REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. A199602982

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended Articles of Incorporation of the

OCEANAGOLD (PHILIPPINES), INC.

(Amending Articles II Primary & Secondary Purpose, IV [term of existence], VI and VII Change in Par Value thereof)

copy annexed, adopted on November 9, 2023 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 26th day of January, Twenty Twenty Four.

DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

GL/bds

Securities and Exchange Commission
PHILIPPINES

SEC Main Office
The SEC Headquarters
7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209

electronic Official Receipt

Transaction Details

eOR Number	20240119-PM-0008270-53
Transaction Number	20240119121212800110170438355688562
Payment Date	January 19, 2024 03:21 PM
Payment Scheme	gcash
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20240119-9942832
PAF Date	2024-01-19 14:59:50
Payor Name	OCEANAGOLD (PHILIPPINES) INC.
Payor Address	NUEVA VIZCAYA

#	Nature of Collection	Account Code	Amount
1	Amended By Laws	4020102000(606)	1,000.00
2	Amendment of the Articles of Incorporation-reclassification /declassification / conversion of shares/change of par Value	4020102000(606)	2,000.00
3	Documentary Stamp Tax	4010401000(4010401)	60.00
4	Legal Research Fee (A0823)	2020105000(131)	30.00
		TOTAL	**3,090.00**

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.

COVER SHEET

for Applications at

COMPANY REGISTRATION AND MONITORING DEPARTMENT

AMENDMENT	A 1 9 9 6 0 2 9 8 2
Nature of Application	SEC Registration Number

Company Name

OCEANAGOLD (PHILIPPINES), INC.

Principal Office (No./Street/Barangay/City/Town/Province)

DIDIPIO MINE, DIDIPIO, KASIBU
NUEVA VIZCAYA, PHILIPPINES

ZIP CODE: 3703

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number
CorporateSecretaryPH@oceanagold.com	+63 2 87796600	+639175076014

CONTACT PERSON INFORMATION

The designated person ***MUST*** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Hermedia M. Banzuela	Yang.Banzuela@oceanagold.com	+63 2 87796653	+639175076014

Contact Person's Address

2nd Floor Carlos J. Valdes Building, 108 Aguirre Street, Legaspi Village, 1229 Makati City

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To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor:		
Document I.D.		
Received by **Corporate Filing and Records Division (CFRD)**		
Forwarded to:		
☐ Corporate and Partnership Registration Division		
☐ Green Lane Unit		
☐ Financial Analysis and Audit Division		
☐ Licensing Unit		
☐ Compliance Monitoring Division		

SECURITIES AND EXCHANGE COMMISSION
CRMD
JAN 19 2024
RECEIVED
By: Time:

DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Directors and the Corporate Secretary of **OCEANAGOLD (PHILIPPINES), INC.** (the "**Corporation**"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at Didipio Mine, Didipio, Kasibu, Nueva Vizcaya, hereby certify that:

1. The Articles of Incorporation of the Corporation was amended by the vote of at least a majority of the directors of the Corporation and by the affirmative vote of stockholders holding at least 2/3 of the outstanding capital stock of the Corporation at a meeting of the stockholders of the Corporation held on November 9, 2023 at Didipio Mine, Didipio, Kasibu, Nueva Vizcaya and at the meeting of the Board of Directors also held on the same date and place, at which each meeting a duly constituted quorum was present and acting throughout.

2. The attached Amended Articles of Incorporation (**Annex A**) is a true and correct copy of the Articles of Incorporation of the Corporation, as amended, reflecting an amendment to the following articles:

(a) Second Article (on *Primary Purpose*) to include, as the Corporation's primary purpose, the performance of all acts necessary for the furtherance of the Corporation's primary purpose, including the power: (i) to borrow or raise money, (ii) to mortgage or provide security interest, and (iii) to guarantee obligations.

(b) Second Article (*on Secondary Purpose*) to include, as part of the Corporation's secondary purposes, the power: (i) to invest and deal with the money and properties of the Corporation; (ii) to lend money or enter into a contract of loan with, or to mortgage or provide security and corporate funds in favor of, and to guarantee or act as surety of the liabilities of, any person, entity or corporation; and (iii) to guarantee all or any part of the liabilities of any person, entity, or corporation, which shall include any person, entity, or corporation in which the Corporation has a lawful interest, and to state that the clauses enumerated shall not be held to limit or restrict in any manner the powers of the Corporation and are in furtherance of, and in addition to, the general powers conferred upon the Corporation.

(c) Fourth Article (*on Term*) to revise the corporate term of the Corporation from fifty (50) years to perpetual.

(d) Sixth Article (*on Directors*) to increase the number of directors of the Corporation from five (5) to eight (8).

(e) Seventh Article (*on Authorized Capital Stock*) to: (i) change the par value of the capital stock of the Corporation from One Hundred Pesos (PhP100.00) to Ten Philippine Centavos (PhP0.10), (ii) deny the stockholders the preemptive right to purchase, subscribe for, or receive any part of the shares of the Corporation, and (iii) to include a provision on the lock-up requirements of the Philippines Stock Exchange, Inc. (the "**Exchange**") to be complied by the Corporation's non-public stockholders and their related parties, and other relevant parties, in connection with the initial public offering and listing of the Corporation's shares on the Exchange.

3. Any one of Atty. Joan D. Adaci-Cattiling and Hermedia M. Banzuela, acting singly, are hereby authorized, for and on behalf of the Corporation: (a) to execute, sign, deliver and file any and all applications, requests, certifications, undertakings, letters, notices, forms, and such other papers and documents as may be necessary or appropriate for the amendment of the Corporation's Articles of Incorporation with the Securities and Exchange Commission, other government agencies, third parties or counterparties, (b) to represent the Corporation before the Securities and Exchange Commission and other government agencies relating to the Corporation's amendment of its Articles of Incorporation, and (c) otherwise, to do such other acts as may be necessary or appropriate to give full effect to the Corporation's amendment of its Articles of Incorporation.

[*Signature pages follow.*]

IN WITNESS WHEREOF, the person named below has signed this Directors' Certificate on this 9th day of November 2023.

JOAN D. ADACI-CATTILING
Director
T.I.N.: 194-586-096

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) S.S.

I certify that on this date before me, a Notary Public duly authorized in the city named above to take acknowledgments, personally appeared:

Name	Passport No.	Date/Place Issued
JOAN D. ADACI-CATTILING	P4271493B	02 JAN 2020 DFA NCR NORTH

who was identified by me through competent evidence of identity to be the same person who executed the foregoing instrument, who acknowledged before me that her signature on the instrument was voluntarily affixed by her for the purposes stated therein, and who declared to me that she has executed the instrument as her free and voluntary act and deed.

WITNESS MY HAND AND SEAL on the day first above-written.

Doc. No. 293 ;
Page No. 59 ;
Book No. II ;
Series of 2023.

PATRICE JANE L. ROMERO
NOTARY PUBLIC
ROLL NO. 80746
MAKATI CITY PHILIPPINES

PATRICE JANE L. ROMERO
Notary Public for Makati City
Appointment No. M-301 until Dec. 31, 2023
Roll of Attorneys No. 80746
PTR No. 9572717MM • 01/07/2023 • Makati City
IBP No. 293441 • 01/10/2023 • Batangas Chapter
SyCipLaw Center, 105 Paseo de Roxas
Makati City, 1226 Metro Manila
Philippines

IN WITNESS WHEREOF, the person named below has signed this Directors' Certificate on this 9th day of November 2023.

KARINA P. DULINAYAN
Director
T.I.N.: 262-199-405

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
KASIBU, NUEVA VIZCAYA) S.S.

I certify that on this date before me, a Notary Public duly authorized in the city named above to take acknowledgments, personally appeared:

Name	Passport No.	Date/Place Issued
KARINA P. DULINAYAN	P3429091B	Oct. 3, 2019/DFA Santiago City

who was identified by me through competent evidence of identity to be the same person who executed the foregoing instrument, who acknowledged before me that her signature on the instrument was voluntarily affixed by her for the purposes stated therein, and who declared to me that she has executed the instrument as her free and voluntary act and deed.

WITNESS MY HAND AND SEAL on the day first above-written. NOV 0 9 2023

Doc. No. 239 ;
Page No. 49 ;
Book No. XII ;
Series of 2023.

ATTY. LAUREN GUAY BAGUILAT
Notary Public for Nueva Vizcaya
Until December 31, 2023
Roll No. 68046
PTR No. NV2706669/12-19-2022 for 2023/Nueva Vizcaya
IBP Life Membership Roll No.: 018910/ IBP O.R.
No. 032452; 02/06/2018
Didipio, Kasibu, Nueva Vizcaya
MCLE Compliance No. VII-0004679; 10/15/2021

IN WITNESS WHEREOF, the person named below has signed this Directors' Certificate on this 9th day of November 2023.

DAVID JOHN BICKERTON
Director
T.I.N.: 409-868-081

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
City of Makati) S.S.

I certify that on this date before me, a Notary Public duly authorized in the city named above to take acknowledgments, personally appeared:

Name	Passport No.	Date/Place Issued
DAVID JOHN BICKERTON	PA9932132	18 Aug 2017/ Australia

who was identified by me through competent evidence of identity to be the same person who executed the foregoing instrument, who acknowledged before me that his signature on the instrument was voluntarily affixed by him for the purposes stated therein, and who declared to me that he has executed the instrument as his free and voluntary act and deed.

WITNESS MY HAND AND SEAL on the day first above-written.

Doc. No. 204;
Page No. 59;
Book No. II;
Series of 2023.

PATRICE JANE L. ROMERO
NOTARY PUBLIC
ROLL NO. 80746
MAKATI CITY PHILIPPINES

PATRICE JANE L. ROMERO
Notary Public for Makati City
Appointment No. M-301 until Dec. 31, 2023
Roll of Attorneys No. 80746
PTR No. 9572717MM • 01/07/2023 • Makati City
IBP No. 293441 • 01/10/2023 • Batangas Chapter
SyCipLaw Center, 105 Paseo de Roxas
Makati City, 1226 Metro Manila
Philippines

IN WITNESS WHEREOF, the person named below has signed this Directors' Certificate on this 9th day of November 2023.

HERMEDIA M. BANZUELA
Corporate Secretary
T.I.N.: 248-746-357

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
City of Makati) S.S.

I certify that on this date before me, a Notary Public duly authorized in the city named above to take acknowledgments, personally appeared:

Name	Passport No.	Date/Place Issued
HERMEDIA M. BANZUELA	P7651141B	21 Sept 2021 | DFA Manila

who was identified by me through competent evidence of identity to be the same person who executed the foregoing instrument, who acknowledged before me that her signature on the instrument was voluntarily affixed by her for the purposes stated therein, and who declared to me that she has executed the instrument as her free and voluntary act and deed.

WITNESS MY HAND AND SEAL on the day first above-written.

Doc. No. 295 ;
Page No. 59 ;
Book No. II ;
Series of 2023.

PATRICE JANE L. ROMERO
Notary Public for Makati City
Appointment No. M-301 until Dec. 31, 2023
Roll of Attorneys No. 80746
PTR No. 9572717MM • 01/07/2023 • Makati City
IBP No. 293441 • 01/10/2023 • Batangas Chapter
SyCipLaw Center, 105 Paseo de Roxas
Makati City, 1226 Metro Manila
Philippines

ANNEX A

AMENDED ARTICLES OF INCORPORATION

OF

OCEANAGOLD (PHILIPPINES), INC.

(formerly AUSTRALASIAN PHILIPPINES MINING, INC.)**

KNOWN ALL MEN BY THESE PRESENTS:

That we, all of legal age, majority of whom are residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST. The name of the corporation shall be

OCEANAGOLD (PHILIPPINES), INC. *(As amended by the stockholders and directors on April 28, 2007.)*

SECOND. The purpose for which the corporation is formed are:

PRIMARY PURPOSE

To undertake activities involving large-scale exploration, development and utilization of mineral resource, as well as the conduct of exploration and mineral processing activities pursuant to exploration and mineral processing permits or financial and/or technical assistance agreements or such mineral agreements and other permits and agreements as may be allowed by law; to render exploration and other related services and undertake feasibility studies, as well as all aspects of technical and management services to individuals, partnerships, associations and corporations engaged in mining or, in any manner in the acquisition, conveyance, storage, marketing, processing refining, wholesale and distribution of minerals; to give financial assistance to mining enterprises or corporations; to extend financial assistance to mineral exploration enterprises and mineral tenement owners through service contracts without engaging in financing activity as defined in Republic Act No. 5980, and to provide technical and managerial services in the execution of such exploration activities as prospecting, geo-technical surveying, drilling, boring, tunneling, bulk sampling, metallurgical testing and other studies in evaluating the development potential of metal and mineral deposits of all kind; to provide technical and managerial services in the development and utilization of mineral resources and processing activities; to acquire an interest in such enterprises or corporations to the extent allowed by law; to enter into contracts with mineral tenement owners, mineral exploration enterprises and mining enterprises in connection with the above activities; and to enter into such agreements with the President of the Philippines or other agencies of the Philippines government as may be allowed by law in furtherance of its purposes**; and to perform all acts necessary for the furtherance of its primary purpose including, without limitation, (i) to borrow money or raise money or funds, (ii) to mortgage or provide security interest over any assets of the Corporation, and (iii) to guarantee obligations of and act as surety for, the loans and obligations of its subsidiaries (if any), affiliates or associates, and/or to secure the said obligations by mortgage or creating a security**

interest over any assets of the Corporation, in each case as may be authorized by its Board of Directors provided the same is considered beneficial to the Corporation as may be determined by its Board of Directors, without operating as a lending or financing corporation. *(As amended at the special stockholders' meeting held on August 7, 1998;* ***As approved by a majority of the Board of Directors on November 9, 2023, and by the stockholders owning or representing 2/3 of the outstanding capital stock during their special meeting held on November 9, 2023).***

SECONDARY PURPOSE

In furtherance of its primary purpose, the corporation shall have the following incidental powers:

a.) To acquire by purchase, lease, or contract followed by law, any and real and personal properties of every kind and description whatsoever which the Corporation may deem necessary or appropriate in which the Corporation may lawfully engage, and to own, hold, operate, improve, develop, manage, grant, lease, sell, exchange or otherwise dispose of the whole or any part thereof without, however, engaging in the subdivision business;

To borrow or raise money for any of the purposes of the Corporation, and from time to time subject to the limitations of the law, to draw, make, accept, endorse, transfer, assign, execute and issue promissory notes, drafts, bill**s** of exchange, warrant**s**, bonds, debentures**, acceptances** and other negotiable**, non-negotiable** and transferrable instruments and evidence**s** of indebtedness **and other securities**, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage or pledge all or any part of the property or assets at any time held or owned by the Corporation on such terms and conditions as the Board of Directors of the Corporation or its duly authorized officers or agents shall determine and as may be permitted by law;

b.) **To invest and deal with the money and properties of the Corporation, including the investment of corporate funds, monies and properties to any person, entity, or corporation, including (for the avoidance of doubt) any person, entity, or corporation in which the Corporation has a lawful interest, in such manner as may from time to time be considered wise or expedient by the Board of Directors for the advancement of the Corporation's interests. For purposes of this paragraph, paragraphs (d) and (i), and other applicable paragraphs of this Articles of Incorporation, any person, entity, or corporation in which the Corporation has a lawful interest includes the Corporation's parent (direct or indirect), subsidiaries, affiliates, and other related companies, whether domestic or foreign;**

c.) **(i) To lend money in favor of, or enter as a creditor into a contract of loan with, any person, entity or corporation, and (ii) without prejudice to and to the extent not covered by the primary purpose of the Corporation, to mortgage or provide security and corporate funds, monies and properties to secure all or any part of**

the liabilities of any person, entity, or corporation, and/or to guarantee or act as surety of all or any part of the liabilities of any person, entity, or corporation, in each case, including (for the avoidance of doubt) any person, entity or corporation in which the Corporation has a lawful interest, in such manner as may from time to time be considered wise or expedient by the Board of Directors for the advancement of the Corporation's interests, and to negotiate, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes;

d.) Insofar as may be permitted by law, to purchase, or otherwise acquire the stocks, bonds, or other securities or evidence of indebtedness of any other corporation, association, firm or entity, domestic or foreign, and to issue in exchange thereof in case, or otherwise; to hold or own, use, sell, deal in, dispose of, and turn to account any such stocks, bonds or other securities, and while the owner or holder thereof, to exercise all the rights and powers of ownership, including the right to vote thereon for any purpose;

e.) Insofar as may be permitted by law, to do any acts or things necessary or useful for the protection, development, improvement or operation of any person, corporation, association, firm or entity in or with which the Corporation has an interest of any kind, whether as stockholder or manager;

f.) To purchase, hold cancel, reissue, sell, exchange, transfer or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine; provided that the Corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital stock, except to the extent permitted by law;

g.) To merge, consolidate, combine or amalgamate with any corporation, firm association or entity heretofore or hereafter created in such manner as may be permitted by law;

h.) To acquire, take over, hold and control all or any part of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm, association or corporation, and to guarantee all or any part of the liabilities of any person, entity, or corporation, **including (for the avoidance of doubt) any person, entity, or corporation** in which **the Corporation** has a lawful interest (including its affiliates and other related companies), whether domestic or foreign, and whether as a going concern or not engaging in or previously engaged in a business which the Corporation is or may become authorized to carry on or which may be appropriate or suitable for the purpose of the Corporation, and to pay for the same in cash or in stocks, bonds or securities of the Corporation or otherwise, and to hold, manage, operate, conduct and dispose of, in any manner, the whole or part of any such acquisitions, and to exercise all the powers necessary or convenient for the conduct and management thereof; *(As amended by the Board of Directors and Stockholder in their respective meetings held on March 20, 2012)*

i.) Within the limits prescribed by law, to organized or cause to be organized under the laws of the Republic of the Philippines or any other state, territory, nation, province or government, corporations, associations, firms or entities for the purpose of accomplishing any or all of the objects for which the Corporation is organized; to dissolve, wind up, liquidate, merge, consolidate, combine or amalgamate with any such corporation or corporations, association, firms or entities, or to cause the same to be dissolved wound up, liquidated, consolidated, merged, consolidated, combined or amalgamated;

j.) To carry out the above-mentioned purpose as principal, agent, factor, license, concessionaire, contractor or otherwise either alone or in conjunction with any other person, firm, association, corporation of entity, whether domestic or foreign;

To enter into contracts and arrangement of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, authority any rights, privileges, contracts and concessions which the Corporation may be deem desirable to obtain, and carry out, perform or comply with such contracts or arrangements and exercise any such rights, privileges and concessions; and

k.) To do perform all acts and things necessary, suitable or properly for the accomplishment of the purposes hereinabove stated or which shall at any time appear conducive to the protection or benefit of the Corporation, including the exercise of the powers, authorities and attributes conferred upon corporations organized under the laws of the Republic of the Philippines in general and upon domestic corporations of like nature in particular.

The foregoing clauses shall each be construed as purposes, objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific purposes, objects and powers shall not be held to limit or restrict in any manner the powers of the Corporation, and that they are in furtherance of, and in addition to, and not in limitation of, the general powers conferred upon the Corporation by the laws of the Philippines or otherwise; nor shall the enumeration of one thing be deemed to exclude another, although it is of like nature, not expressed. ***(As approved by a majority of the Board of Directors on November 9, 2023, and by the stockholders owning or representing 2/3 of the outstanding capital stock during their special meeting held on November 9, 2023).***

THIRD. The principal office of the Corporation is located at Didipio Mine, Didipio, Kasibu, Nueva Vizcaya. *(As amended by the Board of Directors and Stockholders in their respective meetings held on October 17. 2014.) (As approved by a majority of the Board of Directors on December 12, 2022, and by the stockholders owning or representing 2/3 of the outstanding capital stock during their special meeting held on December 15, 2022).*

FOURTH. **That the Corporation shall exist perpetually.** ***(As approved by a majority of the Board of Directors on November 9, 2023, and by the stockholders owning or***

representing 2/3 of the outstanding capital stock during their special meeting held on November 9, 2023).

FIFTH. The names, nationalities and residences of the incorporators of said Corporation are as follows:

Name	Nationality	Residence
Marianne M. Manzanas	Filipino	3318 Apitong Street, Paranaque, Metro Manila, Philippines
Ethelwoldo E. Fernandez	Filipino	No. 9, 7th Street, Beverly Hills Subdivision, Taytay, Rizal, Philippines
Simeon Ken R. Ferrer	Filipino	29 La Maison Townhomes, Katipunan Avenue, Quezon City, Philippines
Jocelyn Sanchez-Salazar	Filipino	19 Mahabagin Street, Teachers Village, Quezon City, Philippines
Marizel Gacutan	Filipino	No. 8 Amelita Street, BF Homes, Las Piñas, Metro Manila, Philippines

SIXTH. That the number of directors of the Corporation shall be **EIGHT (8),** and that the names, nationalities and residences of the **first** directors who are to serve until their successors are elected and qualify as provided by the By-Laws of the Corporation are as follows: ***(As approved by a majority of the Board of Directors on November 9, 2023, and by the stockholders owning or representing 2/3 of the outstanding capital stock during their special meeting held on November 9, 2023).***

Name	Nationality	Residence
Marianne M. Manzanas	Filipino	3318 Apitong Street, Paranaque, Metro Manila, Philippines
Ethelwoldo E. Fernandez	Filipino	No. 9, 7th Street, Beverly Hills Subdivision, Taytay, Rizal, Philippines
Simeon Ken R. Ferrer	Filipino	29 La Maison Townhomes, Katipunan Avenue, Quezon City, Philippines
Jocelyn Sanchez-Salazar	Filipino	19 Mahabagin Street, Teachers Village, Quezon City, Philippines
Marizel Gacutan	Filipino	No. 8 Amelita Street, BF Homes, Las Piñas, Metro Manila, Philippines

SEVENTH. That the authorized capital stock of said Corporation is TWO HUNDRED TWENTY-EIGHT MILLION PESOS (₱228,000,000.00), Philippine currency, **divided into 2,280,000,000 Common Shares with a par value of 10 Philippine centavos (₱0.10) each.** *(Approved and amended by the Board of Directors and Shareholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation in meetings held on February 11, 2005.) (This is the Philippine peso equivalent of Four Million U.S Dollars (US$4,000,000.00) using the Philippines Peso-Dollar exchange rate of P 57-$1.)*

No stockholder of any class shall be entitled to any preemptive right to purchase, subscribe for, or receive any part of the shares of any class of the Corporation, whether it is issued from the Corporation's unissued capital or an increase in its authorized capital, or from the sale of the Corporation's treasury stock.

In connection with the initial public offering and listing of the Corporation's shares on the Philippines Stock Exchange, Inc. (the "Exchange"), the Corporation shall cause its existing non-public stockholders and their related parties, and other relevant parties, to comply with the lock-up requirements of the Exchange, as provided under the applicable Listing Rules for the Main and SME Boards of the Exchange, as may be amended, subject to any waiver or exemption that may be granted by the Exchange in respect of such lock-up requirement. ***(As approved by a majority of the Board of Directors on November 9, 2023, and by the stockholders owning or representing 2/3 of the outstanding capital stock during their special meeting held on November 9, 2023).***

EIGHT. That the amount of said capital stock which has been actually subscribed is THIRTEEN MILLION TWO HUNDRED FIFTY THOUSAND & 00/100 (13,250,000.00) Philippine Currency and the following persons have subscribed for the number of shares and the amount of capital stock indicated their respective names:

Name	No. of Shares Subscribed		Amount of Shares Subscribed
Marianne M. Manzanas	1	P	100.00
Ethelwoldo E. Fernandez	1		100.00
Simeon Ken R. Ferrer	1		100.00
Jocelyn Sanchez-Salazar	1		100.00
Marizel Gacutan	1		100.00
Climax Mining Limited	312,495		13,249,500.00
Total	312,500		P13,250,000.00

NINTH. That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

Name	Nationality	Amount Paid

Marianne M. Manzanas	Filipino	P 100.00
Ethelwoldo E. Fernandez	Filipino	100.00
Simeon Ken R. Ferrer	Filipino	100.00
Jocelyn Sanchez-Salazar	Filipino	100.00
Marizel Gacutan	Filipino	100.00
Climax Mining Limited	Australian	P 13,249,500.00
Total		P 13,250,000.00

TENTH. That Mr. Simeon Ken R. Ferrer has been elected by the subscribers as Treasurer-in-Trust of the Corporation to act as such until his successor is duly elected and shall have qualified in accordance with the By-Laws; and that, as such treasurer, he has been authorized to receive for the Corporation and to issue in its name receipts for, all subscriptions paid by the subscribers.

IN WITNESS WHEREOF, the parties hereunto set our hands this 11th day of July, 1996 at Makati Metro Manila, Philippines

(Sgd.) MARIANNE M. MANZANAS
TIN: 131-272-167

(Sgd.) ETHELWOLDO E. FERNANDEZ
TIN: 106-169-268

(Sgd.) SIMEON KEN R. FERRER
TIN: 116-283-788

(Sgd.) JOCELYN SANCHEZ-SALAZAR
TIN: 116-284-099

(Sgd.) MARIZEL GACUTAN
TIN: 173-119-836

Witnesses: (Sgd.) Naomi M. Tuano (Sgd.) Concepcion D. Quintero

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)

CITY OF MAKATI) S.S

BEFORE ME, a Notary Public in and for the City of Makati, personally appeared the following persons and presenting their respective Community Tax Certificates, to wit:

Name	CTC No.	Date/Place of Issue
Marianne M. Manzanas	14239312-D	2-29-96; Makati, Philippines
Ethelwoldo E. Fernandez	12174899-C	2-29-96; Makati, Philippines
Simeon Ken R. Ferrer	12174910-C	2-29-96; Makati, Philippines
Jocelyn Sanchez-Salazar	12174985-C	2-29-96; Makati, Philippines
Marizel Gacutan	12174916-C	2-29-96; Makati, Philippines

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act deed.

The above-mentioned persons, together with their two (2) instrumental witnesses, have affixed their respective signature on each and every page of the aforesaid document including this page written to Acknowledgements is found, consisting of six (6) pages.

AMENDED ARTICLES OF INCORPORATION

OF

OCEANAGOLD (PHILIPPINES), INC.

(formerly AUSTRALASIAN PHILIPPINES MINING, INC.)**

KNOWN ALL MEN BY THESE PRESENTS:

That we, all of legal age, majority of whom are residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST. The name of the corporation shall be

OCEANAGOLD (PHILIPPINES), INC. *(As amended by the stockholders and directors on April 28, 2007.)*

SECOND. The purpose for which the corporation is formed are:

PRIMARY PURPOSE

To undertake activities involving large-scale exploration, development and utilization of mineral resource, as well as the conduct of exploration and mineral processing activities pursuant to exploration and mineral processing permits or financial and/or technical assistance agreements or such mineral agreements and other permits and agreements as may be allowed by law; to render exploration and other related services and undertake feasibility studies, as well as all aspects of technical and management services to individuals, partnerships, associations and corporations engaged in mining or, in any manner in the acquisition, conveyance, storage, marketing, processing refining, wholesale and distribution of minerals; to give financial assistance to mining enterprises or corporations; to extend financial assistance to mineral exploration enterprises and mineral tenement owners through service contracts without engaging in financing activity as defined in Republic Act No. 5980, and to provide technical and managerial services in the execution of such exploration activities as prospecting, geo-technical surveying, drilling, boring, tunneling, bulk sampling, metallurgical testing and other studies in evaluating the development potential of metal and mineral deposits of all kind; to provide technical and managerial services in the development and utilization of mineral resources and processing activities; to acquire an interest in such enterprises or corporations to the extent allowed by law; to enter into contracts with mineral tenement owners, mineral exploration enterprises and mining enterprises in connection with the above activities; and to enter into such agreements with the President of the Philippines or other agencies of the Philippines government as may be allowed by law in furtherance of its purposes**; and to perform all acts necessary for the furtherance of its primary purpose including, without limitation, (i) to borrow money or raise money or funds, (ii) to mortgage or provide security interest over any assets of the Corporation, and (iii) to guarantee obligations of and act as surety for, the loans and obligations of its subsidiaries (if any), affiliates or associates, and/or to secure the said obligations by mortgage or creating a security**

interest over any assets of the Corporation, in each case as may be authorized by its Board of Directors provided the same is considered beneficial to the Corporation as may be determined by its Board of Directors, without operating as a lending or financing corporation. *(As amended at the special stockholders' meeting held on August 7, 1998;* ***As approved by a majority of the Board of Directors on November 9, 2023, and by the stockholders owning or representing 2/3 of the outstanding capital stock during their special meeting held on November 9, 2023).***

SECONDARY PURPOSE

In furtherance of its primary purpose, the corporation shall have the following incidental powers:

a.) To acquire by purchase, lease, or contract followed by law, any and real and personal properties of every kind and description whatsoever which the Corporation may deem necessary or appropriate in which the Corporation may lawfully engage, and to own, hold, operate, improve, develop, manage, grant, lease, sell, exchange or otherwise dispose of the whole or any part thereof without, however, engaging in the subdivision business;

To borrow or raise money for any of the purposes of the Corporation, and from time to time subject to the limitations of the law, to draw, make, accept, endorse, transfer, assign, execute and issue promissory notes, drafts, bill**s** of exchange, warrant**s**, bonds, debentures**, acceptances** and other negotiable**, non-negotiable** and transferrable instruments and evidence**s** of indebtedness **and other securities**, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage or pledge all or any part of the property or assets at any time held or owned by the Corporation on such terms and conditions as the Board of Directors of the Corporation or its duly authorized officers or agents shall determine and as may be permitted by law;

b.) **To invest and deal with the money and properties of the Corporation, including the investment of corporate funds, monies and properties to any person, entity, or corporation, including (for the avoidance of doubt) any person, entity, or corporation in which the Corporation has a lawful interest, in such manner as may from time to time be considered wise or expedient by the Board of Directors for the advancement of the Corporation's interests. For purposes of this paragraph, paragraphs (d) and (i), and other applicable paragraphs of this Articles of Incorporation, any person, entity, or corporation in which the Corporation has a lawful interest includes the Corporation's parent (direct or indirect), subsidiaries, affiliates, and other related companies, whether domestic or foreign;**

c.) **(i) To lend money in favor of, or enter as a creditor into a contract of loan with, any person, entity or corporation, and (ii) without prejudice to and to the extent not covered by the primary purpose of the Corporation, to mortgage or provide security and corporate funds, monies and properties to secure all or any part of**

the liabilities of any person, entity, or corporation, and/or to guarantee or act as surety of all or any part of the liabilities of any person, entity, or corporation, in each case, including (for the avoidance of doubt) any person, entity or corporation in which the Corporation has a lawful interest, in such manner as may from time to time be considered wise or expedient by the Board of Directors for the advancement of the Corporation's interests, and to negotiate, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes;

d.) Insofar as may be permitted by law, to purchase, or otherwise acquire the stocks, bonds, or other securities or evidence of indebtedness of any other corporation, association, firm or entity, domestic or foreign, and to issue in exchange thereof in case, or otherwise; to hold or own, use, sell, deal in, dispose of, and turn to account any such stocks, bonds or other securities, and while the owner or holder thereof, to exercise all the rights and powers of ownership, including the right to vote thereon for any purpose;

e.) Insofar as may be permitted by law, to do any acts or things necessary or useful for the protection, development, improvement or operation of any person, corporation, association, firm or entity in or with which the Corporation has an interest of any kind, whether as stockholder or manager;

f.) To purchase, hold cancel, reissue, sell, exchange, transfer or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine; provided that the Corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital stock, except to the extent permitted by law;

g.) To merge, consolidate, combine or amalgamate with any corporation, firm association or entity heretofore or hereafter created in such manner as may be permitted by law;

h.) To acquire, take over, hold and control all or any part of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm, association or corporation, and to guarantee all or any part of the liabilities of any person, entity, or corporation, **including (for the avoidance of doubt) any person, entity, or corporation** in which **the Corporation** has a lawful interest (including its affiliates and other related companies), whether domestic or foreign, and whether as a going concern or not engaging in or previously engaged in a business which the Corporation is or may become authorized to carry on or which may be appropriate or suitable for the purpose of the Corporation, and to pay for the same in cash or in stocks, bonds or securities of the Corporation or otherwise, and to hold, manage, operate, conduct and dispose of, in any manner, the whole or part of any such acquisitions, and to exercise all the powers necessary or convenient for the conduct and management thereof; *(As amended by the Board of Directors and Stockholder in their respective meetings held on March 20, 2012)*

i.) Within the limits prescribed by law, to organize~~d~~ or cause to be organized under the laws of the Republic of the Philippines or any other state, territory, nation, province or government, corporations, associations, firms or entities for the purpose of accomplishing any or all of the objects for which the Corporation is organized; to dissolve, wind up, liquidate, merge, consolidate, combine or amalgamate with any such corporation or corporations, association, firms or entities, or to cause the same to be dissolved wound up, liquidated, consolidated, merged, consolidated, combined or amalgamated;

j.) To carry out the above-mentioned purpose as principal, agent, factor, license, concessionaire, contractor or otherwise either alone or in conjunction with any other person, firm, association, corporation of entity, whether domestic or foreign;

To enter into contracts and arrangement of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, authority any rights, privileges, contracts and concessions which the Corporation may be deem desirable to obtain, and carry out, perform or comply with such contracts or arrangements and exercise any such rights, privileges and concessions; and

k.) To do perform all acts and things necessary, suitable or properly for the accomplishment of the purposes hereinabove stated or which shall at any time appear conducive to the protection or benefit of the Corporation, including the exercise of the powers, authorities and attributes conferred upon corporations organized under the laws of the Republic of the Philippines in general and upon domestic corporations of like nature in particular.

The foregoing clauses shall each be construed as purposes, objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific purposes, objects and powers shall not be held to limit or restrict in any manner the powers of the Corporation, and that they are in furtherance of, and in addition to, and not in limitation of, the general powers conferred upon the Corporation by the laws of the Philippines or otherwise; nor shall the enumeration of one thing be deemed to exclude another, although it is of like nature, not expressed. ***(As approved by a majority of the Board of Directors on November 9, 2023, and by the stockholders owning or representing 2/3 of the outstanding capital stock during their special meeting held on November 9, 2023).***

THIRD. The principal office of the Corporation is located at Didipio Mine, Didipio, Kasibu, Nueva Vizcaya. *(As amended by the Board of Directors and Stockholders in their respective meetings held on October 17, 2014.) (As approved by a majority of the Board of Directors on December 12, 2022, and by the stockholders owning or representing 2/3 of the outstanding capital stock during their special meeting held on December 15, 2022).*

FOURTH. **That the Corporation shall exist perpetually.** ***(As approved by a majority of the Board of Directors on November 9, 2023, and by the stockholders owning or***

representing 2/3 of the outstanding capital stock during their special meeting held on November 9, 2023).

FIFTH. The names, nationalities and residences of the incorporators of said Corporation are as follows:

Name	Nationality	Residence
Marianne M. Manzanas	Filipino	3318 Apitong Street, Paranaque, Metro Manila, Philippines
Ethelwoldo E. Fernandez	Filipino	No. 9, 7th Street, Beverly Hills Subdivision, Taytay, Rizal, Philippines
Simeon Ken R. Ferrer	Filipino	29 La Maison Townhomes, Katipunan Avenue, Quezon City, Philippines
Jocelyn Sanchez-Salazar	Filipino	19 Mahabagin Street, Teachers Village, Quezon City, Philippines
Marizel Gacutan	Filipino	No. 8 Amelita Street, BF Homes, Las Piñas, Metro Manila, Philippines

SIXTH. That the number of directors of the Corporation shall be **EIGHT (8),** and that the names, nationalities and residences of the **first** directors who are to serve until their successors are elected and qualify as provided by the By-Laws of the Corporation are as follows: ***(As approved by a majority of the Board of Directors on November 9, 2023, and by the stockholders owning or representing 2/3 of the outstanding capital stock during their special meeting held on November 9, 2023).***

Name	Nationality	Residence
Marianne M. Manzanas	Filipino	3318 Apitong Street, Paranaque, Metro Manila, Philippines
Ethelwoldo E. Fernandez	Filipino	No. 9, 7th Street, Beverly Hills Subdivision, Taytay, Rizal, Philippines
Simeon Ken R. Ferrer	Filipino	29 La Maison Townhomes, Katipunan Avenue, Quezon City, Philippines
Jocelyn Sanchez-Salazar	Filipino	19 Mahabagin Street, Teachers Village, Quezon City, Philippines
Marizel Gacutan	Filipino	No. 8 Amelita Street, BF Homes, Las Piñas, Metro Manila, Philippines

SEVENTH. That the authorized capital stock of said Corporation is TWO HUNDRED TWENTY-EIGHT MILLION PESOS (**₱**228,000,000**.00**), Philippine currency, **divided into 2,280,000,000 Common Shares with a par value of 10 Philippine centavos (₱0.10) each.** *(Approved and amended by the Board of Directors and Shareholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation in meetings held on February 11, 2005.) (This is the Philippine peso equivalent of Four Million U.S Dollars (US$4,000,000.00) using the Philippines Peso-Dollar exchange rate of P 57-$1.)*

No stockholder of any class shall be entitled to any preemptive right to purchase, subscribe for, or receive any part of the shares of any class of the Corporation, whether it is issued from the Corporation's unissued capital or an increase in its authorized capital, or from the sale of the Corporation's treasury stock.

In connection with the initial public offering and listing of the Corporation's shares on the Philippines Stock Exchange, Inc. (the "Exchange"), the Corporation shall cause its existing non-public stockholders and their related parties, and other relevant parties, to comply with the lock-up requirements of the Exchange, as provided under the applicable Listing Rules for the Main and SME Boards of the Exchange, as may be amended, subject to any waiver or exemption that may be granted by the Exchange in respect of such lock-up requirement. ***(As approved by a majority of the Board of Directors on November 9, 2023, and by the stockholders owning or representing 2/3 of the outstanding capital stock during their special meeting held on November 9, 2023).***

EIGHT. That the amount of said capital stock which has been actually subscribed is THIRTEEN MILLION TWO HUNDRED FIFTY THOUSAND & 00/100 (13,250,000.00) Philippine Currency and the following persons have subscribed for the number of shares and the amount of capital stock indicated their respective names:

Name	No. of Shares Subscribed		Amount of Shares Subscribed
Marianne M. Manzanas	1	P	100.00
Ethelwoldo E. Fernandez	1		100.00
Simeon Ken R. Ferrer	1		100.00
Jocelyn Sanchez-Salazar	1		100.00
Marizel Gacutan	1		100.00
Climax Mining Limited	312,495		13,249,500.00
Total	312,500		P13,250,000.00

NINTH. That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

Name	Nationality	Amount Paid

Marianne M. Manzanas	Filipino	P 100.00
Ethelwoldo E. Fernandez	Filipino	100.00
Simeon Ken R. Ferrer	Filipino	100.00
Jocelyn Sanchez-Salazar	Filipino	100.00
Marizel Gacutan	Filipino	100.00
Climax Mining Limited	Australian	P 13,249,500.00
Total		P 13,250,000.00

TENTH. That Mr. Simeon Ken R. Ferrer has been elected by the subscribers as Treasurer-in-Trust of the Corporation to act as such until his successor is duly elected and shall have qualified in accordance with the By-Laws; and that, as such treasurer, he has been authorized to receive for the Corporation and to issue in its name receipts for, all subscriptions paid by the subscribers.

IN WITNESS WHEREOF, the parties hereunto set our hands this 11th day of July, 1996 at Makati Metro Manila, Philippines

(Sgd.) MARIANNE M. MANZANAS
TIN: 131-272-167

(Sgd.) ETHELWOLDO E. FERNANDEZ
TIN: 106-169-268

(Sgd.) SIMEON KEN R. FERRER
TIN: 116-283-788

(Sgd.) JOCELYN SANCHEZ-SALAZAR
TIN: 116-284-099

(Sgd.) MARIZEL GACUTAN
TIN: 173-119-836

Witnesses: (Sgd.) Naomi M. Tuano (Sgd.) Concepcion D. Quintero

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)

CITY OF MAKATI) S.S

BEFORE ME, a Notary Public in and for the City of Makati, personally appeared the following persons and presenting their respective Community Tax Certificates, to wit:

Name	CTC No.	Date/Place of Issue
Marianne M. Manzanas	14239312-D	2-29-96; Makati, Philippines
Ethelwoldo E. Fernandez	12174899-C	2-29-96; Makati, Philippines
Simeon Ken R. Ferrer	12174910-C	2-29-96; Makati, Philippines
Jocelyn Sanchez-Salazar	12174985-C	2-29-96; Makati, Philippines
Marizel Gacutan	12174916-C	2-29-96; Makati, Philippines

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act deed.

The above-mentioned persons, together with their two (2) instrumental witnesses, have affixed their respective signature on each and every page of the aforesaid document including this page written to Acknowledgements is found, consisting of six (6) pages.