

SEC FORM 12-1, AS AMENDED

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number **A199602982**
2. **OCEANAGOLD (PHILIPPINES), INC. (Formerly: Australasian Philippines Mining, Inc.)**
Exact name of registrant as specified in its charter
3. **PHILIPPINES**
Province, country or other jurisdiction of
incorporation or organization
4. **004 870 171**
BIR Tax Identification Number
5. **Large-scale exploration, development and utilization of mineral resources**
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7. **Didipio Mine, Didipio, Kasibu, Nueva Vizcaya 3703, +639178612279**
Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices
8. **N/A**
If registrant is not resident in the Philippines, or its principal business is outside the Philippines, state name and address including postal code, telephone number and FAX number, including area code, and email address of resident agent in the Philippines.
9. Fiscal Year Ending Date (Month and Day) : **December 31**

Computation of Registration Fee

Title of each class of securities to be registered	Number of shares to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Shares (Secondary Offer)	456,000,000	PHP17.28	PHP7,879,680,000.00	
Common Shares (Issued and Outstanding Common Shares not part of the Offer Shares)	1,824,000,000	PHP0.10	PHP182,400,000.00	
Total	2,280,000,000		PHP8,062,080,000.00	PHP2,578,020.00
Legal Research Fee of 1%				PHP25,780.20
Documentary Stamp Tax				PHP30.00
Total SEC Filing Fees				PHP2,603,830.20

Registration Statements filed pursuant to Section 12 of the Code shall be accompanied by a fee as follows:

Maximum aggregate price of securities to be offered	Amount of filing fee
Not more than P500 Million	0.10% of the maximum aggregate price of the securities to be offered
More than P500 Million but not more than P750 Million	P500,000 plus 0.075% of the excess over P500 Million
More than P750 Million but not more than P1 Billion	P687,500 plus 0.05% of the excess over P750 Million
More than P1 Billion	P812,500 plus 0.025% of the excess over P1 Billion

In the case of warrants which have no issue value, the filing fee shall be P50,000.

A legal research fee of 1% of the filing fee paid for filings made pursuant to SRC Rule 8.1 shall also be paid at the time of the filing.

PART I - INFORMATION REQUIRED IN PROSPECTUS

Item 1. Front of the Registration Statement and Outside Front Cover Page of Prospectus.

Please refer to the front page of the Prospectus.

Item 2. Inside Front Cover and First Two or More Pages of Prospectus.

Please refer to the inside front cover page and the succeeding pages of the Prospectus.

Item 3. Risk Factors and Other Information

Please refer to the section "Risk Factors" starting on page 25 of the Prospectus.

Item 4. Use of Proceeds.

Please refer to the section "Use of Proceeds" starting on page 48 of the Prospectus.

Item 5. Determination of Offering Price.

Please refer to the section "Determination of Offer Price" starting on page 53 of the Prospectus.

Item 6. Dilution.

Please refer to the section "Dilution" starting on page 55 of the Prospectus.

Item 7. Selling Security Holders.

Please refer to the section "Principal Shareholders" starting on page 159 of the Prospectus.

Item 8. Plan of Distribution.

Please refer to the section "Plan of Distribution" starting on page 188 of the Prospectus.

Item 9. Description of Securities to Be Registered.

Please refer to the section “Description of the Shares” starting on page 163 of the Prospectus.

Item 10. Interests of Named Experts and Independent Counsel.

Please refer to the section “Independent Auditors and Other Experts” starting on page 196 of the Prospectus.

Item 11. Information with Respect to the Registrant.

- (a) On Description of Business, please refer to the section “Business” starting on page 89 of the Prospectus;
- (b) On Description of Property, please refer to the section “Business” starting on page 127 of the Prospectus;
- (c) On Legal Proceedings, please refer to the section “Legal Proceedings” starting on page 127 of the Prospectus;
- (d) On Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters, please refer to: the section “Summary of the Offer” starting on page 9 of the Prospectus, the section on “Dividends and Dividend Policy” starting on page 50 of the Prospectus, the section on “Description of the Shares” starting on page 163 of the Prospectus, and the section on “Principal Shareholders” starting on page 159 of the Prospectus;
- (e) On Management's Discussion and Analysis or Plan of Operation, please refer to the section “Management's Discussion and Analysis of Financial Condition and Results of Operations” starting on page 60 of the Prospectus;
- (f) On Changes in and Disagreements With Accountants On Accounting and Financial Disclosure, this is not applicable;
- (g) On Directors, Executive Officers, Promoters and Control Persons, please refer to the section “Board of Directors and Senior Management” starting on page 152 of the Prospectus;
- (h) On Executive Compensation, please refer to the section “Board of Directors and Senior Management” starting on page 157 of the Prospectus;
- (i) On Security Ownership of Certain Record and Beneficial Owners and Management, please refer to the section on “Principal Shareholders” starting on page 159 of the Prospectus, and the section “Board of Directors and Senior Management” starting on page 157 of the Prospectus;
- (j) On Certain Relationships and Related Transactions, please refer to the section “Related Party Transactions” starting on page 162 of the Prospectus.

Item 12. Financial Information

Furnish financial information as required by SRC Rule 68.

The Audited Financial Statements of the Registrant as of and for the years ended December 31, 2022, 2021 and 2020 and as of and for the nine months ended September 30, 2023 and 2022 are appended to the Prospectus and are to be incorporated herein by reference.

**PART II - INFORMATION INCLUDED IN REGISTRATION STATEMENT
BUT NOT REQUIRED IN PROSPECTUS**

Item 13. Other Expenses of Issuance and Distribution.

Please refer to the section “Use of Proceeds” starting on page 48 of the Prospectus.

Item 14. Exhibits.

Incorporated herein by reference are additional exhibits required by Part VII of “Annex C, as amended”.

Number	Document
A	SEC Form 12-1 Submission Checklist
B	SEC Form 12-1 (Registration Statement)
C	Preliminary Prospectus (Word File and PDF)
1.	Undertaking to Publish Notice of Filing of Registration Statement
	Publication of Notice re: Filing*
2.	Draft Underwriting Agreement*
3.	Not applicable - Plan of Acquisition, Reorganization, Arrangements, Liquidation or Succession*
4.	(a) 2024 Amended Articles of Incorporation
	(b) 2025 Amended By-Laws
5.	Not applicable - Instruments Defining the Rights of Security Holders
6.	Legal Opinion re: Legality
7.	Legal Opinion re: Tax Matters
8.	Not applicable - Voting Trust Agreement
9.	Summary of Material Agreements and Contracts
10.	Not applicable - Latest Annual and Quarterly Report
11.	Not applicable - Material Foreign Patents
12.	Not applicable - Letter re: Unaudited Interim Financial Information
13.	Not applicable - Letter re: Change in Certifying Accountant
14.	Not applicable - Letter re: Directors’ Resignation
15.	Not applicable - Letter re: Change in Accounting Principles
16.	Not applicable - Report Furnished to Security Holders
17.	Not applicable - Other Documents or Statements to Security Holders
18.	Not applicable - Subsidiaries of the Registrant
19.	Not applicable - Published Report re: Matters Submitted to Vote to Security Holders
20.	Consents of Expert and Independent Counsel
21.	(a) Not applicable - Power of Attorney
	(b) Not applicable - Power of Attorney (Foreign Registrant)
22.	Not applicable - Statement of Eligibility of Trustee
23.	Notarized CV and Recent Photos of Directors and Officers
24.	Copy of BOI Certificate
25.	Authorization re: Registrant’s Bank Accounts*
26.	Additional Exhibits:
	(a) Not applicable - Issuance of Preferred Shares – Certificate of Enabling Resolution issued by CRMD*
	(b) To Follow - Copy of PSE/PDEX Listing Application* (if applicable) 2 complete sets
	(c) Engagement Letter from the Underwriter(s)*
	(d) Certification from the Issuer that the Contents of the Registration Statement/Prospectus and its Exhibits are Complete in Form and Substance re:

	Filing in the Absence thereof, a Special Power of Attorney Authorizing the Person Filing the Registration Statement on its behalf*
27.	Copy of Board Resolution Approving and Offering and Authorizing the Filing of the Registration Statement*
28.	Duly Verified Resolutions of the Issuer's Board of Directors Approving the Disclosures Contained in the Registration Statement and Assuming Liability for the Information Contained therein*
29.	Secretary's Certificate as to Adoption by the Board of Certain Corporate Governance Principles
30.	Not applicable - Exhibits to be Filed with Commercial Papers/Bond Issues
31.	Not applicable - Exhibits to be Filed with Stock Option Issues
32.	Not applicable - Exhibits to be Filed by Warrants Issues
33.	Certifications from SEC Operating Departments ¹
	(a) To Follow - CGFD – Certificate of Qualification of Independent Director
	(b) CRMD – Certificate of No Derogatory Information
	(c) EIPD – Certificate of no pending case filed or pending with the department
	(d) To Follow - OGC – Certificate of No Pending Case filed against the Company and/or its Directors and Officers
34.	Other Exhibits Among Others
	(a) Certification from Lead Underwriter re: Due Diligence and Conflict of Interest
	(b) Certification of Internal Legal Counsel on Material and Non-material Legal Proceedings Filed by and against the Issuer, its Subsidiaries & Affiliates
	(c) Certification from the President Stating that All Applicable Permits and Licenses of the Company and its Subsidiaries (if any) are Valid and Subsisting
	(d) Certification from Parties Involved in the Preparation and Submission of the Documents Involving Registration with the Commission and Listing on an Exchange were Done and with the Full Knowledge and Consent of the Parties
	(e) Certification that All Mandated Government Permits/Licenses are Secured and Valid
	(f) Certification that as of the Date of Filing, the Registrant is Not a Delinquent or Disobedient Party in Any of the Operating Departments of the Commission
	(g) 3 rd Party Opinion more than 40% Foreign Ownership (if applicable)
	(h) Manual on Corporate Governance (for IPOs)
	(i) Transfer Certificate of Title (Certified True Copy) (if applicable)
	(j) Environmental Compliance Certificate (ECC) – DENR (if applicable)
35.	Audited Financial Statements
36.	Technical Reports

Item 15.

Furnish any other document the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.

[Signature page follows.]

¹ To be submitted within 20 days after MSRD issuance of comment letter.

SIGNATURES

Pursuant to the requirements of the Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Makati on February 1, 2024

By:


JOAN D. ADACI-CATTILING
President


CHERRIE LOU B. BURABOD
Treasurer


KARINA P. DULINAYAN
Corporate Secretary

SUBSCRIBED AND SWORN to before me this February 1, 2024 in Makati City by the above-named affiants who presented to me their government-issued ID, as follows:

Name	Competent Proof of Identity	Date of Issue/Place of Issue
Joan D. Adaci-Cattiling	Philippine Passport No. P4271490B	2 January 2020/DFA NCR North
Cherrie Lou B. Burabod	Philippine Passport No. P8535239A	30 August 2018/DFA Legazpi
Karina P. Dulinayan	Philippine Passport No. P3429091B	3 October 2019/DFA Santiago City

WITNESS MY HAND AND SEAL on the above date.

Doc. No. 293 ;
Page No. 60 ;
Book No. 1 ;
Series of 2024.




PAOLO GABRIEL P. BAUTISTA
Notary Public for Makati City
Appointment No. M-081 until Dec. 31, 2024
Roll of Attorneys No. 84056
PTR No. 10076334MK-01/04/2024 • Makati City
IBP No. 302248-01/08/2024 • Makati Chapter
SyCipLaw Center, 105 Paseo de Roxas
Makati City, 1226 Metro Manila
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