

CORPORATE GOVERNANCE NOMINATIONS AND RELATED PARTY TRANSACTIONS COMMITTEE CHARTER

This Corporate Governance, Nominations, and Related Party Transactions Committee Charter (this “**Charter**”) sets out the policies, membership, responsibilities, purposes, operations, and other relevant information relative to the Corporate Governance, Nominations, and Related Party Transactions Committee (the “**Committee**”) of **OCEANAGOLD (PHILIPPINES), INC.** (the “**Company**”).¹

The Company shall ensure that this Charter is fully disclosed on its website.²

1. Policy Statement

To constitute and maintain a Committee which shall provide assistance to the Board of Directors (the “**Board**”) in fulfilling its oversight responsibility in relation to the Company’s corporate governance, nominations and elections process, and related party transactions as set out in its corporate manuals, policies, and related documents.

2. Role

2.1 Corporate Governance and Nominations³

The Committee shall have the following duties and functions in respect of ensuring compliance with and proper observance of corporate governance principles and practices:

- (a) Oversee the implementation of the corporate governance framework and periodically review the said framework to ensure that it remains appropriate in light of material changes to the Company’s size, complexity and business strategy, as well as its business and regulatory environments;⁴
- (b) Oversee the periodic performance evaluation of the Board and its committees as well as executive management, and periodically conduct a self-evaluation of its performance;⁵
- (c) Recommend continuing education or training programs for directors, assignment of tasks and projects to Board committees, succession plan for Board members and senior officers, and remuneration packages for corporate and individual performance;⁶
- (d) Recommend to the Board the adoption of corporate governance policies and ensure that these are reviewed and updated periodically, and consistently implemented in form and substance;⁷
- (e) Recommend to the Board a formal and transparent board nomination and election policy that (i) defines the general profile of Board members that the Company may need and ensuring that there is appropriate knowledge, competencies and expertise that complement the existing skills of the Board, (ii) includes the nomination and election process for the Company’s directors, how it accepts nominations from minority shareholders and reviews nominated candidates, and (iii) includes an assessment of the effectiveness of

¹ Code of Corporate Governance for Publicly Listed Companies (“**PLCs**”), Recommendation 3.6.

² Code of Corporate Governance for PLCs, Recommendation 3.6.

³ Code of Corporate Governance for PLCs, Recommendation 3.3.

⁴ As set out in Section 2.2(a)(1) of the OGPI Manual of Corporate Governance.

⁵ As set out in Section 2.2(a)(2) of the OGPI Manual of Corporate Governance.

⁶ As set out in Section 2.2(a)(4) of the OGPI Manual of Corporate Governance.

⁷ As set out in Section 2.2(a)(5) of the OGPI Manual of Corporate Governance.

the Board's processes and procedures in the nomination, election, or replacement of a director, which process of identifying the quality of directors should be aligned with the strategic direction of the Company.

- (f) The policy as recommended by the Committee and approved by the Board shall be disclosed in the Company's Manual of Corporate Governance [or otherwise publicly disclosed].⁸

The Committee may have other duties and responsibilities as may be delegated to it by the Board of Directors in relation to the corporate governance principles and practices of the Company.

2.2 Related Party Transactions⁹

The Committee shall be tasked with reviewing all material related party transactions of the Company and has the following duties and functions:

- (a) Evaluate all material related party transactions to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate or business resources of the Company are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions;¹⁰
- (b) Approve all material related party transactions prior to its endorsement for approval of the Board;¹¹
- (c) Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Company's related party transaction exposures, and policies on conflicts of interest or potential conflicts of interest;¹²
- (d) Report to the Board on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties;¹³
- (e) Ensure that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process.¹⁴

The Committee may have other duties and responsibilities as may be delegated to it by the Board of Directors in relation to the related party transactions of the Company.

- 2.3 For the avoidance of doubt, in case of disagreement within the Committee on any matters covered in this Charter, such disagreement must be elevated to the Board, which will have the final decision on the said matter.

3. MEMBERSHIP AND MEETINGS

3.1 Composition

- (a) Since the Committee consolidates the functions of corporate governance (including nominations) and related party transaction committees, the Committee should be composed of at least three appropriately qualified non-executive directors, all of whom should be independent directors, including the Chairman. For the avoidance of doubt, this committee may have more than three (3) directors.¹⁵

⁸ Section 2.2(a)(6) of the OGPI Manual of Corporate Governance provides: "(6) Recommend to the Board the nomination and election process for the Company's directors, define the general profile of Board members that the Company may need and ensure appropriate knowledge, competencies and expertise that complement the existing skills of the Board".

⁹ Code of Corporate Governance for PLCs, Recommendation 3.5.

¹⁰ As set out in Section 2.2(b)(2) of the OGPI Manual of Corporate Governance.

¹¹ No direct counterpart provision in OGPI Manual of Corporate Governance.

¹² As set out in Section 2.2(b)(3) of the OGPI Manual of Corporate Governance.

¹³ As set out in Section 2.2(b)(4) of the OGPI Manual of Corporate Governance.

¹⁴ As set out in Section 2.2(b)(5) of the OGPI Manual of Corporate Governance.

¹⁵ Code of Corporate Governance for PLCs, Recommendations 3.1, 3.3, and 3.5; as set out in Section 2.2 of the OGPI Manual of Corporate Governance.

- (b) The Chairman of the Committee will be appointed by the Board and cannot be the Chairman of the Audit and Risk Committee of the Company.¹⁶
- (c) The Company's Corporate Secretary or a delegate shall act as the secretary of the Committee.

3.2 Meetings, Quorums, and Actions¹⁷

- (a) The Committee shall meet in person, via teleconference or videoconference facility, or through such other similar means at least once in a calendar year at a time and place determined by its Chairman. Any Board member or the Corporate Secretary may convene additional meetings at his/her discretion, and at such other time as the Committee may consider appropriate and necessary to perform its responsibilities.
- (b) Notice of any meeting of the Committee shall be given at least five (5) business days prior to any such meeting being held unless all members unanimously waive such notice; provided, however, that the Chairman of the Committee, *motu proprio*, or at the request of the Chairman of the Board may call the meeting at shorter notice when the circumstances so require. Irrespective of the length of notice being given, attendance in a meeting shall be deemed a waiver of the notice requirement.
- (c) A majority of the members of the Committee shall constitute a quorum, provided that the majority must always include three independent, non-executive director and a non-independent director.
- (d) Every resolution of at least a majority of the Committee members shall be valid. Where the resolution is recommendatory in nature and requires final approval of the Company's Board, a resolution by at least majority of the members present constituting a quorum shall be considered as valid action.

Further, a resolution in writing signed by a majority of the Committee shall be as valid and effective for all purposes as a resolution of the Committee passed at a meeting of the Committee duly convened, held, and constituted. A written notification of confirmation of such resolution in writing sent by a member of the Committee shall be deemed to be his assent to such resolution in writing for such purpose. Such resolution in writing may be signed in counterparts.

- (e) For efficiency, the following persons are allowed to regularly attend the meetings of the Committee: (i) the President; (ii) members of senior Management; and (iii) Compliance Officer.
- (f) The Committee may invite any member of Management, or any other person, to attend a meeting of the Committee, as the Committee thinks appropriate.

3.3 Minutes¹⁸

Minutes of the Committee meetings shall be taken and recorded by the Secretary of the Committee. Draft minutes of meetings of the Committee shall be sent to all Committee members for their comments within a reasonable time after the meeting. Final version of the minutes, duly signed by the Chairman, shall be sent to all Committee members for their records.

3.4 Remuneration¹⁹

No fees or other remuneration shall be payable to the Committee members in respect of their duties and responsibilities under this Charter except for reasonable per diems approved by the Board of Directors for such purposes.

¹⁶ As set out in Section 2.3, par. 2 of the OGPI Manual of Corporate Governance.

¹⁷ No direct counterpart provision in OGPI Manual of Corporate Governance.

¹⁸ No direct counterpart provision in OGPI Manual of Corporate Governance.

¹⁹ No direct counterpart provision in OGPI Manual of Corporate Governance.

3.5 Attendance and Participation²⁰

The directors who are members of the Committee are enjoined to attend and actively participate in all meetings of the Committee in person or through tele- /videoconferencing, except when justifiable causes, such as, illness, death in the immediate family and serious accidents, prevent them from doing so. In the Committee meetings, the director should review meeting materials and if called for, ask the necessary questions or seek clarifications and explanations.²¹

4. STANDARDS FOR EVALUATING THE PERFORMANCE AND REPORTING

- (a) The Committee shall conduct an annual self-assessment of its performance with the assistance of the Corporate Secretary.²² Such assessments shall include recommendations for improvement and areas of focus and work program for the following year.
- (b) The Chairman of the Committee shall submit a Committee Report to the Chairman of the Board subsequent to Committee meetings and the above-mentioned assessment.

5. MISCELLANEOUS

- (a) The Committee shall have free and full access to all relevant information, data, records, and personnel of the Company.
- (b) The Secretary of the Committee shall have custody of the records of the Committee. Except for information that are required to be disclosed pursuant to law or regulations issued by competent government authorities, the records of the Committee shall be kept confidential.
- (c) The Committee shall conduct periodic review and assessment of this Charter. Changes and revisions shall take effect only upon approval of the Board.
- (d) The Committee shall review this Charter two (2) years or as maybe needed.

Approved by:

**The Board of Directors of
OceanaGold (Philippines), Inc.
July 31, 2024**

²⁰ No direct counterpart provision in OGPI Manual of Corporate Governance.

²¹ Code of Corporate Governance for PLCs, Recommendation 4.1.

²² Code of Corporate Governance for PLCs, Recommendation 3.6.