

**BY-LAWS****MOLIBDENOS Y METALES S.A.****FREE TRANSLATION, FOR INFORMATION PURPOSES ONLY**

Corporation Constitution as per Public Deed dated 28/10/1975 - Notary Mr. Roberto Fuentes H., modified by Public Deed dated 20/11/75 - Notary Mr. Rafael Zaldívar and by Public Deeds dated 26/2/1976, 27/8/76 and 21/01/77 all before Notary Mr. Roberto Fuentes H. and by Public Deeds dated 16/5/77, 21/12/79, 16/6/80, 5/8/80, 13/7/82, 20/6/83 and 02/01/84, all before Notary Mr. Sergio Rodríguez Garcés, Public Deeds dated December 22nd, 1988 and July 12th, 1989, both before Notary Mr. Aliro Veloso Muñoz, Public Deed dated November 25th, 2002 before Notary Mr. René Benavente Cash, Public Deed dated September 25th, 2008 before Mr. Juan Francisco Álamos Ovejero, Acting Public Notary for Leading Notary Mr. René Benavente Cash, Public Deed dated March 17th, 2009 before Notary Mr. René Benavente Cash, Public Deed dated August 16th, 2010 before Mrs. María José Bravo Cruz, Acting Public Notary for Leading Notary Mr. Eduardo Diez Morello, Public Deed dated June 6th, 2011 before Notary Mr. Eduardo Diez Morello, Public Deed dated September 16th, 2013 before Notary Mrs. Lylian Jacques Parraguez, Public Deed dated May 9th, 2014 before Notary Mrs. Lylian Jacques Parraguez, Public Deed dated September 30th, 2016 before Notary Mr. Eduardo Diez Morello and Public Deed dated November 21st, 2016 before Notary Mrs. Lylian Jacques Parraguez.

Corporation registered under docket 140 no. 132 of the Trade Registrar of San Bernardo, Year 2011.

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**FIRST TITLE****CONSTITUTION, NAME, ADDRESS, DURATION AND OBJECT**

- 1° ART. A public corporation called "MOLIBDENOS Y METALES S.A." to be ruled by the hereby bylaws is constituted.
- 2° ART. The address of the corporation corresponds to the district of San Bernardo, being able to establish offices, agencies or branches in any location, nationwide or abroad.

- 3° ART. The duration of the corporation is indefinite.
- 4° ART. The corporation will have the object of: a) manufacturing, on its own or through third parties, molybdenum oxide, ferromolybdenum, ammonium perrhenate and any other alloy or industrial product derived from minerals containing molybdenum, or that are found along it in its natural state or as a byproduct of prior industrial processes, being, for this matter, able to install or operate energy or industrial establishments of all types, as well as manufacturing, acquiring or transferring products, materials, substances, byproducts and goods and derivatives of all genders related to the corporate object; b) the acquisition, transfer, import, export, commissioning, consignment, representation, distribution and marketing, on its own or through third parties, as wholesale or retail, either national or foreign, of all types of chattel, specially technical equipment, machines, products, supplies, accessories and spare parts thereof, and all types of products, raw materials or supplies required for the manufacture, sales and / or distribution of alloys containing molybdenum and its derivatives; c) the research and development of metallurgic projects, the design, construction, repair, maintenance and sale of metallurgic plants and associated products; d) treatment of minerals and gases and industrial waste of all types, generation of steam, oxygen and other gases and services of chemical analysis; e) rendering of services, consulting or advisory related to the aforementioned objects and the rendering of services, consulting or advisory in legal, financial, economic, commercial, market development, logistic, informatics, data processing, accounting, tax, audit, supply and management of personnel, corporate strategy and marketing areas and business administration; f) conduction of investments in Chile or abroad in all types of tangible and intangible assets, such as bonds, debentures, shares, quotas or rights in corporations and any type of title or marketable securities, with the ability to manage said investments; and g) constituting or integrating as subsidiary or in another fashion, directly or along with third parties, corporations of persons or capital, or legal persons of any kind or nature, both in Chile as well as abroad.

**SECOND TITLE****CAPITAL AND SHARES**

- 5° ART. Social Capital of the corporation is the amount of five hundred, one million nine hundred fifty two thousand two hundred forty five point sixty one dollars, legal currency of the United States of America, divided into one hundred thirty two million nine hundred ninety nine thousand three hundred and four nominative shares, with no face value, fully subscribed and paid.
- 6° ART. In regards to the form of the titles of the shares, their issuance, delivery, replacement, loss, theft, disablement, exchange and other relevant operations, the legal and regulatory rules will be observed.
- 7° ART. In regards to the Shareholders' Registrar and the transfer, transmission, constitution of real rights, ban and other acts or agreements related to shares and their effects shall also be pursuant to the relevant legal and regulatory rules.
- 8° ART. In the event one or more shares commonly are owned by several people, the co-owners shall be bound to appoint a proxy for all of them, in order to act before the corporation.

**THIRD TITLE****ADMINISTRATION**

- 9° ART. The administration will be the responsibility of a Board of Directors consisting in ten Directors, chosen by an individual vote in the General Shareholders' Meeting. Directors will remain in duty for three years, with the possibility of being reelected indefinitely.
- 10° ART. If the vacancy of a Director arose, the Board of Directors may appoint a replacement to hold the position until the following General Ordinary Shareholders' Meeting.
- 11° ART. If, due to any reason, the Shareholders' Meeting called to appoint the Directors is not held at the defined time, the functions of those completing their period will be understood as extended until a replacement has been appointed, and the Board of Directors will be bound to summon, in a term of thirty days, a Meeting to conduct the appointment.

- 12° ART. Directors chosen will proceed in the first meeting following the Meeting to appoint, from among them, the Chairman and Vice Chairman of the Board, who will also be such of the Corporation.
- 13° ART. The character of shareholder will not be required to be a Director.
- 14° ART. The Board of Directors may only exert its collective functions in a legally constituted meeting.
- 15° ART. The Board of Directors will hold ordinary and extraordinary sessions. The former will be held at least once per month in the dates and times set by the Board of Directors and will not require a special summon. The latter will be held when specially summoned by the Chairman, or by the indication of one or more directors, prior qualification the Chairman makes of the need of the meeting, unless it is requested by the absolute majority of the directors, case in which the meeting shall necessarily be held without the need of a prior authorization.
- 16° ART. Meetings of the board of directors will be constituted by six directors at least and the agreements shall be adopted by the absolute majority of attending directors.
- 17° ART. Ordinary sessions will not require a summon. The summon for extraordinary board of directors sessions shall be conducted through a certified letter by the Chairman of the board or the Manager, to its indication, sent to the address each director indicates for such purpose, at least, with 3 days in advance to its date and this term may be reduced to 24 hours notice if the letter was delivered personally to the director by a public notary.
- 18° ART. Deliberations and agreements of the Board of Directors shall be recorded in a minutes logbook through any means, as long as they offer certainty that there may not be intercalations, suppressions or any other tampering that may affect its accuracy, which is to be signed by the directors attention the session.

If any of them deceased or was unable by any reason to sign the relevant minute, said circumstance or impediment shall be recorded therein.

The minute will be understood as approved from the moment of its subscription, as indicated in the paragraphs above.

A director wishing to waiver responsibility on an act or agreement of the board of directors, shall state their opposition in the minute, which must be reported in the following ordinary shareholders' meeting by the chairman.

The director who considers the minute includes inaccuracies or omissions, has the right to stamp, prior to its signature, the relevant observations.

19° ART. The Board of Directors represents the corporation judicially and extra-judicially, and for the fulfillment of the corporate object, which will not be required to be credited before third parties, is invested with all the powers of administration and disposition the law or these bylaws do not establish as privative from the General Shareholders' Meeting, notwithstanding the legal representation relevant to the Manager or the powers the actual Board of Directors grants them.

The Board of Directors may delegate part of its powers into managers, deputy managers or attorneys of the corporation, in a director or in a directors committee and, for specifically determined objects, in third parties.

20° ART. The functions of directors shall be remunerated notwithstanding the remunerations set by special functions to be appointed by the Board of Directors.

21° ART. The Chairman of the Board, who will also be such of the corporation, will have the following powers and obligations, notwithstanding those granted by law, the regulation and other provisions of the hereby bylaws:

- a) Presiding the Board of Directors sessions and Shareholders' Meetings.
- b) Ensuring the faithful compliance of the bylaws and agreements of the Board of Directors.
- c) Summoning Board of Directors sessions, and
- d) Exerting the powers appointed by the Board of Directors in addition to its mandates.

22° ART. In the event the Chairman is absent, it shall be replaced by the Vice Chairman or the person to be appointed by the Board or the Meeting, in the event of both absences.

23° ART. Are powers and obligations of the Manager: a) Directing the operations of the corporation subject to the resolutions of the Board of Directors, the Regulation, the Bylaws and Laws; b) organizing the internal handling of offices and making the Accounting to be kept orderly and updated; c) proposing to the Board of Directors the appointment, functions, obligations and remunerations of the employees, as well as the suspension or termination of their services; d) performing as Secretary of the Board of Directors and Shareholders' Meetings; e) monthly submitting the Checking Balance and other statements of funds transactions; f) drafting the balance sheet the Board of Directors must annually present to the General Shareholders' Meeting; g) performing all functions granted by the Board of Directors upon businesses of the company; h) judicially representing the company pursuant to the law; i) making the inscriptions, records and publishing these Bylaws require and those defined by law; j) submitting, to the Superintendence, the Statements, information and payrolls the law requires; k) carrying the Registry of Shareholders and ensuring the emission and transfer of shares is conducted in due fashion; l) extra-judicially representing the corporation with the powers granted by the Board of Directors.

#### **FOURTH TITLE**

#### **OF THE SHAREHOLDERS' MEETINGS**

24° ART. Shareholders shall meet in ordinary or extraordinary meetings.

The former will be held before May 1<sup>st</sup> of each year, in order to decide upon the matters inherent to its knowledge, without being it necessary to mention them in the relevant summon.

The latter may be held at any time, when it is so required by corporate needs, to decide upon any matter the law or the bylaws provide to the knowledge of the shareholders' meetings and as long as said matters are mentioned in the relevant summon.

When an extraordinary meeting must decide upon matters inherent to an ordinary meeting, its operation and agreement will be subject, as applicable, to the quorums applicable to the latter type of meeting.

25° ART. Are matters of Ordinary Meetings:

- 1) The examination of the situation of the corporation and of the reports of External Auditors, and the approval or rejection of the annual report, balance sheet and statements and financial demonstrations submitted by administrator or clearing agents;
- 2) Distribution of profits of each exercise and dividends.
- 3) Election or revocation of directors, clearing agents and Auditors of the administration;
- 4) Setting the schedule in which the summons to the Meetings shall be published; and
- 5) In general, any matter of corporate interest that is not inherent to an Extraordinary Meeting.

26° ART. Are matters of Extraordinary Meetings:

- 1) Dissolution of the corporation;
- 2) Transformation, merge or division of the corporation and its bylaws;
- 3) Issuance of bonds or convertible debentures;
- 4) Transfer of the fixed assets and liabilities of the corporation or all assets;
- 5) Granting real or personal collaterals to caution third parties' obligations, excepting if such were Subsidiary corporations, case in which the matter will be inherent to the board of directors; and
- 6) Other matters which by law or bylaws, correspond to its knowledge or are inherent to the Shareholders' Meetings.

Agreements on the matters mentioned in numbers 1), 2), 3) and 4) may only be dealt with in a Meeting held with the attendance of a Notary, who shall certify the minute is the faithful expression of the events and agreements of the meeting.

27° ART. The Board of Directors will summon:

- 1) To an annual Ordinary Meeting in the relevant date, in order to know all matters of its competence.

- 2) To an Extraordinary Meeting as long as, under its discretion, the interests of the corporation so justify it; and
- 3) To an Ordinary or Extraordinary Meeting, as appropriate, when it is so requested by the shareholders representing at least 10% of the issued shares with a right to vote, expressing, in the request, the matters to be dealt with in the Meeting.

Meetings summoned by request of Shareholders shall be held within a term of 30 days from the date of the relevant request.

28° ART. The summoning to Shareholders' Meetings shall be conducted through a highlighted advertisement to be published three times in various days in the newspaper of the corporate address determined by the Board or, by default, in the Official Journal, in the time, fashion and conditions established in the Regulation. However, any Meeting may be validly held if all shares with a right to vote issued by the corporation attended, even if the formalities of the summon are not met.

29° ART. The Meetings will be constituted in a first summon, unless the law or the bylaws establish greater majorities, with the absolute majority of the issued shares with a right to vote and, in a second summon, with those present or represented, any in number, and the agreements will be approved by the absolute majority of shares present or represented, except in the cases in which the bylaws establish a different majority. Advertisements for the second summon may only be published once the Meeting to be held in the first summon has failed and, in any case, the new Meeting shall be summoned to be held within the 45 days following the date set for the failed Meeting.

Meetings will be led by the Chairman of the Board or its acting position and will act, as Secretary, the person in the position, when available, or the Manager in its absence.

30° ART. Only holders of shares registered in the Shareholders' Registrar may participate in the Meetings and exert their right to voice and vote, 5 days prior to the day in which the relevant Meeting is to be held. The holders of shares without a right to vote and the directors and managers who are not shareholders will have the right to voice.



31° ART. Shareholders will have one vote per each share they own and may be represented in the Meetings by other persons, shareholders or not, granting a written power for the total of their shares in the fashion set forth in the regulation.

In the powers not granted by a public deed, the location, date and name of the principal shall be written in their own handwriting. If, in the powers, the designation of the principal was omitted, the actions referred therein will have no other right in the Meeting than being considered for the calculation of attendance quorum.

32° ART. In the decisions made in the Meetings, the shareholders or their representative may sum their votes in favor of a single person or distribute them as deemed appropriate and those chosen will be the ones which in the same and single election result with the greater number of votes until completing the positions to be provided for. Any election by acclamation may be conducted through an unanimous agreement.

33° ART. Agreements of the Extraordinary Shareholders' Meeting implying a reform of bylaws must be adopted by an absolute majority of the issued shares with a right to vote, but will require at least the approval vote: **(a)** of 90% of the shares issued with a right to vote to decrease the number of Directors; and **(b)** of the two thirds of the shares issued with a right to vote, agreements regarding the reform of bylaws relating to the following matters:

- 1) Transformation of the corporation and merger or division with another corporation;
- 2) Modification of the duration of the corporation, when applicable;
- 3) Early termination;
- 4) Change of corporate address;
- 5) Decrease of corporate capital;
- 6) Approval of contributions and estimation of assets other than money;
- 7) Modification of the powers reserved for the Shareholders' Meeting or limitations to the powers of the Board;

- 8) Increase of the numbers of Directors;
- 9) The transfer of 50% or more of its assets, either including or not its liabilities; which will be determined as per the balance sheet of the prior exercise, and the formulation or modification of any business plan which includes the transfer of assets for an amount over said percentage; transfer of 50% or more of the assets of a subsidiary, as long as it represents at least 20% of the assets of the corporation, as any transfer of its shares which implies that the corporation loses the controlling position;
- 10) The fashion in which corporate benefits are distributed;
- 11) The granting of real or personal collaterals to caution third parties' obligations exceeding 50% or more of the assets, excepting regarding subsidiaries, case in which the approval of the Board will suffice;
- 12) The acquisition of shares of own issuance, in the terms established in articles 27A and 27B;
- 13) Other established by the Law of Corporations and corporate bylaws and;
- 14) The clearing of nullity, caused by formal vice, found in the constitution of the corporation or a modification of its corporate bylaws including one or more matters mentioned in the numbers above.

34° ART. The Ordinary Meeting shall annually appoint independent external auditors, in order to examine the accountings, inventory, balance sheet and other financial statements, having to report, in writing, to the following Ordinary Meeting on the completion of the mandate.

35° ART. The annual report, balance sheet, inventory, minutes, books and report of external auditors, will be at the disposal of shareholders for examination in the Central Office of the corporation during the 15 days prior to the date set for the Meeting. This examination may not be conducted outside the aforementioned term. However, with the agreement of the three fourths of the directors in exercise, certain documents referring to pending negotiations that may hinder corporate interest may be considered as reserved.

**FIFTH TITLE****BALANCE SHEET AND DISTRIBUTION**

36° ART. The corporation will draft a balance sheet by December 31<sup>st</sup> of each year.

37° ART. The Board shall submit, for the consideration of the Ordinary Shareholders' Meeting, a rationale annual report regarding the situation of the corporation in the last exercise, accompanied by the balance sheet, the profit and loss statement and the report provided by the external auditors. All these documents must clearly reflect the equity situation of the corporation by the end of the exercise and the benefits obtained or losses suffered in the period.

If there were losses in an exercise, such shall be absorbed by withheld profits, if any.

38° ART. The Board shall use a minimum percentage of 30% of net profits of each exercise to be distributed as dividends. Shareholders registered in the Shareholders' Registrar by the 5<sup>th</sup> working day prior to the date set for payment will have a right to receive a dividend.

**SIXTH TITLE****ARBITRAGE**

39° ART. Disputes occurring between shareholders as such, or between these and the corporation or its managers, either during the validity of the corporation or during its liquidation, must be resolved by a commonly agreed arbitrator. If the parties were unable to agree in the appointment of an arbitrator, the appointment shall be performed by Ordinary Justice from persons who are or have been attorneys member of the Supreme Court of Justice. The arbitrator will be arbitrator at law, will proceed with no form of trial and resolutions ruled will be of a single instance, waiving from now on any legal recourse.

40° ART. In all not provided for in the hereby bylaws, the relevant legal or regulatory provisions will apply.

**TEMPORARY ARTICLES****FIRST TEMPORARY ARTICLE:**

The validity of the modification to the Ninth article of the bylaws, regarding the number of members of the Board of Directors of the Corporation from nine to ten Directors, agreed upon the Extraordinary Shareholders' Meeting held in August twenty eighth of two thousand and thirteen, will come into effect when the ordinary shareholders' meeting of the corporation of year two thousand and fifteen takes place; or, by default, from the Ordinary or Extraordinary Shareholders' Meeting agreeing upon appointing a new Board of Directors, due to the resignation of one or more directors or revocation of the Board of Directors.

**SECOND TEMPORARY ARTICLE:**

The validity of the modification to article sixteen of the bylaws, regarding the increase of the quorum required for the constitution of the Board sessions from five to six Directors, agreed upon the Extraordinary Shareholders' Meeting held in August twenty eighth of two thousand and thirteen, will come into effect when the ordinary shareholders' meeting of the corporation of year two thousand and fifteen takes place; or, by default, from the Ordinary or Extraordinary Shareholders' Meeting agreeing upon appointing a new Board of Directors, due to the resignation of one or more directors or revocation of the Board of Directors.



JOHN GRAELL MOORE  
PRESIDENTE EJECUTIVO  
MOLIBDENOS Y METALES S.A.