

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 BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

OCEANAGOLD (PHILIPPINES), INC.

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 majority of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 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.

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 30th day of January, Twenty Twenty Four.


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

GL/bds



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

electronic Official Receipt

Transaction Details

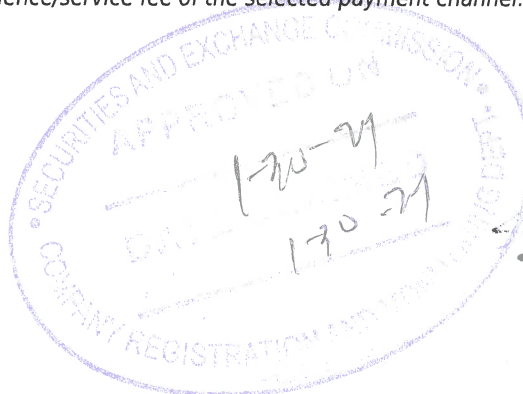
eOR Number	20240119-PM-0008270-53
Transaction Number	20240119121212800110170438355688562
Payment Date	January 19, 2024 03:21 PM
Payment Scheme	gcash
Status	COMPLETED
Payment Status	PAYMENT SUCCESS

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.



Contact No.:

TIN:

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

O C E A N A G O L D (P H I L I P P I N E S) , I N C .

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

D I D I P I O M I N E , D I D I P I O , K A S I B U
N U E V A V I Z C A Y A , P H I L I P P I N E S
3 7 0 3

Company's Email Address

CorporateSecretaryPH@oceanagold.com

COMPANY INFORMATION

Company's Telephone Number/s

+63 2 87796600

Mobile Number

+639175076014

CONTACT PERSON INFORMATION

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

Name of Contact Person

Hermedia M. Banzuela

Email Address

Yang.Banzuela@oceanagold.com

Telephone Number/s

+63 2 87796653

Mobile Number

+639175076014

Contact Person's Address

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

To be accomplished by CRMD Personnel

Assigned Processor:

Date

Signature

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

AMENDED BY-LAWS
OF
OCEANAGOLD (PHILIPPINES), INC.
(formerly AUSTRALASIAN PHILIPPINES MINING, INC.)*

ARTICLE 1

OFFICE

- 1.1 The **principal** office of the **Corporation** shall be located at **Didipio Mine, Didipio, Kasibu, Nueva Vizcaya.**¹
- 1.2 The **Corporation** may have other offices at such other places as the Board of Directors may from time to time designate, when the business of the **Corporation** so requires.

ARTICLE 2

MEETING OF STOCKHOLDERS

- 2.1 ANNUAL MEETING – The annual meeting of stockholders for the election of directors and the transaction of such other business as may be proper shall be held on the **third Monday of June of each year*** at the principal office of the **Corporation** unless **such is not practicable and a** written notice of such meeting **fixes (i) another place within Kasibu, Nueva Vizcaya or (ii) such other place as may be allowed under applicable law, regulations or governmental issuances. At least twenty-one (21) days prior to the date of an annual meeting of stockholders, unless waived by the stockholders or a shorter period is allowed by law or regulations, notices of the time and place of such meeting shall be served by the Corporate Secretary or Assistant Corporate Secretary by personal delivery, by mail, by courier, by electronic message, or such other manner allowed by law or regulations, to each stockholder of record at his or her last known address or electronic address, as applicable. The notice shall state the place, date and time of the meeting and the purpose for which the meeting is called.** Publication of the notice in newspaper shall not be necessary and shall not be required.

A written waiver of any such notice signed by the stockholder entitled thereto shall be deemed equivalent to the satisfaction of such notice requirements. Attendance of a stockholder at an annual meeting shall constitute a waiver of notice of such meeting,

* As amended by the stockholders and directors on April 28, 2007.

¹ *As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.*

* As amended by the stockholders and directors on November 2, 2006.

except when such stockholder attends the annual meeting for the express purpose of objecting, at the beginning of the annual meeting, to the transaction of any business because the annual meeting was not lawfully called or convened.

In case of postponement of a stockholders' annual meeting, written notice thereof and the reason therefor shall be sent to all stockholders of record at least two (2) weeks, or such shorter period as may be allowed by law or regulations, prior to the date of the meeting. If, for any cause, the annual meeting of the stockholders for the election of the directors shall not be held on the date fixed by these By-Laws, the directors then in office shall hold over until their successors shall have been duly elected and qualified. The new election may be held at any annual or special meeting called for the purpose.²

- 2.2 SPECIAL MEETINGS – Special meetings of the stockholders may be called by the President of the Corporation, or by the Corporate Secretary upon written demand by a majority of the Board of Directors, or by the owners of at least ten percent (10%) of the outstanding capital stock entitled to vote, specifying the purpose or purposes of said meeting. At least twenty-one (21) days prior to the date designated for the holding of any special meeting of the stockholders, unless waived by the stockholders or a shorter period is allowed by law or regulations, notices of the time and place of such meeting shall be served by the Corporate Secretary or Assistant Corporate Secretary by personal delivery, by mail, by courier, by electronic message, or such other manner allowed by law or regulations, to each stockholder of record at his or her last known address or electronic address, as applicable. The notice shall state the place, date and time of the meeting and the purpose for which the meeting is called.

A written waiver of any such notice signed by the stockholder entitled thereto shall be deemed equivalent to the satisfaction of such notice requirements. Attendance of a stockholder at a special meeting shall constitute a waiver of notice of such meeting, except when such stockholder attends the special meeting for the express purpose of objecting, at the beginning of the special meeting, to the transaction of any business because the special meeting was not lawfully called or convened.³

- 2.3 PROXIES AND QUORUM – At all stockholders' meetings, stockholders of record may participate and vote in person, by proxy, through remote communication or in absentia. The proxy should be duly given in writing and deposited with the Corporate Secretary or Assistant Corporate Secretary of the Corporation for authentication and determination as to its validity at least five (5) business days, or such shorter period as may be allowed by the Board of Directors, before the scheduled date of the meeting. Such proxies filed with the Corporate Secretary or Assistant Corporate Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with

² As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.

³ As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023

the Corporate Secretary or Assistant Corporate Secretary, prior to a scheduled meeting or by their personal presence at the meeting but in any event, within the period as may be allowed by the Corporation. A proxy need not be a stockholder, and unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Corporate Secretary or Assistant Corporate Secretary. The instrument appointing a proxy shall be deemed to confer authority to demand, or join in, a poll.

A stockholder voting through remote communication or in *absentia* may cast his vote through electronic mail, messaging service or such other manner of voting, pursuant to such internal rules established by the Board of Directors.

Except as otherwise provided by law, holders of the majority of the outstanding capital stock entitled to vote attending such meeting, either in person, by proxy, through remote communication, or participation in *absentia* shall constitute a quorum for the transaction of any lawful business. If no quorum is present at any meeting, the same shall be adjourned from time to time until such quorum shall be obtained.

Each share of stock shall be entitled to one (1) vote, except in the election of directors where cumulative voting shall be observed. A majority of the quorum shall decide any question that may come before the meeting, save and except in those cases in which the laws or regulations require the affirmative vote of a greater percentage.

The foregoing paragraphs shall be without prejudice to the provisions of applicable laws allowing stockholders to vote by written assent.⁴

- 2.4 MEETING BY REMOTE COMMUNICATION – To the extent permitted under applicable law and regulations and as provided in the internal rules by which the manner such participation and voting may be done, any one or more stockholders may participate in and vote at a meeting through the medium of telephone conference, video conference, or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A stockholder so participating shall be deemed to be present in person at the meeting and shall be counted in quorum.⁵

- 2.5 CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE – For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof, or to receive payment of any dividend, or of making a determination of stockholders for any other purpose, the Board of Directors shall fix in advance the record date for the determination of

⁴ As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.

⁵ As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.

stockholders. A determination of stockholders of record entitled to notice of or to vote or be voted at a meeting of stockholders shall apply to any adjournment of meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.⁶

ARTICLE 3

BOARD OF DIRECTORS

3.1 **QUALIFICATION AND ELECTIONS** – The general management of the Corporation shall be vested in a Board of **eight (8)** directors, who shall be stockholders of the Corporation and who shall be elected annually by the stockholders and to serve as directors until the election and qualification of their successors.⁷

3.2 **QUORUM AND BOARD ACTIONS** – The directors shall act only as Board, and the individual directors have no power as such. Majority of the number of directors specified in the Articles of Incorporation* shall be necessary at all meetings to constitute a quorum for the transaction of any business.

Every decision of at least **a majority of the directors constituting a quorum** shall be valid as a corporate act, unless the law requires a vote of a greater number, **such as the election of officers which shall require the vote of a majority of all the members of the Board.**⁸

3.3 **MEETINGS** – (a) Immediately after the election of the members of the Board of Directors, they shall organize themselves by electing a Chairman of the Board and a President from among their members, though they may, at their discretion elect, only one member to serve as both Chairman of the Board and President of the Corporation. They shall also elect the other officers of the Corporation provided thereafter as provided herein shall hold office for one (1) year from the date of their election and until their successors are elected and qualified, unless any such officer is sooner removed by the Board.

(b) Regular meetings of the Board of Directors shall be held **once every quarter of the year on such dates and on such times and places as the Chairman of the Board of Directors, or, in his absence, the President of the Corporation may fix, or upon the request of at least a majority of all the members of the Board of Directors.**

⁶ As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.

⁷ As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.

^{*} As amended by the stockholders and directors on November 2, 2006.

⁸ As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.

(c) Special meetings of the Board of Directors may be held at any convenient time and place at the call of (i) the President of the Corporation, or (ii) the Corporate Secretary upon written request of at least two (2) directors.

(d) Notice of the meetings of the Board of Directors stating the purpose or purposes thereof shall be sent either by personal delivery, by mail, by courier, or by electronic message to each director at least two (2) days before the date of the meeting, unless waived by the Board of Directors or a shorter period is allowed by law or regulations. Notice of the time, place, and purpose of any meeting of the Board of Directors may be waived expressly, by instrument in writing, or impliedly. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when such director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

(e) Any one or more directors may participate in and vote at meetings of the Board through the medium of telephone conference, video conference, or similar form of communication equipment as may be permitted by law or regulations, provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A director so participating shall be deemed to be present in person at the meeting and shall be counted in a quorum.

(f) The Corporate Secretary, or in his or her absence, the Assistant Corporate Secretary, or in the absence of both, the secretary of the meeting appointed by the Chairman or in his or her absence, by the presiding director, shall ensure that such conferences are duly recorded and any tapes, appropriate discs or electronic recordings are properly stored for safekeeping. Meetings conducted through telephone conferencing or video conferencing or similar form of communication equipment shall be in accordance with the guidelines prescribed under relevant laws and regulations.⁹

3.4 POWERS – The Board of Directors shall have the general management of the business of the Corporation and such powers and authorities as are herein stated in these By-Laws or by statutes of the Philippine expressly conferred upon it. Without prejudice to the general powers hereinabove conferred, the Board of Directors shall have the following express powers:

(a) From time to time, to make and change the rules and regulations not inconsistent with these By-Laws, as amended, for the management of the Corporation's business and officers;

⁹ *As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.*

- (b) To purchase or otherwise acquire for the Corporation rights and privileges which the Corporation is authorized to acquire at such price and on such terms the conditions and for such consideration as it shall from time to time see fit;
 - (c) To pay for any property or rights acquired by the Corporation or to discharge **the** obligations of the Corporation either wholly or partly in money or in stock, bonds, debentures or other securities of the Corporation;
 - (d) To borrow money for the Corporation and to create, make and issue mortgages, bonds, deeds of trust and negotiable instruments or securities secured by mortgage or pledge of property belonging to the Corporation;
 - (e) To create such position or offices as the needs of the business of the Corporation shall require;
 - (f) To delegate from time to time, any of the delegable powers of the Board of Directors in the course of the current business or businesses of the Corporation to any standing committee or to any officer or agent, with such powers (including the power to sub-delegate) and upon such terms and conditions as may be deemed fit.¹⁰
- 3.5 VACANCIES – Should the position of any director become vacant by reason of death or resignation except by removal or expiration of the term, the vacancy shall be filled by the majority vote of the remaining directors, if still constituting a quorum; otherwise, said vacancy shall be filled by the stockholders owning at least the majority of the outstanding capital stock entitled to vote in a regular or special meeting called for such purpose. The director(s) so elected to fill the vacancy/ies shall serve for the unexpired term of the director(s) replaced.
- 3.6 DIRECTORS' COMPENSATION – Fair compensation (other than per diems)_may be granted to directors by the vote of stockholders representing at least a majority of the outstanding capital stock entitled to vote at **the annual** or special stockholders' meeting.¹¹
- 3.7 MINUTES – Minutes of all meetings of the Board of Directors shall be kept and carefully preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.
- 3.8 INDEPENDENT DIRECTORS – Out of the eight (8) directors, at least three (3), or such number of independent directors as may be required by law or regulations, should be independent directors, who are possessed of all such qualifications and none**

¹⁰ *As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.*

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of the disqualifications prescribed by laws, rules, and the Code of Corporate Governance for Publicly-Listed Companies, as may be amended from time to time.¹²

3.9 BOARD COMMITTEES – The Board of Directors shall constitute committees that the law and the Code of Corporate Governance may mandate, such as but not limited to an Audit Committee and a Corporate Governance Committee or such other equivalent committees, with such duties and responsibilities as set out in the relevant laws, rules, regulations, and the Code of Corporate Governance for Publicly-Listed Companies. In addition, the Board of Directors may create other internal committees with the powers determined by the Board of Directors. All established committees shall be required to have committee charters stating in plain terms their respective purposes, memberships, structures, operations, functions, responsibilities, reporting processes, resources and other relevant information, including the standards for evaluating performance of the committees.¹³

3.10 AUDIT COMMITTEE OR EQUIVALENT – The Board of Directors shall constitute an Audit Committee or such other equivalent committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations. It shall have such composition, powers, duties and responsibilities set out in the relevant laws, rules, regulations, and the Code of Corporate Governance for Publicly-Listed Companies.¹⁴

3.11 CORPORATE GOVERNANCE COMMITTEE OR EQUIVALENT – The Board of Directors shall establish a Corporate Governance Committee or such other equivalent committee which shall assist the Board of Directors in the performance of its corporate governance responsibilities. It shall have such composition, powers, duties and responsibilities set out in the relevant laws, rules, regulations, and the Code of Corporate Governance for Publicly-Listed Companies.¹⁵

ARTICLE 4

OFFICERS OF THE CORPORATION

4.1 OFFICERS – The officers of the Corporation shall consist of a Chairman of the Board of the Directors, a President, a Treasurer, a Corporate Secretary, an Assistant Corporate

¹² As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.

¹³ As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.

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¹⁵ As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.

Secretary, and a Compliance Officer. These officers shall hold office for one (1) year and until their successors shall have been duly elected and qualified all other executive officers appointed by the Board of Directors shall hold office at the pleasure of, and until relieved by the Board **of Directors.** Except for the Chairman of the Board **of the Directors** and the President **of the Corporation,** all other officers of the Corporation need not be members of the Board of Directors. The Board may create such officers and appoint such officers and agents as it may deem necessary to efficiently carry out the programs and objectives of the Corporation.¹⁶

- 4.2 CHAIRMAN OF THE BOARD; POWERS AND DUTIES – The Chairman of the Board **of Directors,** who shall be a member of the Board of Directors, shall preside at all meetings of the Board of Directors. However, in his **or her** absence or disability to do so, the President **of the Corporation** shall act as the Chairman. He **or she** shall also have such other powers and duties as stated elsewhere in these By-Laws, **as amended,** and as the Board of Directors may assign to him.¹⁷
- 4.3 PRESIDENT; POWERS and DUTIES – The President **of the Corporation** elected by the Board of Directors from among its members, shall preside at all meetings of the stockholders. In his **or her** absence, the Board of Directors shall designate one of them to preside at the stockholders' meetings. He **or she** shall have general supervision, **management** and control of all the affairs of the Corporation; he **or she** shall sign the certificates of stock; he **or she** shall make reports to the Board of Directors and stockholders; he **or she** shall see to it that the resolutions of the Board of Directors are duly executed and carried out; and he **or she** shall perform all such other duties as are incident to his **or her** office are properly required of him **or her** by the Board of Directors. **The President of the Corporation may assign the exercise or performance of any of the foregoing powers, duties, and functions to any other officer(s).**¹⁸
- 4.4 TREASURER; POWERS AND DUTIES – The Treasurer, **who shall be a resident of the Philippines,**¹⁹ shall have custody of all moneys, securities and values of the Corporation, which may come into his **or** her possession and shall deposit them in any banking institution which the Board of Directors may designate. Such moneys, securities and values of the Corporation shall be subject to withdrawals only by checks or other written demands of the Corporation, signed by the Treasurer and/or other officer or officers as may be

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¹⁹ As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.

determined by the Board of Directors. He or she shall perform all other duties incident to his or her office, and all that may be required of him or her by the Board of Directors.²⁰

- 4.5 **SECRETARY; POWERS AND DUTIES** – The Corporate Secretary or the Assistant Corporate Secretary, who shall be a citizen and a resident of the Philippines, shall issue all notices of all meetings; shall keep the minutes thereof, shall have charge of the seal and the corporate books; shall countersign the certificates of stocks and such other instruments requiring his or her signature; shall verify the correctness and validity of proxies and voting trust agreements; shall keep and preserve up- to-date specimen signature cards of all the stockholders of record; and shall make such reports and perform such other duties as are incident to this office conferred upon him or her by the Board of Directors.²¹
- 4.6 **COMPLIANCE OFFICER** – The Compliance Officer shall have such duties as may be outlined under applicable laws, regulations and the Code of Corporate Governance for Publicly-Listed Companies, as may be amended from time to time.²²

ARTICLE 5

SHARES OF STOCK

- 5.1 **STOCK CERTIFICATES/ SCRIPLESS SHARES** – Where stock certificates are issued, such stock certificates shall be signed by the President of the Corporation, and countersigned by the Corporate Secretary or Assistant Corporate Secretary and sealed with the corporate seal of the Corporation; provided that, in case any stock certificate is countersigned by a duly appointed stock transfer agent, transfer clerk, or registrar, the signatures of the President of the Corporation and the Corporate Secretary or Assistant Corporate Secretary, upon such certificate, may be facsimiles, which can be engraved or printed on the same.

In connection with the listing of the Corporation's shares on the Philippine Stock Exchange, Inc. (the "Exchange"), unless subsequently certificated or otherwise allowed by the Exchange, all the issued and outstanding shares of the Corporation will be in scripless form through the electronic book-entry system of the Corporation's stock transfer agent and lodged with the depository agent as required by the Exchange. Legal title to uncertificated shares will be shown in an electronic

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²² As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.

register of stockholders which shall be maintained by the stock transfer agent of the Corporation.²³

- 5.2 TRANSFER OF SHARES – Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, as amended, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly endorsed by the stockholder, his or her attorney-in-fact, or other legally authorized person, or by written instructions to the Corporate Secretary or Assistant Corporate Secretary in case of uncertificated shares. No transfer shall be valid, except as between the parties, until the transfer is recorded in the books of the Corporation so as to show the names of the parties to the transactions, the date of the transfer, the number of certificate or certificates and the number of shares transferred.

No share of stock against which the Corporation holds any unpaid claim shall be transferable in the books of the Corporation.

All certificates surrendered for the transfer shall be stamped “Cancelled” on the face thereof, together with the date of cancellation, and pasted or attached to the stub thereof in the certificate book.²⁴

- 5.3 STOCK TRANSFER AGENT – The Corporation shall engage the services of a duly licensed transfer agent to maintain a registry of the Corporation’s issued and outstanding shares and monitor transfer of the Corporation’s shares, as may be required by relevant regulations.²⁵

ARTICLE 6

DIVIDENDS, FINANCE AND FISCAL YEAR

- 6.1 DIVIDENDS – The Board of Directors may declare dividends out of the unrestricted retained earnings of the Corporation. Stock dividends shall be declared in accordance with law. No dividend shall be declared that will impair the capital of the Corporation.

²³ As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.

²⁴ As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.

²⁵ As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.

Any cash dividends due on delinquent stock shall first be applied to the unpaid balance on the subscription plus costs and expenses while stock dividends shall be withheld from the delinquent stockholders until their unpaid subscription is paid.²⁶

- 6.2 CORPORATE FUNDS – The moneys of the Corporation shall be deposited in the name of the Corporation in such banking institutions **or such entities** as the Board of Directors shall designate, and shall be withdrawn only by checks, drafts, notes, or other instruments signed by the Treasurer and/or other officers and/or other persons designated by resolution of the Board of Directors.²⁷
- 6.3 FISCAL YEAR – The fiscal year of the Corporation shall commence on January 1 and close on December 31 of every year.*
- 6.4 AUDITORS – **The external auditor of the corporation for the ensuing fiscal year shall be appointed at the stockholders' meeting. The external auditor** shall audit and examine the books of account of the Corporation, and shall certify to the Board of Directors and the **stockholders** the annual balances of said books which shall be prepared at the close of said fiscal year under the direction of the Treasurer. No director or officer of the Corporation, and no firm or corporation of which such officer or director is a member, shall be eligible to discharge the duties of Auditor.^{*28}

ARTICLE 7

CORPORATE SEAL

- 7.1 CORPORATE SEAL – The Board of Directors shall provide a suitable seal containing the name of the Corporation and the date of its incorporation, which seal shall be under the custody of the **Corporate Secretary or the Assistant Corporate Secretary.**²⁹

ARTICLE 8

AMENDMENT

²⁶ *As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.*

²⁷ *As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.*

* As amended by the stockholders and directors on November 2, 2006.

* As amended by the stockholders and directors on November 2, 2006.

²⁸ *As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.*

²⁹ *As amended by the stockholders representing at least a majority of the outstanding capital stock and a majority of the members of the board of directors at a meeting of the stockholders held on November 9, 2023 and a meeting of the Board of Directors held on November 9, 2023.*

- 8.1 AMENDMENTS – The Board of Directors by a majority vote thereof, and the owners of at least a majority of the outstanding capital stock entitled to vote of the Corporation, at a regular or special meeting duly called for the purpose, may amend or repeal these By-Laws or any of its amendments or adopt new By-Laws, provided, however, that the owners of two thirds (2/3) of the outstanding capital stock entitled to vote may delegate to the Board of Directors the power to amend or repeal these By-Laws and any of its amendments or adopt new By-Laws; provided, further, that any power delegated to the Board of Directors to amend or repeal these By-laws or any its amendments or adopt new By-Laws shall be considered revoked whenever stockholders owning or representing a majority of the outstanding capital stock entitled to vote shall so vote at a regular or special meeting.

WHEREFORE, We, the undersigned, being the holders/owners of all the outstanding capital stock of the corporation, hereby adopt the foregoing By-Laws this 11th day of July 1996, at Makati, Metro Manila, Philippines.

(signed)
MARIANNE M. MANZANAS

(signed)
ETHERWOLDO E. FERNANDEZ

(signed)
SIMEON KEN R. FERRER

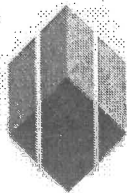
(signed)
JOCELYN SANCHEZ-SALAZAR

(signed)
MARIZEL GACUTAN

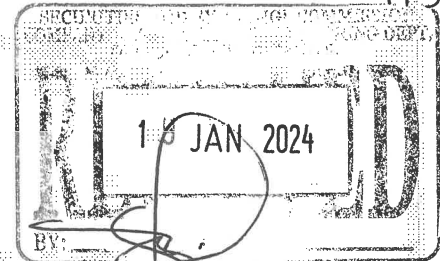
CLIMAX MINING LIMITED

By:

(signed)
Name: Marianne M. Manzanias



Securities and
Exchange
Commission
PHILIPPINES



1/23/24 to be forwarded to

CRMD

MARKETS AND SECURITIES REGULATION DEPARTMENT

Mr. [signature] 1/23/24

CRMD

pls.

PPD

MEMORANDUM

FOR : COMPANY REGISTRATION AND MONITORING DEPARTMENT
FROM : MARKETS AND SECURITIES REGULATION DEPARTMENT
SUBJECT : OCEANAGOLD (PHILIPPINES), INC.
DATE : January 18, 2024

This is in relation to OCEANAGOLD (PHILIPPINES), INC.'s ("Company") request for comments and/or recommendations on their application for the amendment of its Articles of Incorporation ("AOI") and Bylaws.

This Department interposes no objection to the Company's application for amendment of its Articles of Incorporation considering that the said Company has not filed a registration statement nor registered its shares/securities to sell or offer for sale to the public.

However, considering that the amendments on the By-laws relate to matters that are of significance to good corporate governance practices, we recommend to refer the same to the Corporate Governance and Finance Department for its comments.

Notwithstanding the foregoing, our Department defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over the registration of corporations and partnerships in general and amendments to Articles of Incorporation and By-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and do not cover the substance of the application with respect to compliance with the Revised Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules, and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FELIZMENIO, JR.
Director

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 Bylaws 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 a majority 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 Bylaws (**Annex A**) is a true and correct copy of the Bylaws of the Corporation, as amended, reflecting an amendment, revision, insertion, or deletion to the following provisions:

- (a) Section 1.1, Article 1 (*Office*) to reflect Didipio Mine, Didipio, Kasibu, Nueva Vizcaya as the principal office of the Corporation, consistent with the Corporation's Articles of Incorporation.
- (b) Section 2.1, Article 2 (*Meeting of Stockholders*) to revise the date of the annual stockholders' meeting to the third Monday of June of each year and to reflect a change in the time and manner of sending notices for annual stockholders' meetings and to include clauses on waiver of notice and postponement of annual meeting.
- (c) Section 2.2, Article 2 (*Meeting of Stockholders*) to reflect a change in the time and manner of sending notices for special stockholders' meetings, to include a clause on waiver of notice, and to allow owners of at least ten percent (10%) of the outstanding capital stock entitled to vote to call for special meetings.
- (d) Section 2.3, Article 2 (*Meeting of Stockholders*) to include the right of the stockholders to participate and vote through remote communication or in absentia, to provide for the period of depositing the proxy with the Corporate Secretary or Assistant Corporate Secretary, and to provide for rules in its revocation.
- (e) Section 2.4, Article 2 (*Meeting of Stockholders*) to provide for the right of the stockholders to participate in and vote at meetings through remote communication.
- (f) Section 2.5, Article 2 (*Meeting of Stockholders*) to provide for the closing of the transfer books or the fixing of record date by the Board of Directors for the purpose of determining the stockholders for any purpose.

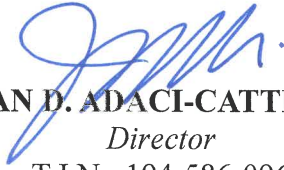
- (g) Section 3.1, Article 3 (*Board of Directors*) to increase the number of directors from five (5) to eight (8).
- (h) Section 3.2, Article 3 (*Board of Directors*) to provide that the decision of at least a majority of the directors constituting a quorum shall be valid as a corporate act, unless the law requires the vote of a greater number.
- (i) Section 3.3, Article 3 (*Board of Directors*) to revise the date of regular and special meetings of the Board of Directors, to reflect the change in the manner of sending notices of the meetings of the Board of Directors, to provide for the right of the directors to participate in and vote at meetings through remote communication, and to provide for the proper recording of the meeting.
- (j) Section 3.4, Article 3 (*Board of Directors*) to refer to the Bylaws, as amended.
- (k) Section 3.6, Article 3 (*Board of Directors*) to refer to the annual stockholders' meeting instead of regular for consistency.
- (l) Section 3.8, Article 3 (*Board of Directors*) to include a provision on Independent Directors, which shall be three (3).
- (m) Section 3.9, Article 3 (*Board of Directors*) to include a provision on board committees that the law and the Code of Corporate Governance may mandate, and other internal committees with the powers determined by the Board of Directors.
- (n) Section 3.10, Article 3 (*Board of Directors*) to include a provision on the Audit Committee.
- (o) Section 3.11, Article 3 (*Board of Directors*) to include a provision on the Corporate Governance Committee.
- (p) Section 4.1, Article 4 (*Officers of the Corporation*) to remove the Vice-President, and to include the Assistant Corporate Secretary and the Compliance Officer, as officers of the Corporation.
- (q) Section 4.2, Article 4 (*Officers of the Corporation*) to refer to the Bylaws, as amended.
- (r) Section 4.3, Article 4 (*Officers of the Corporation*) to provide that the President shall have management of all the affairs of the Corporation and the authority to assign the exercise or performance of any of his or her powers, and to delete the clause that the President shall sign all contracts and other instruments to which the corporation is a party in order not to limit the way contracts and instruments of the Corporation are signed and executed.
- (s) Section 4.4, Article 4 (*Officers of the Corporation*) to delete the provision on the Vice-President.

- (t) Section 4.5, now Section 4.4, Article 4 (*Officers of the Corporation*) to provide that the Treasurer shall be a resident of the Philippines consistent with the Revised Corporation Code.
- (u) Section 4.6, now Section 4.5, Article 4 (*Officers of the Corporation*) to include the Assistant Corporate Secretary, in addition to the Corporate Secretary, as an officer of the Corporation.
- (v) Section 4.6, Article 4 (*Officers of the Corporation*) to delete the provision on the salaries and bonuses of all officers being fixed by the Board of Directors.
- (w) Section 4.6, Article 4 (*Officers of the Corporation*) to include a provision on the Compliance Officer.
- (x) Article 5 (*Shares of Stock and Stock Certificates, now Shares of Stock*) to remove reference to Stock Certificates in the title of the article so as to allow issuance of scripless shares.
- (y) Section 5.1, Article 5 (*Shares of Stock*) to allow the signatures of the President and the Corporate Secretary or Assistant Corporate Secretary in the stock certificates to be facsimiles in case such stock certificates are countersigned by a duly appointed stock transfer agent, transfer clerk, or registrar and to provide for the issuance of shares in scripless form.
- (z) Section 5.2, Article 5 (*Shares of Stock*) to provide for additional rules on the transfer of shares, especially in case of uncertificated shares, and the cancellation of the surrendered certificates of stock.
- (aa) Section 5.3, Article 5 (*Shares of Stock and Stock Certificates*) to provide that the Corporation shall engage the services of a duly licensed transfer agent as may be required by relevant regulations.
- (bb) Section 6.1, Article 6 (*Dividends, Finance and Fiscal Year*) to specify the manner of declaration and application of dividends.
- (cc) Section 6.2, Article 6 (*Dividends, Finance and Fiscal Year*) to include other entities where corporate funds may be deposited.
- (dd) Section 6.4, Article 6 (*Dividends, Finance and Fiscal Year*) to revise the provision on external auditors for consistency with the Code of Corporate Governance for Publicly-Listed Companies.
- (ee) Section 7.1, Article 7 (*Corporate Seal*) to provide that the corporate seal shall be under the custody of the Corporate Secretary or the Assistant Corporate Secretary.
- (ff) Articles 1 to 8 to capitalize the word “Corporation” when referring to the Corporation, to use of both male and female pronouns, and to ensure consistency when referring to the Board of Directors.

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 Bylaws 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 Bylaws, 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 Bylaws.

[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

P47714906

02 JANUARY 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.

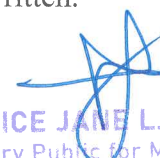
Doc. No. 196 ;

Page No. II ;

Book No. 59 ;

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

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

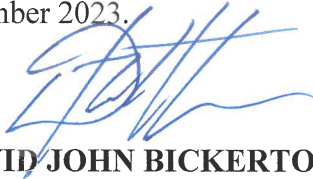
who was identified by me through competent evidence of identity to be the same person who executed the foregoing instrument, who acknowledged before me that her signature on the instrument was voluntarily affixed by her for the purposes stated therein, and who declared to me that she has executed the 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. 240 ;
Page No. 49 ;
Book No. XII ;
Series of 2023.


ATTY. LAURE GUAY DAGUILAT
Notary Public for Nueva Vizcaya
Until December 31, 2023
Roll No. 63046
PTR No. NV2706669/12-19-2022 for 2023/Nueva Vizcaya
IBP Life Membership Roll No.: 018910/ IBP C.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

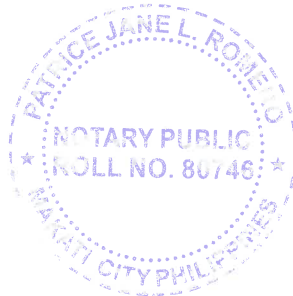
PK4932132

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. 297 ;
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

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. 298 ;

Page No. 59 ;

Book No. 11 ;

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