



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended December 31, 2024
2. SEC Identification Number A 1996-02982 3. BIR Tax Identification No. 004-870-171-00000
4. Exact name of issuer as specified in its charter OceanaGold (Philippines), Inc.
5. Philippines
Province, Country or other jurisdiction
of incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. Didipio Mine, Didipio, Kasibu, Nueva Vizcaya
Address of principal office
8. 3703
Postal Code
8. +63 7 8434 2300
Issuer's telephone number, including area code
9. N/A
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	Provide information or link/reference to a document containing information on the following:	
2. Board has an appropriate mix of competence and expertise.	Compliant	1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance The Company is led by an experienced and competent Board of Directors ("Board") who are committed professionals with experience in the mining industry and other fields which have been deemed by the Company as relevant to its business and as necessary for purposes of ensuring an appropriate mix of competence and expertise.	

		<p>All members of the Board possess the necessary qualifications and none of the disqualifications to serve in the Board as provided in Section 1.4 of the Company's Manual on Corporate Governance.</p> <p>For more information about the Company's directors, please refer to the discussion under Item 9 of the Company's 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure.</p> <p>Please also refer to the section of the Company's website on profiles of its Board of Directors.</p> <p>For the qualification standards for directors, the Company adheres to the principles and policies embodied in its Manual on Corporate Governance, and in its Board Nomination, Election, & Diversity Policy, and Item 9 of the Company's 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure.</p> <p>Section 4.4 of the Company's Board Charter likewise provides that the Board shall encourage the selection of a mix of competent directors, each</p>	
--	--	---	--

		of whom can add value and contribute independent judgment in the formulation of sound corporate strategies and policies.	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	<p>Identify or provide link/reference to a document identifying the directors and the type of their directorships</p> <p>The Board is composed of eight (8) directors with five (5) non-executive directors. Only three (3) directors are also serving as officers of the Company, i.e., as Chairman of the Board, President and General Manager for External Affairs and Social Performance, and as Asset President - Didipio. Please refer to the Company's latest General Information Sheet dated 8 November 2024.</p> <p>Please also refer to section of the Company's website on its Board of Directors and Item 9 of the Company's 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure.</p>	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	Provide link or reference to the company's Board Charter and Manual on Corporate Governance	

		<p>relating to its policy on training of directors.</p> <p>The Company's Manual on Corporate Governance provides for the training and orientation of directors, particularly Section 1.1(6), Article I of the Manual. The same policy and principle are also reflected in Section 2.1(e) of the Company's Board Charter.</p> <p>Section 2.1(c) of the Company's Corporate Governance, Nominations, and Related Party Transactions Committee Charter, likewise provides for the continuing training and education of the directors.</p>	
2. Company has an orientation program for first time directors.	Compliant	<p>Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.</p>	
3. Company has relevant annual continuing training for all directors.	Compliant	<p>The Company implements an orientation program for its first-time directors. The orientation program covers the Company's business, Articles of Incorporation, Code of Conduct, mine site visit, and/or corporate governance orientation training from an external provider.</p>	

		<p>The Company's three independent directors (who are first time directors in the Company) completed 10.5 hours in orientation activities which included introduction on Company's business, Articles of Incorporation, and Code of Conduct, and a visit to the Didipio Mine and the mining community. Liang Tang, first time director, completed an 8-hour Corporate Governance Orientation Program by the Institute of Corporate Directors.</p> <p>Please see Annex "A" for the corporate governance trainings completed by the directors for 2024. Please see Annexes "B-1" to "B-11" for the corresponding training certificates.</p>	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy.</p> <p>Indicate gender composition of the board.</p> <p>Section 1.1(7), Article I of the Company's Manual on Corporate Governance and Section 2.1 (f) of the Board Charter requires the board to have policy on board diversity, not limited to gender diversity but also</p>	

		<p>diversity in age, ethnicity, culture, skills, competence and knowledge.</p> <p>Section 4.4 of the Company's Board Charter provides that in the selection of candidates for the Board, the objectives set by the Board for its composition are to be seriously considered, as well as the required knowledge, abilities and experience needed to successfully manage the Company. Careful attention must be given to ensure that there is independence and diversity, and appropriate representation of women in the Board.</p> <p>The Board adopted a Board Nomination, Election, & Diversity Policy to ensure a robust, efficient and effective board of directors.</p> <p>The Board of Directors is composed of eight (8) directors, with equal number of males and females, aged 41-75. The gender composition of the Board is set out on page 4 of the latest General Information Sheet of the Company as of 8 November 2024.</p>	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.		Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.	

		Provide link or reference to a progress report in achieving its objectives.	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions. Atty. Karina Dulinayan, the Company's Corporate Secretary, is not a member of the Board of Directors and does not act as the Compliance Officer. Please refer to page 4 of the latest General Information Sheet of the Company as of 8 November 2024 and the section of the Company's website on Executive Officers . The Corporate Secretary is primarily responsible to the Company and its stockholders, and not to the Chairperson or President of the Company. The qualifications, duties and functions of the Corporate Secretary are set out in Section 4.5, Article 4 of the Company's latest amended By-laws , Sections 3.1 and 3.2, Article III of the Manual on Corporate Governance . For more information about the academic qualifications and	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		

		professional experience of the Company's Corporate Secretary, please refer to the discussion under Item 9 of the Company's 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure.	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<p>Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p>The Corporate Secretary completed the 8-hour Corporate Governance Orientation Program and the 8-hour Corporate Secretary as Corporate Governance Professional given by the Institute of Corporate Directors.</p> <p>The certificates of participation of the Corporate Secretary are attached as Annexes "C-1" and "C-2".</p>	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.		Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant		

2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	Provide information on or link/reference to a document containing information on the Compliance Officer including his/her name, qualifications, duties and functions.	
3. Compliance Officer is not a member of the board.	Compliant	<p>Atty. Dyann Rabaya, the Company's Compliance Officer, is not a member of the Board of Directors. Please refer to page 4 of the latest General Information Sheet of the Company as of 8 November 2024.</p> <p>The Compliance Officer is a member of the Company's management team in charge of the compliance function and is primarily liable to the Company and its stockholders, and not to the Chairperson or President of the Company.</p> <p>As set out in Section 4.6, Article 4 of the Company's latest amended By-laws, 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. Section 3.5, Article III of the Company's Manual on Corporate Governance, also provides for the duties and responsibilities of the Company's Compliance Officer.</p>	

		<p>The Compliance Officer is accorded adequate stature and authority being a part of the management team.</p> <p>For more information about the academic qualifications and professional experience of the Company's Compliance Officer, please refer to the discussion under Item 9 of the Company's 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure.</p>	
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p>The Compliance Officer completed the 8-hour Corporate Governance Orientation Program and the 8-hour Corporate Secretary as Corporate Governance Professional by the Institute of Corporate Directors.</p> <p>The certificates of participation of the Compliance Officer are attached as Annexes "D-1" and "D-2".</p>	

Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

Recommendation 2.1

1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	<p>Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)</p> <p>Sections 1.2 and 1.3, Article I of the Company's Manual on Corporate Governance, and Section 2.2 of the Board Charter provide for the duties and functions of the Board of Directors to ensure a high standard of best practices for the Company.</p> <p>During its meetings, including the meetings conducted in 2024, the directors participated in the discussion of the financial and operating performance of the Company. Each of the directors of the Company acts on a fully informed bases, in good faith, with due diligence and care, and with the best interest of the Company as top priority through active deliberations during said Board meetings.</p>	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	<p>Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting)</p> <p>Indicate frequency of review of business objectives and strategy</p>	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant		

The board approved the Responsible Mining Policies of the Company which is the framework of the Company's business objectives and strategies. In 2024, the Company conducted four (4) regular board meetings, 1 special meeting, and a stockholders' meeting. In these meetings, the directors reviewed corporate strategies, responsible mining policies, risk management procedures, and business plans, among other things. In particular, the Company notes that:

(a) The management reports to the Audit and Risk Committee, as well as the Board of Directors on a quarterly basis the implementation of the Company's business objectives and strategy; and

(b) The Board of Directors, through the endorsement of the Audit and Risk Committee, approves the financial report and financial position of the Company on a quarterly basis as embodied in the Company's [Quarterly Reports](#) which are filed with the Securities and Exchange Commission and The Philippine Stock Exchange, Inc.

Business objectives and strategy are reviewed annually.

Supplement to Recommendation 2.2

1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>Indicate or provide link/reference to a document containing the company's vision, mission and core values.</p> <p>Indicate frequency of review of the vision, mission and core values.</p> <p>The vision and mission of the Company are published on its website.</p> <p>The Board reviews the vision and mission statement of the Company on a periodic basis and when necessary.</p>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	<p>Provide information on or link/reference to a document containing information on the strategy execution process.</p> <p>The Board holds regular meetings to monitor/oversee and assess the operating and financial performance of the Company and assess the effectiveness of the Company's objectives and strategies. Please refer to the "Business" and general information discussion in the Company's 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure.</p>	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	Provide information or reference to a document containing information on	

		<p>the Chairperson, including his/her name and qualifications</p> <p>Peter John Sharpe is the Company's Chairperson. The Board of Directors is headed by the Chairperson, which position is separate from the President. Please refer to page 4 of the latest General Information Sheet of the Company as of 8 November 2024.</p> <p>The qualifications, duties and functions of the Chairman are set out in Section 4.4, Article 4 of the Company's latest amended By-laws, and Section 3.5, Article III of the Company's Manual on Corporate Governance.</p> <p>For more information about the academic qualifications and professional experience of the Company's Chairman, please refer to the discussion under Item 9 of the Company's 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure, and section of the Company's website on its Board of Directors.</p>	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	Disclose and provide information or link/reference to a document containing information on the	

		company's succession planning policies and programs and its implementation	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	<p>Section 1.1(3), Article I of the Company's Manual on Corporate Governance, and Section 2.1(b) of the Board Charter provide:</p> <p>"The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions, and responsibilities. The Board shall establish general policies and guidelines which will enable management to render effective management of the Company, and as part of which undertakes, in conjunction with management, as appropriate to:</p> <p>xxx</p> <p>(d) Adopt a succession plan, including the compensation, appointment and training of senior officers"</p> <p>"To ensure a high standard of best practices for the Company, the Board shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interests of the Company and the stockholders, in the performance of its duties and functions, which may include:</p> <p>xxx</p>	

		<p>4. Adopt an effective succession planning program for directors, key officers, and management to ensure growth and a continued increase in the stockholders' value"</p> <p>Also, under Section 2.1(c) of the Corporate Governance, Nominations and Related Party Transactions Committee Charter, the Corporate Governance, Nominations, and Related Party Transactions Committee shall recommend a succession plan for the Board members and senior officers.</p> <p>As part of succession planning, the Company completed in 2024 a talent management framework which included talent profiling, capability building, career development, leadership development, and identification of successors for leaders and key personnel. In relation to this, training program which included a tiered approach of developing leaders from supervisory level to manager level commenced implementation in 2024. Supervisor training was completed and design development for next levels leadership, i.e. superintendents and managers, ongoing.</p> <p>The Company implements a retirement plan for its Filipino</p>	
--	--	--	--

		employees. Covered directors and officers of the Company are included in this plan.	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.</p> <p>The Company's policy on remuneration of directors are provided in Section 1.2(5) Article I of the Company's Manual on Corporate Governance, Section 3.2 of the Board Charter, and Section 3.6 of the latest amended By-laws.</p> <p>The directors and officers who are employees of the Company receive compensation which includes basic salary and annual short-term incentives. Other than this, they do not receive compensation for services provided as directors and officers of the Company. Annual remuneration review is being conducted which takes into consideration pay relative to the market and individual performance, and the short term incentive program grants annual incentives taking into consideration business performance and individual</p>	

		performance assessed annually following the Company's performance management system.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	Please see response above.	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	<p>Article 3.6 of the Company's amended By-laws indicate that fair compensation (other than per diems) may be granted to directors by vote of stockholders representing at least a majority of the outstanding capital stock entitled to vote at the annual or special stockholders' meeting.</p> <p>Further, the Board Charter provides, in Section 2.2(f), that no director shall participate in discussions or deliberations involving his/her respective remuneration.</p>	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.		Provide proof of board approval	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.		Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant		

		Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	Provide proof if minority shareholders have a right to nominate candidates to the board	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant	Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	<p>The nomination and election policy is covered in Section 2.2 (6) Article II of the Company's Manual on Corporate Governance. The Board has adopted a Board Nomination, Election, & Diversity Policy which further sets forth the nomination and election process, considerations for the selection of directors, and the assessment of the effectiveness of the processes. Please also refer to Nomination Requirements and Procedures.</p> <p>There is no restriction in the Company's latest amended Articles of Incorporation and By-laws. The</p>	

		<p>Revised Corporation Code allows every stockholder (including minority stockholders) to nominate.</p> <p>Under Article V of the Manual on Corporate Governance, the Board shall respect the rights of the stockholders as provided for in the Revised Corporation Code, subject to such guidelines as set by the Board or its committees to prevent the abuse of rights, such as the right to nominate candidates to the Board and be informed of the nomination and removal process.</p> <p>Under 2.1(e) of the Corporate Governance, Nominations and Related Party Transactions Committee Charter, the Committee shall 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 the</p>	
--	--	--	--

		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.	
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.		Identify the professional search firm used or other external sources of candidates	
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs Identify transactions that were approved pursuant to the policy. Under the Corporate Governance, Nominations, and Related Party Transactions Committee Charter , the Related Party Transaction ("RPT") Committee has to evaluate and approve material RPTs prior to endorsement for approval of the Board.	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant		

		<p>The Board also adopted a Related Party Transactions Policy to ensure that all RPTs are transacted at arm's length, properly reviewed, approved and disclosed in accordance with corporate governance standards and best practices and regulatory requirements.</p> <p>The Related Party Transactions Policy cover guidelines in ensuring arm's length terms. Please refer to Sections 5, 8 and 9 of the Policy.</p> <p>The Related Party Transactions Policy encompasses all the Company's Related Parties. Please refer to the definition of Related Parties in Section 2 of the Related Party Transactions Policy.</p>	
Supplement to Recommendations 2.7			
<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	Compliant	<p>Provide information on a materiality threshold for RPT disclosure and approval, if any.</p> <p>Provide information on RPT categories</p> <p>The Materiality Threshold adopted by the Company is ten percent (10%) of the Company's total assets based on its latest audited financial statements as set forth in Section 3 of the Related Party Transactions Policy.</p>	

		<p>On RPT categories, Section 4 of the Related Party Transactions Policy provides the RPTs covered and Section 8 covers aggregate RPTs within a twelve-month period that breaches the Materiality Threshold (the "Material RPTs"). The Material RPTs shall, as provided in and in accordance with the Related Party Transactions Policy, reviewed and approved.</p> <p>Section 12 of the Related Party Transactions Policy provides the Company's compliance with disclosure requirements for Related Party Transactions under SEC Memorandum Circular No. 10, s. 2019 or the Rules on Material Related Party Transactions for Publicly-Listed Companies.</p>	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Non-Compliant	<p>Provide information on voting system, if any.</p>	<p>Approval process for Material RPTs is set forth in Section 8 of the Company's Related Party Transactions Policy. Individual Material RPTs require approval by at least two-thirds vote of the board of directors, with at least a majority of the independent directors voting to approve the Material RPT, and ratified by 2/3 vote by stockholders where majority vote of independent directors is not secured. Same board approval is required for aggregate RPT within a 12-month period that breaches the Materiality Threshold covering the same related party.</p>

			While the Policy does not provide non-related party shareholders' approval of Material RPTs during shareholders' meetings, the foregoing voting mechanism which is in compliance with the requirements of SEC Rules on Material Related Party Transactions Policy for Publicly Listed Companies (SEC MC No. 10 Series of 2019), together with the evaluation and approval processes undertaken by the Corporate Governance, Nominations and Related Party Transactions Committee (majority of the members are independent directors), ensure that Material RPTs are transacted at arm's length.
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>Identity the Management team appointed</p> <p>Pursuant to Section 1.2(2), Article I of the Company's Manual on Corporate Governance, and Section 2.2(b) of the Board Charter, the Board is tasked to appoint competent, professional, honest, and highly motivated management officers.</p> <p>The Company has no Chief Executive Officer, but the Board has appointed</p>	

		<p>a President who is in charge with the general supervision, management and control of the all the affairs of the Company. The Board also appointed the Corporate Secretary, Compliance Officer, and Treasurer. Please refer to the Company's website for the Executive Officers.</p> <p>As part of the OceanaGold group, governance and oversight of risk management at the Company is exercised by the Chief Financial Officer ("CFO") of OceanaGold Corporation ("OGC") who is supported in the role by the Head of Risk who leads the risk function. At site level, the Asset President – Didipio has the overall responsibility to ensure risks have been identified and assessed with appropriate control strategies in place to achieve the desired level residual level of risk.</p> <p>On the other hand, the Chief Audit Executive is the internal audit head as appointed by OGC. The Board, through the Audit and Risk Committee oversees the internal audit activities performed by the OGC Internal Audit Department, on behalf of the Company as it relates to the Company.</p>	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the	Compliant	Provide information on or reference to a document containing the Board's policy and responsibility for	

<p>heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>		<p>assessing the performance of management.</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p>Pursuant to Section 1.2(2) of the Company's Manual on Corporate Governance and Section 2.2(b) of the Board Charter, the Board is tasked to monitor and assess the performance of the management team based on established performance standards that are consistent with the Company's strategic objectives and conduct a regular review of the Company's policies with the management team.</p> <p>The Company implements a performance management system where all employees, including the management team, collaboratively identify with their immediate supervisors their individual goals or key performance indicators aligned with Company's strategic objectives. Goal setting including identification of performance metrics is conducted annually at the start of every year. The performance management system allows for regular check-ins between employee and supervisors and mutual feedback mechanism. This</p>	
---	--	--	--

		step provides employees the opportunity to be acknowledged for contributions for completed goals, discuss any challenges, and identify any required adjustments to the goals. An end-of-year performance assessment is conducted where mutual feedback is also given.	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant	<p>Pursuant to Section 1.2(20), Article I of the Company's Manual on Corporate Governance, and Section 2.2(v) of the Board Charter, the Board is tasked to establish an effective performance management framework, which includes the standard or criteria for assessment.</p> <p>The Company implements a performance management system where all employees, including the management team, collaboratively identify with their immediate supervisors their individual goals or key performance indicators aligned with the Company's business objectives. Goal setting including identification of performance metrics is conducted annually at the start of every year. The performance management system</p>	

		allows for regular check-ins (anytime of the year) between employee and supervisors and mutual feedback mechanism. This step provides employees the opportunity to be acknowledged for contributions for completed goals, discuss any challenges, and identify any required adjustments to the goals. An end-of-year performance assessment is conducted against set metrics and mutual feedback is also given.	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	<p>Pursuant to Section 1.2(12), Article I of the Company's Manual on Corporate Governance, and Section 2.1(b)(viii) and 2.2(l) of the Board Charter, the Board is tasked to ensure the adequacy and effectiveness of the Company's internal control and management information systems.</p> <p>Section 4.5, Article IV of the Company's Manual on Corporate Governance provides the internal control system of the Company which ensures proper, effective, and active management and supervision over</p>	

		<p>the Company, including independent audit mechanism and organizational and procedural controls.</p> <p>The following policies and procedures are in place in relation to monitoring and managing conflict of interest.</p> <ul style="list-style-type: none"> • Anti-Corruption Policy covers conflict of interest. An online register is available to employees for disclosing and updating conflict of interest disclosures. Conflict of interest disclosures are reviewed and where real conflict of interest exist, proper management actions are identified and implemented. • Standard Operating Procedure for Board and Committee Meetings require directors to declare any conflict of interest from the time they are elected and prior to the start of every meeting as part of the regular process for board and committee meetings. • Related Party Transactions Policy in its Section 6 provides the identification and prevention/management of potential or actual conflicts of interest which may arise out of or in connection with Material Related Party Transactions. 	
--	--	--	--

3. Board approves the Internal Audit Charter.	Compliant	<p>Provide reference or link to the company's Internal Audit Charter</p> <p>A copy of the Company's Audit and Risk Committee Charter may be accessed on the Company's website. Please refer to Section 2.3 (Internal Audit) of the Charter.</p>	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	<p>Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.</p> <p>Provide proof of effectiveness of risk management strategies, if any.</p> <p>Pursuant to Section 1.2(21), Article I of the Company's Manual on Corporate Governance and Section 2.2(w) of the Board Charter, the Board is tasked to oversee that a sound enterprise risk management (ERM) framework is in place to effectively identify, monitor, assess and manage key business risks.</p> <p>The company maintains its ISO certifications and was most recently re-certified as compliant with both ISO14001:2015 (Environment) and ISO45001:2018 (Health and Safety) on the Integrated Management System Surveillance Audit on December 17-</p>	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant		

		20, 2024. Please see Annexes “E-1” and “E-2” for the ISO certificates.	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	Provide link to the company’s website where the Board Charter is disclosed.	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	The Company's Board Charter sets forth the structure, responsibilities, authority, procedures, and accountabilities of the Board in carrying out its fiduciary roles. The Board Charter is available on the Company's website.	
3. Board Charter is publicly available and posted on the company's website.	Compliant		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	Provide information on or link/reference to a document showing company’s insider trading policy. The Company's Securities Trading Policy provides prohibition on insider trading and “tipping. The Securities Trading Policy provides that 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.	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm’s length basis and at market rates.		Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.	

2. Company discloses the types of decision requiring board of directors' approval.		Indicate the types of decision requiring board of directors' approval and where there are disclosed.	
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	<p>Provide information or link/reference to a document containing information on all the board committees established by the company.</p> <p>Section 2.1 of Article II of the Company's Manual on Corporate Governance provides the following Board Committees:</p> <ol style="list-style-type: none"> 1. Audit and Board Risk Oversight Committee 2. Corporate Governance, Nominations, and Related Party Transactions Committee <p>The relevant charters of the foregoing committees may be accessed on the Company's website.</p> <p>For more information about the Company's committees, please refer to the section of the Company's website on Board Committees.</p>	

Recommendation 3.2

1. Board establishes an Audit 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.

Compliant

Provide information or link/reference to a document containing information on the Audit Committee, including its functions.

Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.

Section 2.3 of Article II of the [Manual on Corporate Governance](#) provides the duties and functions of the Audit and Board Risk Oversight Committee. Further, the [Audit and Risk Committee Charter](#) also provides information about the Committee and its functions.

Section 2.2(b) of the [Audit and Risk Committee Charter](#) provides that the Committee shall review and recommend to the Board the appointment, reappointment, removal, and fees of the external auditor, duly accredited by the Securities and Exchange Commission (but only to the extent that any such accreditation is still required by the said government agency), who undertakes an independent audit of the Company, and provide an objective assurance on the manner by which the financial statements should be prepared and presented to

		the stockholders on an annual basis, including the external auditor's suitability and effectiveness.	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	<p>Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.</p> <p>Section 3(a) of the Audit and Risk Committee Charter provides that the Audit Committee should be composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman, should be independent.</p> <p>The members of the Audit and Risk Committee and their qualifications and type of directorship may be viewed on the Company's website.</p>	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</p> <p>Section 2.3, Article II of Manual on Corporate Governance, provides that unless determined otherwise by the Board, all of the members of the committee must have relevant background, knowledge, skills, and/or</p>	

		<p>experience in the areas of accounting, auditing and finance, and at least one (1) member must have relevant thorough knowledge and experience on risk and risk management. The Chairperson of the Audit and Board Risk Oversight Committee should not be the Chairperson of the Board or of any other committees.</p> <p>Section 3(a) of the Audit and Risk Committee Charter provides that all such Committee members must be "financially literate" (or become financially literate within a reasonable period of time after their appointment to the Committee) as those terms are defined from time to time under relevant statutory and stock exchange listing rules, or if not so defined as interpreted by the Board in its business judgement.</p> <p>The members of the Audit and Risk Committee and their qualifications may be viewed on the Company's website.</p> <p>Please also refer to the discussion under Items 9 and 13 of the Company's 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure.</p>	
--	--	---	--

<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Chairman of the Audit Committee</p> <p>Section 3(b) of the Audit and Risk Committee Charter provides that the Chair of the Committee will be appointed by the Board and cannot be the Chair of the Board or of any other committees.</p> <p>Please refer to the section of the Company's website on Board Committees for information on the Chairperson of the Audit and Risk Committee.</p>	
Supplement to Recommendation 3.2			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Compliant</p>	<p>Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.</p> <p>Section 2.3(10) of the Company's Manual on Corporate Governance and Section 2.2.e of the Audit and Risk Committee Charter, provide that the Audit and Risk Oversight Committee shall evaluate and determine the non-audit work, if any, of the external auditor, and periodically review the non-audit fees paid to the external auditor in relation to the total fees paid to it and to the Company's overall consultancy expenses. The Committee shall recommend to the</p>	

		Board the disallowance of any non-audit work that will conflict with its duties as an external auditor or may pose a threat to its independence.	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Non-Compliant	Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.	<p>The Company is a newly listed company having listed with The Philippine Stock Exchange, Inc. on 13 May 2024. For 2024, the Company is still transitioning into a listed company, and while the Audit Committee conducted regular meetings with the external auditor, these meetings were attended by the Company's Chief Financial Officer for purposes of presentation of financial statements. Nevertheless, the Audit Committee was able to discharge its duties without intervention from management, and the Audit Committee members are satisfied that proper checks and balances are in place.</p> <p>For 2025, a plan is in place to organize meetings of the Audit Committee with the external audit team without anyone from the management present.</p>
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.		Indicate the number of Audit Committee meetings during the year and provide proof	
2. Audit Committee approves the appointment and removal of the internal auditor.		Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.	
Recommendation 3.3			

<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions</p> <p>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</p> <p>As set forth under Section 2.1, Article II of the Company's Manual on Corporate Governance, the Company has established a Corporate Governance, Nominations and Related Party Transactions Committee, with its own charter.</p> <p>The functions of the Corporate Governance, Nominations and Related Party Transactions Committee are set out in Section 2.2 Article II of the Company's Manual on Corporate Governance and Section 2.1 of the Corporate Governance Nominations and Related Party Transactions Committee Charter.</p> <p>As provided in Section 2.1 of the Corporate Governance Nominations and Related Party Transactions Committee Charter one of the functions of the Committee is to recommend to the Board a formal and transparent Board Nomination.</p>	
--	------------------	--	--

		Election, & Diversity Policy that 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 and aligned with the strategic direction of the Company.	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Compliant	<p>Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.</p> <p>Section 3.1(a) of the Corporate Governance, Nominations, and Related Party Transactions Committee Charter provides that the Committee should be composed of at least three appropriately qualified non-executive directors, all of whom should be independent directors, including the Chairperson.</p> <p>The members of the Corporate Governance, Nominations, and Related Party Transactions Committee and their qualifications may be viewed on the Company's website.</p> <p>Please also refer to the discussion under Items 9 and 13 of the</p>	

		Company's 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure.	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.</p> <p>Please refer to the section of the Company's website on Board Committees for information on the Chairperson of the Corporate Governance, Nominations and Related Party Transactions Committee.</p>	
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.		Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Non-Compliant	<p>Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions</p>	<p>As set forth under Section 2.1, Article II of the Company's Manual on Corporate Governance, the Company has established two board committees, i.e., (1) Audit and Board Risk Oversight Committee and (2) Corporate Governance, Nominations and Related Party Transactions Committee.</p> <p>The Company has a Risk Committee, although it is not separate but</p>

			<p>consolidated with its Audit Committee. The Company finds this consolidated structure efficient and sufficient for its business requirements.</p> <p>Section 2.3 Article II of the Company's Manual on Corporate Governance and Section 2 of the Audit and Risk Committee Charter, set forth the functions of the Audit and Risk Committee. Section 2.3 of the Audit and Risk Committee Charter specifically provides the Risk Management and Internal Controls functions.</p>
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	<p>Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship</p> <p>Section 3(a) of the Audit and Risk Committee Charter provides that the Audit and Risk Committee shall be composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman, should be independent.</p> <p>The members of the Audit and Risk Committee and their qualifications and type of directorship may be viewed on the Company's website.</p>	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the BROC</p>	

		<p>Section 3(b) of the Audit and Risk Committee Charter provides that the Chair of the Committee will be appointed by the Board and cannot be the Chair of the Board or of any other committees.</p> <p>Please refer to the section of the Company's website on Board Committees for information on the Chairperson of the Audit and Risk Committee.</p>	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	<p>Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.</p> <p>Section 2.3, Article II of the Company's Manual on Corporate Governance, provides that at least one (1) member of the Audit and Board Risk Oversight Committee must have relevant thorough knowledge and experience on risk and risk management. In this regard, Section 3(a) on Composition of the Audit and Risk Committee Charter, provides that members must be "'financially literate' (or become financially literate within a reasonable period of time after their appointment to the Committee) as those terms are</p>	

		<p>defined from time to time under relevant statutory and stock exchange listing rules, or if not so defined as interpreted by the Board in its business judgement."</p> <p>Ms. Tomasa Lipana (chairman of the Audit and Risk Committee) and committee members Mr. Peter Sharpe and Mr. Marius van Niekerk have comprehensive experience in risk and risk management. Ms. Lipana is also a member of risk management committees of various companies. On the other hand, Mr. Sharpe and Mr. van Niekerk has held senior leadership roles in various operations gaining knowledge on risk and risk management strategies relevant in mining.</p> <p>For more information on background, skills, and/or experience of the members of the Audit and Risk Committee please refer to the discussion under Items 9 and 13 of the Company's 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosur.</p> <p>Please also refer to the section of the Company's website on profiles of its Board of Directors and Board Committees.</p>	
--	--	---	--

Recommendation 3.5

1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	<p>Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.</p> <p>As set forth under Section 2.1, Article II of the Company's Manual on Corporate Governance, the Company has established a Corporate Governance, Nominations and Related Party Transactions Committee.</p> <p>The Company's Related Party Transactions Committee is consolidated with its Corporate Governance Committee. The functions of the Corporate Governance, Nominations, and Related Party Transactions Committee are laid down in Section 2.2 Article II of the Company's Manual on Corporate Governance and Section 2 of the Corporate Governance, Nominations, and Related Party Transactions Committee Charter.</p>	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	<p>Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.</p>	

		<p>Section 3.1(a) of the Corporate Governance, Nominations, and Related Party Transactions Committee Charter provides that the Committee should be composed of at least three appropriately qualified non-executive directors, all of whom should be independent directors, including the Chairperson.</p> <p>The members of the Corporate Governance, Nominations, and Related Party Transactions Committee and their qualifications and type of directorship may be viewed on the Company's website.</p>	
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	<p>Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.</p>	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	<p>As set forth under Section 2.1, Article II of the Company's Manual on Corporate Governance, the Company has established:</p> <p>(i) a Corporate Governance, Nominations and Related Party Transactions Committee; and</p> <p>(ii) an Audit and Board Risk Oversight Committee.</p>	

		<p>The functions of each committee are set out in Sections 2.2 and 2.3 Article II of the Company's Manual on Corporate Governance and in the respective charters of the committees.</p> <p>The charters of the established committees provide standards of evaluating the performance of the relevant committees.</p>	
3. Committee Charters were fully disclosed on the company's website.	Compliant	<p>Provide link to company's website where the Committee Charters are disclosed.</p> <p>Copies of the respective charters of the Corporate Governance, Nominations and Related Party Transactions Committee and the Audit and Risk Committee are uploaded on the Company's website.</p>	
<p>Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.</p>			
<p>Recommendation 4.1</p>			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<p>Provide information or link/reference to a document containing information on the process and procedure for tele-/videoconferencing board and/or committee meetings.</p>	

		<p>Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.</p> <p>Recommendation 4.1 is incorporated in the Company's Manual on Corporate Governance, and in Article 3 of the Company's latest amended By-laws.</p> <p>Section 1.3(25), Article I of the Company's Manual on Corporate Governance provides that the Board shall properly discharge Board functions by meeting regularly or at such times and frequency as may be needed. The minutes of such meetings shall be duly recorded. In furtherance thereof, Section 1.7, Article I of the Company's Manual on Corporate Governance provides that the members of the Board should attend its regular and special meetings in person or through teleconferencing conducted in accordance with the rules and regulations of the SEC and the Company's By-Laws, except when justifiable causes prevent them from doing so. They may not delegate their right to vote as directors by proxy. In Board meetings, directors should review meeting materials and, if</p>	
--	--	---	--

		<p>called for, ask the necessary questions, or seek clarifications and explanations.</p> <p>Under Section 3.3(e), Article 3 of the Company's latest amended By-laws, 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.</p> <p>The minutes of the annual shareholders' meeting reflect compliance with SEC requirements on meetings via videoconferencing, attendance of directors, and their active participation in the discussion on the matters in the agenda.</p> <p>For information on attendance and participation of the directors to Board and Board Committee meetings, please refer to Annex "F".</p>	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	Section 1.7, Article I of the Company's Manual on Corporate Governance ,	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	provides that "In Board meetings, directors should review meeting materials and, if called for, ask the	

		<p>necessary questions, or seek clarifications and explanations.".</p> <p>The Corporate Secretary uploads the board papers on an online platform used by the Company to streamline and manage Board and Committee meetings at least one week before the scheduled Board or Committee meetings. This is in accordance with the Company's Standard Operating Procedure for Board and Committee meetings in order to provide ample time for the directors to review the meeting materials. The online platform used by the Company includes a function where directors can provide their comments or questions prior to the meeting.</p>	
Recommendation 4.2			
<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p>	Compliant	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies</p> <p>Section 1.6, Article I of the Company's Manual on Corporate Governance provides that the non-executive directors of the Board shall not concurrently serve as directors to</p>	

		<p>more than five (5) public companies and/or registered issuers to ensure that they have sufficient time to fully prepare for meetings, challenge management's proposals/views, and oversee the long-term strategy of the Company.</p> <p>None of the non-executive directors serve in more than five (5) publicly-listed companies. For more information about the Company's directors and their respective directorships in other listed and non-listed companies, please refer to the discussion under Item 9 of the Company's 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure.</p> <p>Please also refer to the section of the Company's website on profiles of its Board of Directors.</p>	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	<p>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.</p> <p>Section 1.6, Article I of the Company's Manual on Corporate Governance requires that a director shall notify the Board where he or she is an incumbent director before accepting</p>	

		a directorship in another company. Please see attached Annex "G" in compliance to this recommendation.	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.			
2. Company schedules board of directors' meetings before the start of the financial year.			
3. Board of directors meet at least six times during the year.		Indicate the number of board meetings during the year and provide proof	
4. Company requires as minimum quorum of at least 2/3 for board decisions.		Indicate the required minimum quorum for board decisions	
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	<p>Provide information or link/reference to a document containing information on the number of independent directors in the board</p> <p>Section 3.8, Article 3 of the Company's latest amended By-laws provides that 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.</p>	

		<p>At present, the Company has three independent directors, constituting 1/3 of the Board.</p> <p>Please refer to page 4 of the latest General Information Sheet of the Company as of 8 November 2024. Please also refer to the section of the Company's website on its Board of Directors, and Item 9 of the Company's 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure.</p>	
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<p>Provide information or link/reference to a document containing information on the qualifications of the independent directors.</p> <p>Section 3.8, Article 3 of the Company's latest amended By-laws provides that independent directors should possess all such qualifications and none 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.</p> <p>The qualifications of an independent director are set out in Section 1.5, Article I of the Company's Manual on Corporate Governance. Section 1.4,</p>	

		<p>Article 1 of the Manual on Corporate Governance provides that “[n]o person shall be qualified or eligible for nomination or election to the Board if he or she has any of the disqualifications provided under relevant laws, including but not limited to the Revised Code of Corporate Governance of the SEC, or any amendments thereto.”</p> <p>In this regard, please refer to Annexes “H-1”, “H-2” and “H-3” for the Certifications of the Qualification of Independent Directors of the Company’s independent directors. For the academic qualifications and professional experience of the independent directors of the Company please refer to the discussions under Item 9 of the Company’s 2024 Annual Report which will be uploaded on the Company’s website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure.</p>	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors’ ability to vote independently.	Compliant	<p>Provide link/reference to a document containing information that directors are not constrained to vote independently.</p> <p>The Company has no shareholder agreement, by-laws provision, or other arrangements that constrain the directors’ ability to vote</p>	

		independently. As disclosed in Item 11 of the 2024 Annual Report (which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure) the Company does not have voting trust agreement with any shareholder.	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Provide information or link/reference to a document showing the years IDs have served as such.	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	<p>Section 1.5(b), Article I of the Company's Manual on Corporate Governance provides that the Board's independent directors should serve for a maximum cumulative term of nine (9) years. After which, the independent director should be perpetually barred from re-election as such in the Company but may continue to qualify for nomination and election as a non-independent director. In the instance that the Company wants to retain an independent director who has served for nine years, the Board should provide meritorious justification/s and seek stockholders' approval during the annual stockholders' meeting.</p> <p>The Company is a newly listed company having listed with The Philippine Stock Exchange, Inc. on 13 May 2024. In connection with its initial</p>	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant		

		<p>public offering, it appointed its independent directors in 2024 only, thus, no independent director has yet served a cumulative term of 9 years.</p> <p>For more information about the Company's terms/tenure of the independent directors, please refer to the discussion under Item 9 of the Company's 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure.</p>	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	<p>Identify the company's Chairman of the Board and Chief Executive Officer</p> <p>Peter John Sharpe is the Chairman of the Board.</p> <p>At present, the Company does not have a "Chief Executive Officer". The President, Atty. Joan D. Adaci-Cattiling, as the highest-ranked executive officer, in coordination with the Asset President - Didipio, discharges executive functions and oversee the operations of the Company.</p> <p>Please refer to the Company's latest General Information Sheet dated 8 November 2024.</p>	

<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p> <p>Identify the relationship of Chairman and CEO.</p> <p>The latest amended By-laws of the Company provides, in brief, the duties and responsibilities of the Chairman of the Board and the President.</p> <p>Section 3.2, Article III of the Company's Manual on Corporate Governance as well as Section 3.1 of the Board Charter, set out the duties and responsibilities of the Chairman of the Board, while Section 3.3, Article III thereof sets out the duties and responsibilities of the President.</p> <p>The Chairman and the President are not related to each other.</p>	
Recommendation 5.5			
<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</p> <p>Section 1.5(c), Article I of the Company's Manual on Corporate Governance provides the designation of the lead director</p>	

		<p>among the independent directors and the functions of the lead director.</p> <p>The Board designated Mr. Gregory Domingo as the lead director.</p> <p>Indicate if Chairman is independent.</p> <p>The Chairman of the Corporation is not an independent director.</p>	
Recommendation 5.6			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	Compliant	<p>Provide proof of abstention, if this was the case</p> <p>Under Section 1.7, Article I of the Company's Manual on Corporate Governance, a director with a material interest in any transaction affecting the Company should disclose such material interest prior to the meeting discussing such transaction and should abstain from taking part in the deliberations for the same.</p> <p>Further, the Company's Standard Operating Procedure for Board and Committee Meetings provide that all directors declare any conflict of interest prior the start of the meetings, and this is recorded in the minutes of meeting.</p> <p>In 2024, there are no directors with material interest affecting the Company.</p>	

Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Non-Compliant	Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.	The Company is a newly listed company having listed with The Philippine Stock Exchange, Inc. on 13 May 2024. For 2024, the Company is still transitioning into a listed company, and the meetings of the non-executive directors with external audit and other key officers of the Company were attended by some Company executives. Nonetheless, the non-executive directors were able to discharge their duties without intervention from management, and are satisfied that proper checks and balances are in place For 2025, a plan is in place to organize meetings of the non-executive directors with external audit, internal audit, compliance and risk functions without any executive present.
2. The meetings are chaired by the lead independent director.	Non-Compliant		
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.		Provide name/s of company CEO for the past 2 years	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant	Section 1.8, Article I of the Company's Manual on Corporate Governance ,	

4. Each committee conducts a self-assessment of its performance.	Compliant	<p>Section 5 of the Board Charter, Section 4(c) of the Audit and Risk Committee Charter and Section 4(a) of the Corporate Governance, Nominations, and Related Party Transactions Committee Charter provide for the monitoring and assessment of performance of the board, committees, individual members, and Chairman.</p> <p>The performance evaluation process and performance evaluation forms for the Board, committees, Chairman, President, and individual members are in place. The performance assessment for 2024 will be completed on or before 30 May 2025.</p>	
5. Every three years, the assessments are supported by an external facilitator.	Compliant	<p>Identify the external facilitator and provide proof of use of an external facilitator.</p> <p>Section 1.8(1), Article I of the Company's Manual on Corporate Governance provides the Board shall conduct an annual self-assessment of its performance, including the performance of the Chairperson, the President, individual members of the Board and Board committees. The assessment may (but only as may be determined by the Board to be necessary), from time to time, be supported by an external facilitator.</p>	

		The Company is a newly listed company having listed with The Philippine Stock Exchange, Inc. on 13 May 2024. There is no external facilitator for this first year assessment.	
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	<p>Section 1.8, Article I of the Company's Manual on Corporate Governance, Section 5 of the Board Charter, Section 4(c) of the Audit and Risk Committee Charter and Section 4(a) of the Corporate Governance, Nominations, and Related Party Transactions Committee Charter provide for the monitoring and assessment of the members' performance. Section 1.8(2), Article I of the Company's Manual on Corporate Governance provides that the performance evaluation system should allow for a feedback mechanism from the stockholders.</p> <p>Annually, at the end of the year, performance evaluation for the Board, committees, Chairman, President and individual members is</p>	

		<p>conducted. This involves self-assessment surveys through online forms, consolidation and review of results, and development, implementation, tracking and completion of improvement action plans.</p> <p>For feedback mechanism from shareholders, the Company implements an Investor Relations Program which can be accessed on its website. The Investor Relations Program provide avenues for the shareholders to provide feedback and/or raise questions through its website, among others.</p>	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	<p>Provide information on or link/reference to the company's Code of Business Conduct and Ethics.</p> <p>The Board adopted a Code of Conduct reflecting the target culture and the behaviors expected from everyone at the Company. The Code of Conduct may be accessed on the Company's website.</p>	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	<p>Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.</p>	

		<p>The Company's Code of Conduct was disseminated and continuously disseminated as follows:</p> <ul style="list-style-type: none"> • Company Announcement launching the New Code of Conduct in February 2023 with launch video at https://www.youtube.com/watch?v=u899J8m-Keg. <u>A rollout or discussion by leaders to respective teams followed the launch.</u> • Printed copies of the Code of Conduct are made available in all offices. • The Code of Conduct is available on the Company intranet and on the website. • The Code of Conduct is discussed with directors as part of their orientation program. • There is a Code of Conduct eLearning for senior leadership via an online learning management system to enable the leaders to support and reinforce their team's learning. • The Code of Conduct is put into everyday practice 	
--	--	---	--

		<p>through leaders discussing the Code of Conduct to team members in relation to day-to-day activities. Leaders help their team members understand the Code of Conduct, policies, standards, procedures and expected behaviour. Teams conduct "value share" on their experiences on putting the Code of Conduct into practice.</p> <ul style="list-style-type: none"> The Company implements a "Living our Values Program" which is a recognition program that highlights members of the workforce demonstrating each of the Company Values as supported by putting the Code of Conduct into practice. 	
3. The Code is disclosed and made available to the public through the company website.	Compliant	<p>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.</p> <p>The Company's Code of Conduct is uploaded on the Company's website.</p>	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	Provide information on or link/reference to a document containing information on the	

company's policy and procedure on curbing and penalizing bribery

The Company's [Anti- Corruption Policy](#) provides that the Company has zero tolerance for bribery, corruption and fraud in any form including, direct or indirect, public sector or private bribery, facilitation payments, secret commissions, kickbacks, theft or other related improper conduct such as breach of application sanctions and money laundering.

The [Anti-Corruption Policy](#) provides that failure to comply is a serious matter and may result in disciplinary action, further remedial action, dismissal or termination of third-party contracts. Further, non-compliance with laws can result in severe legal penalties including civil and criminal penalties.

The Company has internal guidelines for disciplinary action procedures consistent with the due process requirements of law.

To curb bribery, the Company implements anti-bribery and anti-corruption compliance programs which include the following:

- Adoption of [Company Values](#) and [Code of Conduct](#)

		<ul style="list-style-type: none"> • Trainings to promote understanding, awareness and a compliance culture. • Designation of anti-bribery champions. • Online Gifts and Conflicts Register and Sponsorship and Donations Register. • Compliance tools such as Due Diligence checklists and Due Diligence system. • Standard agreement templates containing requirements for compliance with Anti-bribery laws with termination rights if breached. • Adoption of Supplier Code of Conduct. • Adoption of Whistleblower Policy. • Available Whistleblower Hotline. 	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies. The leaders in the Company ensure and monitor implementation of the Code of Conduct and internal policies among their team members. To support compliance, leaders continuously discuss the Code of Conduct to team members in relation to day-to-day activities to help them understand the Code of Conduct,	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant		

		<p>policies, standards, procedures and expected behavior. Employees of the Company execute an acknowledgment of their understanding of and commitment to comply with the Company policies, including the Code of Conduct. See Annex "I".</p> <p>Further, the Board has adopted a Whistleblower Policy and the Company has a Whistleblower Hotline for safely reporting misconduct and violations.</p> <p>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</p> <p>The Code of Conduct applies to everyone in the Company - directors, employees, contractors and anyone acting on behalf of the Company.</p>	
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders	

		<p>Principle 8 and Recommendation 8.1 are incorporated in Article VII of the Company's Manual on Corporate Governance.</p> <p>Further, the Board has adopted a Disclosure Policy to ensure comprehensive, accurate, reliable and timely reporting to stockholders and other stakeholders that gives a fair and complete picture of the Company's financial condition, results and business operations.</p> <p>All reports and material information disclosures of the Company made to the regulators and the public are available on the website of the Company.</p>	
Supplement to Recommendations 8.1			
<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	Compliant	<p>Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.</p> <p>The quarterly unaudited financial statements of the Company were filed and disclosed on the following dates:</p> <p>(a) Quarterly report for the first quarter, 2024: 31 May 2024. The Company listed with The</p>	

		<p>Philippines Stock Exchange, Inc. on 13 May 2024.</p> <p>(b) Quarterly report for the second quarter, 2024: 31 July 2024</p> <p>(c) Quarterly report for the third quarter, 2024: 7 November 2024</p> <p>The Company's annual report for the year ended 31 December 2024 was filed and disclosed on 10 April 2025.</p>	
<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	Compliant	<p>Provide link or reference to the company's annual report where the following are disclosed:</p> <ol style="list-style-type: none"> 1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders; 2. cross-holdings among company affiliates; and 3. any imbalances between the controlling shareholders' voting power and overall equity position in the company. <p>The 2024 Annual Report discloses the degree of control and influence of OGC, the Company's parent company. Please refer to Item 12 of the Annual Report (which will be uploaded on the Company's website upon the approval by The Philippine</p>	

		Stock Exchange, Inc. of its disclosure) for the risk discussion.	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	<p>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</p> <p>Section 7.1, Article VII of the Company's Manual on Corporate Governance provides, in part:</p> <p>All directors and By-Laws officers must disclose or report to the Company any dealings in the Company's shares within three (3) business days.</p> <p>Additionally, the Board adopted a Securities Trading Policy which provides in its Section 5 (Compliance with Minimum Float Requirements) that non-public shareholders which include directors and officers are prohibited from trading the Company's shares at all times. As such, no director has traded Company's shares.</p>	
Supplement to Recommendation 8.2			

<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders.</p> <p>Please refer to the SEC 23-As and 23-Bs submitted to the Securities and Exchange Commission and disclosed on PSE EDGE which are also uploaded on the Company's website.</p> <p>For the Top 100 shareholders, please refer to the relevant disclosures of the Company on PSE EDGE, which are also uploaded on the Company's website.</p> <p>Provide link or reference to the company's Conglomerate Map.</p> <p>The Company only operates the Didipio Mine. Please refer to Item 5 of the 2024 Annual Report (which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure) for the capital structure of the Company and on the section of the Company's website on Corporate Structure.</p>	
Recommendation 8.3			
<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any</p>	<p>Compliant</p>	<p>Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional</p>	

potential conflicts of interest that might affect their judgment.		experiences, expertise and relevant trainings attended. For information about the Company's directors, please refer to the discussion under Item 9 of the Company's 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure . Please also refer to the section of the Company's website on profiles of its Board of Directors .	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended. For information about the Company's officers, please refer to the discussion under Item 9 of the Company's 2024 Annual Report (which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure).	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	Disclose or provide link/reference to the company policy and practice for setting board remuneration	

		<p>Under the Company's latest amended By-laws, fair compensation (other than per diems) may be granted to the 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. Other than this and the payment of reasonable per diem and other fees as may be determined by the Board for attendance by certain directors at its meetings, there are no standard arrangements pursuant to which the directors are compensated directly or indirectly, for any services provided as a director and for their committee participation or special assignments.</p> <p>The directors who are employees of the Company receive compensation following the Company's salary structure which includes basic salary and annual short-term incentive based on individual and Company performance. Other than this, they do not receive compensation for services provided as directors of the Company.</p>	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	<p>Disclose or provide link/reference to the company policy and practice for determining executive remuneration</p> <p>The officers of the Company are its employees and receive compensation following the</p>	

		<p>Company's salary structure which includes basic salary and annual short-term incentive based on individual and Company performance. Other than this, the officers do not receive compensation for services provided as officers of the Company.</p> <p>Annual remuneration review is being conducted which takes into consideration pay relative to the market and individual performance, and the short-term incentive program grants annual incentives taking into consideration business performance and individual performance assessed annually following the Company's performance management system</p>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	<p>Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.</p> <p>As provided in the responses to items 1 and 2 above, the directors and officers who are employees of the Company (which includes the President) do not receive compensation for acting as such directors and officers of the Company.</p> <p>While there is no such compensation as provided above, the Company discloses as a group the total salaries,</p>	

		allowances and bonuses paid to the President and four other most highly compensated executives and officers, as well as the aggregate compensation paid to all other officers as a group. Please refer to Item 10 of the 2024 Annual Report (which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure).	
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	<p>Disclose or provide reference/link to company's RPT policies</p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p>Recommendation 8.5 is incorporated in 2.2.b of Article II of the Company's Manual on Corporate Governance.</p> <p>The Board also adopted a Related Party Transactions Policy. The Related Party Transactions Policy in Sections 6 and 7 provide mechanisms to identify and prevent or manage potential or actual conflicts of interest which may arise out of or in connection with a Material Related Party Transaction (as defined in the policy).</p>	

		For 2024, no director had any conflict of interest that require abstention from Board discussion.	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	<p><i>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</i></p> <ol style="list-style-type: none"> <i>1. name of the related counterparty;</i> <i>2. relationship with the party;</i> <i>3. transaction date;</i> <i>4. type/nature of transaction;</i> <i>5. amount or contract price;</i> <i>6. terms of the transaction;</i> <i>7. rationale for entering into the transaction;</i> <i>8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and</i> <i>9. other terms and conditions</i> <p>The Company's related party transactions are disclosed in Item 12 of the 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure.</p>	
Supplement to Recommendation 8.5			

1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p>Section 7 of the Related Party Transactions Policy requires directors and officers to fully and timely disclose any and all material facts, including their respective interests in Material Related Party Transaction (as defined in the policy). The disclosure shall be made at the board meeting where the Material Related Party Transaction will be presented for action and before the execution of the Material Related Party Transaction.</p> <p>Additionally, the Company's Standard Operating Procedure on Board and Committee Meetings requires all directors to declare any conflict of interest from the time they are elected as director, and at every meeting where the Corporate Secretary calls upon the directors to declare any conflict of interest prior to the start of the meetings.</p>	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.		Provide link or reference where this is disclosed, if any	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every	Compliant	Provide link or reference where this is disclosed	

<p>material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.</p>		<p>Section 7.1, Article VII of the Company's Manual on Corporate Governance provides that the Board shall commit, at all times, to make a full, fair, accurate, and timely disclosure to the public of every material fact or event that occurs, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its stakeholders, as well as material non-financial and sustainability issues.</p> <p>The Company discloses material information to the public through submission of current reports in SEC Form 17-C to The Philippine Stock Exchange, Inc. and the Securities and Exchange Commission. The Company's disclosures of material information are also uploaded on the Company's website.</p> <p>For 2024, there were no acquisition or disposal of significant assets.</p>	
<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	<p>Compliant</p>	<p>Identify independent party appointed to evaluate the fairness of the transaction price</p> <p>Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.</p>	

		<p>Section 7.1, Article VII of the Company's Manual on Corporate Governance, provides that the Board should appoint an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p> <p>For 2024, there were no acquisition or disposal of significant assets that needed third-party evaluation.</p>	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	<p>Provide link or reference where these are disclosed.</p> <p>There was no such agreement entered into in 2024, as disclosed in Item 11 of the Company's 2024 Annual Report (which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure).</p>	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	<p>Provide link to the company's website where the Manual on Corporate Governance is posted.</p> <p>The Company's Manual on Corporate Governance, which contains the Company's corporate governance policies, programs and procedures, was submitted on 1 February 2024.</p>	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant		

		The Manual on Corporate Governance is posted on the Company's website .	
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	The Company shall submit to the SEC and PSE an updated Manual on Corporate Governance should there be changes in its corporate governance practices.	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		Provide link or reference to the company's Annual Report containing the said information.	
a. Corporate Objectives			
b. Financial performance indicators			
c. Non-financial performance indicators			
d. Dividend Policy			
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors			
f. Attendance details of each director in all directors meetings held during the year			
g. Total remuneration of each member of the board of directors			

2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.		Provide link or reference to where this is contained in the Annual Report	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.		Provide link or reference to where this is contained in the Annual Report	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.		Provide link or reference to where this is contained in the Annual Report	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).		Provide link or reference to where these are contained in the Annual Report	

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.	
--	-----------	---	--

		<p>Section 2.2(b) of the Audit and Risk Committee Charter, provides that the Committee shall review and recommend to the Board the appointment, reappointment, removal, and fees of the external auditor, duly accredited by the Securities and Exchange Commission (but only to the extent that any such accreditation is still required by the said government agency), who undertakes an independent audit of the Company, and provide an objective assurance on the manner by which the financial statements should be prepared and presented to the stockholders on an annual basis, including the external auditor's suitability and effectiveness.</p>	
<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	Compliant	<p>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</p> <p>In its annual stockholders' meeting on 25 January 2024, all of the stockholders of the Company approved the re-appointment of Isla Liana & Co. (member firm of PricewaterhouseCoopers) as the Company's external auditor for the year ending 31 December 2024.</p> <p>The re-appointment of Isla Lipana & Co. as the Company's independent</p>	

		auditor shall be taken up in the upcoming annual stockholders' meeting on 16 June 2025.	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	<p>Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.</p> <p>There was no change in the external auditor of the Company.</p> <p>The Company shall make the required disclosure if and when there is a change on or removal of external auditor.</p>	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	<p>Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years.</p> <p>Section 2.2(f) of the Audit and Risk Committee Charter provides that the lead audit partner is rotated at least once every 7 years. This is consistent with the provision on rotation of external auditors under Rule 68 of the Revised Securities Regulation Code (2019) and the Code of Ethics for Professional Accountants.</p>	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on:	Compliant	Provide link/reference to the company's Audit Committee Charter	

<ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 		<p>Section 2.2(d) of the Audit and Risk Committee Charter, provides that the Committee shall exercise oversight to review and monitor the external auditor's integrity, independence and objectivity, and the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p>	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	Compliant	<p>Provide link/reference to the company's Audit Committee Charter</p> <p>Section 2.2(b) of the Audit and Risk Committee Charter provides, in part, that the Committee shall provide an objective assurance on the external auditor's suitability and effectiveness.</p>	
Supplement to Recommendations 9.2			
<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p>	Compliant	<p>Provide link/reference to the company's Audit Committee Charter</p> <p>The Company's Audit and Risk Committee has a process for approving and recommending the appointment or reappointment of the independent auditor, which includes a determination that the auditor is duly accredited by the Securities and Exchange Commission (but only to the extent that any such accreditation is still required by the</p>	

		<p>said government agency) and is competent to undertake an independent audit of the Company.</p> <p>Please refer to the Audit and Risk Committee Charter.</p>	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	<p>Provide link/reference to the company's Audit Committee Charter</p> <p>The Company's Audit and Risk Committee exercises oversight to review and monitor the external auditor's integrity, independence and objectivity, and the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p> <p>Please refer to the Audit and Risk Committee Charter.</p>	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	<p>Disclose the nature of non-audit services performed by the external auditor, if any.</p> <p>The services of the Company's external auditor are disclosed under Item 8 of the Company's 2024 Annual Report (which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure), and supplementary schedule in the 2024 Audited Financial Statements</p>	

		appended in the 2024 Annual Report as Exhibit "K".	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	<p>Provide link or reference to guidelines or policies on non-audit services</p> <p>The Company's Audit and Risk Committee exercises oversight to review and monitor the external auditor's integrity, independence and objectivity, and the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p> <p>Please refer to Section 2.2.e of the Audit and Risk Committee Charter.</p>	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<p>Provide information on audit and non-audit fees paid.</p> <p>For information about the fees paid to its external auditor, please refer to the discussion under Item 8 of the Company's 2024 Annual Report (which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure), and supplementary schedule in the 2024 Audited Financial Statements.</p>	
Additional Recommendation to Principle 9			

<p>1. Company's external auditor is duly accredited by the SEC under Group A category.</p>	<p>Compliant</p>	<p>Provide information on company's external auditor, such as:</p> <ol style="list-style-type: none"> 1. Name of the audit engagement partner; 2. Accreditation number; 3. Date Accredited; 4. Expiry date of accreditation; and 5. Name, address, contact number of the audit firm. <p>The Company's audit engagement partner is Mr. Pocholo C. Domondon, a certified public accountant registered with the Board of Accountancy/Professional Regulation Commission, and a partner in Isla Lipana & Co.</p> <p>The registration, address, and contact details of Mr. Domondon are as follows:</p> <p>CPA Cert. No. 108839</p> <p>BIR A.N. 08-000745 issued on 9 November 2024 and effective until 8 November 2027</p> <p>BOA/PRC Reg. No. 0142 effective until 14 November 2025</p> <p>Isla Lipana & Co. 29th Floor AIA Tower, 8767 Paseo de Roxas, 1226 Makati City</p>	
--	------------------	--	--

		<p>+63 (2) 8845 2728</p> <p>The Company's audit engagement partner has not accredited with the SEC pursuant to the Supreme Court Decision in <i>Securities and Exchange Commission v. 1Accountants Party-List, Inc. et al</i>, G.R. No. 246027, 21 June 2022, declaring as null and void Paragraph 3, Rule 68 of the Revised Securities Regulation Code and SEC MC No. 13-2009 on SEC accreditation for independent auditors of SEC-regulated entities and other entities.</p>	
<p>2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).</p>	Compliant	<p>Provide information on the following:</p> <ol style="list-style-type: none"> 1. Date it was subjected to SOAR inspection, if subjected; 2. Name of the Audit firm; and 3. Members of the engagement team inspected by the SEC. <p>Isla Lipana & Co. was subjected to SOAR in 2022. During the inspection, none of the members of the audit engagement team was inspected by SEC.</p> <p>Isla Lipana & Co. and the audit engagement team welcome any SOAR from SEC, but in 2024, no SOAR was conducted on Isla Lipana & Co.'s work in the Company.</p>	
<p>Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.</p>			

Recommendation 10.1

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	<p>Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.</p> <p>Section 7.1, Article VII of the Company's Manual on Corporate Governance provides, in part:</p> <p>The Board shall likewise disclose material and reportable non-financial and sustainability issues.</p> <p>The Board shall commit, at all times, to make a full, fair, accurate, and timely disclosure to the public of every material fact or event that occurs, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its stakeholders, as well as material non-financial and sustainability issues.</p> <p>Non-financial information including EESG issues are disclosed in the Company's 2024 Sustainability Report appended as Exhibit "O" to its 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure .</p>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	<p>Provide link to Sustainability Report, if any.</p>	

		<p>The Sustainability Report of the Company is appended as Exhibit "O" to its 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure.</p> <p>Disclose the standards used.</p> <p>The Sustainability Report has been prepared with reference to the Global Reporting Initiative Standards and the GRI G4 Mining and Metals Sector Disclosures.</p>	
--	--	---	--

Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

<p>1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p>	Compliant	<p>Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any.</p> <p>Principle 11 and Recommendation 11.1 are incorporated in Article VII of the Company's Manual on Corporate Governance.</p> <p>All reports and material information disclosures of the Company made to the regulators and the public are available on the website of the Company.</p>	
--	-----------	---	--

		Further, the Company held an Investors' and Analysts' Briefing on November 15, 2024 and issued News Releases .	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	Compliant	Provide link to company website	
a. Financial statements/reports (latest quarterly)		a. Financial statements/reports (latest quarterly) https://didiplomine.com.ph/quarterly-results/	
b. Materials provided in briefings to analysts and media		b. Materials provided in briefings to analysts and media	
c. Downloadable annual report		https://didiplomine.com.ph/events-and-presentations/	
d. Notice of ASM and/or SSM		c. Downloadable annual report https://didiplomine.com.ph/sec-filings/	
e. Minutes of ASM and/or SSM		d. Notice of ASM and/or SSM https://didiplomine.com.ph/notice-of-annual-or-special-stockholders-meetings/	
f. Company's Articles of Incorporation and By-Laws		e. Minutes of ASM and/or SSM https://didiplomine.com.ph/minutes-of-all-general-or-special-stockholders-meetings/	

		f. Company's Articles of Incorporation and By-Laws https://didiomine.com.ph/articles-of-incorporation-and-by-laws/	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	Company's website – https://didiomine.com.ph/	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	<p>List quality service programs for the internal audit functions.</p> <p>Indicate frequency of review of the internal control system</p> <p>Section 2.4 of the Audit and Risk Committee Charter provides that the committee shall oversee a formal Enterprise Risk Management program as defined by OGC, which contains the following elements: (i) register of risks; (ii) risk management goals and objectives; (iii) processes of assessing risks and developing strategies to manage prioritized risks; and (iv) risk management strategies, processes and measures.</p> <p>Internal audit provides independent and objective assurance over the</p>	

		<p>adequacy and effectiveness of controls and business processes to manage key risk areas and is part of the overall risk management framework of OceanaGold.</p> <p>The Company conforms to an internal audit action guide which includes discussion of audit findings and audit actions with management, monitoring, completion, and closing of audit functions.</p> <p>Risks and controls are reviewed on at least an annual basis.</p>	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<p>Identify international framework used for Enterprise Risk Management</p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> 1. Company's risk management procedures and processes 2. Key risks the company is currently facing 3. How the company manages the key risks <p>Indicate frequency of review of the enterprise risk management framework.</p> <p>The OceanaGold Risk Management Framework is aligned to the ISO31000:2018 Risk Standard, the</p>	

		<p>COSO Enterprise Risk Management Integrated Framework.</p> <p>The OceanaGold risk management procedures and processes involve the following Risk Management Framework Elements:</p> <ul style="list-style-type: none"> • Risk Culture – consistent tone from the top regarding risk, promotion of values and practices aligned to risk outcomes, development and roll out of risk management training, and proactive communication around risk issues. • Risk Strategy and Governance – clear guidelines on acceptable levels of residual risk and required treatment actions for high and extreme risks, and a formal structure for the management and governance of risk with defined responsibilities and accountabilities. • Risk Assessment and Measurement – risk identification and assessment is integrated into existing business processes. There is consistent approach to the 	
--	--	--	--

		<p>assessment and measurement of risks based on OceanaGold Risk Matrix, Risk Register Template, and Bowtie Template.</p> <ul style="list-style-type: none"> • Risk Management and Monitoring – minimum requirements for monitoring of risks based on residual risk rating and for the monitoring of improvement action completion. • Risk Reporting and Insights – standardized reporting templates, risk categories map used to drive insights and reporting at an aggregated level, and alignment between the risk program and internal audit. • Risk Tools and Technology – formal approved templates and guidance for Risk Registers, Bowties and Risk Action Plans. • Business Processes and Business Planning – risk is considered in all business processes. The outcomes of the risk assessment process feed into the business planning process. 	
--	--	--	--

		<p>Please refer to Item 1 of the Annual Report (which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure) for the discussion on risks.</p> <p>The Enterprise Risk Management Framework is reviewed every 2 years.</p>	
Supplement to Recommendations 12.1			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	Compliant	<p>Provide information on or link/reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</p> <p>Indicate frequency of review.</p> <p>The Company has established processes and standards to ensure compliance with laws and relevant regulations. These processes and standards include:</p> <ul style="list-style-type: none"> Integrated Management System Standards which is certified to ISO14001 and ISO45001 standards. These standards require the identification of legal and other requirements, and compliance to these legal requirements is reviewed/evaluated during the ISO audit. 	

		<ul style="list-style-type: none"> • Regularly reviewing and reporting on compliance with legal and other obligations by way of internal auditing processes (twice per year), management meetings, and internal/external reports. The Company has also established compliance/legal obligations register which is reviewed by the IMS auditor annually. • The key obligations are mapped out with information on obligations, due date, and responsible person. Key and material permits are also being monitored through a real-time Power BI dashboard. • Mandatory compliance requirements and compliance to pertinent laws, rules and regulations are monitored by the Mines and Geosciences Bureau through Tenements and Safety and Health, Environmental Management, and Social Development audit using a monitoring checklist and compliance scorecard. • A comprehensive risk management system is implemented to identify and 	
--	--	--	--

		prevent or manage both the risks to the Company and to others.	
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.		Provide information on IT governance process	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	<p>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</p> <p>As disclosed in Section 2.3 of the Audit and Risk Committee Charter, OGC appointed internal audit head or Chief Audit Executive ("CAE"), will functionally report to the Committee as per OGC Audit & Risk Committee Charter. The internal audit head shall oversee and be responsible for the internal audit activity of the Company.</p> <p>Additionally, the Company has an internal auditor functionally reporting to the internal audit head/CAE.</p>	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.	

		<p>In Section 2.3 of the Audit and Risk Committee Charter, OGC appointed internal audit head or Chief Audit Executive ("CAE"), will functionally report to the Committee as per OGC Audit & Risk Committee Charter. The internal audit head shall oversee and be responsible for the internal audit activity of the Company.</p> <p>The responsibilities of the CAE are outlined in Section 2.3 of the Audit and Risk Committee Charter.</p>	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant	Please refer to the responsibilities of the CAE as outlined in Section 2.3 of the Audit and Risk Committee Charter .	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant	<p>Identify qualified independent executive or senior management personnel, if applicable.</p> <p>This is not applicable as the internal audit is an in-house function.</p>	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	<p>Provide information on company's risk management function.</p> <p>In ensuring appropriate management of risk, the OceanaGold group adopts a "three lines" model including:</p> <ul style="list-style-type: none"> • First Line (Management and all staff) – responsible for 	

		<p>identification, management and monitoring of risks including implementing required controls to reduce residual risk.</p> <ul style="list-style-type: none"> • Second Line (Group Risk and centre functions) – responsible for the design, review and governance of the risk framework and assists the first line on implementation of critical controls. • Third Line (Internal Audit) – provides independent and objective assurance over the adequacy and effectiveness of controls and business processes to manage key risk areas. 	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	<p>Identify source of external technical support, if any.</p> <p>Please see response above.</p> <p>With the “three-lines” model, the Company is supported by the 2nd line centre functions in implementing risk management standard. The 2nd line centre functions provide guidance and support on the identification and evaluation of risks and the development of critical controls and</p>	

		provide internal independent view and second line assurance on the effectiveness of the control environment and make recommendations for improvement.	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	<p>At an executive level, accountability for oversight of Risk Management sits with the CFO of OGC. The CFO is supported in the role by the Head of Risk who leads the Risk function. As part of the OceanaGold group, the Risk function of OGC provides governance and oversight of risk management at the Company.</p> <p>The Head of Risk of OGC is Mr. Joshua Fahy. Mr. Fahy has over 17 years of experience in Risk Management and has developed and implemented Risk Management Frameworks across a wide range of companies and industries. He has a Bachelors Degree in Science and a Master Degree in Commerce from both the University of Melbourne.</p> <p>His responsibilities include as Head of Risk includes overseeing the design</p>	

		and implementation of the Risk Management Framework and Risk Management Process across the OceanaGold group and providing oversight and reporting to senior management on the status of Risk Management.	
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	<p>Provide link to CEO and CAE's attestation</p> <p>The Company's Statement of Management's Responsibility for Financial Statements, signed by the Chairman of the Board, President, and Treasurer, states that the necessary internal control is in place. This may be accessed in the Audited Financial Statement attached to the 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure.</p>	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	<p>Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.</p> <p>The Company's Manual on Corporate Governance may be accessed on its website. Article V of the Manual on Corporate Governance provides the</p>	

		Stockholders' Rights and Protection of Minority Stockholders' Interest.	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	<p>Provide link to company's website</p> <p>The rights of stockholders are provided in Article V of the Company's Manual on Corporate Governance. The Manual on Corporate Governance may be accessed on the Company's website.</p>	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	Please refer to Article 2 of the Company's latest amended By-laws . Item 2.3 thereof provides that each share of stock shall be entitled to one (1) vote, except in the election of directors where cumulative voting shall be observed.	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	<p>Provide information on all classes of shares, including their voting rights if any.</p> <p>The Company has only one class of shares, i.e. common. Please refer to the Company's latest amended Articles of Incorporation. Article VII provides the class of share of the Company.</p> <p>The Company's Manual on Corporate Governance in its Article V provides that the Board shall treat all stockholders fairly and equitably, and also recognize, protect, and facilitate the exercise of their rights.</p>	

3. Board has an effective, secure, and efficient voting system.	Compliant	<p>Provide link to voting procedure. Indicate if voting is by poll or show of hands.</p> <p>A stockholder entitled to vote shall have the right to vote in person or by proxy the number of shares registered in his name in the stock and transfer book of the Company as of the record date. The voting is done via an online platform which provides effective, secure and efficient voting process.</p> <p>The voting procedure shall be included in the Preliminary Information Statement and Definitive Information Statement for the 2025 Annual Stockholders' Meeting which will be submitted to the Securities and Exchange Commission and The Philippine Stock Exchange, Inc. on May 2025 as required.</p>	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Non-Compliant	<p>Provide information on shareholder voting mechanisms such as supermajority or "majority of minority", if any.</p>	The existing shareholder voting mechanism of the Company respects the rights of shareholders and minority interests in accordance with relevant laws.
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	<p>Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution)</p> <p>Article V of the Company's Manual on Corporate Governance provides for the stockholders' right to "propose the holding of meetings and to</p>	

		<p>include agenda items ahead of the scheduled Annual and Special Stockholders' Meeting".</p> <p>Please also see Section 2.2, Article 2 of the latest amended By-laws which provides that special meetings of the stockholders may be called by the owners of at least 10% of the outstanding capital entitled to vote.</p> <p>For 2024, there was no such call for special stockholders' meeting at the instance of the stockholders.</p>	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	<p>Provide information or link/reference to the policies on treatment of minority shareholders</p> <p>Article V of the Company's Manual on Corporate Governance sets out the commitment of the Company to protect and uphold stockholders' rights and minority stockholders' interest.</p>	
7. Company has a transparent and specific dividend policy.	Compliant	<p>Provide information on or link/reference to the company's dividend Policy.</p> <p>The Company has a Dividend Policy, effective as of the Listing Date on 13 May 2024, which targets the payment of a dividend equivalent to at least 90% of the Company's Free Cash Flow generated during the period, with such dividends to be paid either quarterly or semi-annually at the</p>	

		<p>discretion of the Board based on the previous year's unrestricted retained earnings.</p> <p>Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration</p> <p>Details on the declaration and payment of cash dividends are disclosed in Item 5 of the Company's 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure.</p>	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.		Identify the independent party that counted/validated the votes at the ASM, if any.	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p>	

		<p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)</p> <p>The Annual Stockholders' Meeting was conducted on 25 January 2024 or prior to the Company's listing with The Philippine Stock Exchange, Inc. on 13 May 2024. Prior to listing, the Company is not required to make public the Notice of Annual Stockholders' Meeting and to submit an Information Statement.</p> <p>These requirements will be complied with starting from the 2025 Annual Stockholders' Meeting.</p>	
--	--	--	--

Supplemental to Recommendation 13.2

1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	Provide link or reference to the company's notice of Annual Shareholders' Meeting	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	<p>The Annual Stockholders' Meeting was conducted on 25 January 2024 or prior to the Company's listing with The Philippine Stock Exchange, Inc. on 13 May 2024. Prior to listing, the Company is not required to make public the Notice of Annual Stockholders' Meeting and to submit an Information Statement.</p> <p>These requirements will be complied with starting from the 2025 Annual Stockholders' Meeting.</p>	
b. Auditors seeking appointment/re-appointment	Compliant		
c. Proxy documents	Compliant		

Optional: Recommendation 13.2

1. Company provides rationale for the agenda items for the annual stockholders meeting		Provide link or reference to the rationale for the agenda items	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	<p>Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</p> <p>Article V of the Company's Manual on Corporate Governance provides that the Board shall encourage active stockholder participation by making the results of the votes on matters taken during the most recent Annual or Special Stockholders' Meeting publicly available.</p> <p>The Company was a wholly owned subsidiary of OceanaGold (Philippines) Holdings, Inc. ("OGPHI") prior to listing with The Philippine Stock Exchange, Inc. on 13 May 2024. The most recent annual stockholders' meeting was conducted on 25 January 2024 or prior to listing and there was only 1 stockholder. There was no special stockholders' meeting called for and conducted for 2024.</p> <p>The Company has yet to conduct its annual stockholders' meeting for 2025</p>	

		on 16 June 2025. As and when required, the Company shall make the necessary disclosures to the regulators and in its website.	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	<p>Provide link to minutes of meeting in the company website.</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</p> <p>Indicate also if the voting on resolutions was by poll.</p> <p>Include whether there was opportunity to ask question and the answers given, if any</p> <p>The Company was a wholly owned subsidiary of OceanaGold (Philippines) Holdings, Inc. ("OGPHI") prior to listing with The Philippine Stock Exchange, Inc. on 13 May 2024. The most recent annual stockholders' meeting was conducted on 25 January 2024 or prior to listing and there was only 1 stockholder.. The 2024 Annual Stockholders Minutes of Meeting is uploaded on the Company's website.</p>	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting	

		<p>The Company was a wholly owned subsidiary of OceanaGold (Philippines) Holdings, Inc. ("OGPHI") prior to listing with The Philippine Stock Exchange, Inc. on 13 May 2024. The most recent annual stockholders' meeting was conducted on 25 January 2024 or prior to listing.</p> <p>The Company has yet to conduct its annual stockholders' meeting for 2025 on 16 June 2025. The Company will ensure that the external auditor will be present in the upcoming annual stockholders' meeting.</p>	
Recommendation 13.4			
<p>1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.</p>	Compliant	<p>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes</p> <p>Section 1.2(19), in relation to Article VI, of the Company's Manual on Corporate Governance provides that the Board shall establish and maintain an alternative dispute resolution system in the Company that can amicably settle conflicts or differences between the Company and its stockholders, and the Company and third parties, including the regulatory authorities.</p> <p>The Company shall comply with, abide, and be guided by the policy set forth in Republic Act No. 9285, or the Alternative Dispute Resolution Act</p>	

		<p>of 2004 and shall explore mutually acceptable alternative means or procedures in resolving disputes provided by applicable law prior to resorting to court action, to the extent that such is feasible and will not prejudice the rights of the Company.</p> <p>Stockholders who have matters for discussion or concerns directly resulting to the business of the Company may initially elevate such matters or concerns to: (a) the Corporate Secretary; (b) the Investor Relations Office; (c) management; or (d) the Board.</p>	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	<p>Provide link/reference to where it is found in the Manual on Corporate Governance</p> <p>Please see above.</p>	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	<p>Disclose the contact details of the officer/office responsible for investor relations, such as:</p> <p>1. Name of the person 2. Telephone number 3. Fax number 4. E-mail address</p> <p>1. Name of the person - Marjorie W. Idio 2. Telephone number - (+63) 78 362 1026 3. Fax number – N/A</p>	

		4. E-mail address - DidipioMine.IR@oceanagold.com	
2. IRO is present at every shareholder's meeting.	Compliant	<p>Indicate if the IRO was present during the ASM.</p> <p>The Company was a wholly owned subsidiary of OceanaGold (Philippines) Holdings, Inc. ("OGPHI") prior to listing with The Philippine Stock Exchange, Inc. on 13 May 2024. The most recent annual stockholders' meeting was conducted on 25 January 2024 or prior to listing.</p> <p>The Company has yet to conduct its annual stockholders' meeting for 2025 on 16 June 2025. The Company will ensure that the IRO will be present in the upcoming annual stockholders' meeting.</p>	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	<p>Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.</p> <p>There are no anti-takeover measures or similar devices in place in the Company. The Board has not considered any anti-takeover measures.</p> <p>Further, Article V of the Company's Manual on Corporate Governance sets out the commitment of the Company to protect and uphold</p>	

		stockholders' rights and minority stockholders' interest.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-Compliant	Indicate the company's public float.	The Company has a public float of 20%. The Company complies with the current Minimum Public Ownership requirement of the Securities and Exchange Commission and The Philippine Stock Exchange, Inc., and exceeds the 10% listing requirement under the Financial or Technical Assistance Agreement and the Renewal and Addendum Agreement with the Philippine Government.
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting		Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.		Disclose the process and procedure for secure electronic voting in absentia, if any.	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.	

		<p>The Company's stakeholders are identified in the Responsible Mining Policies adopted by the Board.</p> <p>For further information on the Company's policies and programs for its stakeholders, please refer to the Company's Responsible Mining Policies, Part I – Business and General Information (Environment and Social Matters section) of the 2024 Annual Report (which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure), and the Sustainability Report (Exhibit “O” of the 2024 Annual Report).</p> <p>In relation to stockholders, Article V of the Company's Manual on Corporate Governance provides that the Board shall respect the rights of the stockholders as provided for in the Revised Corporation Code, subject to such guidelines as set by the Board or its committees to prevent the abuse of rights.</p>	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	<p>Identify policies and programs for the protection and fair treatment of company's stakeholders</p> <p>Please see response above.</p> <p>Section 1.2 of the Company's Manual on Corporate Governance, provides</p>	

		<p>that the Board shall identify the Company's stakeholders in the communities in which it operates or are directly affected by its operations, and formulate policies and procedures to ensure comprehensive, accurate, reliable, timely and effective communication with them, to ensure the integrity and transparency of the Company's affairs, and to ensure the fair treatment, protection, and enforcement of their rights. The Board shall also adopt a transparent framework and process that allow stakeholders to communicate with the Company.</p> <p>For the stockholders, Article V of the Company's Manual on Corporate Governance provides the Stockholders' Rights and Protection of Minority Stockholders' Interest.</p>	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	<p>Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.</p> <p>The Company has Community Relations and Development Office ("CRDO") and External Affairs & Communications Department</p>	

		<p>("EACD") to support company initiatives relating to stakeholder engagement and grievance management. These offices may be contacted at email address DidipioMine@oceanagold.com and/or phone number +639178612279. Contact details are also on the website at https://didipiomine.com.ph/contact-us/.</p> <p>The Company also has an Investor Relations Office with the following details:</p> <ol style="list-style-type: none"> 1. Name of the person - Marjorie W. Idio 2. Telephone number - (+63) 78 362 1026 3. Fax number – N/A 4. E-mail address - DidipioMine.IR@oceanagold.com <p>Provide information on whistleblowing policy, practices and procedures for stakeholders</p> <p>The Company's Whistleblower Hotline is operated by Safecall Ltd. which is an independent company based in the United Kingdom and provides a confidential reporting or "whistleblowing" service to the Company. Further information on whistleblowing may be accessed at</p>	
--	--	---	--

		https://www.safecall.co.uk/clients/oceanagold/ . The following may be contacted for concerns about Potential Misconduct: 1. Internally <ul style="list-style-type: none"> • A person in the People and Culture team; • A person in the Legal team; • A Whistleblower Protection Officer; • The Business Integrity team; or • A member of the Executive Leadership team. 2. Whistleblower Hotline +63 2 8 231 2227 (dial the number as is including the plus sign) 3. Online via the Whistleblower website https://app.safecall.co.uk/en/file-a-report	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	Provide information on the alternative dispute resolution system established by the company. The Company is committed to establishing fair, accessible, effective and timely mechanisms through which complaints and grievances related to the company activities can be raised and resolved. Accordingly, the Company has developed and	

		<p>implemented site-based processes which support and align with the OGC Integrated Management System (IMS) - particularly the Communities Policy and Complaints and Grievance Mechanism Standard.</p> <p>These site processes include:</p> <ul style="list-style-type: none"> - A Standard Operating Procedure (SOP) for Communication, Participation and Consultation which covers all communications received from internal and external parties which are relevant to the company's environmental, health and safety performance and/ or its EHS management systems. - A Standard Operating Procedure (SOP) regarding Complaints & Grievance Management which requires that all concerns, complaints, and grievances are resolved in a timely manner using a transparent, culturally appropriate consultative process. The SOP preserves the human rights (including confidentiality) of those persons or organizations who raise concerns or complaints or are involved in a grievance; and provides options for recourse if the issue was not addressed to the satisfaction of the complainant or if the mechanism is inadequate or inappropriate for 	
--	--	---	--

		<p>handling serious human rights grievances. The SOP outlines a variety of mechanisms for lodging a complaint (email, phone, direct contact, letter), is required to be reviewed every two years as a minimum and conforms with the OGC's Complaints and Grievance Mechanism Standard.</p> <p>Additionally, Section 1.2(19), in relation to Article VI, of the Company's Manual on Corporate Governance provides that the Board shall establish and maintain an alternative dispute resolution system in the Company that can amicably settle conflicts or differences between the Company and its stockholders, and the Company and third parties, including the regulatory authorities.</p> <p>The Company shall comply with, abide, and be guided by the policy set forth in Republic Act No. 9285, or the Alternative Dispute Resolution Act of 2004 and shall explore mutually acceptable alternative means or procedures in resolving disputes provided by applicable law prior to resorting to court action, to the extent that such is feasible and will not prejudice the rights of the Company.</p> <p>Stockholders who have matters for discussion or concerns directly</p>	
--	--	--	--

		resulting to the business of the Company may initially elevate such matters or concerns to: (a) the Corporate Secretary; (b) the IRO; (c) management; or (d) the Board.	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	Disclose any requests for exemption by the company and the reason for the request. The Company did not seek any exemption from the application of a law, rule or regulation relating to a corporate governance issue in the preceding year	
2. Company respects intellectual property rights.	Compliant	Provide specific instances, if any. The Company complies with the intellectual property laws. The Company is not party to any intellectual property dispute.	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare		Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.	
2. Company discloses its policies and practices that address supplier/contractor selection procedures		Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.	
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			

Recommendation 15.1

1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.

Compliant

Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.

Principle 15 and Recommendation 15.1 are incorporated in Section 1.2 (11) and (24), Article I of the Company's [Manual on Corporate Governance](#), Section 3.3(g) and 3.3(h), Article III of the Manual on Corporate Governance [provide link].

The following policies/programs/procedures encourage employee participation:

- **Purpose, Vision, Values** - please refer to the Company's [website](#) for further information on the Company's Purpose, Vision and Values.
- **Health and Safety Policy and Management Systems** - the operations of the Company at its Didipio Mine are conducted under Certified Environmental Management System (ISO 14001), along with Certified Occupational Health and Safety (ISO 45001:2018). Check [here](#) for the Company's Health and Safety Policy.

		<ul style="list-style-type: none"> • Our Safe Behaviours Program - the Program encourages everyone in the Company to have their safety and that of their colleagues at the forefront of their mind, make commitments to behaviors that reinforce the target work environment, and empower them to speak up when they see risks. • Living Our Values Program - this is a recognition program that highlights members of the workforce demonstrating each of the Company Values. • Whistleblower Policy - the Company believes that it is important to call out something which is not right, and the Company also want to create a supporting environment where its people feel safe speaking up about Potential Misconduct without fear of retaliation. The Whistleblower Policy provides the mechanism on whistleblowing. • Fair Employment Policy - the Company's Fair Employment Policy encourages and supports everyone in the 	
--	--	---	--

		<p>Company to speak up about any unfair treatment they have experienced or witnessed in the workplace. The Company does not tolerate retaliation against those who speak up.</p> <ul style="list-style-type: none"> • Code of Conduct - people across OceanaGold have worked collaboratively to bring Our Code of Conduct together so that it reflects our target culture and the behaviours we expect. Check here for further information on the Code of Conduct. • Culture Pulse Survey - the survey is a way the Company gains important insights into its culture and leadership effectiveness and an important opportunity for leaders to listen to, and act on employee feedback. • Collective Bargaining Agreement - the Collective Bargaining Agreement between the Company and the exclusive bargaining unit representing regular and permanent rank-and-file employees of the Company provides Safe Production 	
--	--	--	--

		<p>Bonus Program whereby incentive is given for excellent performance in the areas of Safety, Production, Environment, and Operational Cost.</p> <ul style="list-style-type: none"> • Leadership Development Program (Supervisor 101) - this includes a tiered approach of developing leaders from Supervisory level to Manager Level. The program enables to build mindsets and skill sets for all levels of leadership coupled with tools that will enable them to perform their duties. • Balanced Business Planning - the leadership team engaged in a comprehensive, collaborative and inclusive series of workshops annually. The output is a 1-year Balanced Business Plan which is shared with the workforce to build a common understanding of the journey and conversations that led to the development of the Balanced Business Plan, build a connection with the workforce to the Balanced Business Plan and to the role the employees will play in the 	
--	--	---	--

		<p>execution of the Balanced Business Plan.</p> <ul style="list-style-type: none"> Performance Management System - the Company implements a performance management system where all employees collaboratively identify with their supervisors their goals. Goal setting is conducted annually. The performance management system allows for regular check-ins between employee and supervisors and mutual feedback mechanism. This step provides employees the opportunity to be acknowledged for contributions for completed goals, discuss any challenges, and identify any required adjustments to the goals. An end-of-year performance assessment is conducted where mutual feedback is also given. 	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.	

The Company recognizes the value of engaged workforce and implements the following reward/compensation programs:

- **Annual Remuneration Review** for those not covered by the Collective Bargaining Agreement which takes into consideration pay relative to the market.
- **Collective Bargaining Agreement** provides for salary premium for length of service and annual salary increase.
- **Short Term Incentive Program** for supervisors and up which grants annual incentives taking into consideration business performance and individual performance based on performance management system.
- **Collective Bargaining Agreement Safe Production Bonus Program** which grants quarterly incentives for excellent performance in the areas of Safety, Production, Environment, and Operational Cost.

		<ul style="list-style-type: none"> • Other Collective Bargaining Agreement economic benefits. 	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	<p>Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.</p> <p>The Company is committed to providing safety and healthy working conditions to protect its employees from injuries. The following existing policies and practices support health, safety, and welfare of its employees:</p> <ul style="list-style-type: none"> • Health and Safety Policy and Management Systems - the operations of the Company at its Didipio Mine are conducted under Certified Environmental Management System (ISO 14001), along with Certified Occupational Health and Safety (ISO 45001:2018). Check here for the Company's Health and Safety Policy. • Code of Conduct - check the Code of Conduct section on Safety and Health & Wellbeing on Working Together. • Our Safe Behaviours Program - the Program encourages everyone in the Company to have their safety and that of 	

		<p>their colleagues at the forefront of their mind, make commitments to behaviours that reinforce the target work environment, and empower them to speak up when they see risks.</p> <ul style="list-style-type: none"> • Living Our Values Program - this is a recognition program that highlights members of the workforce demonstrating each of the Company Values. • Employee Assistance Program - this program provides mental health counselling and wellbeing support to employees. • On Site Medical Clinic - the Didipio Mine Emergency Hospital located inside the mine site provides 24 hours medical services to all employees working at the mine. • Medical Coverage, Life and Accident Insurance - the Company has a partnership with a healthcare provider for the provision of medical coverage to its employees. The Company also obtained for its employees group term 	
--	--	---	--

		<p>life insurance for accidental and natural death.</p> <ul style="list-style-type: none"> • Statistics - For the year ended 31 December 2024, the Company had 12MMA TRIFR of 1.2 recordable injuries per million hours worked. Please refer to the section on Social - Occupational Health and Safety of the Sustainability Report attached to the 2024 Annual Report which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure. 	
3. Company has policies and practices on training and development of its employees.	Compliant	<p>Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended.</p> <p>The Company believes that realizing employees' full potential is one of the key pillars to its success, and is supported by the following:</p> <ul style="list-style-type: none"> • Internal trainings <ul style="list-style-type: none"> •The Company provides priority employment to local residents. Necessary trainings are provided to build skills to 	

		<p>qualify them for the positions required.</p> <ul style="list-style-type: none"> •All employees complete mandatory trainings on health, safety, environment and refresher trainings on these areas every two (2) years. •Functional competency trainings are provided to its employees to equip them with the required competencies for the job. •The leadership team, through various leadership tools, provide coaching and empowerment to their team members. • Filipino talents are seconded to other mine sites of OceanaGold outside the Philippines for training opportunities. • Filipino professionals have understudy programs for the transfer of knowledge from their foreign counterparts/technical experts. <p>• Talent Management Framework - a project</p>	
--	--	--	--

		<p>implemented by the Company in 2024 which aims to support employees to grow their full potential, fulfill personal career goals and contribute to the success of the organization. The project elements include talent profiling, capability building, career development and leadership development.</p> <ul style="list-style-type: none"> • Leadership Development Program - a project of the Company implemented in 2024 which includes a tiered approach of developing leaders from Supervisory level to Manager Level. <p>Please refer also to the section on Social - Employee Training and Development in the Sustainability Report appended as Exhibit "O" to the 2024 Annual Report (which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure).</p>	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	<p>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption</p> <p>The Board adopted an Anti-Corruption Policy which provides that</p>	

		<p>the Company has zero tolerance for bribery, corruption and fraud in any form including, direct or indirect, public sector or private bribery, facilitation payments, secret commissions, kickbacks, theft or other related improper conduct such as breach of application sanctions and money laundering.</p> <p>The following are the anti-bribery and anti-corruption compliance programs of the Company:</p> <ul style="list-style-type: none"> • Adoption of Company Values • Adoption of Code of Conduct • Trainings to promote understanding, awareness and a compliance culture • Designation of anti-bribery champions • Online Gifts and Conflicts Register and Sponsorship and Donations Register • Compliance tools such as Due Diligence checklists and Due Diligence system (Insight3PM) • Standard agreement templates containing requirements for compliance with Anti-bribery laws with termination rights if breached 	
--	--	--	--

		<ul style="list-style-type: none"> • Adoption of Supplier Code of Conduct • Adoption of Whistleblower Policy • Available Whistleblower Hotline 	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	<p>Identify how the board disseminated the policy and program to employees across the organization</p> <p>The Anti-Corruption Policy and programs are disseminated to the employees through the following means:</p> <ul style="list-style-type: none"> • Training on anti-corruption is mandatory for all employees with a refresher training every two years. • The Anti-Corruption Policy is available on the Company's intranet and website. • The Anti-Corruption Policy is posted in offices in the mine site. • Leaders discuss the Code of Conduct to team members in relation to day-to-day activities to help their team members understand the Code of Conduct, policies, standards, procedures and expected behaviour. • Living our Values Program which is a site-based recognition program that 	

		<p>highlights members of the workforce demonstrating each of the Company Values.</p> <ul style="list-style-type: none"> • Anti-corruption champions are available onsite for any questions relating to the Policy. The Company also has a Business Integrity team and a local legal team who provides guidance on anti-bribery and anti-corruption compliance. 	
Supplement to Recommendation 15.2			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p>	Compliant	<p>Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices.</p> <p>The Company's Anti- Corruption Policy provides that the Company has zero tolerance for bribery, corruption and fraud in any form including, direct or indirect, public sector or private bribery, facilitation payments, secret commissions, kickbacks, theft or other related improper conduct such as breach of application sanctions and money laundering.</p> <p>The Anti-Corruption Policy provides that failure to comply is a serious matter and may result in disciplinary action, further remedial action, dismissal or termination of third-party contracts. Further, non-compliance with laws can also result in severe</p>	

		<p>legal penalties including civil and criminal penalties.</p> <p>The Company has internal guidelines for disciplinary action procedures consistent with the due process requirements of law.</p> <p>Include any finding of violations of the company policy.</p> <p>For 2024, there were no incidents of employee violation of the Anti-Corruption Policy. Please refer to the section on Governance - Anti-Corruption in the Sustainability Report appended as Exhibit "O" to the 2024 Annual Report (which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure).</p>	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	<p>Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees.</p> <p>The Board has adopted a Whistleblower Policy which provides the Company's commitment to upholding the highest standards of integrity, fairness and ethical conduct.</p> <p>The Whistleblower Policy provides the mechanism for speaking up including the option to speak up internally,</p>	

		<p>report anonymously, and/or via the Whistleblower Hotline, how reports will be treated and acted on, how the reporter will be updated on progress of the report, the Company's commitment to safeguard confidentiality, and protection against retaliation.</p> <p>The Company's Whistleblower Hotline is operated by Safecall Ltd. which is an independent company based in the United Kingdom and provides a confidential reporting or "whistleblowing" service to the Company. Check here for further information on the Whistleblower Hotline.</p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.</p> <p>The Whistleblower Policy provides steps that may be taken by the Company to prevent the reporter from being subject to any retaliation as a consequence of making a report. Please refer to Section 4 of the Whistleblower Policy for further information.</p> <p>Provide contact details to report any illegal or unethical behavior.</p>	
--	--	--	--

		<p>The following may be contacted for concerns about Potential Misconduct:</p> <p>1. Internally</p> <ul style="list-style-type: none"> • A person in the People and Culture team; • A person in the Legal team; • A Whistleblower Protection Officer; • The Business Integrity team; or • A member of the Executive Leadership team. <p>2. Whistleblower Hotline +63 2 8 231 2227 (dial the number as is including the plus sign)</p> <p>3. Online via the Whistleblower website https://app.safecall.co.uk/en/file-a-report</p>	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	<p>Reports about Potential Misconduct may be made internally. For this purpose, employees can directly make the report to any of the following persons who are trained to handle whistleblower reports.</p> <ul style="list-style-type: none"> • A person in the People and Culture team; • A person in the Legal team; • A Whistleblower Protection Officer; • The Business Integrity team; or • A member of the Executive Leadership team. 	

3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	<p>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p> <p>The Board adopted a Whistleblower Policy. The whistleblower hotline is operated by an independent company. Reports from calls to the whistleblower hotline are managed by the OceanaGold Business Integrity team, which reports back to site to decide on a suitable course of action.</p> <p>For 2024, there were no incidents of whistleblowing related to the Company.</p>	
<p>Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.</p>			
<p>Recommendation 16.1</p>			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	<p>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</p> <p>Principle 16 and Recommendation 16.1 are incorporated in Section 1.2 (8) and (10), Article I of the Company's Manual on Corporate Governance.</p>	

		<p>Sustainability is fundamental to the way the Company does business. The Company is committed to responsible mining, managing its impacts and contributing to the communities in which it works and lives. This approach is guided by an overarching "Responsible Mining Framework" and the standards of the ISO 14001:2016 (Environment) and ISO 45001:2018 (Health and Safety). The framework, supported by sustainability performance standards for Environment, Health and Safety, External Affairs and Social Performance, defines how the Company operates to manage potential economic, environmental and social impacts and risks, while leveraging opportunities to enhance the positive outcomes for stakeholders.</p> <p>The Company's Responsible Mining Framework includes Communities and Environment.</p> <p>Please refer to the sections on Environment & Climate and Social in the Sustainability Report appended as Exhibit "O" to the 2024 Annual Report (which will be uploaded on the Company's website upon the approval by The Philippine Stock Exchange, Inc. of its disclosure) for further details.</p>	
--	--	---	--


Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development		Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.	
2. Company exerts effort to interact positively with the communities in which it operates		Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.	


[Signature page follows.]

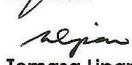
Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Makati on 10 APR 2025.

SIGNATURES



Peter John Sharpe
Chairman of the Board



Atty. Joan D. Adaci-Cattiling
President


Mia Gentugaya
Independent Director


Tomasa Lipana
Independent Director


Gregory Domingo
Independent Director


Atty. Dyann C. Rabaya
Compliance Officer


Atty. Karina P. Dulinayan
Corporate Secretary

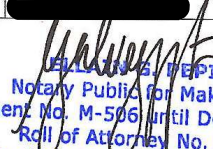
SUBSCRIBED AND SWORN to before me this 10 APR 2025

exhibiting to me their valid IDs, as follows:

Name	ID Type/Number	Date of Issue/Expiry	Place of Issue
Peter John Sharpe	[REDACTED]	[REDACTED]	[REDACTED]
Joan D. Adaci-Cattiling	[REDACTED]	[REDACTED]	[REDACTED]
Mia Gentugaya	[REDACTED]	[REDACTED]	[REDACTED]
Tomasa Lipana	[REDACTED]	[REDACTED]	[REDACTED]
Gregory Domingo	[REDACTED]	[REDACTED]	[REDACTED]
Dyann C. Rabaya	[REDACTED]	[REDACTED]	[REDACTED]
Karina P. Dulinayan	[REDACTED]	[REDACTED]	[REDACTED]

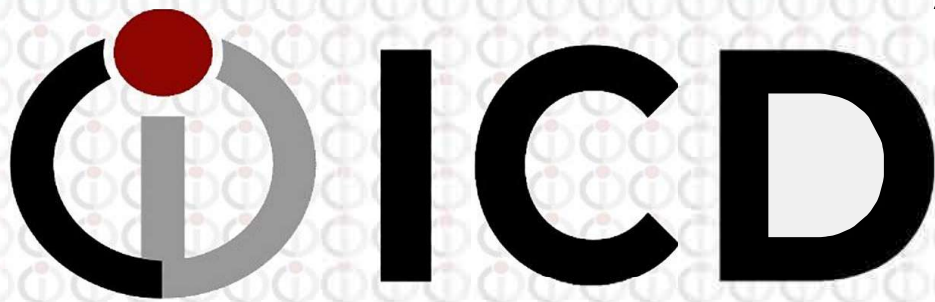
Doc. No. 490
Page No. 99
Book No. I
Series of 2025.

DST Paid
Serial No.: 03724733


EMILYN S. TEPITO
Notary Public for Makati City
Appointment No. M-506 until December 31, 2025
Roll of Attorney No. 86940
PTR No. 10470673; 1/6/2025; Makati City
IBP No. 511246; 12/21/2024; PPLM Chapter
30th Floor 88 Corporate Center
Sedeño corner Valero Streets
Salcedo Village, Makati City 1227

2024 CORPORATE GOVERNANCE TRAININGS

NAME	TRAININGS/TOPICS	NUMBER OF HOURS
Peter John Sharpe	Corporate Governance Orientation Program (<i>regulatory updates, corporate governance best practices, duties and responsibilities of board committees</i>)	8
Joan D. Adaci-Cattiling	Corporate Governance Orientation Program (<i>regulatory updates, corporate governance best practices, duties and responsibilities of board committees</i>)	8
	Professional Directors Program (<i>Strategy, Policy, Board Oversight, Accountability</i>)	40
David John Bickerton	Corporate Governance Orientation Program (<i>regulatory updates, corporate governance best practices, duties and responsibilities of board committees</i>)	8
	Professional Directors Program (<i>Strategy, Policy, Board Oversight, Accountability</i>)	40
Gregory L. Domingo	2024 Annual Corporate Governance Seminar (<i>Updated Retail Banking Trends with Generative AI, The Evolving Cyber Threat Landscape, Managing Cyber Risk</i>)	4.5
Mia G. Gentugaya	Advanced Corporate Governance Training	4
Tomas H. Lipana	2024 Corporate Governance Seminar	
Liang Tang	Roles, Responsibilities and Liabilities of Board of Directors	2
	The Next Level in ESG	3.15
Marius van Niekerk	The Next Level in ESG	3.15



Institute of Corporate Directors

presents this

Certificate of Participation

to

Peter Sharpe

OceanaGold Philippines, Inc.

for having completed the

**Corporate Governance
Orientation Program**

held on

August 28, 2024 | 8:00 AM - 12:00 PM

August 29, 2024 | 8:00 AM - 12:00 PM

through Zoom Meetings

A handwritten signature in black ink, appearing to read 'Maniego'.

Atty. Pedro H. Maniego Jr.
Chairman



Institute of Corporate Directors

presents this

Certificate of Participation

to

Joan D. Adaci-Cattiling

OceanaGold (Philippines), Inc.

for having participated in the

Corporate Governance Orientation Program

held on

February 6, 2024 | 8:00 AM - 12:00 PM
through Zoom Meetings

Valentin A. Reyes
Executive Director



Institute of Corporate Directors

presents this

Certificate of Participation

to

Joan D. Adaci-Cattiling

OceanaGold (Philippines), Inc.

for having completed the course

Professional Directors Program

held on

February 6, 2024 | 8:00 AM - 12:00 PM

August 29, 2024 | 8:00 AM - 12:00 PM

September 3, 2024 | 8:00 AM - 12:00 PM

September 4, 2024 | 8:00 AM - 12:00 PM

September 10, 2024 | 8:00 AM - 12:00 PM

September 11, 2024 | 8:00 AM - 12:00 PM

September 17, 2024 | 8:00 AM - 12:00 PM

September 18, 2024 | 8:00 AM - 12:00 PM

September 24, 2024 | 8:00 AM - 12:00 PM

September 25, 2024 | 8:00 AM - 12:00 PM

through Zoom Meetings

Atty. Pedro H. Maniego Jr.

Chairman



Institute of Corporate Directors

presents this

Certificate of Participation

to

David John Bickerton

OceanaGold (Philippines), Inc.

for having completed the

**Corporate Governance
Orientation Program**

held on

February 6, 2024 | 8:00 AM - 12:00 PM

April 24, 2024 | 8:00 AM - 12:00 PM

through Zoom Meetings

Valentin A. Reyes
Executive Director



Institute of Corporate Directors

presents this

Certificate of Participation

to

David John Bickerton

OceanaGold Philippines, Inc.

for having completed the course

Professional Directors Program

held on

February 6, 2024 | 8:00 AM - 12:00 PM

April 24, 2024 | 8:00 AM - 12:00 PM

September 3, 2024 | 8:00 AM - 12:00 PM

September 4, 2024 | 8:25 AM - 12:00 PM

September 10, 2024 | 8:00 AM - 12:00 PM

September 11, 2024 | 8:00 AM - 12:00 PM

September 17, 2024 | 8:00 AM - 12:00 PM

September 18, 2024 | 8:00 AM - 12:00 PM

September 24, 2024 | 8:00 AM - 12:00 PM

September 25, 2024 | 8:00 AM - 12:00 PM

through Zoom Meetings

Atty. Pedro H. Maniego Jr.

Chairman



Certificate of Attendance

is presented to

GREGORY L. DOMINGO

for attending and participating in the

2024 Annual Corporate Governance Seminar

Topics:

Updated Retail Banking Trends with Generative AI

The Evolving Cyber Threat Landscape: Current and Future Impact on BDO and Navigating the Risk

Managing Cyber Risk – Directors Cyber Awareness Briefing

July 26, 2024

8:00 am – 12:30 pm

Narra Hall, BDO Towers Valero, Makati City

A handwritten signature in black ink, appearing to read "Federico P. Tancongco", is written over the printed name.

Atty. Federico P. Tancongco

Senior Vice President & Chief Compliance Officer

BDO Unibank, Inc.

This seminar is accredited by the Securities and Exchange Commission (SEC) per its advisement letter dated 23 July 2024 signed by Atty. Rachel Esther J. Gumtang-Remalante, Director of Corporate Governance and Finance Department, with reference number 202407-010-OD.



Institute of Corporate Directors

presents this

Certificate of Participation

to

Mia G. Gentugaya

Philippine Commercial Capital, Inc.

for having completed the

Advanced Corporate Governance Training

held on

September 17, 2024 | 3:00 PM - 5:00 PM

September 20, 2024 | 3:00 PM - 5:00 PM

through Zoom Meetings

Atty. Pedro H. Maniego Jr.

Chairman



Institute of Corporate Directors

presents this

Certificate of Participation

to

Tomasa H. Lipana

SM Investments Corporation

for having completed the hybrid training

2024 Corporate Governance Seminar

held on

August 27, 2024 | 1:00 PM – 5:00 PM

at Conrad Manila, Pasay City and
through Microsoft Teams

Atty. Pedro H. Maniego Jr.
Chairman



(SEC Provider Accreditation Number CG2024-001)

presents this

CERTIFICATE OF COMPLETION

to

Liang Tang

for having completed the webinar on

ROLES, RESPONSIBILITIES & LIABILITIES OF BOARD DIRECTORS

held at 2:00 in the afternoon

*on Friday, November 8, 2024 via **zoom***


Henry Belleza Aquende, MBM, Hon. DPA
Founder & President
Center for Global Best Practices


Atty. Justina F. Callangan
Course Director & Lecturer
Center for Global Best Practices



(SEC Provider Accreditation Number CG2024-001)

presents this

CERTIFICATE OF COMPLETION

to

Liang Tang

for having completed the three-hour SEC-Accredited webinar

**THE NEXT LEVEL IN ESG & SUSTAINABILITY:
GOING BEYOND COMPLIANCE AND REPORTING**

held from 1:30 pm to 4:45 pm

*on Friday, December 6, 2024 via **zoom***


Henry Belleza Aquende, MBM, Hon. DPA
Founder & President
Center for Global Best Practices


Kama Neson Ganeson
Course Director & Lecturer
Center for Global Best Practices



(SEC Provider Accreditation Number CG2024-001)

presents this

CERTIFICATE OF COMPLETION

to

Marius Van Niekerk

for having completed the three-hour SEC-Accredited webinar

**THE NEXT LEVEL IN ESG & SUSTAINABILITY:
GOING BEYOND COMPLIANCE AND REPORTING**

held from 1:30 pm to 4:45 pm

*on Friday, December 6, 2024 via **zoom***


Henry Belleza Aquende, MBM, Hon. DPA
Founder & President
Center for Global Best Practices


Kama Neson Ganeson
Course Director & Lecturer
Center for Global Best Practices



Institute of Corporate Directors

presents this

Certificate of Participation

to

Karina P. Dulinayan

OceanaGold (Philippines), Inc.

for having participated in the

Corporate Governance Orientation Program

held on

February 6, 2024 | 8:00 AM - 12:00 PM

February 7, 2024 | 8:15 AM - 11:35 AM

through Zoom Meetings

Valentin A. Reyes
Executive Director



Institute of Corporate Directors

presents this

Certificate of Participation

to

Karina P. Dulinayan

OceanaGold (Philippines), Inc.

for having completed the course

**Corporate Secretary as Corporate
Governance Professionals**

held on

June 13, 2024 | 1:00 PM - 5:00 PM

June 14, 2024 | 1:00 PM - 5:00 PM

through Zoom Meetings

Valentin A. Reyes
Executive Director



Institute of Corporate Directors

presents this

Certificate of Participation

to

Dyann C. Rabaya

OceanaGold (Philippines), Inc.

for having completed the

Corporate Governance Orientation Program

held on

February 6, 2024 | 8:00 AM - 12:00 PM

February 7, 2024 | 8:00 AM - 12:00 PM

through Zoom Meetings

Valentin A. Reyes
Executive Director



Institute of Corporate Directors

presents this

Certificate of Participation

to

Dyann C. Rabaya

OceanaGold (Philippines), Inc.

for having completed the course

**Corporate Secretary as Corporate
Governance Professionals**

held on

June 13, 2024 | 1:00 PM - 5:00 PM

June 14, 2024 | 1:00 PM - 5:00 PM

through Zoom Meetings

Valentin A. Reyes
Executive Director

COPY



Certificate of Registration

This is to certify that

OceanaGold (Philippines), Inc.

Didipio Mine, Barangay Didipio, Kasibu, 3703 Nueva Vizcaya, Philippines

operates a management system which has been assessed as conforming to

ISO 14001:2015

for the scope of activities

Underground mining and milling of gold and copper deposits for the production of gold bullion and copper concentrates.

Certificate No : **CIP/5183IE/15/12/948**

Issue Date : **11 February 2025**

Expiry Date : **11 January 2028**

subject to adherence to the agreed ongoing audit programme, successful endorsement of certification following each audit and compliance with CI Regulations.

Recertification Due Date : **not later than 29 October 2027**

Initial Certification Date : **12 January 2016**

The current status of certificates can be verified by scanning the QR code or by sending a verification request to e-mail address info@certintph.com.



Joselito C. Soler
President & Managing Director



COPY



Certificate of Registration

This is to certify that

OceanaGold (Philippines), Inc.

Didipio Mine, Barangay Didipio, Kasibu, 3703 Nueva Vizcaya, Philippines

operates a management system which has been assessed as conforming to

ISO 45001:2018

for the scope of activities

Underground mining and milling of gold and copper deposits for the production of gold bullion and copper concentrates.

Certificate No : **CIP/5183IHS/15/12/948**

Issue Date : **11 February 2025**

Expiry Date : **11 January 2028**

subject to adherence to the agreed ongoing audit programme, successful endorsement of certification following each audit and compliance with CI Regulations.

Recertification Due Date : **not later than 29 October 2027**

Initial Certification Date : **12 January 2016**

The current status of certificates can be verified by scanning the QR code or by sending a verification request to e-mail address info@certintph.com.



Joselito C. Soler
President & Managing Director



ANNEX “F”

DIRECTORS ATTENDANCE OF MEETINGS FOR THE YEAR 2024

Name	Position	Regular¹ Board Meetings	Special² Board Meetings	Committee³ Meetings	2024 Annual Stockholders’ Meeting	%
Peter John Sharpe	Chairman of the Board	4/4	1/1	3/3	✓	100
Joan D. Adaci-Cattiling	President, General Manager – External Affairs and Social Performance and Director	4/4	1/1	1/1	✓	100
David John Bickerton	Asset President – Didipio and Director	4/4	1/1	N/A	✓	100
Gregory L. Domingo	Independent Director	3/3 ⁴	1/1	4/4	N/A	100
Mia G. Gentugaya	Independent Director	3/3 ⁵	1/1	4/4	N/A	100
Tomasa H. Lipana	Independent Director	3/3 ⁶	1/1	4/4	N/A	100
Liang Tang	Director	4/4	1/1	1/1	✓	100
Marius van Niekerk	Director	4/4	1/1	3/3	✓	100

¹ 25 January 2024, 9 May 2024, 31 July 2024, and 6 November 2024

² 31 May 2024

³ Audit and Risk Committee – 31 May 2024, 31 July 2024, and 6 November 2024
Corporate Governance, Nominations and Related Party Transactions Committee – 26 November 2024

⁴ Appointed as independent director on 25 January 2024.

⁵ Appointed as independent director on 24 February 2024.

⁶ Appointed as independent director on 25 January 2024.

October 9, 2024

The Board of Directors

OceanaGold (Philippines), Inc.

Didipio Mine, Didipio, Kasibu, Nueva Vizcaya

Thru: **Mr. Peter Sharpe**
Chairman of the Board

Atty. Karina Dulinayan
Corporate Secretary

Dear Directors:

This is to give notice that I am joining the Board of Directors of Diliman Doctors Hospital, Inc. ("DDHI"), as an independent director, starting on October 10, 2024. The Diliman Doctors Hospital is a private tertiary medical facility located in Diliman, Quezon City, Philippines. DDHI is not a publicly listed Company.

This notification is given as recommended in the Code of Corporate Governance for Publicly Listed Company issued by the Securities and Exchange Commission and as required in the Manual on Corporate Governance of OceanaGold (Philippines), Inc. ("OGP").

In relation to the above, I also previously declared in the May 9, 2024 meeting of the Board of Directors of OGP (or prior to my election on May 31, 2024) that I will be joining the Board of Directors of Belle Corporation as a non-executive director. Belle Corporation is a publicly listed real estate development company.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Gregory Domingo', with a stylized flourish at the end.

GREGORY DOMINGO

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **MIA G. GENTUGAYA**, Filipino, of legal age and with address at [REDACTED] after having been duly sworn to in accordance with law do hereby declare that:


1. I am an independent director of **OceanaGold (Philippines), Inc.**
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Date of Assumption (MM/DD/YYYY)
ACM Berkeley Heights, Inc.	Director	05/03/1995
ACM Columbia Heights, Inc.	Director	09/08/1995
ACM Madison Park, Inc.	Director	09/05/1995
ACM Oak Park, Inc.	Director	09/13/1995
Woodstock Properties, Inc.	Director	05/24/1994
Roxaco-ACM Development Corporation	Director	12/27/2019
BW Shipping Philippines Inc.	Director/ Corp Sec	10/19/1987
Celadon Holdings, Inc.	Director	01/13/1993
Chamomile Holdings, Inc.	Director/President	03/18/1994
Hibiscus Holdings, Inc.	Director	01/13/1993
Graymont Holdings (Philippines), Inc.	Director	03/14/2023
Graymont Manila, Inc.	Director	03/14/2023
Graymont (Philippines), Inc.	Director	03/14/2023
Philippine Capital Commercial, Inc.	Independent Director	03/28/2019
Synbiotic Food Corporation	Director/ Corp Sec	11/14/2018
Harbour Land Corporation	Director	09/04/2023
Rogo Realty Corporation	Director	08/31/2023
Academy for Children of All Abilities Philippines, Inc. DBA The Vanguard Academy	Director	06/23/2021
University of the Philippines (JD and LLM Programs)	Faculty Member	2018
Silliman University – College of Law	Faculty Member	2021
Lyceum of the Philippines University – College of Law	Faculty Member	2017

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of **OceanaGold (Philippines), Inc.**, as provided for in Section 38 of the Securities Regulation Code, the 2015 Implementing Rules and Regulations of the Securities Regulation Code, and other issuances of the Securities and Exchange Commission of the Philippines.

4. I am not related to any director/officer/substantial shareholder of **OceanaGold (Philippines), Inc.** (as contemplated in Rule 38.2.3¹ of the 2015 Implementing Rules and Regulations of the Securities Regulation Code).
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. As my current affiliation with the University of the Philippines – College of Law is merely as a part-time lecturer and not a regular faculty member, I believe there is no requirement for me to obtain any permission to act as an independent director of **OceanaGold (Philippines), Inc.** under the Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code, the 2015 Implementing Rules and Regulations of the Securities Regulation Code, Code of Corporate Governance and other issuances of the Securities and Exchange Commission of the Philippines.
8. I shall inform the Corporate Secretary of **OceanaGold (Philippines), Inc.** of any changes in the abovementioned information within five days from its occurrence.

Done this 26th day of February 2024 at Makati City, Philippines.



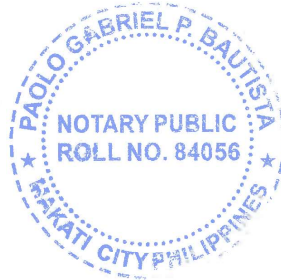
Mia G. Gentugaya

¹ An independent director is a person who is not related to any director, officer or substantial shareholder of the covered company, any of its related companies or any of its substantial shareholders. For this purpose, relatives include spouse, parent, child, brother, sister, and the spouse of such child, brother or sister.

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

SUBSCRIBED AND SWORN to before me this 26th day of February 2024 at Makati City, affiant personally appeared before me and exhibited to me her [REDACTED] issued by the Land Transportation Office with expiry on May 31, 2033.

Doc. No. 337 ;
Page No. 69 ;
Book No. I ;
Series of 2024.



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

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **Gregory Domingo**, Filipino, of legal age and a resident of [REDACTED] after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **OceanaGold (Philippines), Inc.**
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Alsons/AWS Information Systems, Inc.	Board Member	July 2020-Present
SM Investments Corporation	Senior Adviser	April 2017- Present
Alternergy Holdings Corporation	Independent Director	June 2022-Present
BDO Private Bank Inc.	Director	April 2017-Present
Kinpo Electronics (Philippines) Inc.	Consultant	January 2022 - Present
Confiar land Inc.	Director	September 2021-Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **OceanaGold (Philippines), Inc.**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
NA		

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding / I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be):

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
NA		

6. (For those in government service/affiliated with a government agency or GOCC) I have the required permission from the (head of the agency/department) to be an independent director in NA, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of OceanaGold (Philippines), Inc. of any changes in the abovementioned information within five days from its occurrence.

Done, this JAN 31 2024 day of _____, at Makati City.

[REDACTED]
[REDACTED]
Gregory L. Domingo

SUBSCRIBED AND SWORN to before me this JAN 31 2024 day of _____ at Makati City,
affiant personally appeared before me and exhibited to me his/her [REDACTED]
issued at _____ with ~~Expiration~~ on September 6, 2033.

Doc. No. 287 ;
Page No. 59 ;
Book No. I ;
Series of 2024 ;



Paolo G. Bautista

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

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **Tomas H. Lipana**, Filipino, of legal age and a resident of [REDACTED]
[REDACTED] after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **OceanaGold (Philippines), Inc.**
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
SM Investments Corporation	Independent Director	2016 -2024
Flexo Manufacturing Corporation	Independent Director	2014 -2024
Rural Bank of Silay City, Inc.	Independent Director	2023 -2024
Sikat Solar Challenge Foundation	Trustee/Treasurer	2007 -2024
Institute of Corporate Directors	Trustee (Fellow since 2010)	2018 -2024
Shareholders Association of the Philippines, Inc.	Trustee	2014 -2024
Canadian Chamber of Commerce of the Philippines	Governor (Trustee , 2009 - 2021)	2021-2024
Tax Management Association of the Philippines	Lifetime Member (President, 1990)	2024
Management Association of the Philippines	Lifetime Member (Governor, 2013-2014)	2021-2024
Philippine Institute of Certified Public Accountants	Honorary Life Member (Director, 1994-1995)	2011-2024

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **OceanaGold (Philippines), Inc.**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code (where applicable):

NAME OF DIRECTOR/OFFICER/ SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
NA		

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding / I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be):

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
NA		

6. (For those in government service/affiliated with a government agency or GOCC), I have the required permission from the (head of the agency/department) NA to be an independent director in NA, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

8. I shall inform the Corporate Secretary of OceanaGold (Philippines), Inc. of any changes in the abovementioned information within five days from its occurrence.

Done, this JAN 26 2024 day of _____, at Makati City.

Tomasa H. Lipana

SUBSCRIBED AND SWORN to before me this JAN 26 2024 day of _____ at Makati City
affiant personally appeared before me and exhibited to me his/her _____
issued at _____ on _____.

Doc. No. 261 ;
Page No. 54 ;
Book No. I ;
Series of 2024 ;



Paolo Gabriel P. Bautista

PAOLO GABRIEL P. BAUTISTA

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

Employee Acknowledgement of Company Policies

I _____ have read and understood the Company's Policies
(Your name) as indicated below:

- Health and Safety Policy
- Environment Policy
- Energy Policy
- Communities Policy
- Statement of Business Ethics and Code of Conduct
- Fair Employment Policy
- Human Rights Policy
- Government and Civil Society Policy
- Anti – Bullying and Harassment Policy
- Anti – Sexual Harassment Policy
- Smoke-Free Workplace Procedure
- Drug and Alcohol Policy
- Betel Nut Policy
- Values Enhancement and Disciplinary Action (VEDA)

I shall comply accordingly as an employee of OceanaGold Philippines, Inc. and non-compliance after observance of due process may result to separation from employment.

Signature: _____

Date: JUNE 13, 2023