



APEX MINING CO., INC.

Maco, Compostela Valley Province

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO ALL STOCKHOLDERS:

Please be informed that the **Annual Stockholders' Meeting** of **APEX MINING CO., INC.** will be held on June 16, 2014 at 3 o'clock in the afternoon at the Valle Verde Country Club, Capt. Javier St., Pasig City.

The agenda for the meeting is as follows:

1. Call to order;
2. Certification of notice and quorum;
3. Approval of the Minutes of the Stockholders Meeting held on July 12, 2013;
4. Report of the Chairman of the Board;
5. Approval of the Financial Statements as of December 31, 2013 embodied in the 2013 Annual Report;
6. Approval and Ratification of all actions of the Board of Directors and Management during the previous year;
7. Election of Directors;
8. Appointment of External Auditors;
9. Approval of the Amendment to the Articles of Incorporation of the Corporation for the following matters: (a) to increase the authorized capital stock of the Corporation from Two Billion Eight Hundred Million Pesos (Php2,800,00,000.00), divided into Two Billion Eight Hundred Million (2,800,000,000) common shares with par value of One Peso (Php1.00) each to Twelve Billion Eight Hundred Million Pesos (Php12,800,000,000.00) divided into Twelve Billion Eight Hundred Million (12,800,000,000) common shares with par value of One Peso (Php1.00) per share; (b) confirm the denial of pre-emptive rights to all holders of common shares; and (c) to change the address of its principal office;
10. Approval of the subscription to the increase in authorized capital stock and such other follow-on offering and/or placing and subscription transaction under such terms and conditions that the Board of Directors may determine and the listing of shares issued in connection therewith with the Philippine Stock Exchange;
11. Approval of the grant of authority to the Board of Directors to issue such number of shares of stock out of the existing capital stock and increase in authorized capital stock to such persons and at an issue price of not less than par value as the Board of Directors may determine and to accept cash or non-cash properties as payment for such subscription;
12. Approval of the grant of authority to the Board of Directors to conduct an equity offering, including, but not limited to, a placing and subscription transaction, under such terms and conditions that the Board of Directors may determine, inclusive of: (i) authority to fix the number of shares for such equity transaction in such number of shares as may be required by the Corporation for funding its projects; (ii) authority to appoint advisers, consultants, underwriters/lead managers, stabilization agent, and other relevant parties for the equity transaction; and (iii) determination of the offering price based on generally accepted pricing formula for publicly traded companies, as may be appropriate or relevant per prevailing market conditions;
13. Approval of waiver of the requirement to conduct a rights or public offering for shares issued by the Corporation pursuant to the increase in authorized capital stock and other transactions;
14. Other matters;
15. Adjournment.

The Board has fixed the close of business hours on May 16, 2014 as the record date for the determination of stockholders entitled to notice of meeting and to vote at the specified election date.

If you cannot personally attend the meeting, you may appoint a proxy to represent you by accomplishing the attached form and returning the same to the Corporate Secretary at the above address before the meeting.

By Order of the Board of Directors:


ROSANNA A. PARICA
Corporate Secretary