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SECURITIES AND EXCHANGE COMMISSION

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Company Information

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Industry Classification
Company Type Stock Corporation

Document Information

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SEC Registration
Number

A B R O W N C O M P A N Y , I N C .

(Company's Full Name)

A I R P O R T R O A D U P T O W N

C A G A Y A N D E O R O C I T Y

(Business Address: No. Street City/Town/Province)

Atty. Rosa Anna Duavit - Santiago

Contact Person

02-6386832

Company Telephone Number

1 2 / 3 1

Month Day
Fiscal Year

1 8 - A

FORM TYPE

0 6

Month Day
Annual Meeting

Secondary License Type, if applicable

C F D

Dept. Requiring this Doc.
Number/Section

Amended Articles

Total No. of Stockholders

Total Amount of Borrowings

Domestic

- 0 -

Foreign

To be accomplished by SEC Personnel concerned

File number

LCU

Document I.D.

Cashier

STAMPS

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 18-A

REPORT BY OWNER OF MORE THAN FIVE PERCENT

Check the appropriate box:

- Initial Filing
- Amendment
- Item/s amended by the Filing.

1. Exact Name of Registrant as Specified in its Charter APEX MINING CO., INC. ("Issuer")

a. 3304-B West Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City 1605
Address of Principal Offices Postal Code

b. SEC Identification Number 40621 c. (SEC Use Only)
Industry Classification Code

d. BIR Tax Identification Number 000-284-138

2. A BROWN COMPANY, INC.
Name of Reporting Person

a. Xavier Estates Uptown, Airport Road, Balulang, Cagayan de Oro City 9000
Address of Reporting Person Postal

Code

b. Liaison Office - (02) 638-6832 / (02) 633-3135
Telephone Number of Reporting Person

c. Metro Manila
Citizenship or Place of Organization of Reporting Person

Rosa Anna Trinidad D. Santiago
VP-Chief Finance Officer
Unit 3304-C West Tower, PSE Center, Exchange Road,
Ortigas Center, Pasig City 1605

Name, Address and Telephone Number of person authorized to receive notices and communications if reporting person is a partnership, corporation or other legal entity

Item 1. Security and Issuer

State the title of the class of equity securities to which this Form relates and the name and address of the principal executive officers of the issuer of such securities.

Class of Equity Securities: Common Shares

Director and President:

Walter William Brown, Filipino, with address at 3304-B West Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City

Directors and Officers:

Ramon Y. Sy, Filipino, with address at 3304-B West Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City

Noel V. Tanglao, Filipino, with address at 3304-B West Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City

Graciano P. Yumul, Jr., Filipino, with address at 3304-B West Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City

Modesto B. Bermudez, Filipino, with address at 3304-B West Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City

Dennis A. Uy, Filipino, with address at 3304-B West Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City

Joselito H. Sibayan, Filipino, with address at 3304-B West Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City

Corporate Secretary:

Rosanna A. Parica, Filipino, with address at 3304-B West Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City

Item 2. Identity and Background

If the person filing this Form or any person enumerated in subparagraph (d)(1) of the General Instructions to this Form is a corporation, partnership, syndicate or other group of persons, state its name, the province, country or other place of its organization, its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement or any person enumerated in (d)(1) of the General Instructions is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s).

- (a) Name;
- (b) Residence or business address;
- (c) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted;
- (d) Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case;
- (e) Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking; and
- (f) Citizenship.

Reporting Person:

A Brown Company, Inc., a Philippine corporation, is a holding company with principal office address at Xavier Estates Uptown, Airport Road, Balulang, Cagayan de Oro City, Philippines. It has not, during the last five years, been involved in any criminal proceeding nor was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign that limit the corporation to involve in any type of business, securities, commodities or banking.

Director and President:

Robertino E. Pizarro, Filipino, with address at Talisay Loop Phase 2, Xavier Estates, Airport Road, Cagayan de Oro City

Directors:

Annabelle P. Brown, Filipino, with address at 10 Temple Drive, Greenmeadows Subd., Quezon City

Elpidio M. Paras, Filipino, with address at Gemini St., Villa Ernesto, Gusa, Cagayan de Oro City

Thomas G. Aquino, Filipino, with address at 24 Barcelona St., Merville Park, Parañaque City

Gerardo Domenico V. Lanuza III, Filipino, with address at 207 Swallow Drive, Greenmeadows Subd., Quezon City

Antonio S. Soriano, Filipino, with address at Canilian-Opal Streets., Golden Village Subd., Cagayan de Oro City

Executive Directors

Director/Executive Chairman - Walter W. Brown, Filipino, with address at 10 Temple Drive, Greenmeadows Subd., Quezon City

Director/VP-CFO/Treasurer – Rosa Anna Trinidad D. Santiago, Filipino, with address at 101 Lapu-Lapu cor. Luna Streets, Ayala Southvale, Bacoor, Cavite

Director/EVP-Bus. Development – Roel Z. Castro, Filipino, 20-A Jasmin St., Town & Country Executive Village, Phase 3, Antipolo City

Corporate Secretary

Jason C. Nalupta, Filipino, with address at 45 Kalayaan Avenue, Diliman, Quezon City

Executive Officers:

VP External Affairs – Arturo Perlas, Filipino, with address at 5 Circumferencial Road, Araneta Village, Malabon City

VP Administration – Renne P. Subido, Filipino, with address at #5 Bonifacio Drive, Mabuhay-Klinan Road, Brgy. City Heights, General Santos City

VP Construction & Development – John L. Batac, Filipino, with address at 3041 St. BLISS Pag-asa, Quezon City

Person Controlling the Reporting Person:

Walter W. Brown, Filipino, with address at 10 Temple Drive, Greenmeadows Subd., Quezon City

Annabelle P. Brown, Filipino, with address at 10 Temple Drive, Greenmeadows Subd., Quezon City

Item 3. Purpose of Transaction

State the purpose or purposes of the acquisition of securities of the issuer. Describe any plans or proposals which the reporting persons may have which relate to or would result in:

- (a) The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;
- (d) Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the issuer;
- (f) Any other material change in the issuer's business or corporate structure;
- (g) Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- (h) Causing a class of securities of the issuer to be delisted from a securities exchange;
- (i) Any action similar to any of those enumerated above.

The acquisition was made as an investment in the Issuer.

The persons named in Item 2 above have no plans or proposals which relate to or would result in:

- (a) The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;
- (d) Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the issuer other than the increase in authorized capital stock of the Issuer from which the Reporting Person subscribed to the shares covered by this report;
- (f) Any other material change in the issuer's business or corporate structure;
- (g) Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- (h) Causing a class of securities of the issuer to be delisted from a securities exchange;
- (i) Any action similar to any of those enumerated above.

Item 4. Interest in Securities of the Issuer

- (a) State the aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned (identifying those shares which there is a right to acquire within thirty (30) days from the date of this report) by each person named in Item 2. The abovementioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group.

The SEC approved on 12 January 2015 the increase in authorized capital stock of Apex Mining Company, Inc. (APX) by 10 Billion shares. The subscribers to 2,500,000,000 new shares are the stockholders of Monte Oro Resources & Energy, In. (MORE) who have sold all their shares in MORE to APX at the issue price equivalent to the par value of Php 1.00 per share.

A Brown Company, Inc. (BRN) directly owns 388,694,698 common shares or 8.897% interest in the securities of the issuer. After the approval of the increase in ACS, APX will issue another 1,859,247,827 new shares to the subscribing MORE shareholders. The additional subscription which is considered as second tranche will reduce the BRN equity in APX to 6.24%.

Mr. Walter W. Brown directly owns 83,589,982 shares of the Issuer or 1.91% interest.

- (b) For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared.

The Board of Directors of A Brown Company, Inc. shall have discretion with respect to the power to vote and dispose of the 388,694,698 common shares of the Issuer owned by it.

Mr. Walter W. Brown has the sole power to vote and dispose of the 83,589,982 common shares of the Issuer owned by him.

None of the other persons named in Item 2 has the sole power to vote and dispose of shares in the Issuer.

- (c) Describe any transaction in the class of securities reported on that were effected during the past sixty (60) days by the persons named in response to paragraph (a). The description shall include, but not necessarily be limited to: (1) the identity of the person who effected the transaction; (2) the date of the transaction; (3) the amount of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected.

On 10 October 2014, A Brown Company, Inc. executed a Subscription Agreement with the Issuer to subscribe for 388,694,698 common shares of the Issuer at a subscription price of Php1.00 per share for a total subscription price of Php388,694,698.00.

On 10 October 2014, Walter W. Brown executed a Subscription Agreement with the Issuer to subscribe for 83,589,982 common shares of the Issuer at a subscription price of Php1.00 per share for a total subscription price of Php83,589,982.00

- (d) If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities, a statement to that effect should be included in response to this Item and, if such interest relates to more than five (5%) percent of the class, such person should be identified.

None

- (e) If the filing is an amendment reflecting the fact that the reporting person has ceased to be the beneficial owner of more than five (5%) percent of the class of securities, state the date on which such beneficial ownership was reduced.

Not applicable

Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Describe any contract, arrangement, understanding or relationship among the person named in Item 2 and between such persons and any person with respect to any securities of the issue, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

On 10 October 2014, the Reporting person executed a Subscription Agreement with the Issuer to subscribe for 388,694,698 common shares of the Issuer at a subscription price of Php1.00 per share for a total subscription price of Php388,694,698.00

On 10 October 2014, Walter W. Brown executed a Subscription Agreement with the Issuer to subscribe for 83,589,982 common shares of the Issuer at a subscription price of Php1.00 per share for a total subscription price of Php83,589,982.00

Item 6. Material to be Filed as Exhibits

Copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to:

- (a) the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 3; and
- (b) the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against losses or the giving or withholding of any proxy as disclosed in Item 5.


Subscription Agreement dated 10 October 2014 between the Reporting Person and the Issuer (Please see Exhibit A).

Subscription Agreement dated 10 October 2014 between Walter W. Brown and the Issuer (Please see Exhibit B).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in

MARATI CITY on JAN 21 2015

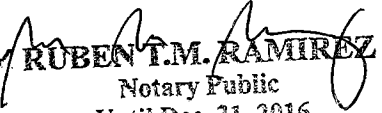
By: 
ATTY. ROSA ANNA TRINIDAD D. SANTIAGO
VP-Chief Finance Officer

The original report shall be signed by each person on whose behalf the report is filed or his authorized representative. If the report is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the report. The name and title of each person who signs the report shall be typed or printed beneath his signature.

SUBSCRIBED AND SWORN to before me this JAN 21 2015 day of 21 20..... affiant(s) exhibiting to me his/their Residence Certificates, as follows:

NAME	VALID I.D.	DATE OF ISSUE	PLACE OF ISSUE
Rosa Anna Trinidad D. Santiago	Passport No.EB8745666	7/22/2013	Manila

Notary Public


ATTY RUBEN T.M. RAMIREZ
Notary Public
Until Dec. 31, 2016
2734 M. Aurora St., Makati City
IBP No. 978786 /CY-2015
PTR No. MKT 4750751/1-5-15 Makati City
Roll No. 28947

DOC. NO. 41
PAGE NO. 9
BOOK NO. 10
SERIAL NO. 75

SUBSCRIPTION AGREEMENT

This Subscription Agreement (the "Agreement") is entered into this 10 OCT 2014 at Makati City by and between:

APEX MINING COMPANY INC., a corporation duly organized and existing under the laws of the Philippines, with office address at 3304B West Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City, Metro Manila, Philippines (the "Company");

- and -

A. BROWN COMPANY, INC., a corporation duly organized and existing under the laws of the Philippines with address at Xavier Estates, Upper Balulang, Airport Road, Cagayan de Oro City ("SUBSCRIBER");

(The Company and SUBSCRIBER are referred to individually as a "Party" and collectively as the "Parties".)

RECITALS:

(A) WHEREAS, the Company will increase its capital stock to Twelve Billion Eight Hundred Million Pesos (Php12,800,000,000.00) consisting of Twelve Billion Eight Hundred Million (12,800,000,000) common shares with a par value of One Peso (Php1.00) per share (the "Common Shares").

(B) WHEREAS, SUBSCRIBER has agreed to subscribe to Three Hundred Eighty Eight Million Six Hundred Ninety Four Thousand Six Hundred Ninety Eight (388,694,698) shares (the "Subscription Shares") out of the said increase in capital stock.

(C) WHEREAS, the Board of Directors of the Company has authorized on 11 September 2014 the subscription by the SUBSCRIBER to the Subscription Shares out of the increase in capital stock of the Company;

NOW, THEREFORE, the Parties hereby agree as follows:

1. Subscription. SUBSCRIBER hereby subscribes to, and the Company hereby agrees to issue to the SUBSCRIBER, the Subscription Shares (the "Subscription") from the increase in authorized capital stock of the Company.

2. Amount of Subscription Price. The SUBSCRIBER shall pay the subscription price of One Peso (Php 1.00) per Share for an aggregate subscription price of Three Hundred Eighty Eight Million Six Hundred Ninety Four Thousand Six Hundred Ninety Eight Pesos (Php 388,694,698.00) (the "Total Subscription Price") for the Subscription Shares.

3. Payment of Subscription Price. SUBSCRIBER shall pay the Total Subscription Price to the Company within ten (10) days from the date of this Agreement.

4. Documentary Stamp Tax. Not later than five (5) calendar days from and after the end of the month in which the increase in capital stock is approved by the Securities and Exchange Commission and the Subscription Shares are issued, the Company shall cause the payment of documentary stamp tax due on the issuance of the Subscription Shares.

5. Listing. The Company shall apply for and secure the approval of the listing of the Subscription Shares with the Philippine Stock Exchange ("PSE") within a reasonable time from the issuance of the Subscription Shares.

6. Costs and Expenses. All taxes, costs and expenses related to the issuance, listing with the PSE, and conversion into scripless form, if applicable, of the Subscription Shares shall be for the account of the Company.

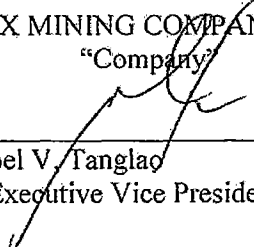
7. Company Representations. The Company represents to SUBSCRIBER that, upon issuance, the Subscription Shares shall be: (i) duly authorized and validly issued; (ii) fully paid and non-assessable; (iii) rank equally with the issued and outstanding common shares of the Company; (iv) free from any lien, encumbrance, option, charge, adverse claim or any other security interest of any kind.

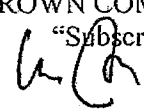
8. Issuance of Shares. No later than seven (7) business days from full payment by SUBSCRIBER of the Total Subscription Price in accordance with this Agreement and the approval by the Securities and Exchange Commission of the increase in capital stock of the Company, the Company shall, without need for any further notice or demand from SUBSCRIBER, cause the recording of SUBSCRIBER's subscription with the Company's stock and transfer agent.

THE ISSUANCE OF THE SUBSCRIPTION SHARES IS AN EXEMPT TRANSACTION UNDER SECTION 10.1 OF THE SECURITIES REGULATION CODE ("SRC"). AS SUCH, THE SUBJECT SHARES BEING OFFERED OR SOLD HEREIN HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SRC. ANY FUTURE OFFER OR SALE THEREOF IS SUBJECT TO REGISTRATION REQUIREMENTS UNDER THE SRC UNLESS SUCH OFFER OR SALE QUALIFIES AS AN EXEMPT TRANSACTION.

9. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original but all of which shall constitute one and the same Agreement.

IN WITNESS WHEREOF, the parties have hereunto affixed their respective signatures on the date first above-written.

APEX MINING COMPANY INC.
"Company"
By: 
Name: Noel V. Tanglaog
Position: Executive Vice President

A. BROWN COMPANY, INC.
"Subscriber"
By: 
Name:
Position:

SUBSCRIPTION AGREEMENT

OCT 10 2014

This Subscription Agreement (the "Agreement") is entered into this _____
at Makati City by and between:

APEX MINING COMPANY INC., a corporation duly organized and existing under the laws of the Philippines, with office address at 3304B West Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City, Metro Manila, Philippines (the "Company");

- and -

WALTER W. BROWN, of legal age, Filipino with address at 10 Temple Drive, Greenmeadows III, Quezon City ("SUBSCRIBER");

(The Company and SUBSCRIBER are referred to individually as a "Party" and collectively as the "Parties".)

RECITALS:

(A) WHEREAS, the Company will increase its capital stock to Twelve Billion Eight Hundred Million Pesos (Php12,800,000,000.00) consisting of Twelve Billion Eight Hundred Million (12,800,000,000) common shares with a par value of One Peso (Php1.00) per share (the "Common Shares").

(B) WHEREAS, SUBSCRIBER has agreed to subscribe to Eighty Three Million Five Hundred Eighty Nine Thousand Nine Hundred Eighty Two (83,589,982) shares (the "Subscription Shares") out of the said increase in capital stock.

(C) WHEREAS, the Board of Directors of the Company has authorized on 11 September 2014 the subscription by the SUBSCRIBER to the Subscription Shares out of the increase in capital stock of the Company;

NOW, THEREFORE, the Parties hereby agree as follows:

1. Subscription. SUBSCRIBER hereby subscribes to, and the Company hereby agrees to issue to the SUBSCRIBER, the Subscription Shares (the "Subscription") from the increase in authorized capital stock of the Company.

2. Amount of Subscription Price. The SUBSCRIBER shall pay the subscription price of One Peso (Php 1.00) per Share for an aggregate subscription price of Eighty Three Million Five Hundred Eighty Nine Thousand Nine Hundred Eighty Two Pesos (Php 83,589,982.00) (the "Total Subscription Price") for the Subscription Shares.

3. Payment of Subscription Price. SUBSCRIBER shall pay the Total Subscription Price to the Company within ten (10) days from the date of this Agreement.

4. Documentary Stamp Tax. Not later than five (5) calendar days from and after the end of the month in which the increase in capital stock is approved by the Securities and Exchange Commission and the Subscription Shares are issued, the Company shall cause the payment of documentary stamp tax due on the issuance of the Subscription Shares.

5. Listing. The Company shall apply for and secure the approval of the listing of the Subscription Shares with the Philippine Stock Exchange ("PSE") within a reasonable time from the issuance of the Subscription Shares.

6. Costs and Expenses. All taxes, costs and expenses related to the issuance, listing with the PSE, and conversion into scripless form, if applicable, of the Subscription Shares shall be for the account of the Company.

7. Company Representations. The Company represents to SUBSCRIBER that, upon issuance, the Subscription Shares shall be: (i) duly authorized and validly issued; (ii) fully paid and non-assessable; (iii) rank equally with the issued and outstanding common shares of the Company; (iv) free from any lien, encumbrance, option, charge, adverse claim or any other security interest of any kind.

8. Issuance of Shares. No later than seven (7) business days from full payment by SUBSCRIBER of the Total Subscription Price in accordance with this Agreement and the approval by the Securities and Exchange Commission of the increase in capital stock of the Company, the Company shall, without need for any further notice or demand from SUBSCRIBER, cause the recording of SUBSCRIBER's subscription with the Company's stock and transfer agent.

THE ISSUANCE OF THE SUBSCRIPTION SHARES IS AN EXEMPT TRANSACTION UNDER SECTION 10.1 OF THE SECURITIES REGULATION CODE ("SRC"). AS SUCH, THE SUBJECT SHARES BEING OFFERED OR SOLD HEREIN HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SRC. ANY FUTURE OFFER OR SALE THEREOF IS SUBJECT TO REGISTRATION REQUIREMENTS UNDER THE SRC UNLESS SUCH OFFER OR SALE QUALIFIES AS AN EXEMPT TRANSACTION.

9. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original but all of which shall constitute one and the same Agreement.

IN WITNESS WHEREOF, the parties have hereunto affixed their respective signatures on the date first above-written.

APEX MINING COMPANY INC.

"Company"

By:

Name: Noel V. Tanglao
Position: Executive Vice President

WALTER W. BROWN

"Subscriber"

