

COVER SHEET

C S 2 0 1 8 1 7 0 9 0

SEC Registration Number

R E D E A R T H M I N E R A L R E S O U R C E S
 C O R P O R A T I O N

(Group's Full Name)

1 6 t h F l o o r , B D O T O W E R S - V A L E R O
 P a s e o d e R o x a s , B e l - a i r ,
 C i t y o f M a k a t i

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

Atty. Diane Madelyn C. Ching
 (Contact Person)

(02) 8831-4479
 (Group Telephone Number)

Month Day
 (Calendar Year)

1 8 - A
 (Form Type)

Month Day
 (Annual Meeting)

Not Applicable
 (Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Not Applicable
 Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic Foreign

 To be accomplished by SEC Personnel concerned

File Number

_____ LCU

Document ID

_____ Cashier

 S T A M P S

Remarks: Please use BLACK ink for scanning purposes.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 18-A

REPORT BY OWNER OF MORE THAN FIVE PERCENT

Check the appropriate box:

[X] Initial Filing

[] Amendment

Item/s amended by the Filing

1. Exact Name of Registrant as Specified in its Charter:**BENGUET CORPORATION**.....

a. **Universal Re Building, 106 Paseo de Roxas, Makati City**..... **1226**.....
Address of Principal Offices Postal Code

b. SEC Identification Number**11341**..... c. (SEC Use Only)
Industry Classification

Code

d. BIR Tax Identification Number ..**000-051-037**.....

2. ...**RED EARTH MINERAL RESOURCES CORPORATION**.....

Name of Reporting Person

a. ...**16th Floor, Citibank Tower (now BDO Towers-Valero),** **1226**.....
Paseo de Roxas, Makati City.....
Address of Reporting Person Postal Code

b.**(02) 8831-4479**.....
Telephone Number of Reporting Person

c.**Filipino**.....
Citizenship or Place of Organization of Reporting Person

.....
.....
.....

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

Name of Issuer : Benguet Corporation (the "Issuer")

Address : 7th Floor Universal Re Building, 106 Paseo de Roxas, Makati City
 Class of equity shares : Class "A" common shares and Class "B" common shares

Item 2. Identity and Background

Name : Red Earth Mineral Resources Corporation ("Red Earth")
 Place of Organization : Republic of the Philippines
 Principal business : 16th Floor, BDO Towers-Valero, Paseo de Roxas
 Address : Makati City
 Citizenship : Filipino

The Corporation was incorporated and registered with the Securities and Exchange Commission (SEC) on August 31, 2018. The Corporation has not been convicted in a criminal proceeding nor has it been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign.

Item 3. Purpose of Transaction

The investment of equity interest in Benguet Corporation covered by this report is a business decision of Red Earth Mineral Resources Corporation. Red Earth Mineral Resource Corporation's objective in acquiring 53,000,000 Class "A" common shares and 37,000,000 Class "B" common shares of Benguet Corporation is in line with its business strategy to engage in investments to strengthen the company's asset base, providing a balanced portfolio that mitigates risk and leverages diverse revenue streams.

Item 4. Interest in Securities of the Issuer

The aggregate number and percentage of the class of Benguet Corporation's securities to be owned of by the Corporation are as follows:

<u>Shares*</u>	<u>Total Shares</u>	<u>Percentage to Outstanding</u>
a. First Private Placement		
Common Class "A"	53,000,000 shares	12.37%
Common Class "B"	37,000,000 shares	12.98%
Total	90,000,000 shares	12.61%
b. Second Private Placement (After obtaining the approval of application of increase of authorized capital stock of Benguet Corporation)		
Common Class "A"	13,000,000 shares	2.95%
Common Class "B"	7,000,000 shares	2.40%
Total	20,000,000 shares	2.73%
c. After the First and Second Transactions		
Common Class "A"	66,000,000 shares	14.95%
Common Class "B"	44,000,000 shares	15.07%
Total	110,000,000 shares	15.00%

*First transaction: Outstanding Shares: (i) Common Class "A", combined Common Class "A" and Convertible Preferred Class "A" outstanding shares (428,337,069 shares); (ii) Class "B" outstanding shares (285,064,121); and (iii) Total, combined Class "A", Convertible Preferred Class "A" and Class "B" shares (713,401,190).

**Second Transaction: Outstanding Shares: (i) Common Class "A", combined Common Class "A" and Convertible Preferred Class "A" outstanding shares (441,337,069); (ii) Class "B" outstanding shares (292,064,121); and (iii) Total combines Class "A", Convertible Preferred Class "A" and Class "B" shares (733,401,190).

The power to vote or to direct the vote, the power to dispose or to direct the disposition, and the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the securities subject of the private placement transaction shall be exercised by the Corporation, through its duly authorized representatives.

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

There is no contract, arrangement, understanding or relationship with respect to any securities of Benguet Corporation has been entered into by the Red Earth with any person.

Item 6. Material to be Filed as Exhibits

a. Attached hereto are:

Annex "A", copy of First Private Placement Agreement dated November 5, 2024 for the subscription of 90,000,000 Common shares consisting of 53,000,000 Class "A" Common shares and 37,000,000 Class "B" Common shares; and

Annex "B", copy of Second Private Placement Agreement dated November 5, 2024 for the subscription of 20,000,000 Common shares consisting of 13,000,000 Class "A" Common shares and 7,000,000 Class "B" Common shares between the Company and the Issuer.

[Remainder of the page intentionally left blank; Signature page follows]

SIGNATURE

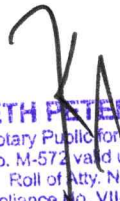
After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in the City of on **NOV 11 2024** 20.....

By: **RED EARTH MINERAL RESOURCES CORPORATION**


ATTY. EDGAR DENNIS A. PADERNAL
President

MAKATI CITY
SUBSCRIBED AND SWORN to before me this **NOV 11 2024** day of 20..... at _____, affiant(s) exhibiting to me his/her _____ issued on _____ at _____, Philippines.

Doc No. 446 ;
Page No. 89 ;
Book No. III ;
Series of 2024.


KENNETH PETER D. MOLAVE
Notary Public for Makati City
Appt. No. M-572 valid until 31 Dec. 2024
Roll of Atty. No. 70029
MCLE Compliance No. VII-0018686; 04/12/2022
IBP Membership No. 414799; 01/10/2024
PTR No. PC 8457506; 01/03/2024
4F BDO Towers, 8741 Paseo de Roxas, Makati City