



**Securities and
Exchange
Commission**
PHILIPPINES

CORPORATE GOVERNANCE AND FINANCE DEPARTMENT

IN THE MATTER

CAMARINES MINERALS, INC. (CMI)

-Petitioner-

Voluntary Revocation of Registration
of Securities and Certificate of Permit
to Sell Securities to the Public

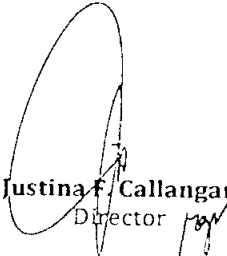
NOTICE

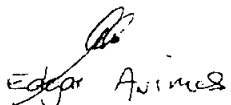
Notice is hereby given that on July 13, 2016, a duly verified Petition for Voluntary Revocation of Registration of Securities and Certificate of Permit to Sell Securities (hereafter, the "Petition") was filed with the Securities and Exchange Commission (hereafter, the "Commission") by Camarines Minerals, Inc., (hereafter, the "Petitioner") stating among others, the following:

1. CMI does not intend to further sell any more shares to the public as it has not been operating since 1998.
2. CMI has not sold new shares to the public for more than twenty (20) years. Except for transfers between or among the original stockholders and their heirs, there have been no other sales, transfers or trading of CMI's shares.

Aforesaid Petition, which is subject to the approval of the Commission, as well as other papers/documents attached thereto, are open to inspection by interested parties at SEC office Ground Floor, North Wing Hall, Secretariat Building, PICC Complex, Vicente Sotto Street, 1307 Pasay City during business hours, and copies thereof, photostatic or otherwise, shall be furnished to every party at such reasonable fees as the Commission may prescribe.

For inquiries or complaints, interested parties may contact the Department at (02)818-6103 or (02)818-5952 or email jfcallangan@sec.gov.ph


Justina F. Callangan
Director


Edgar Avines
8-1-16

B
70:35

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Corporate Governance and Finance Department
SEC Building, EDSA, Mandaluyong City, Metro Manila

IN RE: VOLUNTARY REVOCATION
OF REGISTRATION OF SECURITIES
AND CERTIFICATE OF PERMIT TO
SELL SECURITIES OF CAMARINES
MINERALS, INC.

SEC Case No. _____

CAMARINES MINERALS, INC.,
Petitioner.

x-----x

PETITION

Petitioner Camarines Minerals, Inc. (hereinafter, "CMI") by counsel, respectfully states that:

1. CMI is a corporation duly registered and incorporated in accordance with Philippine law, copy of the Certificate of Registration No. 68259 is attached as **Annex "A"**.

2. On September 19, 1989, the Securities and Exchange Commission (SEC) issued a Certificate of Permit to Offer Securities for Sale to CMI covering 300 Million Class A and 200 Million Class B shares, both with a par value of One Centavo (Php0.01) per share. Copy of the Certificate is attached as **Annex "B"**.

3. CMI does not intend to further sell any shares to the public as it has not been in operation since 1998.

4. CMI has not sold new shares to the public for more than twenty (20) years. Except for transfers between or among the original stockholders and their heirs, there have been no other sales, transfers or trading of CMI's shares.

5. SRC Rule 3 (1) (M) of the Amended Implementing Rules and Regulations of the Securities Regulation Code, provides that a public company is any corporation with a class of equity securities listed on an Exchange or with assets in excess of Fifty Million Pesos (Php50,000,000) and having 200 or more shareholders at least 200 of which are holding at least 100 shares of a class of its equity securities.

6. CMI is not listed on any Exchange and has presently less than 100 stockholders holding 100 shares and, it does not meet the definition of a public company under SRC Rule 3 (1) (M).

7. Fifty (50%) percent of its outstanding capital stock is held by a single stockholder, Marsman Drysdale Foundation, Inc., 49.6% by 14 other stockholders and the remaining 0.4% is held by other stockholders.

8. In a special meeting of CMI's Board of Directors held on March 2, 2016, the Board passed a Board Resolution authorizing CMI to voluntarily revoke or cancel the registration of its securities with this Honorable Office.

9. SRC Rule 13 (4) (A) provides that an application for the Voluntary Revocation of Registration of Securities shall be effected by filing the following:

1. Verified Petition for Revocation of Registration and Permit to Sell Securities to the Public;
2. Board Resolution approving said revocation, certified under oath by the Corporate Secretary and attested to by the President or one performing similar function, attached hereto as **Annex "C"**.
3. List of Stockholders indicating their respective shareholdings as of the latest date, attached as **Annex "D"**.
4. Proposed Notice of Filing of Petition for Voluntary Revocation of Registration of its Securities, reciting the fact supporting the said petition and that the same is subject to the approval of the Commission attached hereto as **Annex "E"**; and,
5. Copy of Official Receipt representing payment of filing fee in the amount of Five Thousand Pesos (Php 5,000.00) or such amount as the Commission may determine.

10. No stockholder of CMI or any third party will be unduly prejudiced by the revocation of the CMI's Registration of Securities and Certificate of Permit to Sell Securities. Such revocation will have no effect on the ability of the present stockholders of CMI to transfer their shares to their nominees, heirs or third parties.

11. With the revocation of its Registration of Securities and Certificate of Permit to Sell Securities, CMI will be able to save on the administrative expenses incident to being a company whose shares are registered under the securities laws.

12. CMI undertakes to comply with the other requirements of this Honorable Office for the filing of the instant petition, including the publication of the appropriate Notice in the newspaper of general circulation.

13. Mr. Eduardo B. Castillo, president of CMI, is duly authorized to file and prosecute this petition as per Secretary's Certificate attached as Annex "C".

RELIEF

WHEREFORE, CMI respectfully prays that this Honorable Office issue an Order:

Revoking CMI's Registration of Securities and Certificate of Permit to Sell Securities pursuant to the SRC Rule 13 (4)(A); and,

Other relief, just or equitable, are likewise prayed for.

Quezon City for Mandaluyong City, June 15, 2016.

KHO ANTONIO VELASCO & PAYOS
LAW OFFICES
2/F William Building
35 Quezon Avenue, Quezon City
Tel. Nos. 731-8540/731-6424
Email: kavplaw@gmail.com

By:



CONRADO V. VELASCO
PTR 2208664 1-07-16 QUEZON CITY
IBP 1029489 1-21-16 QUEZON CITY
MCLE NO. V - 0009110 - 7-14-15
Roll No. 35172

VERIFICATION / CERTIFICATION
OF NON-FORUM SHOPPING

I, **EDUARDO B. CASTILLO**, Filipino, of legal age, with office address at 45F Philamlife Tower, 8767 Pasco de Roxas, Makati City, after having been sworn in accordance with law, hereby depose and state:

I am the President and General Manager of CAMARAINES MINERALS, INC. (the "Corporation"), petitioner in the above-captioned case.

I have caused the preparation and filing of this petition on behalf of the Corporation pursuant to the attached Secretary's Certificate, and have read and understood all the allegations of fact therein, all of which are true and correct of my own personal knowledge and based on authentic documents in my possession.

I certify that the Corporation has not commenced any other action or proceeding involving the same issues and the same parties in the Supreme Court, the Court of Appeals, the divisions thereof, or any other court, tribunal or quasi-judicial agency, and that to the best of my knowledge, no such other action or proceeding is pending therein. If I should thereafter learn that the same or similar action or claim has been filed or is pending, I undertake to report such fact to this Honorable Commission within five days therefrom.


EDUARDO B. CASTILLO
Affiant

SUBSCRIBED AND SWORN to before me on this 15th day of June 2016 at Makati City, Philippines, affiant who is personally known to me and whose identity I have confirmed through his competent evidence of identity as follows:

Social Security System (SSS) I.D. No. 03-1909014-1
Tax Identification No. (TIN) I.D. No. 122-287-460



ENRIQUE D. DIMAANO
Notary Public
Until Dec. 31, 2017
Notarial Appointment No. M-125
001-02-001
Professional No. 15372
PCR No. 00007019/16 Makati
PTR Lila-Makati-001 No. 010504
NOTICE Compliance No. V-6000731
10/07/13

DOC. NO. 176
BOOK NO. LI
PAGE NO. 36
SERIES OF 2016

REPUBLIKA NG PILIPINAS
KAGAWALANING PANGKALAKALAN
Komisyon sa mga Bangkot at Balitan
(SECURITIES AND EXCHANGE COMMISSION)
EDIFISIO NG SECURITIES AND EXCHANGE COMMISSION

Reg. No. 68259

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

WHEREAS, Articles of Incorporation duly signed and acknowledged for the organization of the ...
... and in accordance with the provisions of Act of the Philippine Commission Numbered Fourteen hundred and fifty-nine, enacted March first, Nineteen hundred and six, as amended by Acts of the Philippine Legislature, Numbered Fifteen hundred and six, Fifteen hundred and sixty-five, Sixteen hundred and thirty, Seventeen hundred and forty-four, Eighteen hundred and thirty-four, Eighteen hundred and ninety-five, Twenty hundred and three, Twenty hundred and twelve, Twenty hundred and thirty-seven, Twenty hundred and ninety-two, Twenty-one hundred, Twenty-one hundred and thirty-five, Twenty-four hundred and fifty-two, Twenty-seven hundred and twenty-eight, Twenty-seven hundred and ninety-two, Twenty-nine hundred, Twenty-nine hundred and ninety-four, Thirty-five hundred and eighteen, Thirty-six hundred and ten, Thirty-seven hundred and forty-one, Thirty-eight hundred and forty-nine and Thirty-eight hundred and fifty, and Commonwealth Acts Numbered Two hundred and eighty-seven, and Four hundred and thirty-seven, were presented for filing in this Commission on ...
... and a copy of which said Articles is hereto attached:

Now, THEREFORE, by virtue of the powers and duties vested in me by law, I do hereby certify that the said Articles of Incorporation were, after due examination to determine whether they are in accordance with law, duly registered in this Commission on the ... day of ... Anno Domini, Nineteen hundred and ...

IN TESTIMONY WHEREOF, I have hereto set my hand and caused the seal of this Commission to be affixed at Manila, Philippines, this ... day of ... in the year of our Lord nineteen hundred and ...

Secretary of Securities and Exchange Commission

Handwritten signatures and date: 6/23/36

IDENTIFIED MACHINE COPY
PAGE 1 OF 13 PAGES
VERIFIED BY: [Signature]



ANNEX "B"

REPUBLIC OF THE PHILIPPINES
MINISTRY OF FINANCE

Securities and Exchange Commission

CERTIFICATE OF PERMIT TO OFFER SECURITIES FOR SALE

THE ISSUANCE OF THIS CERTIFICATE OF PERMIT IS PERMISSIVE ONLY AND DOES NOT
CONSTITUTE A RECOMMENDATION OR ENDORSEMENT OF THE
SECURITIES PERMITTED TO BE SOLD

I HEREBY CERTIFY that from the date hereof the securities of CAMARINES MINERALS, INC. amounting to the total
par value of FIVE MILLION ₱ 5,000,000.00 consisting of 300M Class "A" & 200M Class "B" shares
of the
par value of ONE CENTAVO / 0.01 ~~consisting of~~ 237,913,514 Class "A" &
158,609,010 Class "B" shares
have been registered and the company's ₱3,965,225.24 shares of the total par value of
may now be sold or offered for sale in the Phil-
ippines subject to further orders of the Securities and Exchange Commission and to the terms and conditions
provided in SEC Circular No. 4 a & b, Series of 1984, attached hereto.



issued at Mandaluyong, Metro-Manila, Philippines this day of September
eighty-nine
nineteen hundred and by virtue of the powers vested in me by Batas Pambansa Blg. 178, otherwise
known as The Revised Securities Act.

Armando Z. Gonzales
ARMANDO Z. GONZALES
Associate Commissioner

ANNEX "C"

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) SS.
X-----X

SECRETARY'S CERTIFICATE

I, **CONRADO V. VELASCO**, of legal age, Filipino citizen and with office address at the 2/F William Building, 35 Quezon Avenue, Quezon City, Philippines, under oath, depose and say:

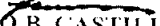
1) That I am the duly appointed Assistant Corporate Secretary of **CAMARINES MINERALS, INC.** (the "Corporation"), a corporation duly organized and existing under Philippine laws, with principal office at 45/F Philamlife Tower, 8767 Paseo de Roxas, Makati City, Philippines, and as such I am the custodian of the corporate records of the Corporation, including the minutes of the meetings of its Stockholders and Board of Directors.


2) That at a special meeting of the Board of Directors of the Corporation on March 2, 2016, the following resolution was unanimously adopted and approved:

"RESOLVED, that the Corporation be authorized to file a petition with the Securities and Exchange Commission (SEC) for the revocation of its Certificate of Permit to Offer Securities for Sale issued on September 19, 1989 by the SEC, and in connection therewith to authorize the Corporation's President and General Manager, **EDUARDO B. CASTILLO**, to sign the petition, verification and certification of non-forum shopping, and any and all forms, certifications, letters and documents necessary to put into effect the foregoing authority and to obtain the SEC's approval of said petition for revocation."

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of March 2016 at Makati City, Philippines.

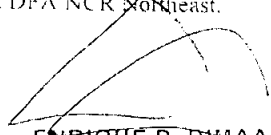
Attested by:


EDUARDO B. CASTILLO
President and General Manager


CONRADO V. VELASCO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 10th day of March 2016 at Makati City, affiant exhibited to me his Passport No. EC3286113 issued on 27 January 2015 at DFA NCR ~~Not~~ least.

DOC. NO. 370
BOOK NO. L1
PAGE NO. 75
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ENRIQUE D. DIMAANO
Notary Public
Until Dec. 31, 2017
Notarial Appointment No. M-125
(2016-2017)
Roll of Attorney No. 35372
PTR No. 5330007 (1/6/16 - Makati)
IBP Lite Member Roll No. 010504
MCLE Compliance No. V-000073:
10/07/13

ANNEX "D"

STOCKHOLDERS OF RECORD OF CAMARINES MINERALS, INC. As of December 31, 2015

<u>AUTHORIZED CAPITAL STOCK</u>	<u>NUMBER OF SHARES</u>	<u>NUMBER OF SUBSCRIBED SHARES</u>	<u>PAR VALUE</u>
P25,000,000.00	2,500,000,000	10,728,747.60	0.10

<u>STOCKHOLDER</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT (in PhP) SUBSCRIBED and FULLY PAID</u>	<u>PERCENT OF OWNERSHIP</u>
Marsman-Drysdale Foundation, Inc (Filipino)	537,100,000	5,371,000.00	50.06%
George M. Drysdale (American)	133,333,333	1,333,333.33	12.42%
Mary B. Drysdale (American)	133,333,333	1,333,333.33	12.42%
Dorothy J. Drysdale (American)	133,333,334	1,333,333.34	12.42%
Luciano E. Salazar (Filipino)	50,000,000	500,000.00	4.66%
Antero M. Sison, Jr (Filipino)	49,999,960	499,999.60	4.66%
Gerardo M. / Isabel Alberto (Filipino)	7,020,000	70,200.00	0.65%
Lorenzo &/or Gerardo M. Alberto (Filipino)	7,020,000	70,200.00	0.65%
Luis M. Alberto (Filipino)	7,020,000	70,200.00	0.65%
Zoilo M. Alberto/ Marco Alberto (Filipino)	7,020,000	70,200.00	0.65%
Uy Chun Huy (Filipino)	1,578,960	15,789.60	0.15%
Benjamin S. Ohnick, Jr. (Filipino)	625,770	6,257.70	0.06%
Mauro Tan	624,510	6,245.10	

(Filipino)		
Annie Tan (Filipino)	624,510	6,245.10
Rosemary Tate (American)	309,510	3,095.10
Fanny Soriano	276,180	2,761.80
Tan Tiong Tick (dec'd) c/o Annie Tan	259,200	2,592.00
C.L. Yuan	216,570	2,165.70
Angelina Castro	198,570	1,985.70
Amparo, Rafael, Norberta, Tomasa Gana	197,280	1,972.80
Benito So	197,280	1,972.80
Jose Maria Regalado Jr.	197,190	1,971.90
Teresita R. Guanzon	197,190	1,971.90
Ramona R. Locsin	197,190	1,971.90
Virginai M. Bewley Geeslin	177,600	1,776.00
Andrea H. Wray	174,630	1,746.30
Gerardo M. Alberto	171,000	1,710.00
Godfrey D. Bohanan	130,050	1,300.50
Eduardo B. Castillo	129,610	1,296.10
Armando Bandojo	129,600	1,296.00
Elizabeth Irvine	122,310	1,223.10
Roeshr Foundation, Inc.	110,430	1,104.30
Jose M. Castro Jr.	103,770	1,037.70
Angelita Carmelo	98,490	984.90
Tan Tiong Tick (dec'd) c/o Annie Tan	90,720	907.20
Jose Go	64,890	648.90
Lina S. Yao	60,180	601.80
Flora R. Caayupan	43,200	432.00
Remedios B. Cuevas / Milagros Tolentino	43,200	432.00
Ladislao V. Tapia Jr.	43,200	432.00
Marcela Cristina Tapia	43,200	432.00
Ralph W. Crosby	43,200	432.00
Corporacion de P.P. Dominocos	30,990	309.90

Mariano T. Maglutac	30,810	308.10
Alegar Corporation	24,420	244.20
Ann B. Saltzman	23,610	236.10
Mary Anne or Greg Wookey	19,680	196.80
Stevens & Co. Inc. F.H.	19,680	196.80
Mercedes C. de Martinez	19,650	196.50
Mary Anne or George Wookey	19,650	196.50
Concepcion de la Rosa	19,650	196.50
Conchita M. Ambas	6,390	63.90
Genaro V. Catungal	6,390	63.90
Gregorio R. Castillo	4,320	43.20
Teopisto S. Mirasol	4,200	42.00
Igual Development Corporation	3,870	38.70
Felicia M. Nicasio	1,920	19.20
Jose G. Caburian	10	0.1
Rosauro E. Dayao	10	0.1
E. B. Pacannuayan Jr.	10	0.1
TOTAL :	<u>1,072,894,410</u>	<u>P10,728,944.10</u>

ANNEX "E"

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Corporate Governance and Finance Department
SEC Building, EDSA, Mandaluyong City, Metro Manila

NOTICE OF FILING OF PETITION FOR VOLUNTARY REVOCATION OF REGISTRATION OF SECURITIES

Notice is hereby served to the public that Camarines Minerals, Inc. with office address at 46/F Philam life Tower, 8767 Paseo De Roxas, Makati City has filed with this office a Petition for Voluntary Revocation of Registration of Securities and Certificate of Permit to Sell Securities on the ground that it has ceased operations since 1998 and does not intend to further sell any shares to the public.

The petition is subject to the approval of the Securities and Exchange Commission.

Any person adversely affected by said petition may file his written opposition, under oath, with this office not later than three days from the date of this publication.

Date of Publication: _____