

+SECURITIES AND EXCHANGE COMMISSION

SEC FORM – I – ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended 2023
2. SEC Identification Number 40938
3. BIR Tax Identification No. 000-169-117-000
4. Exact name of issuer as specified in its charter United Paragon Mining Corporation.
5. Philippines
Province, Country or other jurisdiction of
Incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City 1550
Address of principal office Postal Code
8. (632) 8631-5139
Issuer's telephone number, including area code
9. N/A
Former name, former address, former fiscal year, if changed since last report

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT / NON - COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: 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.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector	Compliant	Please see the link to the Corporation's Annual Report 2023 https://unitedparagonmining.com/disclosures-to-sec Definitive Information Statement for the year 2023 https://unitedparagonmining.com/2022-2023-disclosures-sec	
2. Board has an appropriate mix of competence and expertise.	Compliant	Please see the link to the Corporation's Annual Report 2023 https://unitedparagonmining.com/disclosures-to-sec Definitive Information Statement for the year 2023 https://unitedparagonmining.com/2022-2023-disclosures-sec	The Board represents a diverse background of professionals equipped with the necessary competencies to properly discharge his/her duties judiciously and exercise independent judgment on various matters requiring Board ratification.
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	Please see the link to the Corporation's Annual Report 2023 https://unitedparagonmining.com/disclosures-to-sec	

		Definitive Information Statement for the year 2023 https://unitedparagonmining.com/2022-2023-disclosures-sec	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors	Compliant	Please see the link to the Corporation's Annual Report 2023 https://unitedparagonmining.com/disclosures-to-sec Definitive Information Statement for the year 2023 https://unitedparagonmining.com/2022-2023-disclosures-sec	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors	Compliant	Please see the Corporation's website. https://unitedparagonmining.com/home	
2. Company has an orientation program for first time directors	Compliant	Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017. https://unitedparagonmining.com/cg-manual	
3. Company has relevant annual continuing training for all directors	Compliant	All Officers and Directors of the company are required to attend the Annual Corporate Governance Seminar. The certificates of attendance and trainings are uploaded in the corporation's website. https://unitedparagonmining.com/corporate-governance-main	

Recommendation 1.4			
1. Board has a policy on board diversity	Compliant	<p>The Board implements a process of selection to ensure a mix of competent Directors and Officers and adopt a policy on Board diversity, as to age, ethnicity, culture, skills, competence, and knowledge. Out of the nine (9) members of the Board of Directors, two (2) are female Directors, namely: Presentacion S. Ramos & Mrs. Maureen Alexandra S. Ramos-Padilla.</p> <p>Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017.</p> <p>https://unitedparagonmining.com/cg-manual</p>	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	<p>Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017.</p> <p>https://unitedparagonmining.com/cg-manual</p>	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	<p>The board has appointed and assisted by its Corporate Secretary, Atty. Iris Marie U. Carpio-Duque</p> <p>Please see the link to the Corporation's Annual Report and Definitive Information Statement for the year <u>2023</u> and General Information Sheet (GIS) <u>2023</u>.</p>	

		https://unitedparagonmining.com/2022-2023-disclosures-sec	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Non-Compliant		The company has assigned an Assistant Corporate Secretary to assist the board and Corp. Secretary on his/her duties.
3. Corporate Secretary is not a member of the Board of Directors	Compliant	Please see the link to the Corporation's Annual Report 2023 https://unitedparagonmining.com/disclosures-to-sec Definitive Information Statement for the year 2023 https://unitedparagonmining.com/2022-2023-disclosures-sec	
4. Corporate Secretary attends training/s on corporate governance	Compliant	The Corporate Secretary is required to attend the annual corporate governance seminar. Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017, the Corporation's Annual Corporate Governance Report for 2016 and Corporation's Definitive Information Statement of 2023 https://unitedparagonmining.com/cg-manual https://unitedparagonmining.com/annual-cg-report https://unitedparagonmining.com/2022-2023-disclosures-sec	

Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five (5) business days before scheduled meeting.	Compliant		
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	<p>The board has assigned Atty. Iris Marie Carpio-Duque as the Compliance Officer.</p> <p>Please see the link to the Corporation's Annual Report 2023</p> <p>https://unitedparagonmining.com/disclosures-to-sec</p> <p>Definitive Information Statement for the year 2023</p> <p>https://unitedparagonmining.com/2022-2023-disclosures-sec</p>	
2. Compliance Officer has a rank of Senior Vice-President or an equivalent position with adequate stature and authority in the corporation	Compliant		Although the incumbent Compliance Officer does not have the rank of Senior Vice-President, she nevertheless directly reports to the Chairman & President of the company and is able to discharge her duties competently.
3. Compliance Officers is not a member of the board	Compliant	Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017, the Corporation's Annual Corporate Governance Report for 2016 and Corporation's Definitive Information Statement of <u>2023</u>	

		https://unitedparagonmining.com/cg-manual https://unitedparagonmining.com/annual-cg-report https://unitedparagonmining.com/2022-2023-disclosures-sec	
4. Compliance Officer attends training/s on corporate governance	Compliant	<p>The Corporate Secretary is required to attend the annual corporate governance seminar.</p> <p>The certificates of attendance and trainings are uploaded in the corporation's website. https://unitedparagonmining.com/corporate-governance-main</p>	
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 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>Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017.</p> <p>https://unitedparagonmining.com/cg-manual</p>	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	The board reviews and approves company business objectives and strategies during board meetings and monitors the implementation in order to sustain the company's viability and strengths.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy	Compliant		

		https://unitedparagonmining.com/cg-manual	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values	Compliant	<p>Vision: We envision our company as a leading publicly-listed mining firm with a balanced portfolio of investments in natural resources, infrastructure and property development. Through these investments, we aim to contribute to the task of building the Filipino future.</p> <p>Mission: We enable our stakeholders to participate in the growth and profit potentials of our chosen investment sectors, conscious as we are of our obligation to create and enhance shareholder value. We harness the wealth of the earth through responsible mining, thus converting the country's undeveloped natural resources into revenues that would fuel economic growth, always mindful of the concern for environmental protection and sustainable development. We support infrastructure and property development projects that would enhance the quality of life of the Filipino people, especially the masses. As a key player in the Philippine natural resources, United Paragon Mining Corporation is committed to strong and responsible nation-building.</p>	
2. Board has strategy execution process	Compliant	Please see the Corporation's Amended Manual	

<p>that facilitates effective management performance and is attuned to the company's business environment, and culture.</p>		<p>on Corporate Governance.</p> <p>https://unitedparagonmining.com/cg-manual</p>	
Recommendation 2.3			
<p>1. Board is headed by a competent and qualified Chairperson</p>	<p>Compliant</p>	<p>The board appointed Mr. Gerard Anton S. Ramos as Chairman for the past 2 years. Information on his qualification can be found in the Corporation's Annual Corporate Governance Report for 2016</p> <p>https://unitedparagonmining.com/annual-cg-report</p> <p>Please see the link to the Corporation's Annual Report 2023</p> <p>https://unitedparagonmining.com/disclosures-to-sec</p> <p>Definitive Information Statement for the year 2023</p> <p>https://unitedparagonmining.com/2022-2023-disclosures-sec</p>	
Recommendation 2.4			
<p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management</p>	<p>Compliant</p>	<p>Please see the Amended Manual on Corporation Governance as adopted on May 2017.</p>	

		https://unitedparagonmining.com/cg-manual	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	There is no retirement age policy for directors and key officers for as long as a director is capable of performing of his office and is able to promote the interest of the company, he may be re-elected for another term. This is also consistent with the policy on maintaining diversity in the board.	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company	Compliant	Non-employee Directors do not receive compensation for their services as such. Directors only receive reasonable per diem for every meeting they participate in. Directors who are employees of the Company or any of its subsidiaries shall receive no additional compensation for serving as Directors other than the reasonable per diem. Please see the link to the Corporation's Annual Report 2023 https://unitedparagonmining.com/disclosures-to-sec Definitive Information Statement for the year 2023 https://unitedparagonmining.com/2022-2023-disclosures-sec	
2. Board adapts a policy specifying the relationship between remuneration and performance.	Compliant		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		
Optional Recommendation 2.5			
1. Board approves the remuneration of senior executives.			
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.			
Recommendation 2.6			
1. Board has a formal and transparent nomination and election policy	Compliant	Please see the Corporation's by-laws and the Amended Manual on Corporate Governance. https://unitedparagonmining.com/cg-manual https://unitedparagonmining.com/by-laws	
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 processes in the nomination, election or replacement of a director.	Compliant		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		

Optional: Recommendation 2.6			
1. Company uses professional search firms or other external sources of candidates (such as directors).			
Recommendation 2.7			
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	Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017 and Related Party Transaction Policy. https://unitedparagonmining.com/cg-manual	
2. Provide policy includes appropriate review and approval of material RPTs, which and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	 https://unitedparagonmining.com/company-policies	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	All related party transactions are based on prevailing market/commercial rates at the time of the transaction. Where it is required under the Corporation Code to submit corporate matters to stockholders for approval and such matters are Related Party Transactions, the related parties involved should inhibit themselves from voting on the matter. All related party transactions are fully disclosed and subjected to regular audit by the external and internal auditors.	

		Directors and officers are required to fully disclose their interests and that of the other corporations they serve prior to determination of any matter under consideration.	
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered de minimis or transactions that need not be reported or announced, 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.	Compliant	<p>All Related Party Transaction are subject for approval of the board regardless of the amount involved and are fully disclosed in the Company's Financial Statements.</p> <p>Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017 and Related Party Transaction Policy.</p> <p>https://unitedparagonmining.com/cg-manual</p> <p>https://unitedparagonmining.com/company-policies</p> <p>Annual Report 2023 https://unitedparagonmining.com/disclosures-to-sec</p>	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Compliant	<p>Please see the Annual Corporate Governance of 2016 https://unitedparagonmining.com/annual-cg-report</p> <p>"Where it is required under the Corporation Code to submit corporate matters to</p>	

		<p>stockholders for approval and such matters are Related Party Transactions, the related parties involved should inhibit themselves from voting on the matter.”</p> <p>https://unitedparagonmining.com/cg-manual</p>	
Recommendations 2.8			
<p>1. Board is primarily responsible 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)</p>	Compliant	<p>The Management team is composed of President & Chief Executive Officer, Mr. Adrian Paulino S. Ramos, Chief Compliance Officer, Atty. Iris Marie U. Carpio-Duque, and Treasurer, Mr. Gilbert V. Rabago acts as the Chief Risk Officer and there is no Chief Audit Executive as the board deems it not necessary considering the Corporation's current size, risk profile and non-operation.</p> <p>Please see the company's Amended Manual on Corporate Governance</p> <p>https://unitedparagonmining.com/cg-manual</p>	
<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 Compliances Officer and Chief Audit Executive).</p>	Compliant	<p>Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017, the Corporation's Annual Corporate Governance Report for 2016.</p> <p>https://unitedparagonmining.com/cg-manual</p> <p>https://unitedparagonmining.com/annual-cg-report</p>	

Recommendations 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017. https://unitedparagonmining.com/cg-manual	
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		
Recommendations 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017. https://unitedparagonmining.com/cg-manual	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management members and shareholders.	Compliant		
3. Board approves the internal Audit Charter	Compliant	The Internal Audit charter is subject to approval by the board.	Currently there is no internal audit charter as the board deems it not necessary considering the Corporation's current size, risk profile and non-operation.
Recommendations 2.11			
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.	Compliant	Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017, the Corporation's Annual Corporate Governance Report for 2016.	

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.	Compliant	https://unitedparagonmining.com/cg-manual https://unitedparagonmining.com/annual-cg-report	
Recommendations 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant		
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website	Compliant		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy	Compliant	https://unitedparagonmining.com/company-policies	
Optional Principle 2			
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.			
2. Company discloses the types of decision requiring board of director's approval.			

Principle 3: 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.

Recommendation 3.1

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p>Please see the Company’s Board Committees https://unitedparagonmining.com/corporate-governance-main</p>	
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Recommendation 3.2

<p>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.</p>	<p>Compliant</p>	<p>Please see Audit Committee Charter https://unitedparagonmining.com/corporate-governance-main</p>	
<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom including the Chairman is independent.</p>	<p>Compliant</p>	<p>Mr. Renato C. Valencia is an Independent Director and the chairperson of the Audit Committee. Audit Committee’s is responsible to recommend the appointment and removal of the company’s external auditor. Please see Audit Committee Charter https://unitedparagonmining.com/corporate-governance-main</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>Please see the Corporation's Definitive Information Statement-2023 and ACGR 2016.</p> <p>https://unitedparagonmining.com/2022-2023-disclosures-sec</p> <p>https://unitedparagonmining.com/annual-cg-report</p> <p>Please see Audit Committee Charter https://unitedparagonmining.com/corporate-governance-main</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>Mr. Renato C. Valencia is an Independent Director and the chairperson of the Audit Committee.</p> <p>Please see Board of Directors and Board Committees https://unitedparagonmining.com/board-of-directors</p> <p>https://unitedparagonmining.com/corporate-governance-main</p>	<p>The Chairman of the Audit Committee (AC) is NOT the Chairman of the Board and holds only the AC chairmanship.</p>
<p>Supplement to Recommendation 3.2</p>			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Compliant</p>	<p>Please see Audit Committee Charter https://unitedparagonmining.com/corporate-governance-main</p>	<p>The Company's independent auditor shall be prohibited from providing non-audit services unless having received previous written approval from the Audit Committee.</p>
<p>2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.</p>	<p>Compliant</p>	<p>Due to lack of operations, the Audit Committee meets once a year with the External Audit Team to discuss the audited financial statement.</p>	

Optional: Recommendation 3.2			
1. Audit Committee meets at least four times during the year.			
2. Audit Committee approves the appointment and removal of the internal auditor.			
Recommendation 3.3			
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.	Compliant	Please see the Company's Board Committees and SEC 17-C on the Result of the ASM 2023. https://unitedparagonmining.com/corporate-governance-main https://unitedparagonmining.com/stockholders-minutes	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Non-Compliant		The company has only two independent directors as provided in the by-laws and the board deems not yet necessary to establish three independent directors.
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	Mr. John Peter Hager is the Chair of the Committee. Please see the Company's Board Committees and SEC 17-C on the Result of the ASM 2023. https://unitedparagonmining.com/corporate-governance-main https://unitedparagonmining.com/2022-2023-disclosures-sec	

Optional: Recommendation 3.3			
1. Corporate Governance Committee meets at least twice the year.	Compliant	The Corporate Governance Committee meets at least twice a year to accept and screen nominations for election to the board.	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	The Audit Committee discharges the functions of the BROC as part of the review of the company's financial statement. Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017 https://unitedparagonmining.com/cg-manual	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Non-compliant		The Audit Committee has five (5) members, two of whom are independent directors as provided in the by-laws and the board deems not yet necessary to establish three independent directors.
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Non-Compliant		BROC has not been constituted yet.
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Non-Compliant		BROC has not been constituted yet.
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all materials related party transactions of the	Compliant	The Audit Committee discharges the functions of the RPT as part of the review of the company's financial statement.	

company.		Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017 https://unitedparagonmining.com/cg-manual	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	Audit Committee is composed of at three Independent Directors. Please see SEC 17-C Result of ASM 2023 https://unitedparagonmining.com/2022-2023-disclosures-sec	
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	Please see Company's Committee Charter https://unitedparagonmining.com/corporate-governance-main	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant		
3. Committee Charters were fully disclosed on the company's website.	Compliant	Please see Company's Committee Charter https://unitedparagonmining.com/corporate-governance-main	
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	Compliant	Please see the Corporation's website on the	

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.		Minutes of the Stockholders Meeting https://unitedparagonmining.com/stockholders-minutes	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	Board Materials (including materials for presentation and approval) are distributed to the Members of the board days before the actual meeting. To give them ample time to review the matters for discussion in the meeting.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	Board members actively participate during presentation of the management report and financial matters that may have a material impact on the Company's financial position.	
Recommendation 4.2			
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	Please see Amended Manual on Corporate Governance as adopted by the Board on May 2017 and Annual Report 2023 and Definitive IS 2023. https://unitedparagonmining.com/cg-manual https://unitedparagonmining.com/2022-2023-disclosures-sec https://unitedparagonmining.com/annual-cg-report	

Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	As a matter of practice, the directors notify the company's board before accepting a directorship in another company.	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group	Compliant	Please see Amended Manual on Corporate Governance as adopted by the Board on May 2017 and Annual Report 2023 and Definitive IS 2022. https://unitedparagonmining.com/cg-manual https://unitedparagonmining.com/2022-2023-disclosures-sec https://unitedparagonmining.com/2022-2023-disclosures-sec	
2. Company schedules board of directors' meetings before the start of the financial year.	Non-compliant		Due to lack of operations, the directors meet as the need arises.
3. Board of directors meets at least six times during the year.	Compliant	Please see Board Meeting Attendance https://unitedparagonmining.com/corporate-governance-main	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Non-compliant		Under by-laws of the Corporation, unless the law provides for a higher number of votes, a majority of the directors shall constitute a quorum for the transaction of business at any meeting, and the act of the majority of the directors present at any meeting at which a quorum is present shall be the Act of the Corporate Directors.

Principle 5: The Board should endeavor to exercise an objective and independent judgment on all corporate affairs.			
Recommendation 5.1			
<p>1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.</p>	<p>Non-compliant</p>	<p>Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017 https://unitedparagonmining.com/cg-manual</p>	<p>Although the Amended MCG provided at least three ID, the corporation currently has two ID consistent with its by-laws.</p> <p>The Independent Directors constitute 22.22% of the Corporation's nine (9) directors. A majority of the directors are also non-executive directors.</p>
Recommendation 5.2			
<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	<p>Compliant</p>	<p>Please see the Corporation's Annual Corporate Governance Report for the year 2016 and the Corporation's Definitive Information Statement for the year 2023, Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017 and By-Laws.</p> <p>https://unitedparagonmining.com/annual-cg-report</p> <p>https://unitedparagonmining.com/cg-manual</p> <p>https://unitedparagonmining.com/2022-2023-disclosures-sec</p> <p>https://unitedparagonmining.com/by-laws</p>	

Supplement to Recommendation 5.2			
<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	<p>Compliant</p>	<p>Please see the Corporation's by-laws, Annual Corporate Governance Report for the year 2016 and the Amended Manual of Corporate Governance as adopted by the Board on May 2017.</p> <p>https://unitedparagonmining.com/cg-manual</p> <p>https://unitedparagonmining.com/annual-cg-report</p> <p>https://unitedparagonmining.com/by-laws</p>	
Recommendation 5.3			
<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012)</p>	<p>Compliant</p>	<p>Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017.</p> <p>https://unitedparagonmining.com/cg-manual</p> <p>Mr. John Peter Hager has extended his term with the requisite board and shareholders' approval at the last annual meeting.</p> <p>https://unitedparagonmining.com/stockholders-minutes</p>	
<p>2. The Company bars an independent director from serving such capacity after the term limit of nine years.</p>	<p>Compliant</p>	<p>Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017.</p>	

		https://unitedparagonmining.com/cg-manual	
3. The instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017. https://unitedparagonmining.com/cg-manual	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017 and ACGR 2016. https://unitedparagonmining.com/cg-manual https://unitedparagonmining.com/annual-cg-report	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017 and ACGR 2016. https://unitedparagonmining.com/cg-manual https://unitedparagonmining.com/annual-cg-report	
Recommendation 5.5			
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 Corporation has two Independent Directors and both are of the same stature and competencies. They exercise chairmanship over their respective committees.

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>The voting results of over such transactions during board meetings are reflected in the minutes.</p> <p>Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017 and ACGR 2016. https://unitedparagonmining.com/cg-manual https://unitedparagonmining.com/annual-cg-report</p>	
Recommendation 5.7			
1. The non-executive directors (NED) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Compliant	<p>Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017 and ACGR 2016. https://unitedparagonmining.com/cg-manual https://unitedparagonmining.com/annual-cg-report</p>	
2. The meetings are chaired by the lead independent director.	Non-Compliant		Currently the company does not have a lead independent director.
Optional Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Non-Compliant	Mr. Gerard Anton S. Ramos is the CEO of the company for the past 3 years and was recently appointed as Chair of the Board.	
Principle 6: 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 possess the right mix of backgrounds and competencies.			

Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017 and ACGR 2016. https://unitedparagonmining.com/cg-manual https://unitedparagonmining.com/annual-cg-report	
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.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant		Due to lack of operations, the Board deemed it unnecessary to engage an external facilitator at this time.
Recommendation 6.2			
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	The corporation's website provides the contact of the company's investor relations officer who may be contacted for any concern. https://unitedparagonmining.com/investor-relationsprogram	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017 and ACGR 2016. https://unitedparagonmining.com/cg-manual https://unitedparagonmining.com/annual-cg-report	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interest of all stakeholders.			

Recommendation 7.1			
1. Board adopts a Code of 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	Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017 and ACGR 2016. https://unitedparagonmining.com/cg-manual https://unitedparagonmining.com/annual-cg-report	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant		
3. The Code is disclosed and made available to the public through the company website.	Compliant		
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering paying and receiving bribes.	Compliant	Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017. https://unitedparagonmining.com/cg-manual Code of Business Conduct and Ethics https://www.unitedparagon.com/code-of-business-conduct-and-ethics.html	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Code of Business Conduct and Ethics https://unitedparagonmining.com/company-policies	
2. Board ensures the proper and efficient	Compliant	Please see ACGR 2016.	

implementation and monitoring of compliance with company internal policies.		https://unitedparagonmining.com/annual-cg-report	
Principle 8: The Company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	Please see various SEC/PSE disclosure in the Company's website https://unitedparagonmining.com/disclosures	
Supplement to Recommendations 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	Compliant	The Corporation complies with the disclosure requirements of its annual and quarterly consolidated reports. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period. These reports are uploaded in the company's website. https://unitedparagonmining.com/disclosures-to-sec	

<p>2. Company discloses in its annual report the principal risks associated with the identity of the company’s controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders’ voting power and overall equity position in the company.</p>	<p>Compliant</p>	<p>Please see the Corporation’s Annual Report for the year 2023.</p> <p>https://unitedparagonmining.com/disclosures-to-sec</p>	
<p>Recommendation 8.2</p>			
<p>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.</p>	<p>Compliant</p>	<p>The Corporation complies and adopts with the SEC’s disclosure requirements on any dealings by any of its directors in the Corporation’s shares.</p>	
<p>2. Company has a policy requiring all officers to disclose / report to the company any dealings in the company’s shares within three business days.</p>	<p>Compliant</p>	<p>Please see SEC 23-B uploaded in the Corporation’s website</p> <p>https://unitedparagonmining.com/disclosures-to-sec</p>	
<p>Supplement to Recommendation 8.2</p>			
<p>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)</p>	<p>Compliant</p>	<p>The Corporation complies and adopts with the SEC’s disclosure requirements on any dealings by any of its directors in the Corporation’s shares and reported thru SEC Form 23B.</p> <p>Please see Company’s website https://unitedparagonmining.com/</p>	<p>Please see disclosures under SEC form 23B https://unitedparagonmining.com/disclosures-to-sec</p>

Recommendation 8.3			
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	Please see the Corporation's Definitive Information Statement of 2023, and the Corporation's Annual Corporate Governance Report 2016 uploaded in the company's website: https://unitedparagonmining.com/2022-2023-disclosures-sec	
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	https://unitedparagonmining.com/annual-cg-report	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	Please refer to Additional Information on Recommendation 2.5 Please see the Corporation's Definitive Information Statement of 2023, the Corporation's Annual Corporate Governance Report 2016, SEC 17-A 2023	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	https://unitedparagonmining.com/disclosures-to-sec	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	https://unitedparagonmining.com/2022-2023-disclosures-sec	

		https://unitedparagonmining.com/annual-cg-report	
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	Please see Additional Information on Recommendation 2.7 https://unitedparagonmining.com/corporate-governance-main	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Please refer to Annual Report 2023. https://unitedparagonmining.com/disclosures-to-sec	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Directors disclose their interest in transactions or any other conflicts of interest during the board meeting at which such transactions are discussed. Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017. https://unitedparagonmining.com/cg-manual	
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	Please refer to Additional Information under Recommendation 2.7.	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of	Compliant	Please see the Current Reports under SEC Form 17-C uploaded in the Corporation's website.	

every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.		https://unitedparagonmining.com/2022-2023-disclosures-sec	
2. Board appoints an independently partly to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	There has been no need for the Corporation to appoint an independent party because there has been no acquisition or disposal of assets.	
Supplement to Recommendation 8.6			
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	It has been the practice of the company to disclose such agreements to the SEC & PSE however, there had been no such agreement in 2023.	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017.	
2. Company's MCG is submitted to the SEC and PSE.	Compliant	https://unitedparagonmining.com/cg-manual	
3. Company's MCG is posted on its company website.	Compliant		

Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017. https://unitedparagonmining.com/cg-manual	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		Please see the Corporation's Annual Report 2023. https://unitedparagonmining.com/disclosures-to-sec	
a. Corporate Objectives	Compliant		
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant		
e. Biographical details (at least age academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		
f. Attendance details of each director in all directors' meetings held during the year	Compliant		Please see Board Meetings Attendance https://unitedparagonmining.com/corporate-governance-main
g. Total remuneration of each member of the board of director	Compliant		
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	Please see 2023 Annual Report https://unitedparagonmining.com/disclosures-to-sec	

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.	Compliant	Please see 2023 Annual Report https://unitedparagonmining.com/disclosures-to-sec https://unitedparagonmining.com/annual-cg-report	
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.	Compliant	Please see 2023 Annual Report https://unitedparagonmining.com/disclosures-to-sec https://unitedparagonmining.com/annual-cg-report	
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	Please see 2023 Annual Report https://unitedparagonmining.com/disclosures-to-sec	
Principle 9: 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.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Please refer to Annual Report, Item 8 https://unitedparagonmining.com/disclosures-to-sec	
2. The appointment, reappointment, removal, and fees of the external	Compliant	86.41% of shareholders that ratified the reappointment and fees of the external auditor.	

auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.			
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	The Company retained the services of the external auditor.	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Please see the Definitive Information Statement of 2023 https://unitedparagonmining.com/2022-2023-disclosures-sec	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors: ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process taking into consideration relevant Philippine professional and regulatory requirements. 	Compliant	Please see Manual on Corporate Governance https://unitedparagonmining.com/cg-manual Audit Committee Charter https://unitedparagonmining.com/corporate-governance-main	
2. Audit Committee Charter contains the Committee's responsibility on	Compliant		

reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.			
Supplement to Recommendation 9.2			
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	Please see Manual on Corporate Governance https://unitedparagonmining.com/cg-manual Audit Committee Charter https://unitedparagonmining.com/corporate-governance-main	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Please see Manual on Corporate Governance https://unitedparagonmining.com/cg-manual Audit Committee Charter https://unitedparagonmining.com/corporate-governance-main	
Recommendation 9.3			
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	The External Auditor of the Corporation currently does not perform any non-audit services.	
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	Please see Manual on Corporate Governance https://unitedparagonmining.com/cg-manual Audit Committee Charter https://unitedparagonmining.com/corporate-governance-main	

Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	The External Auditor of the Corporation currently does not perform any non-audit services. Thus, there are no non-audit fees paid by the Corporation.	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group category	Compliant	The Corporation's current external auditor is Sycip Gorres Velayo & Co., Ma. Genalin Q. Arevalo; SEC Accreditation Number 108517 (Group A) 2021 to 2025: Sycip Gorres Velayo & Co., 6760 Ayala Avenue, Makati City; Telephone Number: 891-0307	Please see Independent Auditor's Report Annual Report 2023 https://unitedparagonmining.com/disclosures-to-sec
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		To the best of its knowledge, the Corporation is not aware, whether or not its external auditor agreed to be subject to the SOAR inspection program conducted by the SEC.
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information with emphasis on the management of economic,	Compliant	Please see the Corporate Social Responsibility that is uploaded in the company's website: https://unitedparagonmining.com/csr	

environment, social and governance (EESG) issues of its business, which underpin sustainability.		https://unitedparagonmining.com/annual-cg-report	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	Please see the 2023 Annual Report https://unitedparagonmining.com/disclosures-to-sec	
Principle 11: 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.			
Recommendation 11.1			
1. Company has media and analysts' briefings	Compliant	https://unitedparagonmining.com/	<p>The Company does not have regular media and analysts' briefings, however, during annual meetings, media representatives are free to interview the Company's appointed spokesperson.</p> <p>The Company also maintains a website where quarterly/annual reports and disclosures are posted to ensure timely and accurate dissemination of public, material and relevant information to its shareholders.</p>
Supplemented to Principle 11			
1. Company has a website disclosing up-to-date information on the following:			
a. Financial statements/reports (latest quarterly)	Compliant	Please see the Corporation's website: https://unitedparagonmining.com/	
b. Materials provided in briefings to analysts and media			

c. Downloadable annual report			
d. Notice of ASM and/or SSM			
e. Minutes of ASM and/or SSM			
f. Company's Articles of Incorporation			
Additional Recommendation to Principal 11			
1. Company complies with SEC prescribed website template.	Compliant	Please see the Corporation's website: https://unitedparagonmining.com/	
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.	Compliant	Please see the Company's Manual on Corporate Governance https://unitedparagonmining.com/cg-manual Audit Committee Charter https://unitedparagonmining.com/corporate-governance-main Annual Corporate Governance Report https://unitedparagonmining.com/annual-cg-report	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	Please see the Company's Manual on Corporate Governance https://unitedparagonmining.com/cg-manual Please refer to Note 22 Annual Report 2022	Please see Enterprise Risk Management https://unitedparagonmining.com/risk-management

		https://unitedparagonmining.com/2022-2023-disclosures-sec	
Supplement to Recommendation 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The programs include appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Non-compliant		Due to no operations and having only a skeletal workforce, the Company has no formal Comprehensive enterprise-wide compliance program yet. However, Personnel are encouraged to attend trainings and information campaign seminars on new laws/regulations being implemented that impacts on the Company's business and operations.
Optional: Recommendation 12.1			
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.			
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Non-compliant		Due to no operations, the Board deems it still unnecessary to engage a consultant to perform internal audit. The company adheres to the audit policies provided in its CG manual and committee charters.
Recommendation to 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Non-compliant		Due to no operation, the board deems it not necessary to appoint a Chief Audit Executive.

2. CAE oversees and is responsible for the 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		
3.			
4. In case of a fully outsourced internal audit activity, qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Non-compliant		
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk, exposures.	Compliant	Please refer to the Additional Information on Recommendation 3.4	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	Please refer to the Additional Information on Recommendation 3.4	
Recommendation 12.5			
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	Mr. Gilbert V. Rabago, who was recently appointed as Treasurer, acts as the Chief Risk Officer Identify the company's Chief Risk Officer (CRO). Please refer to the Corporation's Amended Manual on Corporate Governance as adopted	

		by the Board on May 2017 containing his responsibilities. https://unitedparagonmining.com/cg-manual	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities. 3.	Compliant		
Additional Recommendation to Principle 12			
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	Since the company does not have a CAE, it is the Chairman of the Board, CEO & Treasurer signs the Statement of Management Responsibility for the Financial Statement yearly and, the company submits the Annual Special Form for Investment for Publicly Held Companies PHFS.	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017. https://unitedparagonmining.com/cg-manual	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017. https://unitedparagonmining.com/cg-manual	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	Please see the Corporation's Amended Manual on Corporate Governance and Definitive IS-2023, ACGR 2016 and By-laws.	
2. Board ensures that all shareholders of	Compliant		

the same class are treated equally with respect to voting rights, subscription rights and transfer rights.		https://unitedparagonmining.com/cg-manual	
3. Board has an effective, secure, and efficient voting system.	Compliant	https://unitedparagonmining.com/2022-2023-disclosures-sec	
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.	Compliant	https://unitedparagonmining.com/annual-cg-report https://unitedparagonmining.com/by-laws	
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		
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant		
7. Company has a transparent and specific dividend policy.	Compliant		
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders’ Meeting.	Compliant	The Corporation has appointed its stock and transfer agent to count the votes at the Annual Shareholders' Meeting.	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Stockholders’	Compliant	Please see the Corporation's Definitive Information Statement for the year 2023 uploaded in the Corporation's website	The Corporation's by-laws require notices to be sent to stockholders at least 10 days before the date of annual meetings,

Meeting with sufficient and relevant information at least 28 days before the meeting.		https://unitedparagonmining.com/2022-2023-disclosures-sec	however for the past years, the Company has been doing its best to follow the Asian Corporate Governance Scorecard to send notice at least 28 days before the meeting.
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:			
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	Please see the Corporation's Definitive Information Statement for the year 2023 uploaded in the Corporation's website https://unitedparagonmining.com/2022-2023-disclosures-sec	
b. Auditors seeking appointment/re-appointment	Compliant		
c. Proxy documents	Compliant		
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Please see the Corporation's Definitive Information Statement for the year 2023 uploaded in the Corporation's website https://unitedparagonmining.com/2022-2023-disclosures-sec	
Recommendation 13.3			
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.	Compliant	The minutes of the stockholders meeting as approved by the stockholders are uploaded in the company's website. https://unitedparagonmining.com/stockholders-minutes	

2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting	Compliant		
Supplemental to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders' questions during the ASM and SSM	Compliant	The Corporation's external auditor, SGV & Co. is always present for the conduct of its annual stockholders' meeting.	
Recommendation 13.4			
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.	Compliant	Under the Corporation's Amended Manual on Corporate Governance, the Board of Directors shall establish an alternative dispute resolution system that can amicably settle conflicts or differences between the Corporation and its stockholders, and the Corporation and third parties, including regulatory authorities.	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017. https://unitedparagonmining.com/cg-manual	
Recommendation 13.5			
1. Board establishes an Investor Relations Officer (IRO) to ensure constant engagement with its shareholders.	Compliant	IRO Officer: Atty. Adrian S. Arias Telephone No. 8631 5139 Fax No. 8631 3113 Email address: unitedparagonmining@gmail.com https://unitedparagonmining.com/investor-relationsprogram	

2. IRO is present at every shareholder's meeting.	Compliant		The IRO is invited to attend every shareholder's meeting.
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measure or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	UPM's Board of Directors avoids anti- takeover measures or similar devices that may entrench ineffective management of the existing controlling shareholder group. An example is the observance of one year- term for its directors. Stockholders are given the opportunity to nominate new candidates for directorship during the ASM. Materials provided to stockholders expressly state that UPM does not solicit proxies. Reference: p. __ > UPM 2023 Information Statement > Item 5 Directors and Executive Officers https://unitedparagonmining.com/2022-2023-disclosures-sec	There are no such instances.
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	UPM's public ownership as of March 31, 2024 is 21.15%	The proportion of the Corporation's outstanding shares that are considered public float is less than 30% (i.e. 21.15%).
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting			
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.			
3.			

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

<p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.</p>	<p>Compliant</p>	<p>Please see ACGR 2016 and company's corporate social responsibility</p> <p>https://unitedparagonmining.com/annual-cg-report</p> <p>https://www.unitedparagon.com/corporatehttp://unitedparagonmining.com/csr</p>	
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Recommendation 14.2

<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders</p>	<p>Compliant</p>	<p>Please refer to the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017 and the ACGR 2016 uploaded in the Corporation's website</p> <p>https://unitedparagonmining.com/cg-manual</p> <p>https://unitedparagonmining.com/annual-cg-report</p> <p>The stakeholders may contact the Company's Investor Relation Officer</p>	
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Recommendation 14.3

<p>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.</p>	<p>Compliant</p>	<p>Please refer to the Corporation's Amended Manual on Corporate Governance and ACGR 2016 the Corporation's website</p> <p>https://unitedparagonmining.com/cg-manual</p>	
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		https://unitedparagonmining.com/annual-cg-report The stakeholders may contact the Company's Investor Relation Officer https://unitedparagonmining.com/investor-relationsprogram	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholder is settled in a fair and expeditious manner.	Compliant	The Corporation, through its Board of Directors, shall establish an alternative dispute resolution system that can amicably settle conflicts or differences between the Corporation and its stockholders, and the Corporation and third parties, including regulatory authorities. Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017. https://unitedparagonmining.com/cg-manual	
Additional Recommendations to Principle 14			
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 specific steps being taken to finally comply	Compliant	The Company has not sought any exemptions at this point	

with the applicable law, rule or regulation.			
2. Company respects intellectual property rights.	Compliant	It has been the practice of the Corporation to keep proprietary information confidential and are not disclosed to third parties without the written consent/approval of the potential Joint Venture Partners or investors and are always covered by Non-Disclosure Agreements.	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare			
2. Company discloses its policies and practices that address supplier/contractor selection procedures.			
Principle 15: A mechanism for employee participation should be developed to create a symbolic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governances.	Non-compliant		Due to non-operation, the company is under care and maintenance and maintains a skeletal workforce at the mine site.
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Non-compliant		Due to non-operation, the company is under care and maintenance and maintains a skeletal workforce at the mine site.

<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>Compliant</p>	<p>Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017.</p> <p>https://unitedparagonmining.com/cg-manual</p> <p>Policies on Health & Safety, Training and Welfare</p> <p>https://unitedparagonmining.com/company-policies</p>	
<p>3. Company has policies and practices on training and development of its employees.</p>	<p>Compliant</p>	<p>Policies on Health & Safety, Training and Welfare</p> <p>https://unitedparagonmining.com/company-policies</p>	
<p>Recommendation 15.2</p>			
<p>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.</p>	<p>Compliant</p>	<p>Please see the Corporation's Amended Manual on Corporate Governance as adopted by the Board on May 2017 and ACGR 2016.</p> <p>https://unitedparagon.com/cg/cgm_2017_053_1_amended.pdf</p> <p>https://unitedparagonmining.com/annual-cg-report</p> <p>Code of t Business Conduct and Ethics</p>	

		https://unitedparagonmining.com/code-of-business-conduct	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Non-compliant		Due to non-operation, the company is under care and maintenance and maintains a skeletal workforce at the mine site.
Supplement to Recommendation 15.2			
1. Company has clear and policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	Please refer to Supplement to Recommendation 7.1 There has been no finding of violation of this policy.	
Recommendation 15.3			
1. Board establishes a suitable framework, for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	Please refer to Whistleblower Policy https://unitedparagon.com/cg/cp_whistle_blower.pdf	
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.	Compliant		
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant		

Principle 16: 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.

Recommendation 16.1

<p>1. Company recognizes and places importance on the interdependences between business and society, and promotes a mutually beneficially 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>Please see the Corporate Social Responsibility uploaded in the company's website https://unitedparagonmining.com/csr</p>	
<p>Optional: Principle 16</p>			
<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>	<p>Compliant</p>	<p>Please see the Company's Corporate Social Responsibility available at the website. https://unitedparagonmining.com/csr</p>	
<p>2. Company exerts effort to interact positively with the communities in which it operates.</p>	<p>Compliant</p>		

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of _____ on MAY 29 2024


QUEZON CITY

SIGNATURES


GERARD ANTON S. RAMOS
 Chairman


ADRIAN PAULINO S. RAMOS
 President & CEO


IRIS MARIE U. CARPIO-DUQUE
 Compliance Officer/Corporate Secretary


RENATO C. VALENCIA
 Independent Director



JOHN PETER C. HAGER
 Independent Director


NICHOLAS JUSTIN H. ANG
 Independent Director

SUBSCRIBED AND SWORN to before me this _____ day of MAY 29 2024, 2024, affiant(s) exhibiting to me their competent proofs of identity, as follows:

NAME	ID No.	DATE OF ISSUED/PLACE OF ISSUE
Gerard Anton S. Ramos	Passport No. 7712583	10/20/2019 / DFA NORTH
Adrian Paulino S. Ramos	Passport No. 7688380018	10/22/2021 / DFA NORTH
Iris Marie U. Carpio-Duque	Driver's License No. 1212-1212-1212	
John Peter C. Hager	Passport No. 761506201	10/23/2019 / DFA NORTH
Renato C. Valencia	Passport No. 764871372	10/20/2019 / DFA NORTH
Nicholas Justin H. Ang		

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 Book No. 62241
 Series of 2024.


ATTY. RUBELIO J. BOLIVAR
 NOTARY PUBLIC IN QUEZON CITY
 Commission No. Adm. Matter No. NP 546 (2023-2024)
 IBP O.R. No. 180815 2023 & IBP O.R. No. 181116 2024
 PTROR No. 4127771 D 01/03/2024 / Roll No. 34892 / FINE 129-H71-105-000
 MCLE No. 788 FROM APRIL 15, 2023 UNTIL APRIL 14, 2025
 Address: 31-F Harvard St. Cubao, Q.C.