



SECURITIES AND EXCHANGE COMMISSION

SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT



1. For the fiscal year ended .....December 31, 2017.....
2. SEC Identification Number ...40621..... 3. BIR Tax Identification No. 000-284-138.....
4. Exact name of issuer as specified in its charter .....APEX MINING CO., INC......
5. ....Philippines..... 6.  (SEC Use Only)  
Province, Country or other jurisdiction of Industry Classification Code:  
incorporation or organization
7. ....3304B West Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City .....1605.....  
Address of principal office Postal Code
8. ....(02) 706-2805.....  
Issuer's telephone number, including area code
9. ....N/A.....  
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>The Board's Governance Responsibilities</b>			
<b>Principle 1:</b> The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
<b>Recommendation 1.1</b>			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	<i>The Company's Board is composed of the following:</i> <ol style="list-style-type: none"> <li>1. Banker,</li> <li>2. Mining executive and businessman,</li> <li>3. Investment banker,</li> <li>4. Businessman,</li> <li>5. Young businessman and tycoon,</li> <li>6. Geologist, and</li> <li>7. Mining executive.</li> </ol>	
2. Board has an appropriate mix of competence and expertise.	Compliant		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant		
		<ol style="list-style-type: none"> <li>1. Qualifications, professional experience, expertise of directors   <i>Directors' Profile</i>  <a href="http://www.apexmines.com/wp-content/uploads/2018/02/DIRECTORS-PROFILE.pdf">http://www.apexmines.com/wp-content/uploads/2018/02/DIRECTORS-PROFILE.pdf</a>;   <i>SEC Form 20-IS</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a> (pages 5-8) </li> <li>2. Qualification standards for directors to facilitate the selection of potential nominees</li> </ol>	

		<a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf</a> (pages 5-8)	
<b>Recommendation 1.2</b>			
1. Board is composed of a majority of non-executive directors.	Compliant	<p><i>Chairman Ramon Sy, Board Directors Jose Eduardo Alarilla, Joselito Sibayan, and Dennis Uy (4 out of 7 Directors) are non-executive.</i></p> <p><i>Board of Directors</i>  <a href="http://www.apexmines.com/?page_id=43">http://www.apexmines.com/?page_id=43</a>;</p> <p><i>2017 GIS</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/2017-Apex-GIS-for-website.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/2017-Apex-GIS-for-website.pdf</a> (page 3);</p>	
<b>Recommendation 1.3</b>			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p><i>The Company has in place a Training Policy for Directors and Officers covering the orientation program for first-time directors and continuing training of incumbent directors. The same are embodied in the Company's CG Manual.</i></p> <p><i>CG Manual</i> <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf</a> [Article 3, Item 6, page 4], to wit:</p> <p><i>"The Board shall promote attendance of directors in annual continuing training and development program to keep the directors abreast of the developments in business and regulatory environment. An orientation program for first time directors shall be established."</i></p>	

<p>2. Company has an orientation program for first time directors.</p>	<p>Compliant</p>	<p><i>Under the Company's Training Policy for Directors and Officers:</i></p> <p><i>All new directors and officers shall be properly oriented upon joining the Board and the Company.</i></p> <p><i>a. This will ensure that new board members, before beginning their directorships, and new officers, are appropriately apprised of their duties and responsibilities.</i></p> <p><i>b. The program shall prepare any new director and officer in effectively performing his or her functions.</i></p> <p><i>c. The orientation program shall cover the following, among others:</i></p> <ul style="list-style-type: none"> <li><i>• Introduction to the Company's business,</i></li> <li><i>• Overview of mining operations,</i></li> <li><i>• Overview of financial condition,</i></li> <li><i>• Manual on corporate governance,</i></li> <li><i>• Code of Conduct and Ethics, and</i></li> <li><i>• Company policies</i></li> </ul> <p><i>d. The orientation program shall be conducted by the President or to whom he may delegate this work.</i></p> <p><i>e. The new director and/or officer is also encouraged to visit and tour the mine site for an on-site orientation, to gain familiarity with the Company's business environment and actual operations, and meet with employees to the extent practicable.</i></p> <p><i>Mr. Jose Eduardo Alarilla was elected as a new member of the Board in May 2017. He attended a briefing session and was provided materials on the Company's background, business objectives, and mining operations. He was also toured the Sangilo mine as part of his orientation.</i></p>	
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<p>3. Company has relevant annual continuing training for all directors.</p>	<p>Compliant</p>	<p>----- 00000 -----</p> <p><i>Individual certificates are attached to this report for the following board members:</i></p> <ol style="list-style-type: none"> <li>1. Ramon Y. Sy – Corporate Governance Seminar, December 6, 2017</li> <li>2. Walter W. Brown – Corporate Governance Seminar, December 21, 2017</li> <li>3. Graciano P. Yumul, Jr – Roundtable discussion on the Code of Corporate Governance for Publicly Listed Companies, March 29, 2017</li> <li>4. Modesto B. Bermudez – Corporate Governance: Board Effectiveness Best Practices, November 10, 2017</li> <li>5. Jose Eduardo J. Alarilla - Corporate Governance Seminar, October 10, 2017</li> <li>6. Joselito H. Sibayan - Corporate Governance Seminar, December 21, 2017</li> <li>7. Dennis A. Uy - Corporate Governance Seminar, March 15, 2017</li> </ol>	
<p><b>Recommendation 1.4</b></p>			
<p>1. Board has a policy on board diversity.</p>	<p>Compliant</p>	<p><i>The current Board is composed of directors with experience and expertise in various disciplines which provides the required measure of diversity.</i></p> <p>CG Manual <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf</a> [Article 3, Item 2, page 3], to wit:</p>	

		<p><i>"The directors shall have collective working knowledge, experience, expertise in the Corporation's business or industry or in other disciplines or industries which can provide the appropriate insight and diversity to respond to the needs of an evolving business and provide strategic direction to the Corporation."</i></p> <p><i>The Board consists of 7 male directors.</i></p>	
<b>Optional: Recommendation 1.4</b>			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Non-Compliant		<p><i>The current directors of the Company come from various businesses and disciplines. Their experience and expertise are already diverse for the purposes of the pursuing the Company's objectives. The Company does not find the necessity to provide a formal policy on board diversity, which is already fully stated in its CG Manual.</i></p>
<b>Recommendation 1.5</b>			
1. Board is assisted by a Corporate Secretary.	Compliant	<p><i>Atty. Silverio Benny Tan , the Company's Corporate Secretary, is not the Compliance Officer. He is not a member of the Board.</i></p> <p><i>SEC Form 20-IS <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a> [pages 5, 8]</i></p> <p><i>SEC Form 17A <a href="http://www.apexmines.com/wp-content/uploads/2017/06/APX-2016-SEC-Form-17A.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/APX-2016-SEC-Form-17A.pdf</a> (pages 23 &amp; 26)</i></p>	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		

		CG Manual <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf</a> [Article 3, Item (M), pages 16-17]	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	See attached copy of certificate of attendance in CG Seminar for Atty. Silverio Benny Tan, the Company's Corporate Secretary.	
<b>Optional: Recommendation 1.5</b>			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Non - Compliant		Materials are provided at least a day or earlier before the actual Board meeting. The Company has a lean organization. The personnel who prepare the board materials do not have time to submit the reports earlier than this.
<b>Recommendation 1.6</b>			
1. Board is assisted by a Compliance Officer.	Compliant		
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Non-Compliant	SEC Form 20-IS <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a> [pages 5, 9]	Mr. Renato N. Migrino, the Company's Compliance Officer, is the Treasurer.
3. Compliance Officer is not a member of the board.	Compliant	CG Manual <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf</a> [Article 3, Item (N), page 17]	
4. Compliance Officer attends training/s on corporate governance.	Compliant	The Company's Compliance Officer attended the "Corporate Governance: Board Effectiveness Best Practices" on November 10, 2017 (copy of certificate attached).	

**Principle 2:** The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

### Recommendation 2.1

1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	<p><i>In 2017 there were nine (9) board meetings, one (1) annual stockholders' meeting, and one (1) organizational meeting held and attended by the Board Members. In these meetings, the directors participated in the discussion of the operating and financial performance of the Company, including issues and concerns which needed to be addressed.</i></p> <p><i>See attached Secretary's Certificate covering the Self-Assessment and Full-Board Assessment conducted by the BOD for its performance in 2017.</i></p> <p><i>CG Manual</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf</a>, (pages 10-11, Article 3, Section H, Specific Duties &amp; Responsibilities of a Director)</p>	
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### Recommendation 2.2

1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	<p><i>At the beginning of the year, the Company's operating and capital expenditure budgets based on its objectives, strategies, and parameters for the year, as set by management are presented to the Board for review and approval. During the regular Board meetings, the implementation and accomplishments of such objectives and the actual expenses of the Company vis-à-vis the budgets are presented to the Board for its information and monitoring.</i></p>	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant		



		<p><i>The quarterly and annual press releases and other reports of the Company duly approved by the Board also present the progress and accomplishments of the Company's objectives.</i></p> <ul style="list-style-type: none"> <li>• 2017 Year-end results <a href="http://www.apexmines.com/wp-content/uploads/2018/04/APX-2017-Year-End-Press-Release.pdf">http://www.apexmines.com/wp-content/uploads/2018/04/APX-2017-Year-End-Press-Release.pdf</a></li> <li>• 3<sup>rd</sup> Quarter 2017 results <a href="http://www.apexmines.com/wp-content/uploads/2017/11/3rd-Quarter-2017-Press-Release.pdf">http://www.apexmines.com/wp-content/uploads/2017/11/3rd-Quarter-2017-Press-Release.pdf</a></li> <li>• 2<sup>nd</sup> Quarter 2017 results <a href="http://www.apexmines.com/wp-content/uploads/2017/08/APX-2017-Q2-Press-Release.pdf">http://www.apexmines.com/wp-content/uploads/2017/08/APX-2017-Q2-Press-Release.pdf</a></li> <li>• 1<sup>st</sup> Quarter 2017 results <a href="http://www.apexmines.com/wp-content/uploads/2017/07/2017-1QTR-Operating-Results-Press-Release.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/2017-1QTR-Operating-Results-Press-Release.pdf</a></li> <li>• SEC Form 17A - 2017 <a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf</a></li> </ul> <p><i>The Company's business objectives, strategy and budgets are reviewed, revised as may be necessary, and approved by the Board at least twice a year.</i></p>	
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### Supplement to Recommendation 2.2

1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p><i>Company website</i> <a href="http://www.apexmines.com/?page_id=61">http://www.apexmines.com/?page_id=61</a></p> <p><i>Annual Report Publication</i> <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APEX-2016_FINAL_rev3D-smaller.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APEX-2016_FINAL_rev3D-smaller.pdf</a> (page 4 - Mission &amp; Vision Statement)</p> <p><i>Review of the vision, mission and core values is done only when necessary.</i></p>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	<p><i>At the Board meetings, Management presents its report on the Company's accomplishments and performance for the Board's information and monitoring vis-à-vis the Company's objectives, business environment and culture.</i></p>	

### Recommendation 2.3

1. Board is headed by a competent and qualified Chairperson.	Compliant	<p><i>The Chairman of the Board is Mr. Ramon Y. Sy. Information on the Chairperson are in the following links:</i></p> <p><i><a href="http://www.apexmines.com/wp-content/uploads/2018/02/DIRECTORS-PROFILE.pdf">http://www.apexmines.com/wp-content/uploads/2018/02/DIRECTORS-PROFILE.pdf</a></i></p> <p><i>SEC Form 20-IS <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a> (pages 6-7)</i></p> <p><i>SEC Form 17A <a href="http://www.apexmines.com/wp-content/uploads/2017/06/APX-2016-SEC-Form-17A.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/APX-2016-SEC-Form-17A.pdf</a> (page 23)</i></p>	
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Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Non-Compliant		The Succession Planning Program is being prepared.
2. Board adopts a policy on the retirement for directors and key officers.	Non-Compliant		The Retirement Policy is being prepared.
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Non-Compliant	----- 00000 -----  The compensation of Members of the Board of Directors was set-up and approved during the special meeting of the Board of Directors on November 13, 2012. Since then, the Board has not discussed nor taken-up again this matter.  The Company's Compensation Committee Charter states that no director should participate in deciding on his remuneration.  Compensation Committee Charter <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Compensation-Committee-Charter-.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Compensation-Committee-Charter-.pdf</a>	The Remuneration Policy is being prepared.
2. Board adopts a policy specifying the relationship between remuneration and performance.	Non-Compliant		The Remuneration Policy is being prepared.
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		

<b>Optional: Recommendation 2.5</b>			
1. Board approves the remuneration of senior executives.	Non-Compliant		<p><i>The Compensation Committee of the Board is tasked to determine proper compensation of senior officers.</i></p> <p><i>Compensation Committee Charter</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Compensation-Committee-Charter-.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Compensation-Committee-Charter-.pdf</a></p>
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Non-Compliant		<p><i>The Remuneration Policy is being prepared.</i></p>
<b>Recommendation 2.6</b>			
1. Board has a formal and transparent board nomination and election policy.	Compliant	<p><i>CG Manual</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf</a> Article III, Item (F) (pages 7-8) - NOMINATION OF DIRECTORS</p> <p><i>There is no restriction in the Company's Articles &amp; By-Laws. The Corporation Code allows every stockholder (including minority stockholders) to nominate.</i></p> <p><i>CG Manual</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf</a> page 7, to wit:</p>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's	Compliant		

processes in the nomination, election or replacement of a director.		"Item 2. Any stockholder of record of the Corporation, including a minority stockholder, may nominate a candidate for election to the Board. Only a stockholder of record entitled to notice of, and to vote in the stockholder meeting shall be qualified to be nominated and elected as a director."	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	The Board of Directors conducted a Self-Assessment covering the year 2017. See Certification attached to this report.	
<b>Optional: Recommendation to 2.6</b>			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Non-Compliant		The Board uses the network of the Members of the Board and 3 <sup>rd</sup> party affiliates when searching candidates for directorship.
<b>Recommendation 2.7</b>			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	RPT Committee Charter <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Related-Party-Transaction-Committee-Charter.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Related-Party-Transaction-Committee-Charter.pdf</a>	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	RPT Policy <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Related-Party-Transaction-Policy.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Related-Party-Transaction-Policy.pdf</a>	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	The transactions approved were discussed in the Company's audited 2017 FS:  Audited FS	

		<a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-CFS-2017-Apex-Mining-Co-Inc-and-Subsidiaries.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-CFS-2017-Apex-Mining-Co-Inc-and-Subsidiaries.pdf</a> [Note 15 – Related Party Disclosures, pages 48-49], to wit:  <i>Transactions with related parties of the Company consist principally of advances for working capital requirements.</i>	
<b>Supplement to Recommendations 2.7</b>			
<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	Compliant	<p><i>RPT Policy</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Related-Party-Transaction-Policy.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Related-Party-Transaction-Policy.pdf</a></p> <p><i>“• If the Related Party Transaction involves a Director, an Officer, a Manager, or a 5% Shareholder or an Immediate Family Member and is valued at P1,000,000 or more, then the Compliance Officer shall promptly notify the Chairman of the Related Party Transaction Committee (RPT Committee) of the Board.</i></p> <p><i>• If the Related Party Transaction is valued at less than P1,000,000, then the Compliance Officer shall notify the following officers of the Company: President; Chief Financial Officer; and Resident Manager. The Compliance Officer will report to the RPT Committee on any Related Party Transactions reviewed below the P1,000,000 threshold.”</i></p> <p><i>The Company's RPT categories were discussed in:</i></p> <p><i>Audited FS</i>  <a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-CFS-2017-Apex-Mining-">http://www.apexmines.com/wp-content/uploads/2018/05/APX-CFS-2017-Apex-Mining-</a> </p>	

		<a href="#">Co-Inc-and-Subsidiaries.pdf</a> [Note 15 – Related Party Disclosures, pages 48-49], categories as follows: <ul style="list-style-type: none"> <li>Advances to related parties</li> <li>Advances from related parties</li> </ul>	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of <u>related party transactions</u> during shareholders' meetings.	Non-Compliant		<i>The nature of the Company's current related party transactions are approved by the Board but do not require non-related party shareholders' approval under Section 32 of the Corporation Code.</i>
<b>Recommendation 2.8</b>			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p><i>The Board of Directors elect all Officers of the Company. Amended By-Laws Article IV, Item No. 1, states that:</i></p> <p><i>"The executive officers of the Company shall be a Chairman of the Board, a Vice-Chairman and a President, all of whom shall be members of the Board of Directors, Executive Vice-President, one or more Vice-Presidents, a Treasurer, a Secretary, an assistant treasurer and an assistant secretary, none of whom need not be members of the Board of Directors, and all of whom shall be elected and appointed by the Board of Directors."</i></p> <p><a href="http://www.apexmines.com/wp-content/uploads/2018/02/By-Laws-Amended.pdf">http://www.apexmines.com/wp-content/uploads/2018/02/By-Laws-Amended.pdf</a></p> <p><i>The following Executive Officers were appointed during the Board's organizational meeting on June 30, 2017:</i></p> <p><i>1. Ramon Y. Sy - Chairman of the Board</i></p>	

		<p>(He presides over board and stockholders' meetings but holds no executive functions)</p> <ol style="list-style-type: none"> <li>Walter W. Brown - President &amp; CEO</li> <li>Graciano P. Yumul, Jr. - EVP for Geology, Exploration, &amp; External Affairs</li> <li>Modesto B. Bermudez - SVP for Projects &amp; Development</li> <li>Gil A. Marvilla - SVP Resident Manager</li> <li>Rosemarie F. Padilla - VP Assistant Manager for Finance</li> <li>Rodolfo C. Ramos - VP Assistant Manager for Operations</li> <li>Renato N. Migrino - Treasurer &amp; Compliance Officer</li> <li>Silverio Benny J. Tan - Corporate Secretary</li> <li>Elisa R. Dungca - Assistant Corporate Secretary / AVP for Corporate Affairs</li> </ol> <p>Results of Organizational Meeting (June 30, 2017)  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/SEC-Form-17-C-Results-of-Organization-Meeting-06.30.2017.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/SEC-Form-17-C-Results-of-Organization-Meeting-06.30.2017.pdf</a></p>	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>The Board's policy and responsibility and process to assess the performance of Management is in the Company's CG Manual, posted in Company website:</p> <p><a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf</a></p>	
<b>Recommendation 2.9</b>			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the	Compliant	<p>The Company has a <u>Performance Appraisal System (PAS)</u> for Managers, Supervisors, and R&amp;F, under which</p>	



standards set by the Board and Senior Management.		<i>the job performance of an employee is documented and evaluated against set standards and Company goals.</i>	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant	<p><i>The PAS objectives are:</i></p> <ul style="list-style-type: none"> <li><i>To improve the performance of employee, and increase potential</i></li> <li><i>To provide feedback and improve communication and relationship between superior - subordinates and management - employees.</i></li> <li><i>To identify the training and development needs of individual employees.</i></li> <li><i>To enhance rewards system.</i></li> </ul>	
<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place.	Compliant	<p><i>CG Manual</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf</a> (Article 3, Item I, page 11, Internal Control Responsibilities of the Board; Item L (1), pages 13 -14 The Audit Committee)</p> <p><i>I. Internal Control Responsibilities of the Board</i>          "The control environment of the corporation consists of (a) the Board which ensured that the corporation is properly and effectively managed and supervised; (b) a Management that actively manages and operates the corporation in a sound and prudent manner; (c) the organizational and procedural controls supported by effective management information and risk management reporting systems; and (d) an independent audit mechanism to monitor the adequacy and effectiveness of the corporation's governance, operations, and information systems, including the reliability and integrity of financial and</p>	

		<p>operations, the safeguarding of assets, and compliance with laws, rules, regulations and contracts."</p> <p>Page 13 - The Audit Committee, likewise, has the mandate to monitor and evaluate the adequacy and effectiveness of the corporation's internal control system, including financial reporting control and information technology security;</p> <p>----- 00000 -----</p>	
<p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p>	<p>Compliant</p>	<p>Page 10 - (i) A Director should conduct fair business transactions with the corporation, and ensure that his personal interest does not conflict with the interest of the corporation.</p> <p>If an actual or <u>potential conflict of interest</u> may arise on the part of a director, he should fully and immediately disclose it and should not participate in the decision-making process. A director who has a continuing material conflict of interest should seriously consider resigning from his position.</p> <p>A conflict of interest shall be considered material if the director's personal or business interest is antagonistic to that of the corporation, or stands to acquire or gain financial advantage at the expense of the corporation.</p> <p>Page 11 - (i) The minimum internal control mechanisms for the performance of the Board's oversight responsibility may include: ... Review of the corporation's human resource policies, <u>conflict of interest situations</u>, compensation program for employees, and Management succession plan.</p>	

		<p>Page 15 - 3) The Related Party Transaction (RPT) Committee – The Committee shall have the responsibility to assist the Board in reviewing all material Related Party Transactions (RPT) of the Corporation. The RPT Committee shall have the following functions: ...</p> <p>(e).Disclose to the regulating authorities, if required, relating to the company's RPT exposures and conflicts or <u>potential conflicts of interest</u> including the management approach in addressing such material conflict of interest.</p>	
3. Board approves the Internal Audit Charter.	Non-Compliant		The Company believes that its internal control procedures is sufficient considering the size, risk profile, and operation of the Company.
<b>Recommendation 2.11</b>			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Non-Compliant		<p>The Board and Management are aware of the various risks that the Company and its operations are subject to. The major business risks are identified on pages 11-12 of the SEC Form 17-A.</p> <p>CG Manual  <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf</a>            (Article 3, Item L (2), pages 14-15, The Enterprise Risk Management Committee)</p> <p>SEC Form 17-A  <a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf</a>            (pages 11-12) Business Risks</p>

2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Non-Compliant		While the Company has not documented an Enterprise Risk Management (ERM) framework, it is guided by the principles provided in its CG Manual and ERM Committee Charter and has adequately managed its enterprise risks in the course of its business activities.
<b>Recommendation 2.12</b>			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	CG Manual <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf</a> (pages 3 - 21)	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	The following provisions of the Company's CG Manual serve as its Board Charter, posted in the Company's website.	
3. Board Charter is publicly available and posted on the company's website.	Compliant	<ul style="list-style-type: none"> <li>• Article 3 - Board Governance</li> <li>• Article 4 - Adequate &amp; Timely Information</li> <li>• Article 5 - Accountability &amp; Audit</li> <li>• Article 6 - Stockholders' Rights &amp; Protection of Minority Stockholders' Interest</li> <li>• Article 7 - Governance Self-Rating System</li> <li>• Article 8 - Disclosure &amp; Transparency</li> <li>• Article 9 - Commitment to Good Corporate Governance</li> </ul>	
<b>Additional Recommendation to Principle 2</b>			
1. Board has a clear insider trading policy.	Compliant	The Company's insider trading policy is posted in its website	

		<a href="http://www.apexmines.com/wp-content/uploads/2017/09/APEX-Mining-Insider-Trading-Blackout-Policy.pdf">http://www.apexmines.com/wp-content/uploads/2017/09/APEX-Mining-Insider-Trading-Blackout-Policy.pdf</a>	
<b>Optional: Principle 2</b>			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Non-Compliant		<i>Although not formally documented, it is the policy of the Company not to lend or grant, nor has it actually lent or granted any, loans to any of its Directors and Officers.</i>
2. Company discloses the types of decision requiring board of directors' approval.	Non-Compliant		<i>The Company's decisions involving material and extra-ordinary transactions require prior Board approval. These transactions are disclosed in the Company's reports submitted and press releases issued to the SEC and PSE as may be necessary. These information and reports are posted at the Company website and PSE Edge System (via internet) and copies can also be secured from the SEC Office.</i>
<b>Principle 3:</b> Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
<b>Recommendation 3.1</b>			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	<i>The Company has the following Board Committees:</i> <ol style="list-style-type: none"> <li><i>Audit Committee</i></li> <li><i>Nomination Committee</i></li> <li><i>Compensation Committee</i></li> <li><i>Related Party Transaction Committee</i></li> <li><i>Enterprise Risk Management Committee</i></li> </ol>	

		<p>Board Committees and Membership <a href="http://www.apexmines.com/?page_id=76">http://www.apexmines.com/?page_id=76</a></p> <p>Organizational Meeting <a href="http://www.apexmines.com/wp-content/uploads/2018/02/SEC-Form-17C-Results-of-Organization-Meeting-06.30.2017.pdf">http://www.apexmines.com/wp-content/uploads/2018/02/SEC-Form-17C-Results-of-Organization-Meeting-06.30.2017.pdf</a></p>	
<b>Recommendation 3.2</b>			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	<p>Apex website <a href="http://www.apexmines.com/?page_id=76">http://www.apexmines.com/?page_id=76</a></p> <p>Audit Committee Charter <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Audit-Committee-Charter.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Audit-Committee-Charter.pdf</a></p> <p>The Audit Committee has the responsibility of recommending the appointment and/or removal of the external auditor, whose appointment is subject to the stockholders' approval during the Annual Stockholders' Meeting.</p>	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	<p>Apex website <a href="http://www.apexmines.com/?page_id=76">http://www.apexmines.com/?page_id=76</a></p> <p>Organizational Meeting <a href="http://www.apexmines.com/wp-content/uploads/2018/02/SEC-Form-17C-Results-of-Organization-Meeting-06.30.2017.pdf">http://www.apexmines.com/wp-content/uploads/2018/02/SEC-Form-17C-Results-of-Organization-Meeting-06.30.2017.pdf</a></p> <p>Profiles of Directors <a href="http://www.apexmines.com/wp-content/uploads/2018/02/DIRECTORS-PROFILE.pdf">http://www.apexmines.com/wp-content/uploads/2018/02/DIRECTORS-PROFILE.pdf</a></p>	

<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p><i>Composition of Audit Committee – Apex Website</i> <a href="http://www.apexmines.com/?page_id=76">http://www.apexmines.com/?page_id=76</a></p> <ul style="list-style-type: none"> <li>• <i>Joselito H. Sibayan - Chairman/ Independent Director</i></li> <li>• <i>Dennis A. Uy – Member/ Independent Director</i></li> <li>• <i>Jose Eduardo J. Alarilla – Member/ Non-Executive Director</i></li> </ul> <p><i>The profiles of these directors are disclosed in:</i></p> <p><i>Profiles of Directors</i> <a href="http://www.apexmines.com/wp-content/uploads/2018/02/DIRECTORS-PROFILE.pdf">http://www.apexmines.com/wp-content/uploads/2018/02/DIRECTORS-PROFILE.pdf</a></p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p><i>Board Committees</i> <a href="http://www.apexmines.com/?page_id=76">http://www.apexmines.com/?page_id=76</a></p> <p><i>Organizational Meeting</i> <a href="http://www.apexmines.com/wp-content/uploads/2018/02/SEC-Form-17C-Results-of-Organization-Meeting-06.30.2017.pdf">http://www.apexmines.com/wp-content/uploads/2018/02/SEC-Form-17C-Results-of-Organization-Meeting-06.30.2017.pdf</a></p>	
<p><b>Supplement to Recommendation 3.2</b></p>			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Compliant</p>	<p><i>Audit Committee Charter</i> <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Audit-Committee-Charter.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Audit-Committee-Charter.pdf</a> (Part III, Item (g)), to wit:</p> <p><i>“Evaluate and determine the non-audit work, if any, of the External Auditor, and periodically reviews the non-audit fees paid to the External Auditor in relation to the total fees paid to the external auditor in relation to their</i></p>	

		<p>significance to the total income of the external auditor and to the corporation's overall consultancy expenses. The committee should disallow any non-audit work that will conflict with the duties of the External Auditor or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the corporation's Annual Report and Annual Corporate Governance Report;"</p> <p>CG Manual  <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf</a> (Article 3, Item L. 1. (k), page 14)</p>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	<p>The Audit Committee had a meeting with the Company's external auditor on October 24, 2017 without the presence of the management. See attached Certification attesting to the Audit Committee meetings held in 2017.</p>	
<b>Optional: Recommendation 3.2</b>			
1. Audit Committee meet at least four times during the year.	Compliant	<p>The Audit Committee held five (5) meetings in 2017. See attached Certification attesting to the Audit Committee meetings in 2017.</p>	
2. Audit Committee approves the appointment and removal of the <u>internal auditor</u> .	Non-Compliant		<p>As mentioned in Item 3 of Recommendation 2.10 above, as the Company believes that its current size of operation does not really require an internal auditor, it is not in a hurry to look for a replacement to its previous internal</p>



			auditor-consultant who left the Company in 2014.
<b>Recommendation 3.3</b>			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Non - Compliant		<i>The Board of Directors is already responsible for corporate governance under the Company's CG Manual. As the Company already has separate Remuneration and Nomination Committees, and a Compliance Officer, the Board deems it no longer necessary to have a Corporate Governance Committee. The Company's operation is relatively small with simple organizational set-up which does not require a CG Committee at the board level.</i>
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Non - Compliant		- Same -
3. Chairman of the Corporate Governance Committee is an independent director.	Non - Compliant		- Same -
<b>Optional: Recommendation 3.3.</b>			
1. Corporate Governance Committee meet at least twice during the year. t least twice during the year.	Non - Compliant		- Same -
<b>Recommendation 3.4</b>			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management	Non - Compliant		<i>The Company has already the Enterprise Risk Management Committee which serves almost the same purpose as that of the BROC. The Board believes that Apex is just a relatively small company</i>

system to ensure its functionality and effectiveness.			<i>with simple organizational set-up, and thus, it does not need a separate BROC to manage its risks.</i>
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Non - Compliant		- Same -
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Non - Compliant		- Same -
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Non - Compliant		- Same -
<b>Recommendation 3.5</b>			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	<a href="http://www.apexmines.com/?page_id=76">Board Committees http://www.apexmines.com/?page_id=76</a>  <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Related-Party-Transaction-Committee-Charter.pdf">RPT Committee Charter http://www.apexmines.com/wp-content/uploads/2017/10/Related-Party-Transaction-Committee-Charter.pdf</a>	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	<a href="http://www.apexmines.com/?page_id=76">Board Committees http://www.apexmines.com/?page_id=76</a>  <a href="http://www.apexmines.com/wp-content/uploads/2018/02/DIRECTORS-PROFILE.pdf">Directors' Profile http://www.apexmines.com/wp-content/uploads/2018/02/DIRECTORS-PROFILE.pdf</a>	

#### Recommendation 3.6

1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	<i>The Company's established Board Committees have individual charters containing their responsibilities, among others, posted at the Company's website:</i>  <i>Board Committees and Charters</i> <a href="http://www.apexmines.com/?page_id=76">http://www.apexmines.com/?page_id=76</a>  ----- 00000 -----	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	<i>The committee charters include the functions and responsibilities of the committees which can be used as gauge for their performance.</i>	
3. Committee Charters were fully disclosed on the company's website.	Compliant	<i>Board Committees and Charters</i> <a href="http://www.apexmines.com/?page_id=76">http://www.apexmines.com/?page_id=76</a>	

**Principle 4:** To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

#### Recommendation 4.1

1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<i>The members of the Board should attend the regular and special board meetings either in person or through teleconferencing. A director who wishes to attend a board meeting via teleconference should notify the Corporate Secretary a day before the meeting in order to prepare the necessary audio facility.</i>  <i>CG Manual</i> <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf</a> [Article 3, Item J, page 12]	
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		<i>A summary of attendance of each board member and participation in board discussions are attached to this report.</i>	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	<i>The Directors are provided with board materials at least 24 hours before the Board and Committee meetings.</i>	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<i>Attached to this report is a certification attesting that the Company's Board of Directors participated in the discussions and deliberations of matters taken up during board meetings by asking necessary questions and clarifications.</i>	
<b>Recommendation 4.2</b>			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	<p><i>Although the Company has no written policy on this, no current Member of the Board has directorship position in more than 5 publicly-listed companies.</i></p> <p><i>The information on the directorships of the Company's directors in both listed and non-listed companies can be found in:</i></p> <p><i>Directors' Profiles</i>  <a href="http://www.apexmines.com/wp-content/uploads/2018/02/DIRECTORS-PROFILE.pdf">http://www.apexmines.com/wp-content/uploads/2018/02/DIRECTORS-PROFILE.pdf</a></p> <p><i>SEC Form 20-IS</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a> (pages 5-7)</p>	

<b>Recommendation 4.3</b>			
1. The directors notify the company's board before accepting a directorship in another company.	Non-Compliant		<i>The Company does not find it necessary or fair to require this prior notification requirement from its directors.</i>
<b>Optional: Principle 4</b>			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Non-Compliant		<i>The Company does not find this requirement necessary or fair to its directors.</i>
2. Company schedules board of directors' meetings before the start of the financial year. 3.	Non-Compliant		<i>While there is no schedule being prepared for meetings in the ensuing year, there is an understanding among the members of the Board that they should meet on regular basis at least bi-monthly although more frequent meetings can be called when necessary.</i>
4. Board of directors meet at least six times during the year.	Compliant	<i>There were 10 board meetings held in 2017, a summary of which is attached to this report.</i>	
5. Company requires as minimum quorum of at least 2/3 for board decisions.	Non-Compliant		<i>The Company follows the legal requirement of majority of the directors as being a quorum, which in the Company's case is 4 directors out of 7 or 57%.  "A majority of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of</i>

			business." Article III, Item (7), page 5, Amended By-Laws.
<b>Principle 5:</b> The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
<b>Recommendation 5.1</b>			
1. The Board has at least 3 independent directors <u>or</u> such number as to constitute one-third of the board, <u>whichever is higher</u> .	Non - Compliant	<p><i>Board of Directors</i>  <a href="http://www.apexmines.com/?page_id=43">http://www.apexmines.com/?page_id=43</a></p> <p><i>GIS 2017</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/2017-Apex-GIS-for-website.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/2017-Apex-GIS-for-website.pdf</a> (page 4)</p> <p><i>SEC Form 20-IS</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a> (page 6)</p>	<p><i>The Company follows the legal requirement of at least two (2) independent directors under the Securities Regulation Code.</i></p> <p><i>The Company's Manual on Corporate Governance [Article 3, Item 3, page 4], states "The corporation shall have at least two (2) independent directors or such number of independent directors that <u>constitutes twenty per cent (20%) of the members of the Board</u>, whichever is lesser, but in no case less than two (2) as provided by law."</i></p>
<b>Recommendation 5.2</b>			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<p><i>SEC Form 20-IS</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a> (pages 25-29) <i>Certification of the Qualification of Independent Director</i></p>	
<b>Supplement to Recommendation 5.2</b>			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	<p><i>The Company has no shareholder agreement, by-laws provision, or other arrangements that constraint the directors' ability to vote independently. As disclosed in the Company's SEC Form 20-IS (Information Statement)</i></p>	

		<i>on page 3 (Item 4), the Company does not have voting trust agreement with any shareholder.</i>	
<b>Recommendation 5.3</b>			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	<p>Provide information or link/reference to a document showing the years IDs have served as such.</p> <p><i>SEC Form 20-IS</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a> (pages 25-29) <i>Certification of the Qualification of Independent Director</i></p>	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	<p><i>CG Manual</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf</a> (page 4) Article 3, Item (A). 4, to wit "Independent directors shall serve for a maximum cumulative terms of 9 years. After which such director shall be perpetually be barred from re-election in the Corporation, but he/she may continue to qualify for nomination and election as a non-independent director. In case the Corporation intends to retain the independent director after serving 9 years, the Board should provide meritorious justification/s and seek approval of the shareholders during the annual shareholders' meeting."</p>	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks	Compliant	<i>As of this current year, no independent director has reached the 9 years threshold.</i>	

shareholders' approval during the annual shareholders' meeting.			
<b>Recommendation 5.4</b>			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Chairman – Ramon Y. Sy (non-executive) President & CEO – Walter W. Brown	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	<p>CG Manual  <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf</a>            (page 4) Article 3, Item (C) – The Chair and Chief Executive Officer</p> <p>Amended By-Laws  <a href="http://www.apexmines.com/wp-content/uploads/2018/02/By-Laws-Amended.pdf">http://www.apexmines.com/wp-content/uploads/2018/02/By-Laws-Amended.pdf</a>            (page 6) Article IV, Item (4) – The Chairman of the Board presides at all Board Meetings; Item (6) – The President is the Chief Executive Officer</p> <p>There is no relationship between the Chairman and the CEO.</p>	
<b>Recommendation 5.5</b>			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Non - Compliant	The Chairman is not an independent director.	<p>The Chairman is a non-executive director.</p> <p>There are 2 independent directors in the Board. Both are qualified in their own rights and are able to perform their duties and responsibilities independently. As such, the Board does</p>



			not see any need to appoint a lead independent director.
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	<p><i>In 2017, there was no any director with material interest affecting the Company.</i></p> <p><i>Policy on Related Party Transactions</i> <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Related-Party-Transaction-Policy.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Related-Party-Transaction-Policy.pdf</a> [page 2] to wit:</p> <p><i>"No Director shall participate in any discussion or approval of a Related Party Transaction for which he or she or any member of his or her Immediate Family Member is a Related Person, except that the Director shall provide all material information concerning the Related Party Transaction to the RPT Committee."</i></p>	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Non-Compliant		<i>The non-executive directors (NED) do not find it necessary to meet separately.</i>
2. The meetings are chaired by the lead independent director.	Non-Compliant		<i>The non-executive directors (NED) do not find it necessary to meet separately.</i>
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	<p><i>The CEO for the past 2 years:</i></p> <p>2017 – Walter W. Brown 2016 – Walter W. Brown</p>	

<b>Principle 6:</b> The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
<b>Recommendation 6.1</b>			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	<i>Attached in this report is a Secretary's Certificate attesting that the full-board and self-assessment processes were conducted by the Board of Directors covering its 2017 performance.</i>	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Non-Compliant		<i>The Board is satisfied that full board and self-assessment forms are already sufficient for this purpose.</i>
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant		<i>The Board sees no need for external facilitator at this time.</i>
<b>Recommendation 6.2</b>			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	<i>Attached in this report is a Secretary's Certificate attesting that the full-board and self-assessment processes were conducted by the Board of Directors covering its 2017 performance.</i>  ----- 00000 -----	
2. The system allows for a feedback mechanism from the shareholders.	Compliant		<i>CG Manual</i> <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf</a> [Article 6, Item A.i., page 19] to wit "The Board shall respect the rights of the

		<p><i>stockholders as provided for in the Corporation Code: (i) Right to vote on all matters ..."</i></p> <p><i>During the AGM, stockholders are given the right to ask and address their questions to the Board of Directors and Executive Officers.</i></p>	
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**Principle 7:** Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

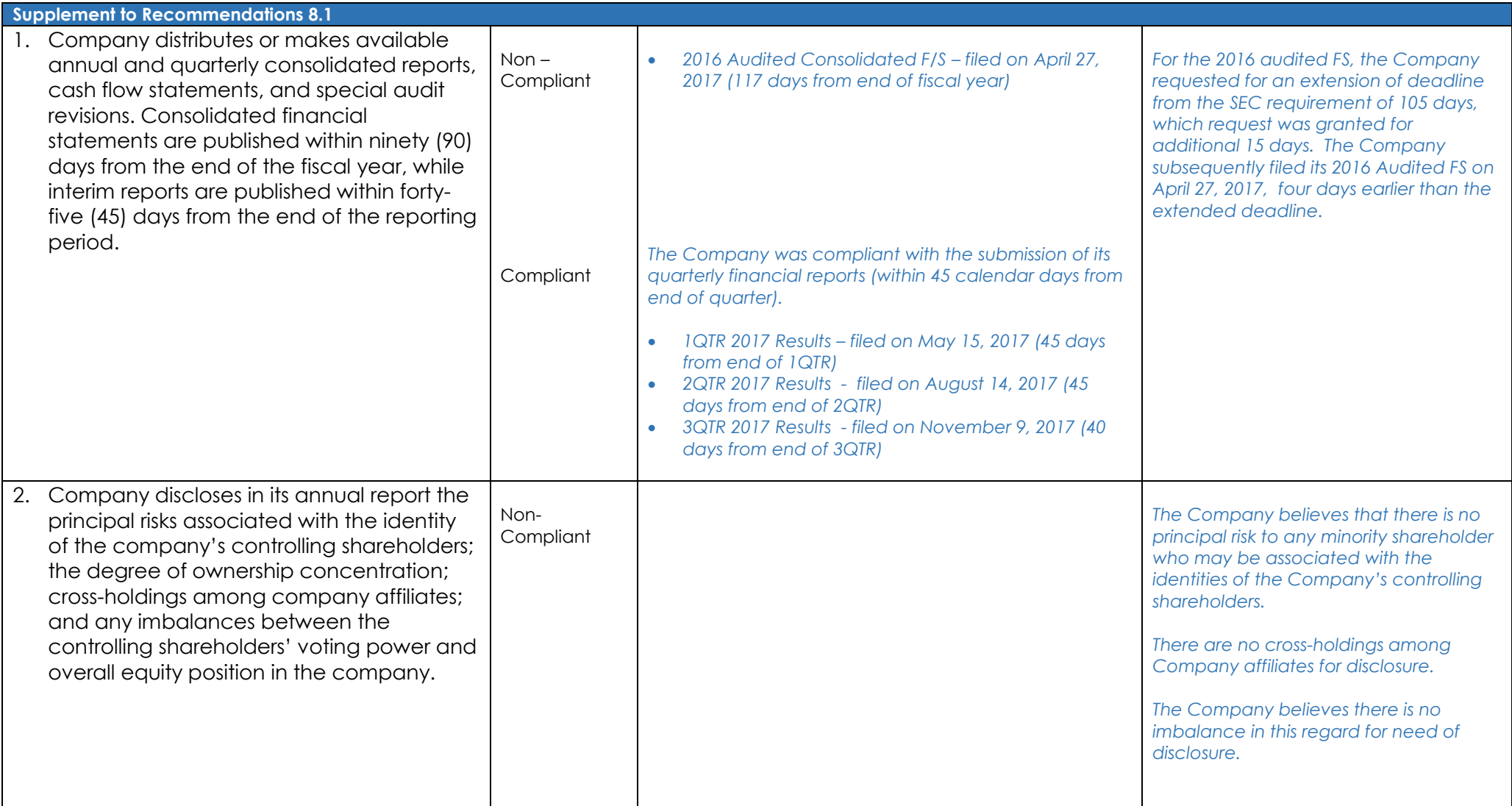
**Recommendation 7.1**

1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	<p><i>Code of Business Conduct and Ethics</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Business-Conduct-Ethics-10-11-2017.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Business-Conduct-Ethics-10-11-2017.pdf</a></p> <p><i>Code of Discipline</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Discipline-10-11-2017.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Discipline-10-11-2017.pdf</a></p>	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	<p><i>New employees are provided with the printed copy of the Company's Code of Business Conduct and Ethics, and Code of Discipline. In addition, they are required to attend a general orientation seminar conducted by the HR Department.</i></p> <p><i>Printed copies are available at the HR Department for easy reference. In addition, these policies are posted in the Company's website for general viewing.</i></p> <p><i>The same policies are also posted in the Company's Intranet HR System accessible to all Employees.</i></p>	

3. The Code is disclosed and made available to the public through the company website.	Compliant	<p><i>Code of Business Conduct and Ethics</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Business-Conduct-Ethics-10-11-2017.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Business-Conduct-Ethics-10-11-2017.pdf</a></p> <p><i>Code of Discipline</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Discipline-10-11-2017.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Discipline-10-11-2017.pdf</a></p>	
<b>Supplement to Recommendation 7.1</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	<p><i>Code of Business Conduct and Ethics</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Business-Conduct-Ethics-10-11-2017.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Business-Conduct-Ethics-10-11-2017.pdf</a> [Section V.A.6; page 4] to wit:            "The Company strictly prohibits activities involving bribery, corruption and payment of secret commission. It is the Company's policy that it shall not pay, offer to pay, or promise to give anything of value, directly or indirectly, to any third party or government agencies for the purpose of obtaining, retaining or securing under advantage in connection with the Company's business operation.</p> <p>Any Covered Personnel found guilty of this offense will be subject to disciplinary action and/or possible termination of employment. "</p> <p><i>Code of Discipline</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Discipline-10-11-2017.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Discipline-10-11-2017.pdf</a> [Section 5.6 pages5-7] Procedures for Handling Infraction</p>	

		<i>The same policies are also posted in the Company's Intranet HR System accessible to all Employees.</i>	
<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	<i>The Company is committed to implement and monitor the compliance of employees to the Code of Business Ethics through the HR Department.</i>	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	<p><i>In 2017, the HR Department investigated a total of 138 cases of Code violations of which 51 were given reprimands, 50 were given suspensions, 5 were terminated, and 2 were settled.</i></p> <p><i>All directors, Officers and employees of the Company are required to comply with the Code of Business Conduct and Ethics.</i></p> <p><i>Code of Business Conduct and Ethics</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Business-Conduct-Ethics-10-11-2017.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Business-Conduct-Ethics-10-11-2017.pdf</a> [Section III.A., page 2] to wit:  <i>"The Code shall apply to all directors, officers, employees (regular and temporary), contractors, consultants, and its subsidiaries (the Covered Personnel)."</i></p>	
<b>Disclosure and Transparency</b>			
<b>Principle 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
<b>Recommendation 8.1</b>			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other	Compliant	<i>The Company faithfully complies with the Disclosure Rules and the reporting rules and regulations set by the PSE, SEC, and other regulatory bodies. Financial reports, press releases, and other material information are filed</i>	

<p>stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>		<p>with the PSE and SEC on a timely manner, and are posted at the Company's web site.</p> <p>CG Manual  <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf</a> [Article 5.A. page 18] to wit:          "The Board is primarily accountable to the stockholders. It should provide them with a balanced and comprehensible assessment of the corporation's performance, position and prospects on a quarterly basis, including interim and other reports that could adversely affect its business, as well as reports to regulators that are required by law."</p> <p>Among the significant disclosures of the Company which are posted in its website for public information are the following:</p> <ul style="list-style-type: none"> <li>• Annual Reports (SEC Form 17A)  <a href="http://www.apexmines.com/?page_id=428">http://www.apexmines.com/?page_id=428</a></li> <li>• Quarterly Financial Reports (SEC Form 17Q)  <a href="http://www.apexmines.com/?page_id=430">http://www.apexmines.com/?page_id=430</a></li> <li>• Information Statement (SEC Form 20-IS)  <a href="http://www.apexmines.com/?page_id=442">http://www.apexmines.com/?page_id=442</a></li> <li>• Audited Financial Statements  <a href="http://www.apexmines.com/?page_id=425">http://www.apexmines.com/?page_id=425</a></li> <li>• Press Releases on Operating Results  <a href="http://www.apexmines.com/?page_id=21">http://www.apexmines.com/?page_id=21</a></li> <li>• General Information Sheet (GIS)  <a href="http://www.apexmines.com/?page_id=446">http://www.apexmines.com/?page_id=446</a></li> </ul>	
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Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	<p>Item C. Fair Dealings/ Insider Trading Policy <a href="http://www.apexmines.com/?page_id=82">http://www.apexmines.com/?page_id=82</a></p> <p>Insider Trading and Blackout Policy <a href="http://www.apexmines.com/wp-content/uploads/2017/09/APEX-Mining-Insider-Trading-Blackout-Policy.pdf">http://www.apexmines.com/wp-content/uploads/2017/09/APEX-Mining-Insider-Trading-Blackout-Policy.pdf</a></p>	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within <u>three business days</u> .	Non-Compliant	<p>Attached in this report are the 2017 SEC Forms 23B filed with SEC for the following Directors:</p> <p>WALTER W. BROWN – JANUARY 2017 MODESTO B. BERMUDEZ – JANUARY 2017 NOEL V. TANGLAO – JANUARY 2017</p>	The SEC Form 23B of these directors were filed in accordance with the deadlines set by the PSE (within five trading days after any change in the shareholdings) while the SEC (within 10 calendar days after close of each month).
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	<p>SEC Form 23 A&amp;B Directors &amp; Officers <a href="http://www.apexmines.com/?page_id=444">http://www.apexmines.com/?page_id=444</a></p> <p>Top 100 Stockholders – Apex website <a href="http://www.apexmines.com/?page_id=108">http://www.apexmines.com/?page_id=108</a></p> <p>SEC Form 20-IS: <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a></p>	



		<p>page 3 - Security Ownership of Certain Record and Beneficial Owners;</p> <p>page 4 - Security and Ownership of Directors and Management</p> <p>SEC Form 17A: <a href="http://www.apexmines.com/wp-content/uploads/2017/06/APX-2016-SEC-Form-17A.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/APX-2016-SEC-Form-17A.pdf</a></p> <p>page 28 - SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS</p> <p>page 28 - SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</p> <p>Below is the link to the Company's Conglomerate Map: <a href="http://www.apexmines.com/?page_id=49">http://www.apexmines.com/?page_id=49</a></p>	
<b>Recommendation 8.3</b>			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	<p>Directors' Profile <a href="http://www.apexmines.com/wp-content/uploads/2018/02/DIRECTORS-PROFILE-1.pdf">http://www.apexmines.com/wp-content/uploads/2018/02/DIRECTORS-PROFILE-1.pdf</a></p> <p>SEC Form 17A: <a href="http://www.apexmines.com/wp-content/uploads/2017/06/APX-2016-SEC-Form-17A.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/APX-2016-SEC-Form-17A.pdf</a> (pages 22-25) Item 9. Directors and Executive Officers of the Issuer</p> <p>SEC Form 20-IS: <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-</a></p>	

		<a href="#">20-IS.pdf</a> (pages 5-9) Business experience and credentials	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	<p>SEC Form 17A:  <a href="http://www.apexmines.com/wp-content/uploads/2017/06/APX-2016-SEC-Form-17A.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/APX-2016-SEC-Form-17A.pdf</a>            (pages 22-25) Item 9. Directors and Executive Officers of the Issuer</p> <p>SEC Form 20-IS:  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a>            (pages 5-9) Business experience and credentials</p>	
<b>Recommendation 8.4</b>			
1. Company provides a clear disclosure of its policies and procedure for setting <u>Board</u> remuneration, including the level and mix of the same.	Compliant	<p>SEC Form 20-IS  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a>            (page 11, Item 6) to wit:</p> <p>"Compensation of Members of the Board of Directors - The Members of the Board of Directors of the Company are paid P80,000, net of withholding tax, as per diem for each regular meeting of the board or of the stockholders as passed and approved during the special meeting of the Board of Directors on November 13, 2012. "</p>	
2. Company provides a clear disclosure of its policies and procedure for setting <u>executive</u> remuneration, including the level and mix of the same.	Non-Compliant		<p>The Company's current policy on executive compensation is provided in the link below:</p> <p>SEC Form 20-IS</p>

			<p><a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a> (page 11, Item 6) to wit:</p> <p>"Compensation of Officers - The Officers of the Company are regular employees of the Company and are remunerated with a compensation package consisting of a 13-month base pay. They also receive whatever additional remuneration, if any, that the Board of Directors of the Company may approve and extend to its managerial, supervisory and regular employees."</p> <p>The Board finds it sufficient for the purposes of the Company at this time.</p>
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-Compliant		<p>The Company follows the SEC rule requiring disclosure of compensation of the CEO and four most highly compensated officers as a group (and not on individual basis).</p> <p>SEC Form 20-IS <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a> (pages 11-12, Item 6)</p>
<b>Recommendation 8.5</b>			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring	Compliant	<i>Related Party Transactions Policy</i>	

transactions in their Manual on Corporate Governance.		<a href="http://www.apexmines.com/wp-content/uploads/2017/10/Related-Party-Transaction-Policy.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Related-Party-Transaction-Policy.pdf</a>  <i>No director had any conflict of interest in 2017 that required abstention from Board discussion.</i>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Non-Compliant		<p><i>The Company's RPTs for 2017 were fully disclosed in its Audited Financial Statements, as required by financial reporting rules. There was no material or significant RPTs during the year that required the detailed disclosure of information listed above.</i></p> <p>CFS 2017  <a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-CFS-2017-Apex-Mining-Co-Inc-and-Subsidiaries.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-CFS-2017-Apex-Mining-Co-Inc-and-Subsidiaries.pdf</a> (page 48, Note 15 – Related Party Disclosures), to wit:</p> <p><i>" In the normal course of business, transactions with related parties consist mainly of rendering of professional services, rentals, unsecured non-interest bearing and short-term cash advances for working capital requirements of the Group, which are due and demandable."</i></p>

#### Supplement to Recommendation 8.5

1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	<p><i>There was no any conflict of interest in 2017.</i></p> <p><i>While the Company in principle prohibits conflict of interest transactions involving its directors, it is required that the director concerned must declare the conflict as soon as he becomes aware of such actual or potential instances.</i></p> <p><i>Conflict of Interest</i>  <a href="http://www.apexmines.com/?page_id=82">http://www.apexmines.com/?page_id=82</a></p> <p><i>Conflict of Interest Policy</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/09/Conflict-of-Interest-Policy.pdf">http://www.apexmines.com/wp-content/uploads/2017/09/Conflict-of-Interest-Policy.pdf</a></p>	
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#### Optional : Recommendation 8.5

1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	<p><i>SEC Form 20-IS</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a> (page 11) to wit:</p> <p><i>"The Company or its related parties have no material transaction with parties falling outside the definition of "related parties" under Philippine Accounting Standards 24, Related Party Disclosures, which are not available for other, more clearly independent parties on an arm's length basis. "</i></p>	
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#### Recommendation 8.6

1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur,	Compliant	<p><i>In 2017, there was no acquisition or disposal of significant assets, which could adversely affect the</i></p>	
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particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.		<p><i>viability or the interest of its shareholders and other stakeholders.</i></p> <p><i>The Company's history in the acquisition of its major subsidiaries is provided in the link indicated below.</i></p> <p><i>CFS2017</i>  <a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-CFS-2017-Apex-Mining-Co-Inc-and-Subsidiaries.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-CFS-2017-Apex-Mining-Co-Inc-and-Subsidiaries.pdf</a> (pages 1-2) under Item 1.</p>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	<p><i>In 2017, there was no acquisition or disposal of significant assets that needed third-party evaluation.</i></p> <p><i>No rules and procedures were needed as there was no such transaction in 2017.</i></p>	
<b>Supplement to Recommendation 8.6</b>			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	<p><i>There was no such agreement entered into in 2017, as disclosed in the Company's SEC Form 17A, link below.</i></p> <p><i><a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf</a> (page 26) Item 11.</i></p>	
<b>Recommendation 8.7</b>			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	<p><i>CG Manual</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf</a></p>	

2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant		
<b>Supplement to Recommendation 8.7</b>			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	CG Manual <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf</a>	
<b>Optional: Principle 8</b>			
1. Does the company's Annual Report disclose the following information:		SEC Form 17A - 2017 <a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf</a>	
a. Corporate Objectives	Compliant	<p>The Company's primary purpose in its Articles of Incorporation is in Note 1 in page1 of 2017 CFS. <a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-CFS-2017-Apex-Mining-Co-Inc-and-Subsidiaries.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-CFS-2017-Apex-Mining-Co-Inc-and-Subsidiaries.pdf</a></p> <p>The Corporate mission and vision statements are also presented in the <u>Annual Report publication</u> of the Company, also posted in its website:  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APEX-2016_FINAL_rev3D-smaller.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APEX-2016_FINAL_rev3D-smaller.pdf</a> (page 4)</p> <p>Mission, Vision and Values (Company website) <a href="http://www.apexmines.com/?page_id=61">http://www.apexmines.com/?page_id=61</a></p>	

b. Financial performance indicators	Compliant	<a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf">SEC Form 17A - 2017 http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf</a>  (pages 19-20) Key Performance and Financial Soundness Indicators	
c. Non-financial performance indicators	Compliant	<a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf">SEC Form 17A - 2017 http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf</a> (Pages 2 - 11) Business of Issuer	
d. Dividend Policy	Non-Compliant		<p>The Company does not find it necessary to have a dividend policy at this time as it is still in the process of building up its retained earnings.</p> <p>See also link below: SEC Form 17A - 2017 <a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf</a> (page 14) Dividends</p>
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	<a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf">SEC Form 17A - 2017 http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf</a> (pages 21-25 ) Item 9. DIRECTORS AND EXECUTIVE OFFICERS OF THE ISSUER	



f. Attendance details of each director in all directors meetings held during the year	Non-Compliant		<i>The attendance of directors was disclosed in the Company's Annual Corporate Governance Report filed with the SEC on June 1, 2017 and is posted at the Company website:</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/06/APEX-ACGR-YEAR-2016-Final.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/APEX-ACGR-YEAR-2016-Final.pdf</a> (page 23)
g. Total remuneration of each member of the board of directors	Compliant	<i>SEC Form 17A - 2017</i> <a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf</a> (page 26) <i>Discussion on the compensation of Members of the Board of Directors</i>	
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	<a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf</a>  (Page 27) <i>Part IV – Corporate Governance</i>	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Non-Compliant		<i>While no such disclosure was made in the Annual Report, the 2016 ACGR discussed the Company's policy on this matter. See link below:</i> <a href="http://www.apexmines.com/wp-content/uploads/2017/06/APEX-ACGR-YEAR-2016-Final.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/APEX-ACGR-YEAR-2016-Final.pdf</a> (Pages 9, 38)
4. The Annual Report/Annual CG Report contains a statement from the board of			

directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Non-Compliant		While no such disclosure was made in the Annual Report, the 2016 ACGR discussed the Company's policy on this matter. See link below: <a href="http://www.apexmines.com/wp-content/uploads/2017/06/APEX-ACGR-YEAR-2016-Final.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/APEX-ACGR-YEAR-2016-Final.pdf</a> (Pages 9, 38)
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	<a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf</a> (pages 11-12) Major Business Risks  CFS 2017 – attached to SEC Form 17A <a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-CFS-2017-Apex-Mining-Co-Inc-and-Subsidiaries.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-CFS-2017-Apex-Mining-Co-Inc-and-Subsidiaries.pdf</a> (pages 64-69) Note 28. Financial Risk Management Objectives and Policies, and Capital Management	
<b>Principle 9:</b> The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
<b>Recommendation 9.1</b>			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	CG Manual <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf</a> (page 19) Article 5, Item B. , to wit:  “The Board, after consultations with the Audit Committee, shall recommend to the stockholders an external auditor duly accredited by the Commission who shall undertake an independent audit of the	

		<p>corporation, and shall provide an objective assurance on the manner by which the financial statements shall be prepared and presented to the stockholders."</p> <p>SEC Form 20-IS  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a> (age 12) Item 7 Independent Public Accountant</p> <p>SEC Form 17A  <a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf</a> (page 20) External Audit Fees and Services</p> <p>Notice and Agenda of AGM  <a href="http://www.apexmines.com/wp-content/uploads/2018/05/Notice-and-Agenda-of-AGM-2018.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/Notice-and-Agenda-of-AGM-2018.pdf</a></p>	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Non-Compliant		While the stockholders ratified the approval of the external auditors, their fees were not submitted for ratification of the stockholders.
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	There was no change in the external auditor of the Company in 2017.	

#### Supplement to Recommendation 9.1

<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compliant</p>	<p><i>SEC Form 20-IS</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a> (page 12) Item 7 Independent Public Accountant, which discussed that the current certifying partner of SGV from 2015 can be designated in compliance with SRC Rule 68 that the Company has adopted as its policy:</p> <p><i>"(ix) Rotation of External Auditors</i>  <i>The independent auditors or in the case of an audit firm, the signing partner, of the aforementioned regulated entities shall be rotated after every five (5) years of engagement. A two-year cooling off period shall be observed in the re-engagement of the same signing partner or individual auditor."</i></p>	
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#### Recommendation 9.2

<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> <li>i. assessing the integrity and independence of external auditors;</li> <li>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</li> <li>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant</li> </ul>	<p>Compliant</p>	<p><a href="http://www.apexmines.com/wp-content/uploads/2017/10/Audit-Committee-Charter.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Audit-Committee-Charter.pdf</a></p>	
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Philippine professional and regulatory requirements.			
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	<a href="http://www.apexmines.com/wp-content/uploads/2017/10/Audit-Committee-Charter.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Audit-Committee-Charter.pdf</a>	
<b>Supplement to Recommendations 9.2</b>			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	<a href="http://www.apexmines.com/wp-content/uploads/2017/10/Audit-Committee-Charter.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Audit-Committee-Charter.pdf</a>	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	<a href="http://www.apexmines.com/wp-content/uploads/2017/10/Audit-Committee-Charter.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Audit-Committee-Charter.pdf</a>	
<b>Recommendation 9.3</b>			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	<p>SEC Form 20-IS  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a> (page 13) to wit:</p> <p>"Tax Fees  Professional fees paid for tax advisory services were nil and P=0.5 million in 2016 and 2015, respectively.</p> <p>All Other Fees</p>	

		<i>There were no other services rendered by external auditors other than the audit services and tax advisory services mentioned above."</i>	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	<p><i>Audit Committee Charter</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Audit-Committee-Charter.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Audit-Committee-Charter.pdf</a>  to wit:</p> <p><i>"III. g. Evaluate and determine the non-audit work, if any, of the External Auditor, and periodically reviews the non-audit fees paid to the External Auditor in relation to the total fees paid to the external auditor in relation to their significance to the total income of the external auditor and to the corporation's overall consultancy expenses. The committee should disallow any non-audit work that will conflict with the duties of the External Auditor or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the corporation's Annual Report and Annual Corporate Governance Report;"</i></p>	
<b>Supplement to Recommendation 9.3</b>			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<p><i>SEC Form 20-IS</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a> (page 13) to wit:</p> <p><i>"Tax Fees</i>  Professional fees paid for tax advisory services were nil and P0.5 million in 2016 and 2015, respectively.</p> <p><i>All Other Fees</i></p>	

		<i>There were no other services rendered by external auditors other than the audit services and tax advisory services mentioned above."</i>	
<b>Additional Recommendation to Principle 9</b>			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<i>Information on the Company's external auditor follow:</i>  1. Name of the audit engagement partner; <i>SyCip Gorres Velayo &amp; Co.</i>  2. Accreditation number; <i>SEC Accreditation No. 0012-FR-4 (Group A)</i>  3. Date Accredited; <i>November 10, 2015</i>  4. Expiry date of accreditation; <i>November 9, 2018</i>  5. Name, address, contact number of the audit firm. <i>6760 Ayala Avenue, Makati City 1226</i> <i>Tel. No. (632) 891--0307</i>	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Non-Compliant		<i>The Company was informed by SGV that it has agreed to be subjected to the SOAR Inspection, which program was only recently approved by the SEC for implementation in 2018.</i>
<b>Principle 10:</b> The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
<b>Recommendation 10.1</b>			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of	Compliant		

<p>economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.</p>		<p><i>The Company abides by the Disclosure Rules of the PSE and SEC which includes timely disclosure of material non-financial information.</i></p> <p><i>CG Manual</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf</a> (pages 20-21) Article 8: Disclosure and Transparency, to wit:</p> <p><i>"The Board shall therefore commit at all times to full disclosure of material information dealings. It shall cause the filing of all required information through the appropriate Exchange mechanism for listed companies and submissions to the Commission for the interest of its stockholders and other stakeholders."</i></p>	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>Compliant</p>	<p><i>The Company follows the standards prescribed by the government rules and regulations as its framework in reporting sustainability and other non-financial issues.</i></p> <p><i>In compliance with the DENR's directive, the Company submits quarterly and annual reports covering its Social Development &amp; Management Programs (SDMP) and Environmental Protection &amp; Enhancement Program (EPEP) activities using the prescribed standards and formats.</i></p> <p><i>The Company's SDMP and EPEP programs and achievements are disclosed in the following mediums:</i></p> <p><i>Annual Report Publication</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APEX-2016_FINAL_rev3D-smaller.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APEX-2016_FINAL_rev3D-smaller.pdf</a> (pages 13-20)</p>	



		<p>SEC Form 17A  <a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf</a>  (pages 9-10)</p> <p>Apex website  <a href="http://www.apexmines.com/?page_id=78">http://www.apexmines.com/?page_id=78</a></p>	
<b>Principle 11:</b> The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
<b>Recommendation 11.1</b>			
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Non-Compliant		<p><i>There was no analysts' briefing conducted in 2017.</i></p> <p><i>The Company submits to the PSE press releases on quarterly and annual operating performance, and other material information on Company developments which the media and financial analysts can refer to.</i></p> <p><i>Press Releases</i>  <a href="http://www.apexmines.com/?page_id=21">http://www.apexmines.com/?page_id=21</a></p> <p><i>SEC Filings</i>  <a href="http://www.apexmines.com/?page_id=93">http://www.apexmines.com/?page_id=93</a></p> <p><i>Audited Financial Statements</i>  <a href="http://www.apexmines.com/?page_id=425">http://www.apexmines.com/?page_id=425</a></p>

			Other Disclosures <a href="http://www.apexmines.com/?page_id=99">http://www.apexmines.com/?page_id=99</a>
<b>Supplemental to Principle 11</b>			
1. Company has a website disclosing up-to-date information on the following:	Compliant		
a. Financial statements/reports (latest quarterly)	Compliant	SEC Filings <a href="http://www.apexmines.com/?page_id=93">http://www.apexmines.com/?page_id=93</a>  Audited Financial Statements <a href="http://www.apexmines.com/?page_id=425">http://www.apexmines.com/?page_id=425</a>	
b. Materials provided in briefings to analysts and media	Non-Compliant	Press Releases <a href="http://www.apexmines.com/?page_id=21">http://www.apexmines.com/?page_id=21</a>	No briefing was made in 2017.
c. Downloadable annual report	Compliant	Annual Reports <a href="http://www.apexmines.com/?page_id=584">http://www.apexmines.com/?page_id=584</a>	
d. Notice of ASM and/or SSM	Compliant	Notice of Annual Stockholders' Meeting <a href="http://www.apexmines.com/?page_id=95">http://www.apexmines.com/?page_id=95</a>	
e. Minutes of ASM and/or SSM	Compliant	Minutes of Annual Stockholders' Meeting <a href="http://www.apexmines.com/?page_id=97">http://www.apexmines.com/?page_id=97</a>	
f. Company's Articles of Incorporation and By-Laws	Compliant	Articles of Incorporation and By-Laws <a href="http://www.apexmines.com/?page_id=53">http://www.apexmines.com/?page_id=53</a>	

#### Additional Recommendation to Principle 11

1. Company complies with SEC-prescribed website template.	Compliant	On November 3, 2017, the SEC issued a Certification of good standing to the Company following its full compliance with the SEC prescribed website template for publicly listed companies.	
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#### Internal Control System and Risk Management Framework

**Principle 12:** To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.

#### Recommendation 12.1

1. Company has an adequate and effective internal control system in the conduct of its business.	Non-Compliant		<p>The Company has adequate systems and procedures in place to provide necessary checks and balances on its transactions and activities. It is not currently able to list down the quality service programs for the internal audit function.</p> <p>Management reviews the effectiveness of the internal control system of the Company from time to time or as may be necessary at least once a year.</p>
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<p>The Company has its own risk management system to identify, manage, and control its enterprise and operating risks based on best practices applicable to the mining industry adopted globally.</p> <p>Risk Management Policy  <a href="http://www.apexmines.com/wp-content/uploads/2017/12/Annex-I-Risk-Management-Policy.pdf">http://www.apexmines.com/wp-content/uploads/2017/12/Annex-I-Risk-Management-Policy.pdf</a> </p>	

	Compliant	<p>The key risks and how these are managed are fully disclosed in the Company's SEC Form 17A.</p> <p><a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf</a> (pages 11-12) Major Business Risks:</p> <ol style="list-style-type: none"> <li>1. Regulatory Change</li> <li>2. Mineral Resources or Mineral Reserves</li> <li>3. Exploration, Development and Operating Risks</li> <li>4. Security Risks</li> <li>5. Price Risks</li> <li>6. Foreign Exchange Rates</li> </ol> <p>CFS 2017  <a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-CFS-2017-Apex-Mining-Co-Inc-and-Subsidiaries.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-CFS-2017-Apex-Mining-Co-Inc-and-Subsidiaries.pdf</a> (Note 26, pages 55 – 60)</p> <p>The framework and corresponding risks are evaluated and reviewed as frequently as these are encountered in the course of the Company's operations.</p>	
<b>Supplement to Recommendations 12.1</b>			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant	<p>A Compliance Manager is designated in the Maco mine site to monitor adherence to the laws and regulations relevant to the Company. The Company also attends government and private seminars, symposiums and meetings as part of compliance and training to keep abreast with developments on this matter.</p> <p>The Maco, Sangilo, and Suyoc mines are ISO14001:2015 certified for Environmental Management System, which require compliance with laws and relevant regulations</p>	

		<p>as a minimum standard in maintaining the ISO Certification.</p> <p>The Company was also subject of the DENR compliance audit in 2016 which the Company successfully passed.</p> <p>SEC Form 17A (Annual Report)  <a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-2017-SEC-Form-17A.pdf</a>            (pages 3-4) ISO Certification; DENR Audit</p> <p>Annual Report Publication  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APEX-2016_FINAL_rev3D-smaller.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APEX-2016_FINAL_rev3D-smaller.pdf</a> (page 6, page 10)</p> <p>Review of compliance versus the checklist is regularly done as may be necessary or required, usually at least once a year.</p>	
<b>Optional: Recommendation 12.1 †</b>			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>	Compliant	<p>The Company has a separate IT Department headed by the IT Manager who oversees the governance and management of IT issues and requirements.</p> <p>Among the existing IT policies are the following:</p> <ol style="list-style-type: none"> <li>1. IT Security Policy – this includes Acceptable Use Policy, Privacy Policy, Account Policy, Password Policy, and Social Media Policy, and</li> <li>2. Disaster Recovery Plan (DRP)</li> </ol>	

### Recommendation 12.2

1. Company has in place an <u>independent internal audit function</u> that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Non-Compliant		<p><i>Given the current relatively small size of its operations, the Company's existing internal control systems and procedures are adequate to provide assurance on the overall integrity of the Company's financial and operating activities, even without an internal audit department.</i></p> <p><i>Nonetheless, the Company is aware of the usefulness of internal audit function and plans to set up the department in due time as its need to the Company's operations becomes more important and relevant.</i></p>
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### Recommendation 12.3

1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Non-Compliant		<i>When the Company deems it already necessary to set up an internal audit department, the internal auditor will act as the CAE.</i>
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Non-Compliant		<i>When the Company deems it already necessary to set up an internal audit department, the internal auditor will act as the CAE.</i>
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Non-Compliant		<i>At the proper time, the Company will evaluate and decide whether an outsourced or in-house internal audit function will be more advantageous for the Company's purposes.</i>

<b>Recommendation 12.4</b>			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	<p><i>The Company has a Risk Assessment Committee composed of the department heads of each of the key functional areas of the Company's operation.</i></p> <p><i>Risk Management Policy</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/12/Annex-I-Risk-Management-Policy.pdf">http://www.apexmines.com/wp-content/uploads/2017/12/Annex-I-Risk-Management-Policy.pdf</a></p>	
<b>Supplement to Recommendation 12.4</b>			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	<p><i>The Company has engaged the following 3<sup>rd</sup> party technical support and contractors:</i></p> <p><i>1. Engineering and Development Corporation of the Philippines (EDCOP) - Evaluation and Assessment of Piezometer Readings (Monthly and Quarterly) of the Maco and Sangilo mines tailings management facilities</i></p> <p><i>2. Engr. Arnulfo Pascual de Belen Santiago, Mc. GtE. Licensed Mining Engineer and Geologist - Overall assessment of the safety and stability of Maco Tailings Management Facility (MTMF) (2016)</i></p> <p><i>3. University of Southeastern Philippines and AMC Consultancy Services - Biodiversity Study (determination of [a] terrestrial flora and fauna in terms of richness and abundance, and [b] macro invertebrate and plankton in river system traversing AMCI tenement area) (2017)</i></p> <p><i>4. University of Immaculate Conception (UIC), University of Southeastern Philippines (USEP) -</i></p>	

		<i>Speciation of Lead and Cadmium (determination of total lead and cadmium concentrations in the sediment and river water within AMCI tenement (2015)</i>	
<b>Recommendation 12.5</b>			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	<p><i>The Company's Chief Risk Manager is Mr. Narciso Mutia, the Risk Assessment Committee Chairman.</i></p> <p><i>He is a graduate of Bachelor of Science in Mining Engineering from Cebu Institute of Technology and has earned units in Master's Degree in Environmental Planning from the University of Mindanao. He has extensive experience in mining operations with several mining companies where he served under various capacity.</i></p>	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	<p><i>The Chief Risk Manager is head of the Risk Assessment Committee with authority over the members of the Committee who are themselves leaders of their own respective departments. The Committee has oversight responsibilities regarding risk management to which the Company provides full support.</i></p>	
<b>Additional Recommendation to Principle 12</b>			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	<p><i>The Company's Statement of Management's Responsibility for Financial Statements, signed by the Chairman of the Board, President &amp; CEO, and Treasurer, states that the necessary internal control is in place, serving a basis for the external auditors to express their fairness opinion on the Company's financial statements, without which internal control effectiveness such fairness opinion would not be possible.</i></p>	



		2017 Audited Financial Statements <a href="http://www.apexmines.com/wp-content/uploads/2018/05/APX-CFS-2017-Apex-Mining-Co-Inc-and-Subsidiaries.pdf">http://www.apexmines.com/wp-content/uploads/2018/05/APX-CFS-2017-Apex-Mining-Co-Inc-and-Subsidiaries.pdf</a> (page 1)	
<b>Cultivating a Synergic Relationship with Shareholders</b>			
<b>Principle 13:</b> The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
<b>Recommendation 13.1</b>			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	CG Manual <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf</a> (pages 19-20) Article 6: Stockholders' Rights and Protection of Minority Stockholders' Interest.	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	CG Manual <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf</a> (pages 19-20) Article 6: Stockholders' Rights and Protection of Minority Stockholders' Interest.	
<b>Supplement to Recommendation 13.1</b>			
1. Company's common share has one vote for one share.	Compliant	Amended By-Laws <a href="http://www.apexmines.com/wp-content/uploads/2018/02/By-Laws-Amended.pdf">http://www.apexmines.com/wp-content/uploads/2018/02/By-Laws-Amended.pdf</a> (page 4) Article II. (6) Voting, to wit: "At every meeting of the stockholders of the Company, every shareholder entitled to vote shall be entitled to one vote for each share of stock standing in his name on the books of the Company."	

2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	<i>The Company has only one class of shares – common shares, which as provided in the Company's amended By-Laws, "At every meeting of the stockholders of the Company, every shareholder entitled to vote shall be entitled to one vote for each share of stock standing in his name on the books of the Company."</i>	
3. Board has an effective, secure, and efficient voting system.	Compliant	<p><i>SEC Form 20-IS</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a> (page 15) Item 19 – Voting Procedures, to wit:</p> <p><i>"Votes may be cast and counted by show of hands, by viva voce or, upon motion duly approved, by balloting.</i></p> <p><i>The Chairman will announce each proposal to the floor, which shall be voted upon separately. In the absence of any objection from the floor, the Chairman shall instruct the Corporate Secretary to enter a unanimous vote of approval except for the votes indicated in proxies with specific voting instruction. If there is an objection, the Chairman will call for a division of the house. The Chairman will then announce the result after the counting."</i></p>	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Non-Compliant		<i>The Company recognizes the rights of the minority shareholders as provided by law. The "majority of minority" concept has no legal basis hence the Company does not follow the same.</i>

5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	<p>CG Manual  <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf</a> (pages 19-20) Article 6: Stockholders' Rights and Protection of Minority Stockholders' Interest, to wit:  <i>"Although all stockholders should be treated equally or without discrimination, the Board should give minority stockholders an opportunity to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the corporation, as the by-laws may provide."</i></p>	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	<p>CG Manual  <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf</a>              (pages 19-20) Article 6: Stockholders' Rights and Protection of Minority Stockholders' Interest, to wit:  <i>"Although all stockholders should be treated equally or without discrimination, the Board should give minority stockholders an opportunity to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the corporation, as the by-laws may provide."</i>              (page 21) Article 11. 3., to wit:  <i>"Nothing in this Manual shall be interpreted: (3) to violate the Corporation Code, including the rights of minority directors and minority shareholders."</i></p>	
7. Company has a transparent and specific dividend policy.	Non-Compliant		<p><i>The Company does not find it necessary to have a dividend policy at this time as</i></p>

		<i>The Company has not declared any dividend in the past three years.</i>	<i>it is still in the process of building up its retained earnings.</i>
<b>Optional: Recommendation 13.1</b>			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Non-Compliant		<i>The Company has not had any election contest as would require having an independent party to count and validate votes during the Annual Stockholders' Meeting. Voting during shareholders' meeting are done by simple raising of hands of shareholders and proxies present in the meeting.</i>
<b>Recommendation 13.2</b>			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information <u>at least 28 days before the meeting.</u>	Compliant	<p><i>The Notice of Annual Stockholders' Meeting and Agenda was disclosed on May 15, 2017 (47 days prior to June 30, 2017 AGM)</i></p> <p><i>PSE Disclosure</i>  <a href="file:///C:/Users/Inspiron%2014/Downloads/Notice%20of%20AGM%20-%20Apex%20Mining%20Co.%20Inc.%20signed%20(1).pdf">file:///C:/Users/Inspiron%2014/Downloads/Notice%20of%20AGM%20-%20Apex%20Mining%20Co.%20Inc.%20signed%20(1).pdf</a>   <a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=9be1838fae30ccaf3318251c9257320d#sthash.fCHGFKju.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=9be1838fae30ccaf3318251c9257320d#sthash.fCHGFKju.dpbs</a></p> <p><i>Printed notice and agenda and CD were sent out starting on June 7, 2017, 24 days prior to the June 30, 2017 AGM.</i></p> <p><i>The remuneration of the directors and officers are not subject to stockholders' approval and hence not included in the Agenda. They are, however, properly disclosed in the Company's SEC Form 17A and 20-IS.</i></p>	

		<p>PSE Disclosure – Information Statement  <a href="file:///C:/Users/Inspiron%2014/Downloads/APX%20-%202017%20SEC%20Form%2020-IS%20(1).pdf">file:///C:/Users/Inspiron%2014/Downloads/APX%20-%202017%20SEC%20Form%2020-IS%20(1).pdf</a></p> <p>Apex Website  <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Notice-of-AGM-Apex-Mining-Co.-Inc.-signed.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Notice-of-AGM-Apex-Mining-Co.-Inc.-signed.pdf</a></p>	
<b>Supplemental to Recommendation 13.2</b>			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	<p>Apex Website  <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Notice-of-AGM-Apex-Mining-Co.-Inc.-signed.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Notice-of-AGM-Apex-Mining-Co.-Inc.-signed.pdf</a></p> <p>PSE Disclosure – Notice of Annual Stockholders' Meeting and Agenda made on May 15, 2017 (47 days prior to June 30, 2017 AGM)  <a href="file:///C:/Users/Inspiron%2014/Downloads/Notice%20of%20AGM%20-%20Apex%20Mining%20Co.%20Inc.%20signed%20(1).pdf">file:///C:/Users/Inspiron%2014/Downloads/Notice%20of%20AGM%20-%20Apex%20Mining%20Co.%20Inc.%20signed%20(1).pdf</a></p>	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	<p>These are disclosed in the Company's SEC Form 20-IS contained in the materials mailed to the Stockholders, which report is also posted in Apex website.</p> <p><a href="http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APX-2017-Definitive-SEC-Form-20-IS.pdf</a> (pages 5-9)</p>	
b. Auditors seeking appointment/re-appointment	Compliant	Part of the Agenda.	

c. Proxy documents	Compliant	While Management do not solicit proxies, a proxy form is included in the materials mailed to the Stockholders for their convenience if they want to send a proxy.	
<b>Optional: Recommendation 13.2</b>			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Non-Compliant		The Items in the Agenda are ordinary, simple and easy to understand which do not need further explanation. Providing a rationale will make the agenda unnecessarily long and awkwardly repetitive.
<b>Recommendation 13.3</b>			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Non-Compliant		<p>The results of the Annual Stockholders' Meeting (ASM) held on June 30, 2017 was disclosed immediately after the meeting by the Company via PSE Edge System, although the details of the votes taken were not included.</p> <p>PSE Disclosure – Results of AGM on June 30, 2017  <a href="file:///C:/Users/Inspiron%2014/Downloads/SEC%20Form%2017-C%20%20Results%20of%20Annual%20Stockholders'%20Meeting%20(June%2030,%202017).docx%20(1).pdf">file:///C:/Users/Inspiron%2014/Downloads/SEC%20Form%2017-C%20%20Results%20of%20Annual%20Stockholders'%20Meeting%20(June%2030,%202017).docx%20(1).pdf</a></p>
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website <u>within five business days</u> from the end of the meeting.	Non-Compliant	<p>Apex website  <a href="http://www.apexmines.com/wp-content/uploads/2017/08/Apex-Mining-Minutes-of-the-ASM-30-June-2017-08.16.2017.pdf">http://www.apexmines.com/wp-content/uploads/2017/08/Apex-Mining-Minutes-of-the-ASM-30-June-2017-08.16.2017.pdf</a></p>	The Minutes of the June 30, 2017 ASM was posted beyond five days from date of the meeting.

*Below tabulations show the voting results of the 2017 Annual Stockholders' Meeting.*

<b>ATTENDANCE TABULATION</b>	<b>NO. OF SHARES</b>	<b>% TO TOTAL SHARES</b>
Total No. of shares represented by PROXY & in PERSON	4,823,373,729	77.45%
Total issued and outstanding shares	6,227,887,491	

ITEMS IN AGENDA	TOTAL TALLY			
	ABSTAIN	AGAINST	IN FAVOR	%
Approval of the minutes of ASM held on June 30, 2016	-	-	4,823,373,729	77.45%
Approval of the 2016 Annual Report and Financial Statements	-	-	4,823,373,729	77.45%
Approval & ratification of all actions of the Board of Directors & Management in 2016	-	-	4,823,373,729	77.45%
Election of directors	-	-	4,823,373,729	77.45%
1. Ramon Y. Sy	-	-	4,823,373,729	77.45%
2. Walter W. Brown	-	-	4,823,373,729	77.45%
3. Graciano P. Yumul, Jr.	-	4,117,000	4,819,256,729	77.38%
4. Modesto B. Bermudez	-	4,117,000	4,819,256,729	77.38%
5. Jose Eduardo J. Alarilla	-	4,117,000	4,819,256,729	77.38%
6. Denis A. Uy (ID)	-	4,117,000	4,819,256,729	77.38%
7. Joselito H. Sibayan (ID)	-	-	4,823,373,729	77.45%
Appointment of external auditors for ensuing year	-	-	4,823,373,729	77.45%

*The voting was done via show of hands by stockholders and by proxies. The votes received totaled 77.45% of the total issued shares.*

*There was a "Question and Answer" portion during the Annual Stockholders' Meeting where the shareholders*

		were given the chance to ask questions to the Board of Directors and Executive Officers.	
<b>Supplement to Recommendation 13.3</b>			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	Representatives from the external auditor, SyCip Gorres Velayo & Co., (SGV) and BDO UniBank Inc. were present at the 2017 Annual Stockholders' Meeting held on June 30, 2017.	
<b>Recommendation 13.4</b>			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Non-Compliant		The Company has not had any intra-corporate dispute to trigger this requirement.
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	<a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf</a> (page 9) Article 3, Item G., letter j., to wit:  " j) Establish and maintain, subject to the approval and consent of all parties to the dispute, an alternative dispute resolution system in the corporation that can amicably settle conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including the regulatory authorities in accordance with Republic Act No. 9285 (Alternative Dispute Resolution Act of 2004). "	
<b>Recommendation 13.5</b>			



1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	<p><i>The contact details of the officer responsible for investor relations are as follows:</i></p> <p>1. Name of the person - Elisa R. Dungca 2. Telephone number - (02) 706-2805 3. Fax number - (02) 706-2804 4. E-mail address - investorrelations@apexmining.com</p>	
2. IRO is present at every shareholder's meeting.	Compliant	<p><i>The officer responsible for stockholder relations was present during the 2017 ASM.</i></p>	
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	<p><i>There are no anti-takeover measures or similar devices in place in the Company.</i></p> <p><i>The Board has not considered any anti-takeover measures.</i></p>	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-Compliant	<p><i>The Company's public float is disclosed in this link:</i></p> <p><a href="http://www.apexmines.com/wp-content/uploads/2014/12/Public-Ownership-Report-Dec-2017.pdf">http://www.apexmines.com/wp-content/uploads/2014/12/Public-Ownership-Report-Dec-2017.pdf</a></p>	<p><i>The Company missed the recommended 30% public float here by a mere 0.68% (less than 1%).</i></p> <p><i>The Company's public ownership ending December 31, 2017 was 29.32%. The Company is compliant with the current minimum 10% public float requirement of the SEC.</i></p>
<b>Optional: Principle 13</b>			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	<p><i>Apex website</i></p> <p><a href="http://www.apexmines.com/?page_id=106">http://www.apexmines.com/?page_id=106</a></p>	

		<p>To provide easy access to the stockholders, the Company:</p> <ol style="list-style-type: none"> <li>1. Maintains a website with relevant and uptodate information about the Company (www.apexmines.com)</li> <li>2. Has engaged BDO UniBank Inc. to assist stockholders and address their concerns regarding their shareholdings in timely manner.</li> <li>3. Provides contact details of the Company at its website.</li> <li>4. Entertains visits to the Head Office and phone /email inquiries.</li> <li>5. Provides the stock market, through the PSE and the SEC, with essential, accurate, sufficient and timely information about the Company.</li> <li>6. Endeavors to answer questions and concerns of the stockholders/ investors by phone or email.</li> <li>7. Provides several media platforms to send concerns and queries - by email, postal mail, courier, print media, press briefings, telephone calls, and personal visit.</li> </ol>	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Non-Compliant		<p>As quorum can be already obtained by using manual voting system, the Company believes that setting up an electronic voting system in absentia is not necessary and would not even be cost effective with its relatively small number of stockholders to justify the investment in an electronic voting system.</p>

### Duties to Stakeholders

**Principle 14:** The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

#### Recommendation 14.1

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	<p><i>The Company's top 100 stockholders are regularly posted in the Company's website and PSE Edge System which the Board has knowledge. Through reports to the SEC, press releases and filings with the PSE, policies and programs of the Company are made known to its stockholders to promote rapport and cooperation between them.</i></p> <p><i>The Company's SEC Form 20-IS (Information Statement), SEC Form 17A (Annual Report,) SEC Form 17Q (Quarterly Financial Reports), and SEC Form 17C (Other Disclosures) contain the information on Company matters. In addition to the ASM when the Board can meet and interact with stockholders, the latter are also free to communicate with the Company through various addresses and contact details provided in the Company's website.</i></p> <p><i>Apex website Investor Relations Programs <a href="http://www.apexmines.com/?page_id=106">http://www.apexmines.com/?page_id=106</a></i></p>	
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#### Recommendation 14.2

1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	<p><i>CG Manual <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Governance-Manual-2017-FINAL.pdf</a> (pages 19-20) Article 6, Item B, to wit:</i></p>	
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		<ul style="list-style-type: none"> <li>• The Board should be transparent and fair in the conduct of the annual and special stockholders' meetings of the corporation.</li> <li>• The stockholders should be encouraged to personally attend such meetings. If they cannot attend, they should be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of the bylaws, the exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy should be resolved in the stockholder's favor.</li> <li>• It is the duty of the Board to promote the rights of the stockholders, remove impediments to the exercise of those rights and provide an adequate avenue for them to seek timely redress for breach of their rights.</li> <li>• Although all stockholders should be treated equally or without discrimination, the Board should give minority stockholders an opportunity to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the corporation, as the by-laws may provide.</li> </ul>	
<b>Recommendation 14.3</b>			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	<p>Apex website <a href="http://www.apexmines.com/?page_id=106">http://www.apexmines.com/?page_id=106</a></p> <p>The AVP for Corporate Affairs primarily handles the Investor Relations functions for the Company.</p> <p>HEAD OFFICE Ms. Elisa R. Dungca Assistant Vice President for Corporate Affairs 3304B West Tower, PSE Center Exchange Road, Ortigas Center, Pasig City</p>	

		<p>Tel No. 706-2805; email address : <a href="mailto:investorrelations@apexmining.com">investorrelations@apexmining.com</a></p> <p>The Company's whistleblowing policy is posted in its website:</p> <p>Whistleblower Protection Policy  <a href="http://www.apexmines.com/wp-content/uploads/2017/09/Whistleblower-Protection-Policy.pdf">http://www.apexmines.com/wp-content/uploads/2017/09/Whistleblower-Protection-Policy.pdf</a></p>	
<b>Supplement to Recommendation 14.3</b>			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Non-Compliant	<p>CG Manual  <a href="http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf">http://www.apexmines.com/wp-content/uploads/2017/06/Apex-Corp-Goveranance-Manual-2017-FINAL.pdf</a> (page 9)</p> <p>"j) Establish and maintain, subject to the approval and consent of all parties to the dispute, an alternative dispute resolution system in the corporation that can amicably settle conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including the regulatory authorities in accordance with Republic Act No. 9285 (Alternative Dispute Resolution Act of 2004)."</p>	No dispute has arisen to trigger a need for the establishment of an alternative dispute resolution with parties to the dispute.
<b>Additional Recommendations to Principle 14</b>			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken	Compliant	<p>The Company has not made any request to seek exemption from any law, rule or regulation issued by the regulators.</p>	

to finally comply with the applicable law, rule or regulation.			
2. Company respects intellectual property rights.	Compliant	<i>The Company complies with the intellectual property laws. The Company is not party to any intellectual property dispute.</i>	
<b>Optional: Principle 14</b>			
1. Company discloses its policies and practices that address customers' welfare	Compliant	<p><i>The Company is a mining operation. It sends its product to a refinery who also acts as its customer/ buyer. This single customer is a huge and well-established long-time international refiner and trader. It does not need any protection from the Company. Nonetheless, the Company has internal policies in place for the protection of its customer and other stakeholders.</i></p> <p><i>Apex Website</i>  <a href="http://www.apexmines.com/?page_id=82">http://www.apexmines.com/?page_id=82</a>, to wit:</p> <p><i>"Conduct of Business and Fair Dealings - All employees ... must deal fairly with the customers, service providers, suppliers, contractors and co-employees."</i></p> <p><i>Code of Business Conduct &amp; Ethics</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Business-Conduct-Ethics-10-11-2017.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Business-Conduct-Ethics-10-11-2017.pdf</a> (page 3-4):</p>	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Non-Compliant		<i>While the Company has in place a General Purchasing Policy; a procedure on supplier/ contractor accreditation, and a policy on processing of bids,</i>

			<i>these are not posted in the Company's website.</i>
<b>Principle 15:</b> A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
<b>Recommendation 15.1</b>			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	<p><i>The Company, in pursuing its long term plans and business objectives, has in place the following activities, among others, to encourage support and active participation from its employees:</i></p> <ol style="list-style-type: none"> <li><i>1. Weekly operations meeting between Officers and employees</i></li> <li><i>2. Regular forums between employees</i></li> <li><i>3. An established Labor Management Council</i></li> <li><i>4. Involvement of all employees in the annual budget preparation</i></li> <li><i>5. Monthly Central Environment, Safety and Health Committee meeting composed of all department heads and employee representatives</i></li> <li><i>6. A Performance Appraisal System where individual accomplishments are evaluated against the employee's objectives which are in turn aligned with his department's and the Company's programs and objectives.</i></li> </ol>	
<b>Supplement to Recommendation 15.1</b>			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	<p><i>The Company has no Stock Option Plan but the Company rewards its employees through bonuses, annual salary increases, promotions, and increased benefits based on their performance gauged through the Company's Performance Appraisal System.</i></p>	

<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>Compliant</p>	<p><i>The Company's policies and practices on health, safety and welfare of employees are disclosed in its website:</i></p> <p><i>Apex website</i>  <a href="http://www.apexmines.com/?page_id=82">http://www.apexmines.com/?page_id=82</a></p> <p><i>E. Company's policy for its employees' safety, health, and welfare:</i></p> <p><i>The Company promotes safety, non-discrimination, environmental awareness, and commitment in the workplace. It likewise supports programs that promote the development and potential of its employees as well as encourage transparency, professionalism, and accountability.</i></p> <p><i>The Company has on-going programs for health, safety and welfare of its employees and dependents, which include medical/ hospital services, medicine allowance and assistance, housing allowance, meal/ rice allowance, life and accident insurance, shuttle service, and a retirement plan. The Safety Department ensures the safety of the employees by managing the safety programs of the Company.</i></p> <ul style="list-style-type: none"> <li><i>• Quality Environment Safety Health Policy</i></li> <li><i>• Sexual Harassment Policy</i></li> <li><i>• Breastfeeding Policy</i></li> <li><i>• Employee Safety Orientation</i></li> <li><i>• HIV/AIDs in the Workplace Policy and Program</i></li> <li><i>• TB in the workplace policy</i></li> <li><i>• Drugs and alcohol policy</i></li> </ul>	
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		<p>Data on medical/hospital services provided to employees and dependents, which amounted to P23 million for 2017, follow:</p> <ul style="list-style-type: none"> <li>• Number of medical consultations - 12,884</li> <li>• Medical procedures performed – 487</li> <li>• Incidents of maintenance/ follow-up - 3,016</li> </ul> <p>Data on safety performance of the Maco mine for 2017 follow:</p> <ul style="list-style-type: none"> <li>• Frequency rate representing fatal and non-fatal loss time accidents per million manhours worked - 1</li> <li>• Severity rate representing days lost per million manhours worked - 2,712</li> <li>• Incident rate representing total incidents per million manhours worked - 10</li> </ul>	
3. Company has policies and practices on training and development of its employees.	Compliant	<p>The Company has a Training &amp; Education Department in charge of employees and coordinating their training and development programs. In addition to in-house programs, the Company also sends its staff to outside seminars and symposiums conducted by third party organizations.</p> <p>Among the significant training programs attended by the employees in 2017 were the following:</p> <ul style="list-style-type: none"> <li>• Geostatistics Technical Series</li> <li>• Understanding Quality Management System</li> <li>• Advance Preventive and Predictive Maintenance</li> <li>• Pollution Control</li> <li>• Loss Control Management</li> <li>• Healthy Workforce: Advancing PCOM's Action</li> <li>• ASEP Technical Seminar on Structural Investigation</li> </ul>	

		<ul style="list-style-type: none"> <li>• Supervisory Skills</li> <li>• Safety Management System (OHSAS)</li> <li>• Wages &amp; Productivity Awareness</li> <li>• Competency Development</li> <li>• Hunt for Ore Deposit (Geology)</li> <li>• Basic Occupational Health &amp; Safety</li> <li>• Construction Occupational Health &amp; Safety</li> <li>• New Structural Code of the Philippines</li> <li>• Boiler Safety</li> <li>• Chemical Safety with Spill Response</li> </ul>	
<b>Recommendation 15.2</b>			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	<p><i>The company's policies, programs and practices on anti-corruption are as follows:</i></p> <p><i>Code of Business Conduct &amp; Ethics</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Business-Conduct-Ethics-10-11-2017.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Business-Conduct-Ethics-10-11-2017.pdf</a> (pages 3-4), to wit:</p> <p><i>"4, FAIR DEALING</i>  <i>Fair dealing is the act of transacting business in a manner characterized by candor, full disclosure and free of self-dealing.</i></p> <p><i>All Covered Personnel must perform their duties and responsibilities with the highest degree of integrity at all times. This includes dealing fairly with the Company's suppliers, vendors, contractors, and co-employees. It is prohibited for any Covered Personnel to take advantage of his position through manipulation, concealment disclosure, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practices.</i>  <i>Any Covered Personnel found to be guilty of practicing unfair dealings will be subject to disciplinary action and</i></p>	

		<p><i>possible termination of employment.</i></p> <p><b>5. GIFTS, ENTERTAINMENT AND HOSPITALITY</b>  <i>All Covered Personnel are prohibited from accepting and/or soliciting gifts. from the Company's business partners (suppliers, vendors, contractors, etc.) as these can be perceived as unfairly influencing a business relationship.  Business gifts and entertainments are customary courtesies which may compromise the employee's ability to make objective and fair business decisions on behalf of the Company.</i></p> <p><b>6, BRIBERY AND CORRUPTION</b>  <i>The Company strictly prohibits activities involving bribery, corruption and payment of secret commission. It is the Company's policy that it shall not pay, offer to pay, or promise to give anything of value, directly or indirectly, to any third party or government agencies for the purpose of obtaining, retaining or securing under advantage in connection with the Company's business operation.  Any Covered Personnel found guilty of this offense will be subject to disciplinary action and/or possible termination of employment ".</i></p>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	<p><i>Policies and programs are disseminated to employees across the organization by requiring all newly hired employees to attend an Orientation Seminar on the Company's policies and procedures. Employees are provided with a copy of the Company's manual on Code of Business Ethics and Conduct.</i></p> <p><i>Through the HR Office and the Pasig Head Office, the Board makes available printed copies of the policies</i></p>	

		and programs. In addition, these are posted in the Company's website ( <a href="http://www.apexmines.com">www.apexmines.com</a> ) and intranet.	
<b>Supplement to Recommendation 15.2</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee <u>involvement in offering, paying and receiving bribes.</u>	Compliant	<p><i>Code of Discipline</i>  <a href="http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Discipline-10-11-2017.pdf">http://www.apexmines.com/wp-content/uploads/2017/10/Code-of-Discipline-10-11-2017.pdf</a> (page 12) Group 5.10 Table of Offenses - Section F. Offense Against Company Interest, to wit:</p> <p>"1.4. Giving contributions, donations, or gifts to politicians, political candidates, or parties by any of its employees on behalf of the Company. [1<sup>st</sup> offense – 7 days suspension; 2<sup>nd</sup> Offense – 15 days suspension; 3<sup>rd</sup> Offense – Dismissal]</p> <p>1.7. Abusing one's position, reputation or other attribute arising from one's employment or connection with the Company, for purpose of borrowing, transacting, lending, selling, or other similar personal transactions, for money, goods, or other similar commodities, unless required by law or due to other justifiable cause. [1<sup>st</sup> offense – 15 days suspension; 2<sup>nd</sup> Offense – Dismissal]."</p> <p><i>There was no such incident in 2017.</i></p>	
<b>Recommendation 15.3</b>			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about	Compliant	<i>Whistleblower Protection Policy</i>	

<p>illegal or unethical practices, without fear of retaliation</p>	<p><a href="http://www.apexmines.com/wp-content/uploads/2017/09/Whistleblower-Protection-Policy.pdf">http://www.apexmines.com/wp-content/uploads/2017/09/Whistleblower-Protection-Policy.pdf</a></p> <p>The policy includes procedures to protect the employees from retaliation.</p> <p>Page 2: "VI. NO RETALIATION</p> <p>It is contrary to the values of the Company for anyone to retaliate against any board member, officer, employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of the Company. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.</p> <p>By ensuring a fair and speedy evaluation of the case or complaint, the whistleblower/ employees are provided protection from unwarranted retaliation."</p> <p>With copy furnished to the HR, whistleblowing reports should follow the organization's hierarchy, first to the immediate supervisor then to the department head/manager then to the division head/manager then to the Resident Manager. If necessary, the matter is elevated to the Corporate Office for the attention of the officer concerned, ultimately to the President &amp; CEO or the Board of Directors.</p>	
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<p>2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.</p>	<p>Compliant</p>	<p><i>Whistleblower Protection Policy</i> <a href="http://www.apexmines.com/wp-content/uploads/2017/09/Whistleblower-Protection-Policy.pdf">http://www.apexmines.com/wp-content/uploads/2017/09/Whistleblower-Protection-Policy.pdf</a> (ages 2-3)</p> <p><i>"VII. REPORTING PROCEDURE</i></p> <p><i>The Company has an open door policy. Employees can share their questions, concerns, suggestions or complaints with their supervisor. If Employees are not comfortable speaking with the supervisor or are not satisfied with the supervisor's response, employees are encouraged to speak with the Resident Manager, Company officer, or a board member."</i></p>	
<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Compliant</p>	<p><i>No incident of this nature occurred in 2017.</i></p> <p><i>In one of its meetings during the year with the external auditors, the Audit Committee, representing the Board, inquire from the auditors as to whether in the course of their audit examination they have become aware of any incident of whistleblowing.</i></p>	
<p><b>Principle 16:</b> The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.</p>			
<p><b>Recommendation 16.1</b></p>			
<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>Compliant</p>	<p><i>Corporate Social Responsibility</i> <a href="http://www.apexmines.com/?page_id=78">http://www.apexmines.com/?page_id=78</a></p> <p><i>2016 Annual Report</i></p>	

		<a href="http://www.apexmines.com/wp-content/uploads/2017/07/APEX-2016_FINAL_rev3D-smaller.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APEX-2016_FINAL_rev3D-smaller.pdf</a> (pages 13 – 20)	
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	<p><a href="http://www.apexmines.com/wp-content/uploads/2017/09/Quality-Environment-Safety-Health-Policy.pdf">http://www.apexmines.com/wp-content/uploads/2017/09/Quality-Environment-Safety-Health-Policy.pdf</a></p> <p><i>"Apex Mining Co., Inc. (AMCI) envisions inclusive progress in harmony with sustainable development through continuous improvement of business practices as a responsible mining company.</i></p> <p><i>The company is committed to:</i></p> <p><i>A - Attain the quality satisfaction of stakeholders while maintaining profitability of the company.</i></p> <p><i>M - Manage and protect the environment and neighboring communities towards long-term societal benefits.</i></p> <p><i>C - Continually innovate its business processes by implementing legally-compliant, cost-efficient, and globally-competitive mining practices.</i></p> <p><i>I - Implement occupational safety and health standards and programs to prevent illnesses and untoward incidents.</i></p> <p><i>This IMS Policy is the foundation of management responsibility and shall be implemented and continually improved at all levels of the organization."</i></p> <p><i>Social Development &amp; Management Programs</i>  <a href="http://www.apexmines.com/?page_id=78">http://www.apexmines.com/?page_id=78</a></p>	


		<p><u>Environmental Protection &amp; Preservation (EPEP)</u>          "As a responsible miner, the Company takes care of the environment and the surroundings where it operates. Preservation of natural resources is foremost in the Company's advocacies. On top of fully complying with mandated rules and regulations, the Company takes extra steps more to pursue protection and rehabilitation of the environment.</p> <p>In 2016, a total of PhP 85.4 million was spent in the implementation of various EPEP activities of the Company. These activities are continuously being implemented to mitigate the negative effect, if any, of mining operations to the environment."</p> <p>2016 Annual Report Publication  <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APEX-2016_FINAL_rev3D-smaller.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APEX-2016_FINAL_rev3D-smaller.pdf</a> (pages 19 – 20)</p>	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	<p><u>Corporate Social Responsibility</u>  <a href="http://www.apexmines.com/?page_id=78">http://www.apexmines.com/?page_id=78</a></p> <p><u>Social Development &amp; Management Program</u>          "The corporate social development activities of the Company reflect its commitment to being a responsible miner and a catalyst to community development.</p> <p>The Company maintains its relationship with stakeholders (public, government, and civic partners) through social programs and eco-friendly activities which aim to develop and improve the lives of the communities within its tenements and protect the environment."</p>	




		<i>2016 Annual Report Publication</i> <a href="http://www.apexmines.com/wp-content/uploads/2017/07/APEX-2016_FINAL_rev3D-smaller.pdf">http://www.apexmines.com/wp-content/uploads/2017/07/APEX-2016_FINAL_rev3D-smaller.pdf</a> (pages 13 – 18)	
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Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of \_\_\_\_\_ on May \_\_\_\_, 2018.

# SIGNATURES

  
 \_\_\_\_\_  
 RAMON Y. SY  
 Chairman of the Board

  
 \_\_\_\_\_  
 WALTER W. BROWN  
 Chief Executive Officer

  
 \_\_\_\_\_  
 JOSELITO H. SIBAYAN  
 Independent Director

  
 \_\_\_\_\_  
 DENNIS A. UY  
 Independent Director


  
 \_\_\_\_\_  
 RENATO N. MIGRINO  
 Compliance Officer

  
 \_\_\_\_\_  
 SILVERIO BENNY J. TAN  
 Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ day of **MAY 29 2018** 2018, affiant(s) exhibiting to me their valid IDs, as follows:

NAME/NO.	DATE OF ISSUE	PLACE OF ISSUE
Ramon Y. SY      Passport No. EC1182131	May 22, 2014	DFA, NCR South
Walter W. Brown      Passport No. EC7723602	May 16, 2016	DFA, NCR East
Joselito H. Sibayan      Passport No. P3735973A	July 20, 2017	DFA, P Princessa
Dennis A. Uy      Passport No. EC1641601	July 15, 2014	DFA, Manila
Renato N. Migrino      Passport No. EC3403742	Feb. 7, 2015	DFA, NCR South
Silverio Benny Tan      Passport No. EC5225365	Sep. 6, 2015	DFA, Manila

Doc : 339  
 Page : 68  
 Book : 71  
 Series of 2018

  
**ATTY. JAMES K. ABUGAN**  
 NOTARY PUBLIC  
 Until Dec. 31, 2018  
 IBP No. 021498/ 1-5-2013  
 Rizal Chapter  
 Roll No. 26890  
 MCLE No. V-0004484-10/31/2014  
 PTR # 3369955 – 01/05/2018  
 Mandaluyong City  
 TUN # 116-239-926  
 Tel. 631-40-90



This

# Certificate of Attendance


is presented to

**Ramon Y. Sy**

for having completed the seminar on

## Corporate Governance

06 December 2017  
1:00 p.m. to 5:00 p.m.  
4<sup>th</sup> Floor, Press Room  
New World Makati Hotel  
Esperanza Street, Makati City



Leonardo J. Matignas, Jr.  
Partner, SGV & Co.



Risks, Opportunities, Assessment and  
Management (**ROAM**), Inc.

awards this

## **CERTIFICATE OF COMPLETION**

to

*Dr. Walter W. Brown*

for having completed the seminar on

## **CORPORATE GOVERNANCE**

held on 21 December 2017 at  
RCBC Plaza, Ayala Avenue, Makati City

**Benjamin I. Espiritu, Ph.D.**  
President



This

## **CERTIFICATE OF ATTENDANCE**

is presented to

**GRACIANO P. YUMUL, JR.**

for participating in the

### **ROUNDTABLE DISCUSSION ON THE CODE OF CORPORATE GOVERNANCE FOR PUBLICLY-LISTED COMPANIES**

**29 March 2017**

*Meeting Room 7*

*Philippine International Convention Center*

*PICC Complex, Pasay City*

A handwritten signature in black ink, appearing to read "T. Herbosa", positioned above a horizontal line.

**TERESITA J. HERBOSA**

Chairperson

  
CENTER FOR  
(SEC Provider Accreditation Number CG2013-007)

*presents this*

# **CERTIFICATE OF ATTENDANCE**

*to*

**Modesto B. Bermudez**


*for participating in the seminar*


## ***CORPORATE GOVERNANCE: BOARD EFFECTIVENESS BEST PRACTICES***


*held on Friday, November 10, 2017 at*

**MAKATI SHANGRI-LA HOTEL  
MAKATI CITY, PHILIPPINES**

*Given this 10<sup>th</sup> day of November 2017*

  
Henry B. Aguirre  
Founder & President  
Center for Global Best Practices

  
Judith V. Lopez, CPA  
Resource Speaker  
Center for Global Best Practices

  
Jonathan L. Ravelas  
Resource Speaker  
Center for Global Best Practices

705 Richville Corporate Tower, 1197 Alibangang Zapote Road, Madrigal Business Park, Muntinlupa City, 1700 Philippines  
Mainline: (02) 842-7148/59; (02) 556-8964/69 Cebu: (032) 512-3106/07 Manila: (074) 413-5148 Website: [www.cgbp.org](http://www.cgbp.org)



This

## **Certificate of Attendance**

is presented to

**Jose Eduardo J. Alarilla**

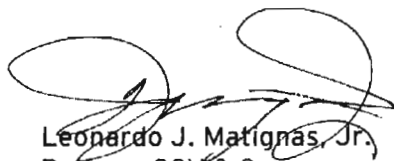
for having completed the seminar on

## **Corporate Governance**

10 October 2017

2:00 p.m. to 6:00 p.m.

1 Asean Avenue, Entertainment City Tambo,  
Paranaque City, Metro Manila



Leonardo J. Matignas, Jr.,  
Partner, SGV & Co.

A member firm of Ernst & Young Global Limited



Risks, Opportunities, Assessment and  
Management (**ROAM**), Inc.

awards this

## **CERTIFICATE OF COMPLETION**

to

*Josecito H. Sibayan*

for having completed the seminar on

## **CORPORATE GOVERNANCE**

held on 21 December 2017 at  
RCBC Plaza, Ayala Avenue, Makati City

**Benjamin I. Espiritu, Ph.D.**  
President





Risks, Opportunities, Assessment and  
Management (**ROAM**), Inc.

awards this

## **CERTIFICATE OF COMPLETION**

to

*Dennis A. Uy*

for having completed the seminar on

## **CORPORATE GOVERNANCE**

held on 15 March 2017 at  
Phoenix Bulk Depot, Lanang, Davao City

**Benjamin I. Espiritu, Ph.D.**  
President



Risks, Opportunities, Assessment and  
Management (**ROAM**), Inc.

awards this

## **CERTIFICATE OF COMPLETION**

to

*Gil A. Marvilla*

for having completed the seminar on

## **CORPORATE GOVERNANCE**

held on 14 December 2017 at  
RCBC Plaza, Ayala Avenue, Makati City

**Benjamin I. Espiritu, Ph.D.**  
President



This

## **CERTIFICATE OF ATTENDANCE**

is presented to

**ROSEMARIE F. PADILLA**

for participating in the

### **ROUNDTABLE DISCUSSION ON THE CODE OF CORPORATE GOVERNANCE FOR PUBLICLY-LISTED COMPANIES**

**29 March 2017**

*Meeting Room 7*

*Philippine International Convention Center*

*PICC Complex, Pasay City*

A handwritten signature in black ink, appearing to read "T. Herbosa", positioned above a horizontal line.

**TERESITA J. HERBOSA**

Chairperson



CENTER FOR  
(SEC Provider Accreditation Number CG2013-007)

*presents this*

# CERTIFICATE OF ATTENDANCE

*to*

**Renato N. Migrino**

*for participating in the seminar*

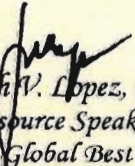
## **CORPORATE GOVERNANCE: BOARD EFFECTIVENESS BEST PRACTICES**

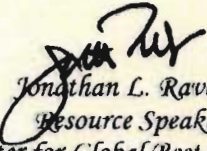
*held on Friday, November 10, 2017 at*

**MAKATI SHANGRI-LA HOTEL  
MAKATI CITY, PHILIPPINES**

*Given this 10<sup>th</sup> day of November 2017*

  
Henry B. Aquende  
Founder & President  
Center for Global Best Practices

  
Judith V. Lopez, CPA  
Resource Speaker  
Center for Global Best Practices

  
Jonathan L. Ravelas  
Resource Speaker  
Center for Global Best Practices



# Institute of Corporate Directors

presents this

## Certificate of Attendance

to

**Elisa R. Dungca**

Apex Mining Co., Inc.

*for having attended the Corporate Secretary as Corporate Governance  
Professional Program held on August 2-3, 2017 at Discovery Primea,  
Makati City.*

*Given this 3<sup>rd</sup> day of August 2017.*

**Ricardo Nicanor N. Jacinto**  
*Chief Executive Officer*



This

# Certificate of Attendance

is presented to

**Atty. Silverio Benny J. Tan**

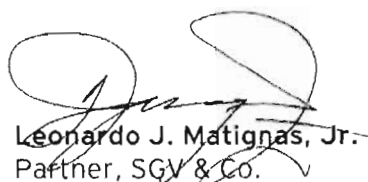
for having completed the seminar on

## Corporate Governance

17 October 2017

2:00 p.m. to 6:00 p.m.

1 Asean Avenue, Entertainment City Tambo,  
Paranaque City, Metro Manila



Leonardo J. Matignas, Jr.  
Partner, SGV & Co.

A member firm of Ernst & Young Global Limited



		BOARD MEMBERS - ATTENDANCE IN 2017							
		1	2	3	4	5	6	7	8
BOD MEETING DATES		RAMON Y. SY	WALTER W. BROWN	GRACIANO P. YUMUL, JR	MODESTO B. BERMUDEZ	NOEL V. TANGLAO <sup>(*)</sup>	JOSE EDUARDO J. ALARILLA <sup>(**)</sup>	DENNIS A. UY Independent	JOSELITO H. SIBAYAN Independent
1	22/02/2017	√	√	√	√	√	-	√	√
2	11/04/2017	√	√	√	√	-	-	√	√
3	15/05/2017	√	√	√	√	-	-	√	√
4	22/05/2017	√	√	√	√	-	-	√	√
5	30/05/2017	√	√	√	√	-	√	√	√
6	6/30/2017 Org'l Meeting	√	√	√	√	-	X	X	√
7	25/07/2017	√	√	√	√	-	√	√	√
8	10/08/2017	√	√	√	√	-	√	√	√
9	23/10/2017	√	√	√	√	-	√	X	√
10	30/10/2017	√	√	√	√	-	√	√	√
TOTAL		10	10	10	10	1	5	8	10
% Attendance		100%	100%	100%	100%	-	83%	80%	100%

<sup>(\*)</sup> Resigned effective March 31, 2017

<sup>(\*\*)</sup> Elected on May 22, 2017

**SECURITIES AND EXCHANGE COMMISSION**  
**Metro Manila, Philippines**

Filed pursuant to Section 23 of the Securities Regulation Code

REVISED  
PRINTED IN U.S.A.  
JAN 24 2017  
BY  
FBI  
FBI

(Print or Type Responses)

If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.

Reminder Report on a separate line for each class of equity securities beneficially owned directly or indirectly

- (1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:
  - (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
  - (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security
- (2) A person will be deemed to have an indirect beneficial interest in any equity security which is:
  - (A) held by members of a person's immediate family sharing the same household;
  - (B) held by a partnership in which such person is a general partner;
  - (C) held by a corporation of which such person is a controlling shareholder; or
  - (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.



**SECURITIES AND EXCHANGE COMMISSION**  
**Metro Manila, Philippines**

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

**REVISED**[illegible]

If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.

(Print or Type Responses)

Reminder Report on a separate line for each class of equity securities beneficially owned directly or indirectly

- (1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:
  - (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
  - (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.
- (2) A person will be deemed to have an indirect beneficial interest in any equity security which is:
  - (A) held by members of a person's immediate family sharing the same household;
  - (B) held by a partnership in which such person is a general partner;
  - (C) held by a corporation of which such person is a controlling shareholder; or
  - (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

**SECURITIES AND EXCHANGE COMMISSION**  
**Metro Manila, Philippines**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**  
Filed pursuant to Section 23 of the Securities Regulation Code

**REVISED**

JAN 26 2017  
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1 Name and Address of Reporting Person	2 Issuer Name and Trading Symbol	3	4	5	6	7 Relationship of Reporting Person to Issuer (Check all applicable)
TANGIAO (Last) NOEL (First) VILLALUZ (Middle) #8 Cynthia St. Dona Carmen Subdivision	APEX MINING CO., INC. (APX)	3 Tax Identification Number 120-133-926	4 Citizenship Filipino	5 Statement for Month/Year January 2017	6 If Amendment, Date of Original (Month/Year) N/A	7 Relationship of Reporting Person to Issuer (Check all applicable)  <div style="display: flex; justify-content: space-between;"> <div> <input checked="" type="checkbox"/> Director  <input checked="" type="checkbox"/> Officer  <input type="checkbox"/> Other  (give title below) </div> <div> <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Other  (specify below) </div> </div>
Quezon City	1121					EVP - CORPORATE SERVICES

Table 1 · Equity Securities Beneficially Owned

[illegible]

(Print or Type Responses)

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Reminder Report on a separate line for each class of equity securities beneficially owned directly or indirectly

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  - (C) held by a corporation of which such person is a controlling shareholder, or
  - (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.



**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**  
Filed pursuant to Section 23 of the Securities Regulation Code

REVISÉD

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## Further Reading: Books

(Prior or Type Responses)

**capital stock or the issuer, provide the disclosure requirements set forth on page 3 of this form.**

(1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:

- (A) Voting power which includes the power to vote, or to direct the exercise of, such security, and/or
- (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.
- (C) A person will be deemed to have an indirect beneficial interest in any equity security which is:
- (A) Held by members of a person's immediate family sharing the same household;
- (B) Held by a partnership in which such person is a general partner;
- (C) Held by a corporation of which such person is a controlling shareholder; or
- (D) Subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

REPUBLIC OF THE PHILIPPINES)  
MANDALUYONG CITY City ) S.S.

### SECRETARY'S CERTIFICATE

I, **ELISA R. DUNGCA**, Filipino, of legal age, being the duly elected and incumbent Assistant Corporate Secretary of APEX MINING CO., INC. (the "Company"), a Philippine corporation with principal office at 3304-B West Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City, hereby state that the members of the Board of Directors of the Company actively participated in the discussions and deliberations during the board meetings held in 2017.


This certification is being issued as a requirement for the Integrated Annual Corporate Governance Report (I-ACGR) of the Company for 2017.

IN WITNESS WHEREOF, I have hereunto set my hand on MAY 10 2018 2018  
in MANDALUYONG CITY.

  
**ELISA R. DUNGCA**  
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me on MAY 10 2018 2018, affiant exhibiting to me her Passport No. EC0111310 issued on 24 January 2014 in Manila, Philippines, valid until 23 January 2019.

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Book No. 65  
Series of 2018

  
**ATTY. JAMES K. ABUGAN**  
NOTARY PUBLIC  
Until Dec. 31, 2018  
IBP No. 021498/ 1-5-2018  
Rizal Chapter  
Roll No. 26890  
MCLE No. V-0004484-10/31/2014  
PTR # 3369955 - 01/05/2018  
Mandaluyong City  
TIN # 116-239-956  
Tel. 631-40-90

REPUBLIC OF THE PHILIPPINES)  
PASIG CITY City ) S.S.

### SECRETARY'S CERTIFICATE

I, **ELISA R. DUNGCA**, Filipino, of legal age, being the duly elected and incumbent Assistant Corporate Secretary of APEX MINING CO., INC. (the "Company"), a Philippine corporation with principal office at 3304-B West Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City, hereby confirm that the Audit Committee of the Company held five (5) meetings in 2017 on the following dates:

- |                  |  |
|------------------|--|
| April 4, 2017    | The External Auditors, Sycip Gorres Velayo & Co., (SGV) presented the audit results covering the 2016 financial statements of the Company;   |
| May 15, 2017     | Approval of the 1 <sup>st</sup> Quarter 2017 financial results of the Company;   |
| August 10, 2017  | Approval of the 2 <sup>nd</sup> Quarter 2017 financial results of the Company;   |
| October 24, 2017 | SGV presented the issues and Audit Plan for the 2017 financial statements audit. After the presentation, the Audit Committee requested the Company's management team to leave the meeting room, after which the meeting continued without the presence of the management team; and |
| October 30, 2017 | Approval of the 3 <sup>rd</sup> Quarter 2017 financial results of the Company  |

This certification is being issued as a requirement for the Integrated Annual Corporate Governance Report (I-ACGR) of the Company for 2017.

IN WITNESS WHEREOF, I have hereunto set my hand on \_\_\_\_\_ 2018 in

PASIG CITY

  
**ELISA R. DUNGCA**

Assistant Corporate Secretary

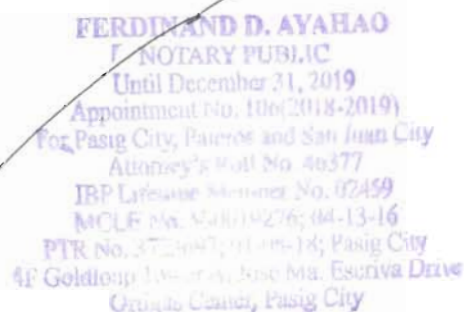
SUBSCRIBED AND SWORN to before me on \_\_\_\_\_ 2018, affiant exhibiting to me her Passport No. EC0111310 issued on 24 January 2014 in Manila, Philippines, valid until 23 January 2019.

Doc No. 87

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Book No. 28

Series of 2018

  
**FERDINAND D. AYAHAO**  
NOTARY PUBLIC  
Until December 31, 2019  
Appointment No. 106(2018-2019)  
For Pasig City, Palawan and San Juan City  
Attorney's Roll No. 40377  
IBP Lifetime Member No. 02459  
MCLE No. 148119276; 04-13-16  
PTR No. 3724987; 01-06-18; Pasig City  
4F Goldcorp Tower, Jose Ma. Escriva Drive  
Ortigas Center, Pasig City



REPUBLIC OF THE PHILIPPINES)  
MANDALUYONG CITY City ) S.S.

### SECRETARY'S CERTIFICATE

I, **ELISA R. DUNGCA**, Filipino, of legal age, being the duly elected and incumbent Assistant Corporate Secretary of APEX MINING CO., INC. (the "Company"), a Philippine corporation with principal office at 3304-B West Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City, hereby state that on March 22, 2018, the Board of Directors of the Corporation (except one director) conducted a full-board and self-assessment of its performance covering the year 2017. The signed assessment forms are on file with the Corporation.


This certification is being issued as a requirement for the Integrated Annual Corporate Governance Report (I-ACGR) of the Company for 2017.

IN WITNESS WHEREOF, I have hereunto set my hand on MAY 10 2018 2018  
in MANDALUYONG CITY.

  
**ELISA R. DUNGCA**  
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me on MAY 10 2018 2018, affiant exhibiting to me her Passport No. EC0111310 issued on 24 January 2014 in Manila, Philippines, valid until 23 January 2019.

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Page No. 3  
Book No. 65  
Series of 2018

  
**ATTY. JAMES K. ABUC**  
NOTARY PUBLIC  
Until Dec. 31, 2018  
IBP No. 021498/1-5-2018  
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