

Mr. Renato L. Leveriza, Jr., 64, Filipino, is the President and member of the Board of Directors of ATR KimEng

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¹³ Mr. Renato L. Leveriza, Jr. was elected as an independent director in December 10, 2014 and designated as Chairman of the Audit Committee. He replaced Mr. Roman Felipe Reyes who served as Independent Director and Chairman of the Audit Committee from December 17, 2013 to December 10, 2014. Mr. Reyes declined from reelection in the ASM of 2014.

* Mr. Ronaldo D. Ibasco was elected as a director on December 10, 2014. He was designated as member of the Audit Committee to replace Mr. Anson Tan. Mr. Emilio Tiu, who was reelected as director on the same date, was renamed to the Audit Committee as a member, together with Ms. Ma. Angela Ong, Executive Assistant to the President of the Corporation.

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Land, Inc., mainly responsible for the overseeing of joint venture developmentn TRIBeca Private Residences. He has more than 40 years of experience as a member of senior management and/or the Board of Directors of various companies. He has developed expertise in mergers and acquisitions, follow-on offers, privatization, corporate restructuring, corporate governance, corporate affairs, corporate social responsibility, corporate communications, legal coordination, trust and asset management, general management. He had exposure to the mining industry in the late 1980s when he concurrently served as Vice President for Finance and Treasurer of Bagacay based Philippine Pyrite Corporation. He is concurrently a Director of the Maybank ATR Kim Eng Capital Partnes, Inc. and ATR KimEng Asset Management, Inc.

Ronaldo D. Ibasco, 53, Filipino, is currently the Chairman of Alternative Power Resource Holdings Inc., a Director of Emerging Power Inc., an Independent Director of Cebu International Finance Corp. and Managing Director of Treetop Lane Capital Ltd (Hong Kong). He held various positions in Hong Kong-based investment companies, notably Barclays Capital Asia Ltd where he served as Managing Director (Head of Asia Specialized Risk Solutions Group and ASEAN Investment Banking), Search Investment Group where he was Senior Managing Director and Co-head of Investment Committee, and Goldman Sachs (Asia) Ltd where he was the Executive Director (Senior Proprietary Trader and Head of Asian Local Markets Trading). He earned his Master in Management degree from Kellogg School, Northwestern University (Evanston, IL, USA), graduating at the Top 5% of his class. He is an alumnus of the University of the Philippines (Diliman, Quezon City) where he earned his BS in Business Administration and Accountancy degree. He is a CPA, ranked 13th in the 1982 CPA examination.

Emilio Tiu, 58, Filipino, is the President of Solid Shipping and is a Director of Terminal Facilities & Services Corporation.

Ma. Angela C. Ong, 49, Filipino, holds the position of Executive Assistant to the President of the Company. Prior to her employment with the Company, she was the General and Administrative Manager of Grand East Empire Corporation from 1998 to 2007.

Describe the Audit Committee’s responsibility relative to the external auditor.

The Audit Committee recommends to the Stockholders the external auditor of the Company. The Committee pre-approves all audit plans, scope and frequency one month before the conduct of external audit and performs oversight and direct interface functions with the external auditors. The Committee likewise reviews the reports submitted by the external auditor prior to presentation to the Board.

(c) Nomination Committee¹⁴

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Wilfredo D. Keng	December 10, 2014				
Member (ED)	Benito Ong	December 10, 2014				
Member (NED)	n/a					
Member (ID)	Fmr. Sen. Richard Gordon	December 10, 2014				

(d) Remuneration Committee¹⁵

14 There is only one Nomination and Remuneration Committee.

15 There is only one Nomination and Remuneration Committee.

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Wilfredo D. Keng	December 10, 2014				
Member (ED)	Benito Ong	December 10, 2014				
Member (NED)	n/a					
Member (ID)	Fmr. Sen. Richard Gordon	December 10, 2014				

(e) Others (Specify) – *There are no other Committees constituted by the Board of Directors*

Provide the same information on all other committees constituted by the Board of Directors:

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	n/a	n/a	n/a	n/a	n/a	n/a
Member (ED)	n/a	n/a	n/a	n/a	n/a	n/a
Member (NED)	n/a	n/a	n/a	n/a	n/a	n/a
Member (ID)	n/a	n/a	n/a	n/a	n/a	n/a
Member	n/a	n/a	n/a	n/a	n/a	n/a

3) Changes in Committee Members

Indicate any changes in committee membership that occurred during the year and the reason for the changes:

Name of Committee	Name	Reason
Executive	n/a	n/a
Audit	Renato L. Leveriza replaced Roman Felipe Reyes as Chairman; Ronaldo D. Ibasco replaced Anson Tan as Member; Ma. Angela C. Ong was designated as Member for the first time	Mr. Reyes and Mr. Tan declined to be reelected as directors during the ASM for 2014 for the reason that they may not be able to give their full attention to the Corporation due to their other business and socio-civic commitments for the year 2014-2015.
Nomination	n/a	n/a
Remuneration	n/a	n/a
Others (specify)	n/a	n/a

4) Work Done and Issues Addressed

Describe the work done by each committee and the significant issues addressed during the year.

Name of Committee	Work Done	Issues Addressed
Executive	n/a	n/a
Audit	Checked financial reports for the year and ensured that they are	The checking of the direct interface functions between the internal and

	consistent with the internal financial management handbook and accounting standards	external auditors
Nomination	Supervised the nomination of the new directors and checked the qualifications of the directors nominated and voted especially the three new directors in the Board	The replacement of 3 directors with new ones
Remuneration	Designated amount of remuneration for directors and corporate officers and ensured that the same is sufficient	Maintenance of oversight function over remuneration of senior management and key personnel
Others (specify)	n/a	n/a

5) Committee Program

Provide a list of programs that each committee plans to undertake to address relevant issues in the improvement or enforcement of effective governance for the coming year.

Name of Committee	Planned Programs	Issues to be Addressed
Executive	n/a	n/a
Audit	Consistent checking of financial reports against its compliance with the internal financial management handbook and pertinent accounting standards, Elevation of accounting and auditing processes to international standards as set by the International Accounting Standards (IAS)	Ensuring consistency that the internal and external auditors always act independently from each other
Nomination	Formulate additional qualifications of directors and officers which are consistent with the exigencies of the Company.	Ensuring that the directors and officers do not possess the permanent and temporary disqualifications
Remuneration	Fine tune the procedure in the preparation of executive remuneration packages of corporate officers and directors	Ensuring that the compensation and remuneration of directors, officers and senior management is consistent with the Company's culture, strategy and control environment
Others (specify)	n/a	n/a

F. RISK MANAGEMENT SYSTEM

1) Disclose the following:

(a) Overall risk management philosophy of the company;

The Board of Directors (BOD) and management have overall responsibility for the establishment and oversight of

the Group's risk management framework.

The Group's risk management policies are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

- (b) A statement that the directors have reviewed the effectiveness of the risk management system and commenting on the adequacy thereof;

The Board of Directors approves the yearly budget and in the course of the review of the budget, risk exposures in respect of commodity price, interest rate, foreign exchange rate, cost items are also studied. Environmental risks are also managed as the Board requires regular reports on environmental concerns, including the maintenance of social development and community rehabilitation projects.

- (c) Period covered by the review

Annual basis

- (d) How often the risk management system is reviewed and the directors' criteria for assessing its effectiveness;

The review is done on an annual basis.

- (e) Where no review was conducted during the year, an explanation why not.

Not applicable.

2) Risk Policy

- (a) Company

Give a general description of the company's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

The Company is exposed to the same risks and adopts the same risk management policies as the Group. Please refer to the discussion in 2(b) below.

Risk Exposure	Risk Management Policy	Objective

- (b) Group

Give a general description of the Group's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

Risk Exposure	Risk Management Policy	Objective
Credit risk	The risk is managed by spreading financial transactions, including bank deposits, across an approved list of high quality banks. With respect to Trade Receivables, the Group maintains a defined credit	The objective is to reduce the risk of loss through default by counterparties.

	policy to ensure that credit is given only to customers with an appropriate credit history.	
Liquidity risk	The Group manages its liquidity profile to be able to finance capital expenditures and service maturing debts. To cover its financing requirements, the Group intends to use internally generated funds and available short-term credit facilities.	Cash balances are managed with two main objectives: maintain maximum liquidity and minimize the cost of borrowing.
Market risk – foreign currency risk – commodity price risk	The Group's operations are mainly geared for export, and most sales transactions are denominated in foreign currency. To manage foreign currency risk, the Group manages and controls its foreign currency denominated assets within acceptable levels, taking into consideration the volatility of the market. The Group's mine product revenues are based on international commodity quotations (i.e., primarily on London Metal Exchange quotes), over which the Group has no significant influence or control. The Group monitors commodity prices on a continuing basis, which are then considered when sales contracts are executed with buyers.	The objective of market risk policy is to manage and control market risk exposures within acceptable parameters, while optimizing the return.
Regulatory risks	The Group's main business is highly regulated. The Group manages this risk by continually monitoring compliance and ensuring that regulations are adhered to. Trust fund requirements for environmental and social development activities are met.	The objective is to ensure that the Group complies with regulatory requirements.

(c) Minority Shareholders

Indicate the principal risk of the exercise of controlling shareholders' voting power.

Risk to Minority Shareholders

3) Control System Set Up

(a) Company

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

The Company adopts the same control systems as the Group. Please refer to discussion below.

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)

(b) Group

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
Credit risk	The Finance Department monitors cash balances and Trade Receivables on a regular basis, and reports to the Chief Financial Officer.	Issues are addressed consistent with the risk management policy objective/s.
Liquidity risk	The Finance Department regularly monitors capital requirements and obligations of the Group.	Issues are addressed consistent with the risk management policy objective/s.
Market risk – foreign currency risk – commodity price risk	The Group manages and controls its foreign currency denominated assets within acceptable levels, taking into consideration the volatility of the market. The Group monitors commodity prices on a continuing basis, which are then considered when sales contracts are executed with buyers.	Issues are addressed consistent with the risk management policy objective/s. Foreign currency risk is managed by closely monitoring cash flow position and providing forecasts on all exposures in non-Philippine peso currencies.
Regulatory risks	The Legal Department monitors compliance by the Operations and Tenements Departments with environmental and mining regulations, including compliance with Corporate Social Responsibility requirements.	Issues are addressed consistent with the risk management policy objective/s. The Group complies with the regulatory authorities' control and compliance monitoring set-up.

(c) Committee

Identify the committee or any other body of corporate governance in charge of laying down and supervising these control mechanisms, and give details of its functions:

The Board of Directors, through the Audit Committee, has primary responsibility for ensuring that the risk management system is in place. It determines the risk management policies and monitors compliance thereto.

Committee/Unit	Control Mechanism	Details of its Functions
The Board of Directors, through the Audit Committee has taken on this function.	Monitoring through reports from the CFO/ Controller and other officers.	<p>The Committee performs the following functions:</p> <ul style="list-style-type: none"> (a) Quarterly review of performance; (b) Oversight of financial management functions specifically in the risk areas; (c) Assist the Board in the performance of its oversight responsibility for monitoring compliance with applicable laws, rules and regulations

G. INTERNAL AUDIT AND CONTROL

1) Internal Control System

Disclose the following information pertaining to the internal control system of the company:

(a) Explain how the internal control system is defined for the company;

Internal audit is defined in the Manual on Corporate Governance of the Company as an independent and objective assurance activity designed to add value to and improve the Company's operations, and help it accomplish its objectives by providing a systematic and disciplined approach in the evaluation and improvement of the effectiveness of risk management, control and governance processes.

(b) A statement that the directors have reviewed the effectiveness of the internal control system and whether they consider them effective and adequate;]

The directors have reviewed the effectiveness of the internal control system and they have considered it to be effective and adequate.

(c) Period covered by the review;

Current year (2014).

(d) How often internal controls are reviewed and the directors' criteria for assessing the effectiveness of the internal control system; and

Annually.

(e) Where no review was conducted during the year, an explanation why not.

Not applicable.

2) Internal Audit

(a) Role, Scope and Internal Audit Function

Give a general description of the role, scope of internal audit work and other details of the internal audit function.

Role	Scope	Indicate whether In-house or Outsource Internal Audit Function	Name of Chief Internal Auditor/Auditing Firm	Reporting process
Provide the Board of Directors, officers, senior management and stockholders with reasonable assurance that the Company's key organizational and procedural controls are effective, appropriate and complied with.	The internal audit should include significant risk exposures, control issues and such other matters as may be needed or requested by the Board and management.	In-house with the assistance of external consultants when needed	Wilbert G. Ty	The internal auditor shall report to the Audit Committee by submitting reports on the internal audit department's activities, responsibilities, and performance relative to the audit plans and strategies as approved by the Audit Committee.

(b) Do the appointment and/or removal of the Internal Auditor or the accounting /auditing firm or corporation to which the internal audit function is outsourced require the approval of the audit committee? *Yes.*

(c) Discuss the internal auditor's reporting relationship with the audit committee. Does the internal auditor have direct and unfettered access to the board of directors and the audit committee and to all records, properties and personnel? *The internal auditor and the audit committee are guided by the Manual on Corporate Governance.*

(d) Resignation, Re-assignment and Reasons

Disclose any resignation/s or re-assignment of the internal audit staff (including those employed by the third-party auditing firm) and the reason/s for them. *Not applicable. There have been no such resignations/re-assignment.*

Name of Audit Staff	Reason

(e) Progress against Plans, Issues, Findings and Examination Trends

State the internal audit's progress against plans, significant issues, significant findings and examination trends. *There is a continuing assessment of these matters.*

Progress Against Plans	The Internal Audit Plan is a cotinuing progressive audit and review, and covers the following major subjects, among others: (a) sites fund management, (b) mine operation, (c) inventory management. The site fund management covers the folloiwng activities: (a) compliance to procedures; (b)
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	timeliness, accuracy and correctness of reports; (c) strong adherence to company policies. For mine operation, the activities involved includes (a) optimal capacity utilization and (b) review based on existing data. For inventory management, the activity involved include physical count of existing inventory as against periodic records.
Issues ¹⁶	No existing issues as of the moment.
Findings ¹⁷	Internal control systems are generally in order. Minimal deviations in some areas were found; necessary corrections have been implemented.
Examination Trends	None

[The relationship among progress, plans, issues and findings should be viewed as an internal control review cycle which involves the following step-by-step activities:

- 1) Preparation of an audit plan inclusive of a timeline and milestones;
- 2) Conduct of examination based on the plan;
- 3) Evaluation of the progress in the implementation of the plan;
- 4) Documentation of issues and findings as a result of the examination;
- 5) Determination of the pervasive issues and findings (“examination trends”) based on single year result and/or year-to-year results;
- 6) Conduct of the foregoing procedures on a regular basis.]

(f) Audit Control Policies and Procedures

Disclose all internal audit controls, policies and procedures that have been established by the company and the result of an assessment as to whether the established controls, policies and procedures have been implemented under the column “Implementation.”

Policies & Procedures	Implementation
There should be transparency in the financial records and reports of the Company.	Appointment of an external auditor to ensure such transparency.
It is the Company’s policy to ensure that the Board, officers, senior management and stockholders are provided with reasonable assurance that the Company’s key organizational and procedural controls are effective, appropriate and complied with.	This policy of the Company is implemented by the Internal Auditor.

(g) Mechanism and Safeguards

State the mechanism established by the company to safeguard the independence of the auditors, financial analysts, investment banks and rating agencies (example, restrictions on trading in the company’s shares and

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¹⁶ “Issues” are compliance matters that arise from adopting different interpretations.

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¹⁷ “Findings” are those with concrete basis under the company’s policies and rules.

imposition of internal approval procedures for these transactions, limitation on the non-audit services that an external auditor may provide to the company): *The Company is guided by the Manual on Corporate Governance on these matters.*

Auditors (Internal and External)	Financial Analysts	Investment Banks	Rating Agencies
The Internal Auditor of the Company reports directly to the Audit Committee. The Audit Plan is approved by the Audit Committee. The external auditor, R.G. Manabat & Co. likewise reports directly to the Audit Committee, which also approves their Audit Plan.	Not applicable	Not applicable	Not applicable

(h) State the officers (preferably the Chairman and the CEO) who will have to attest to the company's full compliance with the SEC Code of Corporate Governance. Such confirmation must state that all directors, officers and employees of the company have been given proper instruction on their respective duties as mandated by the Code and that internal mechanisms are in place to ensure that compliance.

The attestation will be provided by the Chairman and CEO and the Compliance Officer. Their attestation will state that all directors, officers and employees of the company have been given proper instruction on their respective duties as mandated by the Code and that internal mechanisms are in place to ensure that compliance.

H. ROLE OF STAKEHOLDERS

1) Disclose the company's policy and activities relative to the following:

	Policy	Activities
Customers' welfare	The company is committed to maintaining programs that have high standards with regard to customers' welfare, environmental protection, community development and rehabilitation. It also commits itself to securing mine sites in all possible and legal means.	
Supplier/contractor selection practice	With regard to suppliers/ contractors who wish to submit bids or do business with the company, the Company requires said suppliers or contractors to first submit their respective proposals. The Company then seeks the help of accredited appraisers and experts, cost evaluators/ assessors before awarding a certain contract to the	

	said supplier/ contractor.	
Environmentally friendly value-chain	We mandate and impose strict procedures and rules with regard to the conduct of safe and responsible mine operations so as to avoid or minimize any harmful effects to the environment. It is also to be noted that the company is only using latest and up to date technologies and equipment for the implementation of the said policy.	
Community interaction	To improve stakeholder confidence, we obligate all our business partners to consistently implement, measure, monitor, review and openly communicate our IMS performance.	
Anti-corruption programmes and procedures?	Reasonable, fair and customary gifts on certain occasions and gifts or tokens considered to be within the parameters of the business relationship are acceptable provided these will not create or result to any conflict of interest. However, should any gift be considered incommensurate or inappropriate to the specific occasion, said gift must be returned to the giver to avoid any feeling or expectation that it should be repaid or reciprocated to the detriment of the company.	
Safeguarding creditors' rights	Policy on asset protection	

2) Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section?

The Company submits annual reports. Likewise, it submits reports to MGB and BOI who are monitoring the Company's corporate social responsibility.

3) Performance-enhancing mechanisms for employee participation.

(3.a) What are the company's policy for its employees' safety, health, and welfare?

The Company observes relevant statutes, regulations and codes of practice and has taken appropriate steps within its authority to provide and maintain its plant and equipment in a manner that is safe and without risks to health. Arrangements for ensuring safety and absence of risks to health in relation to the use, handling, storage and transport of articles and substances are also implemented. The Company also provides sufficient information, instruction, training and supervision as is necessary to ensure the health and safety of its employees at work. The Company maintains a safe place of work and provides safe means of access to and egress from the company premises. Finally, the Company provides and maintains adequate welfare facilities for its employees.

(3.b) Show data relating to health, safety and welfare of its employees.

As part of its efforts to make company policies more responsive to employees' needs, the Company is studying its policies pertaining to health, safety and welfare of employees. Data are still being compiled.

(3.c) State the company's training and development programmes for its employees. Show the data.

The HR and Accounting staff are made to attend trainings / seminars relating to employee benefits and updates on tax regulations.

(3.d) State the company's reward/compensation policy that accounts for the performance of the company beyond short-term financial measures

The Company has adopted a new Performance Evaluation System (PES) that will enable Management to evaluate employee performance and recommend appropriate rewards.

4) What are the company's procedures for handling complaints by employees concerning illegal (including corruption) and unethical behaviour? Explain how employees are protected from retaliation.

The Company creates a Task Force composed of three (3) whenever it receives a complaint. The employee is encouraged to appoint a representative for discussions with the Company.

I. DISCLOSURE AND TRANSPARENCY

1) Ownership Structure

(1.a) Holding 5% shareholding or more

Shareholder	Number of Shares	Percent	Beneficial Owner
Wilfredo D. Keng	1,276,262,498	45.2522%	Wilfredo D. Keng
Gao Zhankui	200,000,000	7.09%	Gao Zhankui

Name of Senior Management	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Wilfredo D. Keng	1,276,262,498	none	45.2522%
Luis T. Banson*	23,216,666	none	0.82%
Emilio Tiu	66,000,000	none	2.34%
Benito Ong*	53,174,000	none	1.885%
Guo Cong Yuan	64,319,000	none	2.280%
Roman Felipe Reyes*	1	none	0.00%
Richard Gordon	1	none	0.00%
Renato L. Leveriza, Jr.	1	none	0.00%
Ronaldo D. Ibasco	1	none	0.00%
TOTAL	1,482,972,168	0	52.577%

2) Does the Annual Report disclose the following:

Key risks	Yes
Corporate objectives	Yes
Financial performance indicators	Yes
Non-financial performance indicators	Yes
Dividend policy	Yes
Details of whistle-blowing policy	

* Served as Director from December 17, 2013 to December 10, 2014.

Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	Yes
Training and/or continuing education programme attended by each director/commissioner	Yes
Number of board of directors/commissioners meetings held during the year	Yes
Attendance details of each director/commissioner in respect of meetings held	Yes
Details of remuneration of the CEO and each member of the board of directors/commissioners	Yes

Should the Annual Report not disclose any of the above, please indicate the reason for the non-disclosure.

3) External Auditor's fee

Name of auditor	Audit Fee	Non-audit Fee
R.G. Manabat & Co.	711,900	Not applicable

4) Medium of Communication

List down the mode/s of communication that the company is using for disseminating information.

The Company directly sends notices and reports to the shareholders. It submits/ posts notices and disclosures with the SEC and PSE and at its own website, and sends and receives messages through its landline telephone, mobile telephone, fax, and email.

5) Date of release of audited financial report:

The Audited Financial Statements were released on April 15, 2015.

6) Company Website

Does the company have a website disclosing up-to-date information about the following?

Business operations	Yes
Financial statements/reports (current and prior years)	Yes
Materials provided in briefings to analysts and media	Yes
Shareholding structure	Yes
Group corporate structure	Yes
Downloadable annual report	Work in progress to update
Notice of AGM and/or EGM	Link to PSE
Company's constitution (company's by-laws, memorandum and articles of association)	Yes

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

7) Disclosure of RPT

RPT	Relationship	Nature	Value
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When RPTs are involved, what processes are in place to address them in the manner that will safeguard the interest of the company and in particular of its minority shareholders and other stakeholders? *The Company is guided by the Manual on Corporate Governance. Directors and officers are required to make full disclosure, and alternative dispute resolution methods will be used to address issues. In addition, all transactions are on arm's length basis, and the Accounting Department and Audit Department ensure that prices/ rates are competitive.*

J. RIGHTS OF STOCKHOLDERS

1) Right to participate effectively in and vote in Annual/Special Stockholders' Meetings

(a) Quorum

Give details on the quorum required to convene the Annual/Special Stockholders' Meeting as set forth in its By-laws.

Quorum Required	Majority of the outstanding capital stock
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(b) System Used to Approve Corporate Acts

Explain the system used to approve corporate acts.

System Used	Voting during Annual and Special Stockholders' Meeting
Description	Shareholders shall have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code. At all meetings of stockholders, a stockholder may vote in person or by proxy.

(c) Stockholders' Rights

List any Stockholders' Rights concerning Annual/Special Stockholders' Meeting that differ from those laid down in the Corporation Code.

Stockholders' Rights under The Corporation Code	Stockholders' Rights <u>not</u> in The Corporation Code
Voting Right	Right to Information
Power of Inspection	
Right to Dividends	
Appraisal Right	

Dividends

Declaration Date	Record Date	Payment Date

The Company has not made a determination on the declaration of dividends at this time.

(d) Stockholders' Participation

1. State, if any, the measures adopted to promote stockholder participation in the Annual/Special Stockholders' Meeting, including the procedure on how stockholders and other parties interested may communicate directly with the Chairman of the Board, individual directors or board committees. Include in the discussion

the steps the Board has taken to solicit and understand the views of the stockholders as well as procedures for putting forward proposals at stockholders' meetings.

Measures Adopted	Communication Procedure
Shareholders have the right to elect, remove, and replace directors and vote on certain corporate acts	Timely notice- both verbal and written

2. State the company policy of asking shareholders to actively participate in corporate decisions regarding:
 - a. Amendments to the company's constitution
 - b. Authorization of additional shares
 - c. Transfer of all or substantially all assets, which in effect results in the sale of the company

The Company will duly notify the shareholders of any such decisions prior to the shareholders' meeting, and the Board and management will offer to address any queries they may have.

3. Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up?
 - a. Date of sending out notices: *Notice is sent by personal delivery or by mail at least 15 business days prior to the date of meeting.*
 - b. Date of the Annual/Special Stockholders' Meeting: *The by-laws provide that the annual stockholders' meeting is to be held every June 30.*

A special stockholders' meeting is held at any time if called by any of the following: Board of Directors at its own instance or at the written request of the stockholders representing a majority of the outstanding capital stock or the President.

4. State, if any, questions and answers during the Annual/Special Stockholders' Meeting. *N/A*
5. Result of Annual/Special Stockholders' Meeting's Resolutions

Resolution	Approving	Dissenting	Abstaining

During the Annual Stockholders' Meeting held on December 10, 2014, the majority of the stockholders elected the new set of Board of Directors of the Company and approved the audited financial statements for 2013. Other than these, no other matters were taken up for a vote.

6. Date of publishing of the result of the votes taken during the most recent AGM for all resolutions: *Not applicable.*

(e) Modifications

State, if any, the modifications made in the Annual/Special Stockholders' Meeting regulations during the most recent year and the reason for such modification:

Modifications	Reason for Modification

Not applicable. There is no such modification.

(f) Stockholders' Attendance

(i.i) Details of Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual		December 10, 2014		52.33%	20.75%	73.08%
Special		n/a				

(i.ii) Does the company appoint an independent party (inspectors) to count and/or validate the votes at the ASM/SSMs?

No. The Company believes it is not necessary to do so.

(i.iii) Do the company's common shares carry one vote for one share? Yes. If not, disclose and give reasons for any divergence to this standard. Where the company has more than one class of shares, describe the voting rights attached to each class of shares.

(g) Proxy Voting Policies

State the policies followed by the company regarding proxy voting in the Annual/Special Stockholders' Meeting. *The Company adopts the requirements in applicable laws and rules and regulations, and is guided by the Manual on Corporate Governance.*

	Company's Policies
Execution and acceptance of proxies	The company accepts proxies.
Notary	Notarization is not required for individual proxies but is required for corporate proxies.
Submission of Proxy	At least one (1) week before the meeting.
Several Proxies	This has not happened yet. In any case, the one of later date should prevail.
Validity of Proxy	Valid for a maximum period of five (5) years
Proxies executed abroad	This is accepted.
Invalidated Proxy	This is not counted.
Validation of Proxy	Done by the office of the Corporate Secretary based on records provided by the transfer agent.
Violation of Proxy	This has never happened

(h) Sending of Notices

State the company's policies and procedure on the sending of notices of Annual/Special Stockholders' Meeting.

Policies	Procedure
Notices for regular or special meetings may be made by the Secretary by personal delivery or by mail. The notice must state the place, date and hour of the meeting and the purpose/s for which the meeting is held.	Notices must be sent at least 15 business days prior to the date of the meeting to each stockholder of record at his last known address.

(i) Definitive Information Statements and Management Report

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	220
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	November 19, 2014
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	November 19, 2014
State whether CD format or hard copies were distributed	Hard copies
If yes, indicate whether requesting stockholders were provided hard copies	Yes

(j) Does the Notice of Annual/Special Stockholders' Meeting include the following:

Each resolution to be taken up deals with only one item.	Yes
Profiles of directors (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) nominated for election/re-election.	Yes
The auditors to be appointed or re-appointed.	Yes
An explanation of the dividend policy, if any dividend is to be declared.	Yes
The amount payable for final dividends.	Yes
Documents required for proxy vote.	Yes

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

2) Treatment of Minority Stockholders

(d) State the company's policies with respect to the treatment of minority stockholders.

Policies	Implementation
The Board is committed to respect the rights of all shareholders as provided by law, the Company's by-laws and the Manual on Corporate Governance.	1. Right to be present at and to vote at the stockholders' meetings. They are promptly notified of the annual or special meetings of shareholders.

	<p>2. Right to nominate directors-through announcements/disclosure, they are advised of the requirements and deadlines for nomination of independent directors.</p> <p>3. Pre-emptive right- right to subscribe to the capital stock of the corporation.</p> <p>4. Right to inspection- they are allowed to inspect corporate books and records in accordance with the Corporation Code.</p> <p>5. Right to Information-the company discloses timely material information and submits all required reports to the SEC and PSE, and uploads the same onto the company website; shareholders' queries are encouraged and addressed during stockholders' meetings.</p> <p>6. Right to dividends- as provided by the Corporation Code and subject to discretion by the Board of Directors.</p> <p>7. Appraisal right- as provided by law.</p> <p>8. Without charge to the shareholders (except applicable transaction charges, fees or taxes of the transfer agent, brokers, the PSE or the BIR), the Company assists shareholders who wish to: (i) be apprised of their holdings, (ii) sell or transfer shares or (iii) replace their lost stock certificates. The Company ensures that all these requests are attended to.</p>

The Company is guided by its by-laws and Manual on Corporate Governance.

(e) Do minority stockholders have a right to nominate candidates for board of directors?

Yes, subject to the rules set by the Nominations and Remuneration Committee.

K. INVESTORS RELATIONS PROGRAM

1) Discuss the company's external and internal communications policies and how frequently they are reviewed. Disclose who reviews and approves major company announcements. Identify the committee with this responsibility, if it has been assigned to a committee. *The Company is guided by its Manual on Corporate Governance.*

2) Describe the company's investor relations program including its communications strategy to promote effective communication with its stockholders, other stakeholders and the public in general. *The Company is guided by its Manual on Corporate Governance.* Disclose the contact details (e.g. telephone, fax and email) of the officer responsible for investor relations. *The CFO, through the Company's landline and email.*

	Details
(1) Objectives	
(2) Principles	
(3) Modes of Communications	
(4) Investors Relations Officer	

3) What are the company's rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets?

The Company is guided by applicable laws and regulations and its Manual on Corporate Governance.

Name of the independent party the board of directors of the company appointed to evaluate the fairness of the transaction price. *The Board makes a determination on this matter per transaction.*

L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Discuss any initiative undertaken or proposed to be undertaken by the company.

Initiative	Beneficiary
The Company implements a Social Development and Management Program (SDMP) which is formulated by a multi-stakeholder group comprised of the MGB, the local government (barangay and municipality) which hosts its mining sites in Dinagat Province, NGOs, the Church, among others. The SDMP is formulated and implemented on an annual basis. Funds for this purpose are deposited by the Company and replenished as the need arises. The Program includes livelihood assistance, provision of assistance to day care teachers, repair and maintenance of public infrastructures, community activities, information and education activities, among others.	Residents and community members of Barangays Panamaon and Esperanza in the Municipality of Loreto, Province of Dinagat Islands

M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL

Disclose the process followed and criteria used in assessing the annual performance of the board and its committees, individual director, and the CEO/President.

	Process	Criteria
Board of Directors	The Board of Directors takes this up at its annual meeting. A Self-Assessment Mechanism will be implemented.	As per Board Resolution/ Recommendation
Board Committees	The Board of Directors takes this up at its annual meeting. A Self-Assessment Mechanism will be implemented.	As per Board Resolution/ Recommendation
Individual Directors	The Board of Directors takes this up at its annual meeting. A Self-Assessment Mechanism will be implemented.	As per Board Resolution/ Recommendation
CEO/President	The Board of Directors takes this up at its annual meeting. A Self-Assessment Mechanism will be implemented.	As per Board Resolution/ Recommendation

The Company is guided by its Manual on Corporate Governance.

N. INTERNAL BREACHES AND SANCTIONS

Discuss the internal policies on sanctions imposed for any violation or breach of the corporate governance manual involving directors, officers, management and employees

Violations	Sanctions
First Violation of the Corporate Governance Manual	Reprimand
Second Violation of the Corporate Governance Manual	Suspension from office; the duration of the suspension shall depend on the gravity of the violation
Third Violation of the Corporate Governance Manual	Maximum penalty of removal from office shall be imposed.

SIGNATURES

WILFREDO D. KENG

Chairman of the Board and President

RENATO L. LEVERIZA

Independent Director

RICHARD J. GORDON

Independent Director

GLADYS M. CAGADOC-VELASCO

Compliance Officer

SUBSCRIBED AND SWORN to before me this _____ day of _____ 20__ , affiant(s) exhibiting to me their appropriate government issued identification cards, as follows:

NAME/NO.	DATE OF ISSUE	PLACE OF ISSUE
WILFREDO D. KENG - <u>TIN 103-990-999-000</u>	_____	_____
RENATO L. LEVERIZA - _____	_____	_____
RICHARD J. GORDON - _____	_____	_____
GLADYS C. VELASCO <u>TIN 179-585-010-000</u>	_____	_____

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