

**MINERAL PRODUCTION SHARING AGREEMENT**  
**No. 266-2008-XIII-SMR (AMENDED)**

This **MINERAL PRODUCTION SHARING AGREEMENT** is made and entered into in Quezon City, Philippines, this \_\_\_\_\_ day of JUN 18 2009 by and between:

**THE REPUBLIC OF THE PHILIPPINES**, herein referred to as the **GOVERNMENT**, represented in this act by the Secretary of the Department of Environment and Natural Resources, with offices at the Department of Environment and Natural Resources Building, Visayas Avenue, Diliman, Quezon City

and

**TAGANITO MINING CORPORATION**, a corporation duly organized and existing under the laws of the Republic of the Philippines, herein referred to as the **CONTRACTOR**, with office at 3<sup>rd</sup> Floor BMMC Building (Formerly Solid Mills Building) 143 Dela Rosa Street cor. Adelantado Street, Legaspi Village, Makati City, and represented in this act by its President, Mr. Gerard H. Brimo, as authorized by its Board of Directors (please refer to ANNEX "A")

**WITNESSETH :**

WHEREAS, the 1987 Constitution of the Republic of the Philippines provides in Article XII, Section 2 thereof that all lands of the public domain, waters, minerals, coal, petroleum and other natural resources are owned by the State and that their exploration, development and utilization shall be under the full control and supervision of the State;

WHEREAS, the Constitution further provides that the State may directly undertake such activities, or it may enter into a Co-Production, Joint Venture, or Mineral Production Sharing Agreement with Filipino citizens, or cooperatives, partnerships, corporations or associations at least sixty per centum of whose capitalization is owned by such citizens;

WHEREAS, an Operating Contract was executed on February 14, 1989 by and between the Government, thru the then Mineral Reservation Development Board, and the Contractor pursuant to the provisions of Executive Order Nos. 211, s. 1987, and 192, s. 1987, granting the Contractor the exclusive rights to undertake exploration, development, and utilization of nickel silicate ore and other associated minerals for a term of 25 years, renewable for another 25 years;

WHEREAS, pursuant to Republic Act No. 7942, otherwise known as "The Philippine Mining Act of 1995," which took effect on 09 April 1995, the Secretary of the Department of Environment and Natural Resources is authorized to enter into Mineral Production Sharing Agreements in furtherance of the objectives of the

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Government and the Constitution to bolster the national economy through sustainable and systematic development and utilization of mineral lands;

WHEREAS, the Contractor filed on September 15, 1997 in the Mines and Geosciences Bureau, an application for conversion of the February 14, 1989 Operating Contract into a Mineral Production Sharing Agreement pursuant to the pertinent provisions of Republic Act No. 7942;

WHEREAS, the Government desires to avail itself of the financial resources, technical competence and skill, which the Contractor is capable of applying to the mining operations of the project contemplated herein;

WHEREAS, the Contractor has access to all the financing, technical competence, technology and environmental management skills required to promptly and effectively carry out the objectives of this Agreement;

NOW, THEREFORE, for and in consideration of the foregoing premises, the mutual covenants, terms and conditions hereinafter set forth, it is hereby stipulated and agreed as follows:

## SECTION I

### SCOPE

- 1.1. This Agreement is a Mineral Production Sharing Agreement entered into pursuant to the provisions of the Act and its implementing rules and regulations. The primary purpose of this Agreement is to provide for the sustainable development and commercial utilization of nickel and other associated mineral deposits existing within the Contract Area, with all necessary services, technology and financing to be furnished or arranged by the Contractor in accordance with the provisions of this Agreement. The Contractor shall not, by virtue of this Agreement, acquire any title over the Contract/Mining Area without prejudice to the acquisition by the Contractor of the land/surface rights through any mode of acquisition provided for by law.
- 1.2. The Contractor shall undertake and execute, for and on behalf of the Government, responsible mining operations in accordance with the provisions of this Agreement, and is hereby constituted and appointed, for the purpose of this Agreement, as the exclusive entity to conduct mining operations in the Contract Area.
- 1.3. During the term of this Agreement, the total value of production and sale of minerals derived from the mining operations contemplated herein shall be accounted for and divided between the Government and the Contractor in accordance with Section VI hereof.