

MEETING MINUTES

Meeting of the Annual Meeting of the Stockholders of OceanaGold (Philippines), Inc.	
Present:	Please see attached record of attendance as Annex A
Meeting ID:	Microsoft Teams Meeting ID # 478 208 900 678
Location/s:	Remote Communication using Microsoft Teams platform; SyCip Law Center, No. 105 Paseo de Roxas, Makati City, Philippines
Date:	January 25, 2024
Time:	9:30am PHST / 11:30pm AEST

Item #	Item Name	Comments/ Resolutions
1.	Call to Order	<p>The Chairman of OceanaGold (Philippines), Inc. (the "Corporation"), Mr. Peter John Sharpe ("Chairman"), called the meeting to order and thereafter presided. The Corporate Secretary, Atty. Karina Dulinayan ("Secretary"), recorded the minutes of the proceedings. The Secretary advised that the meeting is being held in compliance with all the applicable requirements of the Philippine Securities and Exchange Commission ("SEC") for stockholders' meetings held by remote communication under SEC Memorandum Circular No. 6 Series of 2020 ("SEC MC No. 6").</p>
2.	Certification of Quorum and Notice	<p>After ensuring that all the requirements under SEC MC No. 6 on the conduct of meetings held by remote communication, the Secretary certified that a quorum existed for the transaction of business, there being present at the meeting in person or by proxy, stockholders representing all of the outstanding capital stock of the Corporation.</p> <p>The following stockholders have confirmed their attendance to the meeting:</p> <p>OceanaGold (Philippines) Holdings, Inc. (represented by Joan D. Adaci-Cattiling)</p>

		<p>Peter John Sharpe</p> <p>Joan D. Adaci-Cattiling</p> <p>David John Bickerton</p> <p>Liang Tang</p> <p>Marius van Niekerk</p> <p>The Secretary also certified issuance of Notice of meeting to the stockholders.</p> <p>The Secretary further confirmed that as previously discussed, the following are the voting procedures and general protocols for the Meeting:</p> <ol style="list-style-type: none"> 1. The Meeting will cover the items in the agenda provided to the stockholders. 2. As provided under the Corporation's Amended By Laws, holders of the majority of the outstanding capital entitled to vote attending such meeting, either in person, by proxy, through remote communication, or participation in <i>absentia</i> shall constitute quorum for the transaction of any lawful business. Each share of stock shall be entitled to one (1) vote, except in the election of directors where cumulative voting shall be observed. A majority of the quorum shall decide any questions that may come before the meeting, save and except in those cases in which the laws or regulations require the affirmative vote of a greater percentage. <p>With the above, a Yes vote of at least majority of those present is required to approve an agenda item. Cumulative voting will be observed.</p> <ol style="list-style-type: none"> 3. Stockholders may indicate their approval of the items in the agenda by communicating the same to the Secretary. Results of the final tabulation by the Secretary of the votes are reflected in these minutes of meeting.
4.	Confirmation Of Meeting Via Remote Communication	<p>The stockholders unanimously approved the holding of the meeting of the Corporation via remote communication on January 25, 2024 at SycipLaw Center at 105 Paseo de Roxas, Makati City, Philippines for those who opted to attend the meeting in person.</p>

5.	Approval and Ratification of all Corporate Acts during the Previous Year	Upon motion made and duly seconded, the stockholders unanimously approved, ratified, and confirmed all the acts and transactions of the Board of Directors and Officers of the Corporation since the last annual stockholders' meeting as reflected in the books, records, and financial statements of the Corporation.
6.	Subscription of Shares by the Independent Directors	<p>The Chairperson called upon the Secretary to present the proposed resolutions in connection with the subscription of shares by the Independent Directors. After presentation, the Chairperson opened the floor for any questions or clarification.</p> <p>After discussions, and upon motion duly made and seconded, the stockholders unanimously approved, ratified, and confirmed, the following resolutions:</p> <p>"WHEREAS, in relation to the intended public offering of OCEANAGOLD (PHILIPPINES), INC. (the "Corporation") needs to appoint three independent directors;</p> <p>WHEREAS, to qualify to be elected as such, the independent directors need to hold shares in the Corporation each for his or her own name and for his or her own account, and accordingly, the Corporation has to issue shares to such persons;</p> <p>WHEREAS, the Corporation has applied with the Securities and Exchange Commission for the approval (the "SEC Approval") of the amendments to its Articles of Incorporation including the reduction of the par value of its common shares from ₱100 to ₱0.10;</p> <p>NOW THEREFORE, BE IT RESOLVED, AS IT IS HEREBY RESOLVED, That the Board of Directors of OCEANAGOLD (PHILIPPINES), INC. (the "Corporation") authorize, as it hereby authorizes, effective upon obtaining the SEC Approval, the issuance of one common share with par value of ₱0.10 at a subscription price equivalent to the par value of such share (the "Subscribed Share"), to each of the persons intended to be elected as independent directors of the Corporation, who as of the date of these resolutions are:</p> <ol style="list-style-type: none"> 1. Tomasa H. Lipana, 2. Gregory L. Domingo, 3. such other person as may be identified by the Authorized Signatory named below as a candidate for the election as third independent

		<p>director and as may be elected as such by the stockholders of the Corporation,</p> <p>(collectively, the "Independent Directors");</p> <p>RESOLVED, That the Board of Directors of the Corporation, effective upon obtaining the SEC Approval:</p> <ul style="list-style-type: none"> (i) authorize, as it hereby authorizes, the Corporation to execute with each Independent Director a subscription agreement / deed of subscription to implement the above subscription by the Independent Director; (ii) approve, as it hereby approves, that the Subscription Price be paid immediately upon execution of a subscription agreement / deed of subscription; and (iii) authorize, as it hereby authorizes, the issuance of the Subscribed Share and the corresponding stock certificate upon receipt of the full payment of the Subscription Price; <p><i>provided that</i>, in the event that the appointment of any of the Independent Directors will not proceed accordingly for any or whatever reason prior to the Listing Date, the subscription by the Independent Director of the Subscribed Share shall be deemed rescinded and such share will revert to the Corporation;</p> <p>RESOLVED, FINALLY, That Joan D. Adaci-Cattiling (the "Authorized Signatory") be authorized, as she is hereby authorized, to sign, execute and deliver any and all documents (including, without limitation, a subscription agreement / deed of subscription for the Subscribed Share of each Independent Director) and to do any and all acts and things necessary and appropriate to implement the foregoing resolutions, including the authority to appoint and designate such individual or individuals to, for and on her behalf or the Corporation, carry out the powers granted under these resolutions."</p>
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7.	Election of Directors	The stockholders then proceeded to elect the members of the board of the Corporation for the year 2024-2025.
		<p>Upon nominations duly made and seconded, the following were unanimously elected to the board as members thereof, to serve as such until their successors shall have been duly elected and qualified:</p> <p style="text-align: center;">Peter John Sharpe</p> <p style="text-align: center;">Joan D. Adaci-Cattiling</p> <p style="text-align: center;">David John Bickerton</p> <p style="text-align: center;">Liang Tang</p> <p style="text-align: center;">Marius van Niekerk</p> <p style="text-align: center;">Tomas H. Lipana (Independent Director)</p> <p style="text-align: center;">Gregory L. Domingo (Independent Director)</p> <p>The election of the independent directors is subject to the issuance and full payment of their shares in the Corporation.</p> <p>Further, the stockholders of the Corporation delegated to the Board of Directors the appointment of the third independent director of the Corporation.</p>
8.	Approval and Authorization to Conduct An Initial Public Offering; Sec Registration, PSE Application, Appointment Of Underwriters, Designation Of Authorized Representatives	<p>The Chairperson called upon the Secretary to present the proposed resolutions for this agenda item. After presentation, the Chairperson opened the floor for discussions. Thereafter, . and upon motion duly made and seconded, the stockholders unanimously approved, ratified, and confirmed, the resolutions set forth below in relation to the intended initial public offering of the Corporation. It was clarified that the resolutions already reflect the reduction in the par value of the Corporation's common shares from ₱100 to ₱0.10 with the amendment its Articles of Incorporation for approval by the Securities and Exchange Commission.</p> <p>RESOLVED, That OceanaGold (Philippines), Inc. (the "Corporation"), be authorized, as it is hereby authorized, to offer 456,000,000 secondary common</p>

		<p>shares of the Corporation (the "Offer Shares") by way of an initial public offering ("IPO") (the "Transaction");</p> <p>RESOLVED FURTHER, That the Corporation be authorized, as it is hereby authorized, to apply with the Securities and Exchange Commission ("SEC") for the registration, and with The Philippine Stock Exchange, Inc. ("PSE") for the listing, of all of the Corporation's outstanding capital stock, comprising the Offer Shares amounting to 456,000,000 common shares and 1,824,000,000 issued and outstanding common shares of the Corporation not forming part of the Offer Shares, and to perform such as acts as may be necessary or desirable to obtain the approval of the SEC on the Registration Statement and the PSE on the Application for Listing of stocks and related documents (the "Listing Application");</p> <p>RESOLVED, FURTHER, That the Corporation authorize and approve, as it hereby authorizes and approves, for purposes of the IPO:</p> <p>(a) The (i) engagement and appointment of CLSA Limited as the International Underwriter; BDO Capital & Investment Corporation as the Global Coordinator and Domestic Underwriter and Bookrunner, and Stabilization Agent; BMO Capital Markets as the Selling Agent; Stock Transfer Service, Inc. as the Transfer, Receiving and Paying Agent; BDO Securities Corporation as broker for the crossing of shares; BDO Trust and Investments Group as Escrow Agent; (ii) the engagement of such other issue managers, arrangers, bookrunners, trustees, registrars, paying agents, advisors, legal counsels, underwriters for the Transaction, and other agents, as may be necessary (collectively, the "Offer Agents"), at the discretion of the management of the Corporation; and (iii) the engagement of the services of advisors, transfer agent, escrow agent, legal counsel, including SyCip Salazar Hernandez & Gatmaitan as Philippine counsel to the Issuer, and other relevant parties for the execution of the Transaction;</p> <p>(b) The evaluation, definition, negotiation and approval of the terms and conditions of the Transaction, including the price of the Offer Shares, the timing, volume, and manner of the IPO; and</p>
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(c) The preparation, signing, execution, issuance, and delivery of the Registration Statement or SEC Form 12-1, the prospectus, the listing application, the underwriting agreements, a Registrar and Paying Agency Agreement, a Stock Transfer Agreement, an Escrow Agreement for the Shares, a Stabilization Agreement, a Receiving and Paying Agency Agreement, and any and all agreements, documents, certifications, notices, applications or instruments as may be required, necessary, proper, or desirable to effect and implement the registration with the SEC, the listing with the PSE, and the offer and sale to the public of the Offer Shares (the "**Transaction Documents**"), the submission of any of the foregoing Transaction Documents to the SEC and/or PSE as may be required under applicable laws, rules, and regulations, and the performance of the Transaction Documents in accordance with the terms and conditions of the Transaction Document and the Offer Shares;

RESOLVED FURTHER, That the Corporation approve and authorize, as it hereby approves and authorizes, the disclosure of the filing of the Registration Statement with the SEC, the disclosures contained in the Registration Statement (including the Prospectus), the Listing Application, and other documents relating to the IPO, and the approval, confirmation and ratification of the disclosures and information as may be contained in any supplement or amendment to the Registration Statement (including the Prospectus);

RESOLVED FURTHER, That the Corporation approve and authorize, as it hereby approves and authorizes, the use and the filing of the PMRC 2020 Technical Report on the Exploration Results and Mineral Resources Estimation of OceanaGold (Philippines), Inc.'s Didipio Gold-Copper Property under Financial or Technical Assistance Agreement (FTAA) No. 001, Nueva Vizcaya and Quirino Provinces, Philippines (the "**Technical Report**") prepared by Ciceron A. Angeles Jr., Cecilio C. Bautista, Leonardo S. Marcelo Jr., Enrico Capile Nera and Efren R. Buada Jr. with the PSE and SEC in connection with the Transaction, the submission of the Technical Report to any regulatory authority, the making of the Technical Report accessible to the general public, and the quotation of the Technical Report or the using of an extract or summary of the Technical Report in the prospectus and other materials for the IPO and/or for purposes of complying with any regulatory requirement;

RESOLVED FURTHER, That the Corporation approve and authorize, as it hereby approves and authorizes, the assumption of responsibility for all information contained in the Registration Statement and the Prospectus and any further amendment or supplement thereto that are issued in compliance with these resolutions;

RESOLVED FURTHER, that the Board of Directors authorize, as it hereby authorizes, the Corporation to open and maintain a Security Trading Account with BDO Securities Corporation and an Escrow/Trust Account with BDO Unibank, Inc. -Trust & Investments Group for the lock up of shares in connection with the IPO;

a. Opening of a Securities Trading Account with BDO Securities Corporation

RESOLVED, That the Board of Directors of the OceanaGold (Philippines), Inc. (the "Corporation") authorize, as it hereby authorizes, the Corporation to open and operate a Securities Trading Account with BDO SECURITIES CORPORATION located at 33/F BDO Towers Valero, 8741 Paseo de Roxas Avenue, Salcedo Village, Makati City.

RESOLVED FURTHER, That the Board of Directors of the Corporation authorize, as it hereby authorizes any of the two of the following Class A Signatories or any one of the following Class A and Class B signatories of the following to sign any and all documents in connection with the opening and operation of the Securities Account and to transact with said corporation referred to above:

Class A Signatories	Class B Signatories
Joan D. Adaci-Cattiling	Ma. Luisa A. Evarita
David John Bickerton	Edmon M. Tocino
Cherrie Lou B. Burabod	

Hesther T. Bahiwag

b. Establishment of Escrow or Trust Accounts

RESOLVED, AS IT IS HEREBY RESOLVED, that the OceanaGold (Philippines), Inc. (the "Corporation") be, as it is hereby authorized, to establish and maintain Escrow or Trust Account/s (the "Accounts") with BDO Unibank, Inc. -Trust & Investments Group with office address at BDO Corporate Center 7899 Makati Avenue Makati City.

RESOLVED FURTHER, that the Corporation authorizes any one of the following:

Name	Position
Joan D. Adaci-Cattiling	President
David John Bickerton	Director

RESOLVED FURTHER, That the Corporation authorize and designate, as it hereby authorizes and designates, each of the following, acting and signing singly (the "Authorized Officers"), whose specimen signatures are set out in Annex A hereof:

Name	Position
Peter John Sharpe	Chairman
Joan D. Adaci-Cattiling	President
David John Bickerton	Director

Karina P. Dulinayan	Corporate Secretary
Cherrie Lou B. Burabod	Treasurer

(a) to negotiate and determine on the Corporation's behalf the other terms and conditions for the IPO and sale and price of the Offer Shares and other matters relating to the IPO (including the terms and conditions of the appointment of the entities mentioned in the immediately preceding paragraphs);

(b) to sign, execute, and deliver, for and on behalf of the Corporation, any and all such documents, applications, agreements, and other documents, which agreements, documents and certifications shall include, but shall not be limited to, the Transaction Documents, the continuing authorization to the SEC to examine the Corporation's bank accounts, the mandate letters or engagement letters, and any and all other necessary agreements and documents as well as any amendments or supplements thereto and to make any and all such certifications, instruments, certificates, notices and/or communications as may be necessary or desirable in connection with the offer, sale and issuance of the common shares in connection with the IPO, the filing of the Registration Statement with the SEC, the filing of the Listing Application with the PSE;

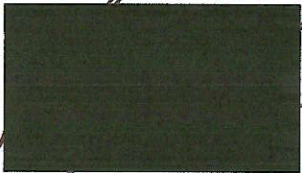
(c) to engage and appoint all agents necessary for and to take and execute such further acts and deeds as may be necessary, convenient, or appropriate, to give force and effect to the IPO; and

(d) to sign and/or dispatch all documents and notices to be signed by and/or dispatched by the Corporation under or in connection with the IPO;

RESOLVED FINALLY, That the Corporation ratify and confirm, as it hereby ratifies and confirms, all acts, which were taken by any of the officers of the

		Corporation in connection with the IPO prior to the date of this meeting.
9.	Appointment of External Auditor	Upon motion made and duly seconded, the stockholders approved the appointment of Isla Lipana & Co., (member firm of PricewaterhouseCoopers) as the Corporation's external auditor for the year ending 31 December 2024.
10.	Adjournment	There being no other business to transact, the meeting was thereupon adjourned.

ATTEST:



PETER JOHN SHARPE
Chairman



KARINA DULNAYAN
Corporate Secretary

Annex A

Record of Attendance

Stockholders

STOCKHOLDERS PRESENT:	No. of Share/s	Mode of Participation
OceanaGold (Philippines) Holdings, Inc. Represented by its proxy, Joan D. Adaci-Cattiling	577,495	In person (via proxy)
Peter John Sharpe	1	Via Remote Communication
Joan D. Adaci-Cattiling	1	In person
David John Bickerton	1	In person
Liang Tang	1	In Person
Marius van Niekerk	1	In Person
Total No. of Shares present:	577,500	
Total No. of Shares issued and outstanding	577,500	
Percentage of Attendance	100%	

Also Present:

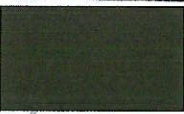
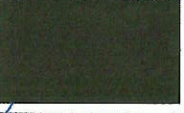
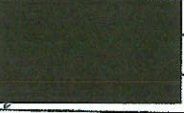

Karina Dulinayan – Corporate Secretary

Scott McQueen – OGC VP for Finance

Marjorie W. Idio – OGPI Investor Relations Manager

Hermedia M. Banzuela – OGPI Corporate Affairs Superintendent

SPECIMEN SIGNATURES OF THE AUTHORIZED REPRESENTATIVES

Name	Position	Specimen Signature
Peter John Sharpe	Chairman	
Joan D. Adaci-Cattiling	President	
David John Bickerton	Director	
Karina P. Dulinayan	Corporate Secretary	
Cherrie Lou B. Burabod	Treasurer	