

REPUBLIC OF THE PHILIPPINES

SECURITIES AND EXCHANGE COMMISSION

Ground Floor. Secretariat Building, PICC City Of Pasay, Metro Manila

COMPANY REG. NO. 40058

CERTIFICATE OF FILING OF AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

ORIENTAL PETROLEUM & MINERALS CORPORATION

(Amending Article III thereof.)

copy annexed, adopted on May 07, 2014 by majority vote of the Board of Directors and on June 30, 2016 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this ______ day of January, Twenty Seventeen.

FERDINAND B. SALES

Director

Company Registration and Monitoring Department

COVER SHEET

for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

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AMENDED ARTICLES OF INCORPORATION

OF THE

ORIENTAL PETROLEUM AND MINERALS CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age, citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST:

That the name of the said corporation shall be:

ORIENTAL PETROLEUM AND MINERALS CORPORATION

SECOND:

That the purposes for which such corporation is formed are:

PRIMARY PURPOSE

To carry on the business of mining, milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging, and otherwise producing and dealing in gold, silver, copper, iron, and all kinds of ores, metals and minerals. and the products and by products thereof of every kind and description and by whatsoever process the same can be made hereafter be produced, and generally and without limit as to amount, to buy, sell, exchange, lease, acquire and deal in lands, mines and mineral rights and claims, and to conduct all business appertaining thereto; to purchase, lease acquire or otherwise, to own, hold and maintain, and to mortgage, pledge, lease, sell or otherwise dispose of petroleum, gas and oil lands, concessions, leases, royalties and permits, land and real state of all kinds, and the oil, gas and mineral rights and interest therein, to develop such lands, concession, lease rights and interest by and to enter into, acquire, carry out and execute contracts for drilling wells and installation of plants, machinery and appliances, and to dispose of the products therefrom either as a raw product and to prepare said products for market, and to manufacture from said products any and all marketable commodities, to construct, erect, build and lay, to purchase, lease or otherwise acquire, to own, manage, or in any manner dispose of or encumber, plants, work refineries, stations, systems, tank, cars, boats, vessels, appliances, apparatus, devices, machinery, structures, equipment and facilities of all kinds for manufacturing, treating, preparing, concentrating, distilling, and in any manner dealing in and with gas, petroleum and other oils, minerals and volatile substances, asphalt, bitumen and bituminous substances and other similar products of every kind and character for any and all purpose whatsoever, to carry on and conduct the general business of mining, to acquire and perform all powers conferred by law on said mining business, within and outside of the Philippines, and including that of domestic and foreign concessions of every kind and nature; and generally as may be permitted by law, to engage and/or invest in or from enterprises in the business of manufacturing, marketing, contracting, real estate development, and servicing in connection with the aforementioned purposes; and generally to do and perform all or any of the matters aforesaid, and all other acts and things which in the judgment of this company may be requisite for its purpose or incidental thereto. (As amended)

SECONDARY PURPOSES

- (a) To engage in the management, supervision or control of business enterprises of all kinds, the operations and transactions of any company or undertaking and to manage and administer lands, buildings, any kind of business and any kind of properties, whether real or personal, and in general, to act as agent, attorney-in-fact, purchasing agent or in any representative capacity as may be permitted by law.
- (b) To engage in the assay of all kinds of ores, minerals, oils, for umpiring, development and for export or import; to prepare flowshoots for the benefication of ores.
- (c) To engage in the business of general builders and constructors of roads, bridges, terminals, landing fields, docks, piers, government and private buildings, army and navy buildings, barracks and other edifies need and necessary in the course of business and life.
- (d) To undertake dredging and drilling operations and to dredge or otherwise obtain out of the waters, navigable or non-navigable, as may be permitted by law, sand, gravel and deposits found in or beneath said waters and to acquire and to make the same available for commercial purposes.
- (e) To engage in the business of farming, raising, growing, cultivating, or producing or preparing for consumption and sale, for its own account or for the account of others, agricultural products of all kinds; and to engage in the business of poultry, hog and cattle raising and their sale and marketing including their by-products.
- (f) To carry on a general mercantile and commercial business of importing and exporting, buying, acquiring, holding, selling or otherwise disposing of and dealing in any goods, wares, merchandise, and commodities of all kinds, classes and descriptions which are or may become articles of commerce, exclusively on wholesale business.
- (g) To own, acquire, construct, maintain and operate plants, factories, and buildings which are necessary in the production and manufacturing of all kinds of goods, wares and merchandise of all kinds and descriptions which are within the commerce of man.
- (h) Subject to existing laws, to hold, purchase or otherwise acquire or be interested in, and to sell or otherwise dispose of, shares of capital stocks, bonds, or other evidences of debts, issued or created by any other corporation, partnership or company, domestics or foreign, governmental or otherwise, and while the owner and holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon and exercise all the rights pertaining thereto.

AND IN FURTHERANCE OF THE FOREGOING CORPORATE PURPOSES:

- (1) To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, corporation, body politic, municipality, national government or any of its instrumentalities.
- (2) To purchase, hold, convey, sell, lease, rent, mortgage, encumber and otherwise deal with real property, improved or unimproved, as the purposes for which the corporation is formed may permit.
- (3) To borrow money or create indebtedness, bonded or otherwise; to secure the payment of any such obligations by mortgage, pledge or agreement as to all or any part of properties, real and personal, of the corporation; to provide that any such obligations shall be convertible into or exchangeable for stocks of the corporation upon such terms permitted by the law as the board of directors shall determine.
- (4) To adopt, apply for, obtain, register, produce, take, purchase, exchange, lease, hire, acquire, secure, own, hold, use, operate contract, or negotiate for, take licenses or other rights in respect of, sell, transfer, grant licenses and rights in respect of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create lien upon, or otherwise dispose of, deal in, and turn to account, letters patent, patents, patent rights, patents applied for or to be applied for, trademark, trade names and symbols, distinction marks and indications or origin, ownership, copyrights, syndicate rights, inventions, discoveries, devices, machines, improvements, licenses, processes, data, and formulae of any and all kinds granted by, or recognized under, or pursuant to the laws of the Republic of the Philippines, or any country or countries whatsoever, and with a view to the working and development of the same.
- (5) To finance and enter into and perform contracts, agreements, and undertakings of any kind in connections or in furtherance of any or all of the foregoing to the extent as the same may be permitted by law.
- (6) To promote any company or companies for the purpose of acquiring all or any part of the properties and liabilities of this company, or both, or for any other purpose which may seem directly or indirectly calculated to benefit the company all in accordance with law.
- (7) Without in any particular limiting the powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to make and perform contract of any kind and description with any person, firm or corporation; to have one or more offices within the Republic of the Philippines and abroad, and to conduct its business and exercise its powers, authorities and privileges granted and conceded by the laws of the Republic of the Philippines to corporations organized under and in accordance with said laws of the Republic of the Philippines to corporations organized under and in accordance with said laws and in particular, unto corporation of like and nature and kind.
- (8) Generally, to do all such acts, things and to transact all business as may be directly or indirectly incidental to or conductive to the attainment of the above objects or any of them respectively.

THIRD: That the place where the principal office of the corporation is to be established or located shall be at the 34th Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City, Metro Manila. (As amended on June 30, 2016 by stockholders representing at least two-thirds (2/3) of the outstanding capital stock and on May 7, 2014 by the unanimous vote of the Board of Directors).

FOURTH: That the term for which said corporation is to exist is FIFTY (50) years from and after the date of incorporation.

FIFTH: That the names, nationalities and residences of the incorporators of said corporation are as follows:

NAME	NATIONALITY	RESIDENCE
JOSE MA. BARCELON	Filipino	5 Pennsylvania Street Quezon City
ROBERT COYIUTO	Filipino	85 Cordillera Quezon City
FELIPE F. CRUZ	Filipino	800 E. Delos Santos Ave. Quezon City
CARLOS DYHONGPO	Filipino	300 Magallanes Street Cebu City
RAFAEL C. GONZALES	Filipino	122 West Avenue Quezon City
ALEJANDRO LICHAUCO	Filipino	1347 J.P. Laurel Street Manila
VINCENT RECTO	Filipino	30 Pili Avenue Forbes Park, Makati M.M
YAO SHIONG SHIO	Filipino	577 Bonifacio Drive Manila

SIXTH: That the number of directors of said Corporation shall be eleven (11) and that the names, nationalities and residences of the first directors, who are to serve until their successors are elected and qualified as provided by the By-Laws are, as follows: (As amended on October 16, 1992)

NAME	NATIONALITY	RESIDENCE
JOSE MA. BARCELON	Filipino	5 Pennsylvania Street Quezon City
ROBERT COYIUTO	Filipino	85 Cordillera Quezon City
FELIPE F. CRUZ	Filipino	800 E. delos Santos Ave. Quezon City
CARLOS DYHONGPO	Filipino	300 Magallanes Street Cebu City
RAFAEL C. GONZALES	Filipino	122 West Avenue Quezon City
ALEJANDRO LICHAUCO	Filipino	1347 J.P. Laurel Street Manila
VINCENT RECTO	Filipino	30 Pili Avenue Forbes Park, Makati M.M
YAO SHIONG SHIO	Filipino	577 Bonifacio Drive Manila

SEVENTH: That the capital stock of the said corporation is <u>TWO BILLION PESOS</u> (P2,000,000,000,000), Philippine Currency and said capital stock is divided into <u>TWO HUNDRED BILLION</u> (200,000,000,000) shares having a par value of One Centavo (0.01), Philippine Currency, per share.

All the shares of the capital stock of the Corporation shall be common shares, all with the same rights and privileges. However, said common shares shall be divided in to two (2) classes. The first shall be classified as Class "A" consisting of <u>ONE HUNDRED TWENTY BILLION (120,000,000,000,000)</u> shares valued at <u>ONE BILLION TWO HUNDRED MILLION PESOS</u> (P1, 200,000,000.00) which shall be issued solely to citizens of the Republic of the Philippines. The second shall be classified as Class "B", consisting of <u>EIGHTY BILLION (80,000,000.00)</u> shares valued at <u>EIGHT HUNDRED MILLION PESOS (P800,000,000.00)</u> which may be issued to citizens of the Republic of the Philippines or to aliens alike. Each type of the shares shall be indicated in the stock certificates to be issued by the corporation. (As amended)

Out of the authorized capital stock of P100,000,000.00 there is hereby reserved in favor of the herein incorporators, in proportion to their respective stockholdings in the corporation at the time of incorporation, the sum of P10,000,000.00 worth of stock, which subscription shall be exercised within a period of three (3) years from and after the date of incorporation as follows:

If exercised within the first six (6) months after incorporation, the option holders may exercise their rights to purchase at the par value of P.01 per share.

If exercised after six (6) months but within one (1) year from date of incorporation, the option price shall be P.015 per share.

If exercised after one (1) year but within two (2) years, the option price shall be P.02 per share.

If exercised after two (2) years but within three (3) years from the date of incorporation, the option holders may exercise their rights to purchase at P0.025 per share.

In case an option holder should die while the stock option subsists, then his forced heirs as determined by law shall succeed to the said deceased option holder to the exercise of the right to purchase.

No stockholder of this corporation shall have any pre-emptive or preferential right to subscribe for the remaining portion of the capital stock as authorized herein, but shall have such pre-emptive or preferential right to subscribe for any increase thereof that may be lawfully authorized, in proportion to his respective holdings at the time such an increase is authorized.

As last amended by the Board of Directors on June 23, 1993 and approved by the stockholders on April 25, 1994.

EIGHTH: That the amount of said capital stock which has actually been subscribed is Twenty Million Pesos (P20,000,000.00), Philippine Currency, consisting of Two Billion (2,000,000,000) shares, and the following persons have subscribed for the number of shares and amount of capital stock set out after respective names:

NAME	CLASS "A" NO. OF SHARES		AMOUNT OF SUBSCRIPTION
ROBERT COYIUTO	300,000,000	P	3,000,000.00
FELIPE F. CRUZ	200,000,000		2,000,000.00
CARLOS DYHONGPO	200,000,000		2,000,000.00
RAFAEL GONZALES	200,000,000		2,000,000.00
ALEJANDRO LICHAUCO	200,000,000		2,000,000.00
ALFREDO RAMOS	300,000,000		3,000,000.00
VINCENT RECTO	200,000,000		2,000,000.00
YAO SHIONG SHIO TOTAL	200,000,000 2,000,000,000	P ==	2,000,000.00 220,000,000.00

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

NAME	AMOUNT PAID ON
JOSE MA. BARCELON	P1,625,000.00
ROBERT COYIUTO	250,000.00
FELIPE F. CRUZ	250,000.00
CARLOS DYHONGPO	250,000.00
RAFAEL C. GONZALES	250,000.00
ALEJANDRO LICHAUCO	250,000.00
ALFREDO RAMOS	1,625,000.00
VINCENT RECTO	250,000.00
YAO SHIONG SHIO	250,000.00
TOTAL	P5,000,000.00

TENTH: That no transfer of stock or interest, which will reduce the ownership of Filipino stockholder to less than the percentage of the capital stock required by law shall be allowed or permitted to be recorded in the proper books, and this restriction shall also be indicated in all stock certificates of the corporation.

ELEVENTH: That Alfredo Ramos has been elected by the subscribers as Treasurer of the Corporation, to act as such until his successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer, he has been authorized to receive for the corporation and to receipt in its name for all subscription paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 10th day of October 1969, in the City of Manila, Philippines.

(SGD.)	ROBERT COYIUTO	(SGD.)	JOSE MA. BARCELON
(SGD.)	CARLOS DYHONGPO	(SGD.)	FELIPE F. CRUZ
(SGD.)	RAFAEL C. GONZALES	(SGD.)	ALEJANDRO LICHAUCO
(SGD.)	VINCENT RECTO	(SGD.)	ALFREDO C. RAMOS
	(SGD.)	YAO SHIONG SHIC	

SIGNED IN THE PRESENCE OF:

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) S.S

BEFORE ME, a Notary Public for and in the City of Manila, Philippines, this 10th day of October 1969, personally appeared:

NAME	RES. CERTIFICATE. A.	ISSUED AT	ISSUED ON
JOSE MA. BARCELON	A-324871	Manila	Jan. 4, 1969
ROBERT COYIUTO, JR.	A-218051	Manila	Jan. 16, 1969
FELIPE F. CRUZ	A-4765588	Quezon City	Jan. 2, 1969

CARLOS DYHONGPO	A-1574308	Cebu City	Jan. 2, 1969
RAFAEL C. GONZALES	A-5474989	Quezon City	Apr. 17, 1969
ALEJANDRO LICHAUCO	A-3224863	Manila	Jan. 24, 1969
ALFREDO C. RAMOS	A-3873352	Mandaluyong	Jan. 14, 1969
VINCENT RECTO	A-275401	Rizal Manila	Jan. 14, 1969
YAO SHIONG SHIO	A-347	Manila	Jan. 6, 1969

all known to me and to me known to be the same persons who executed the foregoing instrument and who acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

(SGD.) CARMEN ANTONIA W. REYES NOTARY PUBLIC Until December 31, 1969

Doc. No.	;
Page No.	;
Book No.	-;
Series of 1969.	

DRIENTAL PETROLEUM AND MINERALS CORPORATION

34th. Floor, Robinsons Equitable Tower, ADB Avenue, Ortigas Center, Pasig City 管: 633-7631 to 40, 637-1670 to 79 Extensions 277, 278, 279, 280, 281 • 悬: 395-2586

CERTIFICATE

I, ETHELWOLDO E. FERNANDEZ, of legal age, Filipino, with office address at the 34th Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City, Metro Manila, after having been duly sworn in accordance with law, hereby certify that:

- I am the duly elected Corporate Secretary of Oriental Petroleum and Minerals Corporation ("OPMC"), with office address at the 34th Floor, Robinsons Equitable Tower, ADB Avenue corner Proveda Street, Ortigas Center Pasig City, Metro Manila.
- 2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors, and/or major corporate officers of OPMC as its duly elected and/or appointed directors or officers or vice versa.

ETHELWOLDO E. FERNANDEZ Corporate Secretary

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SUBSCRIBED AND SWORN to before me this _____ at Pasig City, affiant exhibiting to his Philippine Passport No. EB6340675 issued at Manila, on September 14, 2012.

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Series of 2016

ATTY, JAMES ANTHONED, BETITO
Notary Public – Pasig City/San Juan City
Commission No. 86 (2016-2017)
709 MegaPlaza Condo. ADB Ave. Pasig City
Attorney's Roll No. 58148
IBP # 1018146 / 01/05/16 / Rizal
PTR # 1387697 / 01.07.16 / Pasig City
MCLE Compliance No. IV-0017688 April 23, 2013

DIRECTORS' CERTIFICATE

That we, the undersigned, being the majority of the Board of Directors of ORIENTAL PETROLEUM AND MINERALS CORPORATION, a corporation duly organized and existing under the laws of the Republic of the Philippines, do hereby certify that:

1. The Amended Articles of Incorporation of the Corporation was further amended by the unanimous vote of the Board of Directors on May 7, 2014 and by the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at the regular stockholders meeting held on June 30, 2016, at Sapphire AB, Crowne Plaza Manila Galleria, Ortigas Avenue, corner Asia Development Bank Avenue, Quezon City, Metro Manila, whereby the following resolutions were approved:

"RESOLVED, that Article Three of the Amended Articles of Incorporation of the Corporation be hereby amended in compliance with the SEC Memorandum Circular No. 6, Series of 2014, by stating the specific address of the Corporation, as follows:

THIRD: That the place where the principal office of the corporation is to be established or located shall be at the 34th Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City, Metro Manila.

2. The attached is a full, complete, true and correct copy of the Amended Articles of Incorporation of the Corporation, as further amended.

IN WITNESS WHEREOF, we have signed this Certification on ____ day of _____,

2016 at ____PASIG CITY___, Philippines.

ATTESTED:

JAMES L. GO Chairman of the Board TIN 124-294-200

JOHN L. GOKONGWEI, JR.

Director

TIN 124-294-226

PERRY L. PE

Director

TIN 106-199-198

BENEDICTO T COYIUTO

Director/ TIN 214-664-328

ANTONIO L. GO

Director

TIN 100-929-712

ROBERT COYIUTO, JR.

President-Director TIN 104-728-734

LANCEY, GOKONGWEI

Director

TIN 116-312-586

AMES G. COYIU

Director

TIN 104-728-700

JOSEPHINE V. BARCELON

Director

TIN 258-660-403

RICARDO A. BALBIDO, JR.

Director

TIN 135-571-209

ETHELWOLDO E. FERNANDEZ

Corporate Secretary TIN 105-169-262

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY SIG CITY (S.S.

SUBSCRIBED AND SWORN TO before me this 6 NOV day of ______, at affiants exhibiting to me their respective identification number.

NAME	<u>I.D</u>
JAMES L. GO JOHN L. GOKONGWEI, JR. ROBERT COYIUTO, JR. LANCE Y. GOKONGWEI PERRY L. PE JAMES G. COYIUTO BENEDICTO T. COYIUTO JOSEPHINE V. BARCELON RICARDO A. BALBIDO, JR.	TIN 124-294-200 TIN 124-294-226 TIN 104-728-734 TIN 116-312-586 TIN 106-199-198 TIN 104-728-700 TIN 214-664-328 TIN 258-660-403
ANTONIO L. GO ETHELWOLDO E. FERNANDEZ	TIN 135-571-209 TIN 100-929-712 TIN 105-169-262

known to me to be the same persons who executed the foregoing instrument, and who acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL, on the date and place first above written.

Doc. No. 367; Page No. 70; Book No. 17; Series of 2016

ATTY, JAMES APPLON D. BETITO
Notary Public – Pasig City/San Juan City
Commission No. 86 (2016-2017)
709 MegaPlaza Condo. ADB Ave. Pasig City
Attorney's Roll No. 58148
IBP # 1018146 / 01/05/16 / Rizal
PTR # 1387697 / 01.07.16 / Pasig City
MCLE Compliance No. IV-0017688 April 23, 2013



1st Indorsement December 20, 2016

Registration and Monitoring Department, Securities and Exchange Commission (SEC), SEC Building, EDSA, Greenhills, City of Mandaluyong, Metro Manila, the attached Amended Articles of Incorporation of ORIENTAL PETROLEUM AND MINERALS CORPORATION, with the information that this Department interposes no objection on the corporation's application for addition or inclusion of specific address of its principal place of business, subject to the condition that said corporation shall comply with the pertinent laws, rules and regulations administered and enforced by the Department.

ATTY. RINO E. ABAD

Director

Energy Resource Development Bureau

ATT:IUO:GHA:BIGG:car