



# SECURITIES TRADING POLICY

## 1. PURPOSE

In order to preserve the reputation and integrity of **OceanaGold (Philippines), Inc.** (the “**Company**”), it is vital that when people associated with the Company deal or trade in the Company’s securities, those dealings are not only fair, but are seen to be fair. This securities trading policy (this “**Policy**”) is designed to avoid the possibility that misconceptions, misunderstandings or suspicions might arise in connection with dealings or trades by Staff (as defined below) in securities of the Company.

For certainty, this Policy is in addition to any securities trading policy or procedures adopted by OceanaGold Corporation (“**OceanaGold**”) from time to time.

## 2. APPLICATION

This Policy applies to all directors, employees (full time, part time, fixed term, and casual), contractors and consultants of the Company (collectively, “**Staff**”). This Policy also applies to associated parties of Staff, including:

- (a) Spouses or de facto/common law spouses;
  - (b) Dependents;
  - (c) Holding companies, partnerships, trusts or other organized legal entities; and
  - (d) Any other party who or which the Staff may be deemed to control or significantly influence
- (collectively, “**Associated Parties**”).

It is the duty of Staff to ensure that Associated Parties comply with this Policy at all times.

## 3. PROHIBITION ON INSIDER TRADING AND “TIPPING” BY STAFF

### 3.1 Prohibition on Insider Trading

Staff and Associated Parties are prohibited at all times from trading in securities of the Company whilst in possession of, or have knowledge of, Material Non-Public Information.

For the purposes of this Policy, “Material Non-Public Information” means information that:

- (a) has not been generally disclosed to the public and would likely affect the market price of the security after being disseminated to the public and the lapse of a reasonable time for the market to absorb the information; or
- (b) would be considered by a reasonable person important under the circumstances in determining his course of action whether to buy, sell or hold a security

(together, “**Material Non-Public Information**”).

### 3.2 Deemed Insider Trading

A purchase or sale of a security of the Company made by the following people shall be presumed to have been effected while in possession of material non-public information if transacted after such information came into existence but prior to dissemination of such information to the public and the lapse of a reasonable time for the market to absorb such information:

- (a) a director or officer (or person performing similar functions) of, or a person controlling the Company;
- (b) a person whose relationship or former relationship to the Company gives or gave them access to material information about the Company or the security that is not generally available to the public;
- (c) a person who learns such information by a communication from any of the foregoing people in sub-sections 3.2(a) or 3.2(b); or
- (d) the relatives of the foregoing group of people in sub-sections 3.2(a) – 3.2(c), by affinity or consanguinity within the second degree, legitimate or common-law.

### 3.3 Prohibition on Procuring, Advising and Tipping

All Staff and their Associated Parties are prohibited from:

- (a) Procuring, advising, encouraging or recommending or encouraging another person to deal in, hold or enter into an agreement to deal in, the Company's securities while in possession of Material Non-Public Information;
- (b) Engaging in "tipping", which occurs when Staff or an Associated Party informs, other than in the necessary course of business and then only in certain circumstances, another person or company of Material Non-Public Information; and
- (c) Directly or indirectly communicating Material Non-Public Information to another person, whether or not the person knows, or ought reasonably to know, that the other person would, or would be likely to, deal in or hold the Company's securities or procure, advise or encourage another person to do so.

Applicable securities laws impose severe penalties on persons who conduct insider trading activities. The rules set out in this Policy are not exhaustive and compliance with this Policy is not an assurance of immunity from applicable insider trading law restrictions.

Staff are ultimately responsible for their compliance with this Policy and all applicable laws.

## 4. RESTRICTIONS DURING BLACKOUT PERIODS

In addition to the overriding prohibition on insider trading, Staff and their Associated Parties are restricted from dealing in the Company's securities during the following periods (each, a "**Blackout Period**"):

- (a) Each period commencing on the first day of each quarterly or annual period (*i.e.*, January 1, April 1, July 1 and October 1) and ending at the end of the trading day following the day on which the Company publishes its associated financial statements for the previous quarterly or annual period;
- (b) During the period within which Material Non-Public Information is obtained and up to two (2) full trading days after the price sensitive information is disclosed to the public; and
- (c) Any other period determined by the board of directors of the Company (the "**Board**") from time to time to be a Blackout Period.

If any Staff are unsure as to the precise start and finish dates of Blackout Periods, they should consult the Company Secretary or the Compliance Officer.

## 5. COMPLIANCE WITH MINIMUM FLOAT REQUIREMENTS

The Company shall, at all times, comply with the minimum public float requirements of the PSE, as may be amended from time to time.

In this connection, the following persons, who are considered as non-public shareholders, shall be prohibited from trading the Company's shares at all times:

- (a) Directors
- (b) Officers
- (c) Employee-sponsored plans for the following purposes:
  - i. Retirement
  - ii. Savings Plan
  - iii. Incentive Compensation Programs
  - iv. Employee Pension Funds
- (d) Locked-up Shareholdings.

For purposes of this section, "Officers" shall mean shall mean the President, Company Secretary and Treasurer of the Company; the officers provided in the Company's By-laws; the executive or key officers declared in the Company's Annual Report; and any officer of the Company who, individually or collectively with others, is in charge of the management of the Company and/or who is a member of the Company's Management Committee or equivalent committee.

## **6. OTHER PROHIBITIONS**

### **6.1 Dealing in Securities of Other Companies**

If at any time Staff comes into possession of Material Non-Public Information about another listed entity which is acquired through Staff's relationship with the Company, the prohibitions set out in this Policy will apply to the securities of that listed entity as if they were Company securities.

### **6.2 Short Term Trading**

In order to prevent the unfair use of Material Non-Public Information, Staff and their Associated Parties are prohibited from short term or speculative trading of Company securities at all times. Short term trading is a purchase and sale of the same securities within a six-month period.

### **6.3 Hedging**

The use of hedging and other derivative instruments in relation to the Company's securities with the intention of limiting exposure to risk may undermine the objective of this Policy and, if known to the market, may be interpreted by the market as a lack of confidence in the long-term prospects of the Company. Staff and their Associated Parties are therefore prohibited from entering into hedging or other derivatives transactions which change the economic benefit or risk derived by them in relation to any Company securities held by them.

### **6.4 Short Sales, Calls and Put Options**

Short selling involves a person borrowing a security and selling it in the hope that they will be able to buy back the security at a lower price some point in the future and close out their short position at a profit. Such practices by Staff, if known to the market, may lead to negative market perceptions about the future prospects of the Company. Staff and their Associated Parties are therefore prohibited from short selling or selling a "call option" on any of the Company's securities or purchasing a "put option" where they do not own the underlying security or an option currently exercisable therefor, as applicable.

### **6.5 Margin Lending**

Staff must not enter into margin loans or other arrangements involving the Company's securities as collateral to secure repayment of a loan, where the lender is granted a right to sell, or compel the sale of, Staff's securities in the Company.

## **7. MAINTENANCE OF POLICY**

### **7.1 Review**

The Board will periodically review this Policy every two years at the minimum.

### **7.2 Compliance and Training**

If Staff do not understand any aspect of this Policy, it is strongly recommended that they contact the Company Secretary or the Compliance Officer. It is the personal responsibility of all Staff to comply with this Policy and applicable laws and regulations.

All Staff shall be provided the opportunity to attend training programs (both as part of their general induction training and as part of the Company's ongoing training programs) to ensure that each is aware of the terms of this Policy.

### **7.3 Consequences of a Breach of this Policy**

Breaches of this Policy will be treated as serious misconduct and may lead to disciplinary action, including termination for cause. These sanctions are separate from those imposed by the Securities Regulation Code, its Implementing Rules and Regulations, and other applicable laws.

**Approved by:**  
**Board of Directors**  
**OceanaGold (Philippines), Inc.**  
**May 9, 2024**