

SECURITIES AND EXCHANGE COMMISSION
Metro Manila, Philippines

FORM 23-B

REVISED

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

☐ Check box if no longer subject
to filing requirement

1. Name and Address of Reporting Person Prime Strategic Holdings Inc. (formerly Prime Metroline Holdings, Inc.) (Last) (First) (Middle) 2288 Chino Roces Extension (Street) Makati City 1232 (City) (Province) (Postal Code)		2. Issuer Name and Trading Symbol Apex Mining Co., Inc. (APX)		7. Relationship of Reporting Person to Issuer (Check all applicable) ____ Director _____x____ 10% Owner ____ Officer _____ Other (give title below) (specify below)				
3. Tax Identification Number 007 639 380		5. Statement for Month/Year April 2024		6. If Amendment, Date of Original (Month/Year) N/A				
		4. Citizenship Filipino						
Table 1 - Equity Securities Beneficially Owned								
1. Class of Equity Security	2. Transaction Date (Month/Day/Year)	4. Securities Acquired (A) or Disposed of (D) Amount (A) or (D) Price			3. Amount of Securities Owned at End of Month		4. Ownership Form: Direct (D) or Indirect (I) *	6. Nature of Indirect Beneficial Ownership
					%	Number of Shares		
Common Shares	4/24/2024	566,826,857	(A)	PhP3.00 per share	49.43%	3,078,160,622	(I)	Held thru PCD Nominee
					7.62%	474,613,599	(I)	Held thru subsidiary Lakeland Village Holdings, Inc.
					6.81%	423,904,339	(I)	Held thru subsidiary Devoncourt Estates, Inc
				TOTAL	63.85%	3,976,678,560		

(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.

FORM 23-B (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., warrants, options, convertible securities)

1. Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Yr)	4. Number of Derivative Securities Acquired (A) or Disposed of (D)		5. Date Exercisable and Expiration Date (Month/Day/Year)		6. Title and Amount of Underlying Securities		7. Price of Derivative Security	8. No. of Derivative Securities Beneficially Owned at End of Month	9. Ownership Form of Derivative Security; Direct (D) or Indirect (I) *	10. Nature of Indirect Beneficial Ownership
			Amount	(A) or (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Explanation of Responses:

Date

Note: File **three (3)** copies of this form, one of which must be manually signed.
Attach additional sheets if space provided is insufficient.

**Securities and Exchange Commission
SEC Form 23-B
Disclosure Requirements in Case of Material Changes
in Beneficial Ownership (50% Increase/Decrease or Equivalent to 5% of the Outstanding Capital
Stock of Issuer)**

INITIAL FILING

Item 1. Security and Issuer

Exact Name of Registrant as Specified on its Charter: Apex Mining Co., Inc. ("Issuer")

Title of the Class of Securities to which this Form Relates: Common Shares

- (a) Address of Principal Office:
3304B West Tower, Tektite Tower, Exchange Road, Ortigas Center, Pasig City
- (b) SEC Identification Number: 40621
- (c) BIR Tax Identification Number: 000-284-138

Item 2. Identity and Background

- (a) Name of Reporting Person: Prime Strategic Holdings Inc. ("Reporting Person")
- (b) Principal business of Reporting Person: Holding Company
- (c) Address of Reporting Person: 2288 Chino Roces Extension, Makati City 1232
- (d) Telephone Number of Reporting Person: 88838790
- (e) Whether or not, during the last five years, such person has been convicted in a criminal proceeding: No
- (f) Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking: No
- (g) Citizenship / Place of Organization of Reporting Person: Philippines

Name, Address and Telephone Number of person authorized to receive notices and communications if reporting person is a partnership, corporation or other legal entity: N/A

Item 3. Purpose of Transaction

State the purpose or purposes of the acquisition of securities of the issuer. Describe any plans or proposals which the reporting persons may have which relate to or would result in:

- a. The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
- b. An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- c. A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;
- d. Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- e. Any material change in the present capitalization or dividend policy of the issuer;
- f. Any other material change in the issuer's business or corporate structure;
- g. Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- h. Causing a class of securities of the issuer to be delisted from a securities exchange;
- i. Any action similar to any of those enumerated above.

The Reporting Person and Mindanao Gold, Ltd. ("MG") signed a Memorandum of Agreement on 23 April 2024 (the "Memorandum of Agreement") whereby 566,826,857 common shares of APX were acquired by the Reporting Person from MG at Php3.00 per share via a special block sale through the Philippine Stock Exchange on 24 April 2024. The purpose of the transaction is for additional investment of PSHI in APX.

The Reporting Person has no plans or proposals which relate to or would result in:

- (a) The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer, except for the transaction disclosed herein;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;
- (d) Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the issuer;
- (f) Any other material change in the issuer's business or corporate structure;
- (g) Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- (h) Causing a class of securities of the issuer to be delisted from a securities exchange;
- (i) Any action similar to any of those enumerated above.

Item 4. Interest in Securities of the Issuer

- a. State the aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned (identifying those shares which there is a right to acquire within thirty (30) days from the date of this report) by each person named in Item 2. The abovementioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group.

The Reporting Person owns 3,976,678,560 shares of the Issuer or 63.85% interest in the securities of the Issuer.

- b. For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole or shared power to dispose or to direct the disposition. Provide the applicable information required

by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared.

The Reporting Person has the sole power to vote and dispose of 3,976,678,560 shares of the Issuer.

- c. Describe any transaction in the class of securities reported on that were effected during the past sixty (60) days by the persons named in response to paragraph (a). The description shall include, but not necessarily be limited to: (1) the identity of the person who effected the transaction; (2) the date of the transaction; (3) the amount of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected.

Please see Item 3 above.

- d. If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities, a statement to that effect should be included in response to this Item and, if such interest relates to more than five (5%) percent of the class, such person should be identified.
None.

- e. If the filing is an amendment reflecting the fact that the reporting person has ceased to be the beneficial owner of more than five (5%) percent of the class of securities, state the date on which such beneficial ownership was reduced.
Not applicable.

Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Describe any contract, arrangement, understanding or relationship among the person named in Item 2 and between such persons and any person with respect to any securities of the issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Please see Item 3 above.

Item 6. Material to be Filed as Exhibits

Copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to:

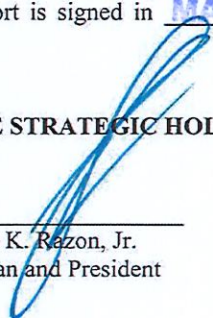
- a. the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 3; and
b. the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against losses or the giving or withholding of any proxy as disclosed in Item 5.

Please see attached copy of the Memorandum of Agreement between the Reporting Person and MG.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in MAKATI CITY on MAY 08 2024.

PRIME STRATEGIC HOLDINGS INC.

By:



Enrique K. Razon, Jr.
Chairman and President

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement (Agreement) is entered into by and between:

PRIME STRATEGIC HOLDINGS INC., a Philippine domestic corporation with address at 2288 Chino Roces Avenue, represented here in by its Chairman and CEO, Enrique K. Razon Jr. (herein after referred to as Buyer), and

MINDANAO GOLD LTD., a Labuan Malaysia company with address at Brumby Centre, Lot 42, Jalan Muhibbah, 87000 Labuan F.T., Malaysia, represented herein by its sole director Val Christian T. Sultan (herein after referred to as Seller);

(The Seller and the Buyer are each referred to here as a "Party" and together are referred to as "Parties".)

Recital:

1. The Seller owns 597,051,165 shares in Apex Mining Co. Inc. of which 566,826,857 shares are listed (the "Subject Shares") which it is offering to sell to Buyer, the current controlling stockholder of Apex Mining Co. Inc.
2. The Buyer has agreed to purchase the Subject Shares through a special block sale through the Philippine Stock Exchange under the terms and conditions of this Agreement (the "Transaction").

NOW THEREFORE, THE PARTIES HEREBY AGREE as follows:

1. The Seller shall sell to the Buyer, and Buyer shall purchase from the Seller, 566,826,857 listed shares owned by the Seller in Apex Mining Co. Inc. through a special block sale through the Philippine Stock Exchange at the price of P 3.00 per share.
2. AB Capital Securities Inc., the common broker of the Seller and of the Buyer shall file the special block sale request with the PSE and seek the approval of the PSE Market Control Department and of the PSE Operations Divisions. The Parties shall cooperate to provide all the required information necessary to obtain the required approval of the PSE.
3. The payment of the purchase price shall be arranged and paid directly by the Seller to the account of the Buyer.
4. The Parties shall bear their own taxes, costs, commissions and fees associated with this Transaction.
5. The Seller shall upload its stock certificates covering the Subject shares to PDTC to allow their sale through the PSE.
6. The special block sale shall be completed on or before 26 April 2024.

7. The Parties shall cooperate to file the required disclosure of this Transaction.
8. The Parties shall keep the terms and conditions of this Agreement confidential, except those that needs to be disclosed under SEC and PSE rules.
9. This Agreement shall be governed by Philippine law, and any dispute relating to this Agreement and its enforcement shall be resolved by the Regional Trial Court in Makati City to the exclusion of other courts.

Duly signed by the Parties this 23 th day of April 2024 at Makati City.

PRIME STRATEGIC HOLDINGS INC.

(Buyer)

By:

ENRIQUE K. RAZON, JR.
Chairman and CEO

MINDANAO GOLD LIMITED

(Seller)

By:

Val Christian T. Sultan
Sole Director