



**UNITED PARAGON
MINING CORPORATION**
Head Office

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO OUR STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual Meeting of the Stockholders of UNITED PARAGON MINING CORPORATION (the "Company") will be held on **Tuesday, November 25, 2025, at 2:00 in the afternoon via remote communication**, with the following agenda:

1. Call to Order
2. Proof of Notice and Certification of Quorum
3. Approval of Minutes of Stockholders' Meeting – July 24, 2024
4. Management Report
5. Approval of the Company's Annual Report and Audited Financial Statements for the year 2024
6. *Advance Stockholders' Authority for Planned Equity Conversion Transactions:*

The Conversion of outstanding liabilities up to a maximum aggregate amount of Eight Hundred Eighty-One Million Eight Hundred Fifty Thousand Eight Hundred Forty-Eight Pesos (₱881,850,848.00) into common shares of the Corporation at a price of ₱0.01 per share (par value), to be issued from the unissued portion of the Corporation's authorized capital stock, which will cover any or all of the following:

 - a. Conversion of unpaid royalties with accrued interests owed to CMI or to its assignee investor of up to Four Hundred Million Pesos (₱400,000,000.00), under such terms and conditions to be agreed upon by the parties and subject to the approval of their respective Boards;
 - b. Conversion of liabilities to other creditors with an aggregate amount of up to Four Hundred Eighty-One Million Eight Hundred Fifty Thousand Eight Hundred Forty-Eight Pesos (₱481,850,848.00) which may involve any or all of the following:
 - i. Conversion of a portion of the advances made by Alakor Corporation, with accrued interests, under such terms and conditions to be agreed upon by the parties and subject to the approval of their respective Boards;
 - ii. The conversion of all outstanding redeemable preferred shares, including any accrued interests and declared dividends, into common shares at a price of ₱0.01 per share, to be offered to all preferred shareholders of every class and subject to their acceptance;
 - iii. The conversion of any or all bonds issued, including accrued interest, into common shares at a price of ₱0.01 per share, to be offered to all bondholders.
7. Delegation to the Board of Directors of the authority to negotiate with the concerned creditor/s, determine and approve the final terms and conditions of each conversion (including the identity of the creditor/s, amount of debt to be converted, number of shares to be issued, timing, and subscription process), and to issue the corresponding shares as full payment for the converted obligations, subject to the requisite board approvals and regulatory compliance
8. Waiver of any pre-emptive rights of existing stockholders over the shares to be issued under such conversion, pursuant to Section 38 of the Revised Corporation Code

9. Ratification of Corporate Acts and Resolutions

10. Election of Directors

11. Appointment of External Auditor

12. Other Matters

13. Adjournment

Only stockholders of record at the close of business hours on June 13, 2025 are entitled to notice of, and to vote at this meeting.

Stockholders who intend to attend by remote communication are required to accomplish the Registration Form and submit it together with the required documents unitedparagonmining@gmail.com on or before November 18, 2025. The link through which the Meeting may be accessed shall be sent to the email address of the registered stockholder. Stockholders may vote electronically in absentia, subject to validation procedures. The procedures for participating in the meeting through remote communication and for casting of votes in absentia November 18, 2025 are set forth in the Guidelines on Participation by Remote Communication and discussed in the Information Statement (SEC Form 20-IS).

If you are unable to join the virtual meeting but wish to vote on items in the agenda, you may appoint the Chairman as your proxy with specific voting instructions which will be duly counted. Duly accomplished Proxies shall be submitted by email to the Office of the Corporate Secretary at unitedparagonmining@gmail.com for inspection, validation, and recording on or before November 18, 2025. The Proxy Validation Committee will inspect, examine, and validate the sufficiency of the proxy forms received. We enclose a sample Registration/Proxy form for your convenience.

By registering to participate in the virtual meeting, a stockholder or a proxy or representative of the stockholder agrees for the Company and its service providers to process their sensitive personal information necessary to verify their identity and authority. A stockholder who fails to comply with the registration requirement will not be able to participate in the virtual stockholders' meeting.

Stockholders (or their proxies) whose registration are validated can: (a) view the webcast of the meeting, (b) vote on the agenda items using online ballot that will be sent to them; and (c) send their questions, comments or motions on the agenda items during the Meeting by email to unitedparagonmining@gmail.com with subject "ASM Question/Comment". Stockholders who will participate in the Meeting are encouraged to send their questions, comments and motions before the meeting. Relevant questions on the agenda items will be read by the Moderator and will be answered by concerned officers during the meeting.

The Definitive Information Statement (20-IS), Management Report, 2024 Audited Financial Statements, Quarterly Report as of September 30, 2025 and other documents related to the ASM, including the Guidelines on Participation by Remote Communication may be accessed through any of the following operations:

- 1) Go to the United Paragon Mining Corporation website via this link: <http://www.unitedparagonmining.com/>
- 2) Go to the PSE EDGE portal via <https://edge.pse.com.ph/>
- 3) Request for a copy by sending an email to unitedparagonmining@gmail.com

For ASM-related queries, you may send an email to unitedparagonmining@gmail.com; or contact the Office of the Corporate Secretary at +632 8631 5139 / 0917-6764515 . For account updating or concerns regarding your shareholdings, please contact our Transfer Agent, Professional Stock & Transfer, Inc. at Tel. Nos. +63-2-86874053 or via email directly at info@professionalstocktransfer.com.

Mandaluyong City, Metro Manila, Philippines, October 29, 2025.

(SGD.)IRIS MARIE U. CARPIO-DUQUE
Corporate Secretary