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(Company's Full Name)

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(Business Address: No. Street/City/Province)

ATTY. KARINA P. DULINAYAN

Contact Person

+639178612279

Company Telephone Number

1	2
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Month

3	1
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Day

Fiscal Year

SEC FORM 20-IS

FORM TYPE

0	6
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Month

3 rd Monday

Day

Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

Not applicable

Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I.D.

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**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS**

**INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:

Preliminary Information Statement

Definitive Information Statement

2. Name of Registrant as specified in its charter : **OCEANAGOLD (PHILIPPINES), INC.**
3. Province, country or other jurisdiction of incorporation or organization : **Philippines**
4. SEC Identification Number : **A199602982**
5. BIR Tax Identification Number : **004-870-171-00000**
6. Address of Principal Office : **Didipio Mine, Didipio, Kasibu, Nueva Vizcaya, Philippines**
- Postal Code : **3703**
7. Registrant's telephone number, including area code : **+639178612279**
8. Date, time and place of the meeting of security holders : **15 June 2026, 10:00 a.m., to be conducted online via <https://www.meetnow.global/MY75QAC> and in person.**
- The Chairman will conduct the meeting from the principal place office address of the Company at Didipio Mine, Didipio, Kasibu, Nueva Vizcaya, Philippines.**
9. Approximate date on which the Information Statement is first to be sent or given to security holders : **21 May 2026**

10. *In case of Proxy Solicitations:*

Name of Person Filing the Statement/Solicitor: : **Not applicable**

Address and Telephone No. : **Not applicable**

11. Securities registered pursuant to Sections 8 and 12 of the Securities Regulation Code (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of each class	Number of Common Stock Outstanding
Common Shares	2,280,000,000

12. Are any or all of registrant's securities listed on a Stock Exchange?

Yes [] No []

If yes, disclose the name of such Stock Exchange and the class of securities listed therein.

The common shares of the Company are listed on The Philippine Stock Exchange, Inc.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Please be advised that the 2026 Annual Meeting of Stockholders (the “**Meeting**”) of **OCEANAGOLD (PHILIPPINES), INC.** (the “**Company**”) will be conducted **in person and online** on **15 June 2026 at 10:00 a.m.** to be presided at the Company’s principal office address at Didipio Mine, Didipio, Kasibu, Nueva Vizcaya, Philippines.

The order of business at the Meeting will be as follows:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Annual Stockholders’ Meeting held on 16 June 2025
4. Presentation of the Chairman’s Report and Annual Report, and approval of the Audited Financial Statements for the year 2025
5. Ratification of all acts of the Board of Directors, Audit and Risk Oversight Committee, Corporate Governance, Nominations and Related Party Transactions Committee, and Management since the last Annual Stockholders’ Meeting (held on 16 June 2025)
6. Election of the Members of the Board of Directors including the Independent Directors for the ensuing year
7. Appointment of the Company’s external auditors
8. Other Matters

A brief statement of the rationale and explanation for each agenda item which requires shareholders’ approval are incorporated in the Definitive Information Statement which will be published through the PSE EDGE portal and Company website.

Stockholders of record as of the Record Date owning (alone or together with other stockholders) at least 5% of the Company’s total outstanding capital stock may submit proposals on items for inclusion in the Meeting’s agenda on or before 31 May 2026.

The Board has set 15 April 2026 as the record date for the determination of stockholders entitled to the Notice and to vote at the Meeting.

Stockholders who wish to participate in the Meeting must register by completing the registration form (“**Registration Form**”) and all required attachments, and submit the same to oceana.asm@stocktransfer.com.ph (cc:CorporateSecretaryOGP@oceanagold.com) for validation. Registration begins on 1 May 2026 and closes on 20 May 2026 (“**Registration Period**”).

The requirements and procedure for participating and voting, including the Registration Form, proxy form and period for voting in *absentia*, may be accessed via the Company’s website at <https://didipiomine.com.ph/annual-general-meetings/> and will be available beginning 1 May 2026.

The Annual Report for the year 2025 (and the accompanying Audited Financial Statements and Sustainability Report) (<https://didipiomine.com.ph/annual-information-forms/>), as well as the minutes of the 2025 Annual Stockholders' Meeting (<https://didipiomine.com.ph/wp-content/uploads/2025/06/OGP-Draft-of-the-Minutes-of-Meeting-of-the-2025-ASM-June-16-2025-signed-redacted.pdf>) are available for download and/or viewing on the links provided and the Company Disclosures section at the PSE EDGE portal at edge.pse.com.ph. The Definitive Information Statement will be available once approved by the Securities and Exchange Commission which is estimated on or around 21 May 2026.



KARINA P. DULINAYAN
Corporate Secretary

AGENDA DETAILS AND RATIONALE

1. Call to Order

The Chairman of the Board of Directors will call the meeting to order.

2. Certification of Notice and Quorum

The Corporate Secretary will certify that copies of the Notice of Meeting were duly published in the business section of two (2) newspapers of general circulation (in print and online formats) for two (2) consecutive days, and will certify the number of shares represented in the meeting, for the purpose of determining the existence of quorum to validly transact business.

Pursuant to Sections 23 and 57 of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020, the Company has set up a designated web address which may be accessed by the stockholders to participate and vote *in absentia* on the agenda items presented for resolution at the meeting. A stockholder who votes *in absentia* or who participates by remote communication shall be deemed present for purposes of quorum.

3. Approval of the Minutes of the Annual Stockholders' Meeting held on 16 June 2025

The minutes of the last Annual Meeting of Stockholders held on 16 June 2025 will be presented for approval by the stockholders, in keeping with Section 49(a) of the Revised Corporation Code. A copy of such minutes has been uploaded on the Company's website (accessible at <https://didipiomine.com.ph/wp-content/uploads/2025/06/OGP-Draft-of-the-Minutes-of-Meeting-of-the-2025-ASM-June-16-2025-signed-redacted.pdf>).

4. Presentation of the Chairman's Report and Annual Report, and Approval of the Audited Financial Statements for the year 2025

The Chairman's Report and the Annual Report of the Company for 2025 and the audited financial statements of the Company for the year ended 31 December 2025 (a copy of which is attached to the Information Statement) will be presented for the information, understanding, and with respect to the Audited Financial Statements for the year ended 31 December 2025, the approval of the stockholders. The Chairman's Report and Annual Report for 2025 will provide context and details on the financial performance and results of operations of the Company for 2025. This report and presentation are in line with the Company's intent to observe and abide by the best corporate governance practices. It will allow stockholders to understand the financial condition of the Company and they will be given the opportunity to ask questions to management on matters relating to the performance of the Company.

The comments and feedback from the stockholders and their approval or disapproval of these reports and the financial statements will provide guidance to the Board of Directors in the management of the business of the Company.

5. Ratification of all acts of the Board of Directors, Audit and Risk Oversight Committee, Corporate Governance, Nominations and Related Party Transactions Committee, and Management since the last Annual Stockholders' Meeting (held on 16 June 2025)

The ratification of all acts and resolutions of the Board of Directors, Audit and Risk Oversight Committee, the Corporate Governance, Nominations and Related Party Transactions Committee, and all the acts of management taken or adopted since the previous annual stockholders' meeting held on 16 June 2025, including the matters set forth in Item 18(2) of the Information Statement, will be sought from the stockholders during the meeting.

Copies of the minutes of meetings of the Board of Directors are available for inspection by any stockholder at the principal office of the Company during business hours.

The ratification of the acts and resolutions of the Board, the Audit and Risk Oversight Committee, the Corporate Governance, Nominations and Related Party Transactions Committee, and management will serve as an avenue for the stockholders to better understand how the Board and the management handle the business and operations of the Company. It will also serve as confirmation by the stockholders that they approve of the manner by which the Board and management of the Company, including the Audit and Risk Oversight Committee, the Corporate Governance, Nominations and Related Party Transactions Committee, have been running its business and affairs.

6. Election of the Members of the Board of Directors including the Independent Directors for the Ensuing Year

The Corporate Secretary will present the names of the persons who have been duly nominated and have qualified for election as directors and independent directors of the Company consistent with the Company's By-Laws and Manual on Corporate Governance and other applicable laws and regulations.

The election of the members of the Board of Directors allows the stockholders to directly participate in the selection of the individuals who will serve in the Board which exercises the corporate powers of the Company.

The procedure for voting by remote communication, in absentia or by proxy, including cumulative voting, is provided in the Information Statement.

7. Appointment of the Company's External Auditors for Fiscal Year 2026

The approval of the stockholders is being sought for the appointment of the external auditor of the Company.

8. Other Matters

Stockholders of record as of the Record Date owning (alone or together with other stockholders) at least 5% of the Company's total outstanding capital stock may submit proposals on items for inclusion in the Meeting's agenda on or before 31 May 2026.

9. Adjournment

After all business has been considered and resolved, the Chairman shall declare the meeting adjourned.

PROXY FORM

The undersigned stockholder of **OCEANAGOLD (PHILIPPINES), INC.** (the “Company”) hereby appoints _____ or, in case of his/her non-attendance (or if no name is indicated above), the **CHAIRMAN OF THE MEETING**, as attorney-in-fact or proxy, with power of substitution, to represent and vote _____ shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Stockholders’ Meeting of the Company to be held on 15 June 2026, 10:00 a.m. PHT, to be conducted in person and online, and at any of the adjournments thereof for the purpose of acting on the following matters:

1. Approval of the Minutes of the Annual Stockholders’ Meeting held on 16 June 2025.
 For Against Abstain

2. Notation of the Chairman’s Report and Annual Report, and Approval of the 2025 Audited Financial Statements.
 For Against Abstain

3. Ratification of all acts of the Board of Directors, Audit and Risk Oversight Committee, Corporate Governance, Nominations and Related Party Transactions Committee, and Management, since the last Annual Stockholders’ Meeting held on 16 June 2025.
 For Against Abstain

4. Election of Directors for the ensuing year (*Please indicate number of votes*)

	FOR	AGAINST	ABSTAIN
1. Brian Douglas Martin			
2. Joan D. Adaci-Cattiling			
3. David John Bickerton			
4. Keenan Jennings			
5. Marius van Niekerk			
4. Gregory L. Domingo <i>(Independent Director)</i>			
5. Mia G. Gentugaya <i>(Independent Director)</i>			
6. Eduardo A. Sahagun <i>(Independent Director)</i>			

5. Appointment of External Auditors
 For Against Abstain

**Printed Name of the
Stockholder**

**Signature of Stockholder/
Authorized Signatory**

Date

WE ARE NOT ASKING OR SOLICITING YOU FOR A PROXY.

Instructions

This proxy should be received by the Corporate Secretary by submitting to oceana.asm@stocktransfer.com.ph (cc: CorporateSecretaryOGP@oceanagold.com) (“Registration Email”).

This proxy, when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction is made, this proxy will be voted for the election of all nominees and for the approval of the matters stated above and for such other matters as may properly come before the meeting in the manner described in the Information Statement.

A stockholder giving a proxy has the power to revoke by emailing the Registration Email any time *prior to* 5:00 p.m. PHT on 5 June 2026. Proxies may no longer be revoked after 5 p.m. on 5 June 2026. Proxies will be validated upon their submission. A proxy will also be considered revoked if the stockholder attends the meeting in person and expresses his intention to vote in person.

Notarization of this proxy is not required.

WE ARE NOT ASKING YOU FOR A PROXY.
YOU ARE NOT BEING REQUESTED TO SEND US A PROXY.

INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, Time, and Place of Meeting of Security Holders

Date : 15 June 2026
Time : 10:00 a.m.
Place : In person, and virtually via
<https://www.meetnow.global/MY75QAC>

The Chairman will conduct the Meeting in person and online from the principal place of business of the Company at Didipio Mine, Didipio, Kasibu, Nueva Vizcaya, Philippines.

This Information Statement will be first sent or given to security holders (by posting on PSE EDGE and the Company's website) on or around 21 May 2026.

Item 2. Dissenter's Right of Appraisal

Pursuant to the Revised Corporation Code, (1) in case of amendment to the articles of incorporation that has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence, (2) in case of sale, lease, exchange, transfer, mortgage, pledge, or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code, (3) in case of merger or consolidation, and (4) in case of investment of corporate funds for any purpose other than the primary purpose of the corporation, stockholders of the Company shall have the right to dissent and demand payment of the fair value of their shares.

As provided in Section 81 of the Revised Corporation Code, this appraisal right may be exercised by stockholders who shall have dissented to such corporate action, by making a written demand on the Company within thirty (30) days after the date on which the vote was taken, for payment of the fair value of their shares. Failure to make the demand within such period shall be deemed a waiver of the appraisal right.

Within ten (10) days after demanding payment for their shares, dissenting stockholders shall submit to the Company the certificate(s) of stock representing their shares for notation thereon that such shares are dissenting shares. Their failure to do so shall, at the option of the Company, terminate their appraisal rights. No demand for payment as aforesaid may be withdrawn by the dissenting stockholders unless the Company consents thereto.

If the corporate action is implemented or effected, the Company shall pay to such dissenting stockholder, upon surrender of the certificate(s) of stock representing their shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the Company cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the Company, and the third by the two (2) thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the Company within thirty (30) days after such award is made. No payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings in its books to cover such payment. Upon payment by the Company of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the Company. The procedure to be followed in exercising the appraisal right shall be in accordance with Sections 80 to 85 of the Revised Corporation Code.

There are no matters or proposed actions as specified in the Notice of Annual Stockholders' Meeting that will give rise to a possible exercise by shareholders of their appraisal rights as provided in the Revised Corporation Code of the Philippines and summarized above.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

Other than the nomination and election of directors and independent directors, there are no matters to be acted upon in which any director or executive officer is involved or has a direct, indirect, or substantial interest.

Furthermore, no director has informed the registrant, in writing or otherwise, that they intend to oppose any action to be taken by the registrant at the Meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

As of 30 April 2026, the number of shares issued and outstanding of the Company is 2,280,000,000 shares with a par value of PhP0.10 per share. As of 30 April 2026, a total of 2,127,096,021 shares or 93.29% of the outstanding capital stock of the Company are owned by foreigners.

All stockholders of record at the close of business hours on 15 April 2026 (the “**Record Date**”) are entitled to notice and to vote at the Annual Stockholders' Meeting.

Stockholders entitled to vote at the Meeting shall have the right to vote in person or by proxy the number of shares registered in their name in the stock and transfer book of the Company as of the Record Date.

With respect to the election of directors, stockholders may vote such number of shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of their shares shall equal, or they may distribute them on the same principle among as many candidates as they shall see fit, provided, that the total number of votes cast by them shall not

exceed the number of shares owned by them multiplied by the whole number of directors to be elected.

For this year's meeting, the Board of Directors had adopted a resolution to allow stockholders entitled to notice of, and to attend the meeting, to exercise their right to vote *in absentia*.

The following are the list of the top twenty (20) stockholders of the Company as of 30 April 2026:

	Name	Nationality	Number of Shares	Ownership Percentage
1.	OceanaGold (Philippines) Holdings, Inc.	Dutch	1,823,999,992	80.00%
2.	PCD Nominee Corporation	Non-Filipino	301,622,425	13.23%
3.	PCD Nominee Corporation	Filipino	136,922,725	06.01%
4.	Pryce Corporation	Filipino	10,635,450	0.47%
5.	Pryce Gases, Inc.	Filipino	3,761,500	0.16%
6.	Shaghayegh Nikaein	Iranian	1,450,000	0.06%
7.	Josefina Multi-Ventures Corporation	Filipino	759,600	0.03%
8.	PGI Retirement Fund, Inc.	Filipino	635,000	0.03%
9.	Don Manuel Investments Corporation	Filipino	183,600	0.01%
10.	Chang-Le Lin	Taiwanese	23,600	0.00%
11.	John James Centeno Dizon	Filipino	4,000	0.00%
12.	Shanley Matthew Gallardo Lumagod	Filipino	1,100	0.00%
13.	Leovillo Dela Cruz Agustin	Filipino	1,000	0.00%
14.	Joan D. Adaci-Cattiling	Filipino	1	0.00%
15.	Marius van Niekerk	South African	1	0.00%
16.	Liang Tang	Australian	1	0.00%
17.	Brian Douglas Martin	Canadian	1	0.00%
18.	David John Bickerton	Australian	1	0.00%
19.	Gregory Domingo	Filipino	1	0.00%
20.	Tomasa H. Lipana	Filipino	1	0.00%
21.	Mia G. Gentugaya	Filipino	1	0.00%
Total			2,280,000,000	100.00%

Security Ownership of Certain Record and Beneficial Owners

The Company has no knowledge of any person who, as of 30 April 2026, was directly or indirectly the beneficial owner of more than five percent (5%) of the Company's outstanding shares of common stock or who has voting power of investment with respect to shares comprising more than five percent (5%) of the Company's outstanding shares of common stock except as stated below:

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name, Address of Beneficial Owner and Relationship with Issuer	Citizenship	No. of Shares Held	Percentage
Common shares	OceanaGold (Philippines) Holdings, Inc. ¹ 19th Floor, Tower 2, Enterprise Center, Makati City (Stockholder)	Record owner is beneficial owner	Dutch	1,823,999,992	80.00%
Common shares	PCD Nominee Corporation – Non Filipino ² 29th Floor, BDO Equitable Tower 8751 Paseo de Roxas, Makati City 1226 (Stockholder)	The participants of PCD are the beneficial owners of such shares.	Non-Filipino	301,622,425	13.23%
Common shares	PCD Nominee Corporation - Filipino ³ 29th Floor, BDO Equitable Tower 8751 Paseo de Roxas, Makati City 1226 (Stockholder)	The participants of PCD are the beneficial owners of such shares.	Filipino	136,922,725	06.01%
TOTAL				2,262,585,142	99.24%

The Board of Directors of OceanaGold (Philippines) Holdings, Inc. authorized the person indicated below to exercise, on its behalf, the voting power over its securities in the Company, to wit:

Name of Corporate Stockholder	Authorized Representative
OceanaGold (Philippines) Holdings, Inc.	Joan D. Adaci-Cattiling

¹ OceanaGold (Philippines) Holdings, Inc. is a holding company.

² PCD Nominee Corporation (“PCNC”) is a wholly owned subsidiary of Philippine Central Depository, Inc. (“PCD”) and is registered owner of the shares in the books of the Company’s transfer agent. PCD participants deposit eligible securities in PCD through a process of lodgment, where legal title to the securities is transferred and held in trust by PCNC. The participants of PCD and/or their clients are the beneficial owners of such shares.

³ See note 2.

Security Ownership of Management

The following table shows the shareholdings beneficially held by the directors and executive officers of the Company as of 30 April 2026:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	% of Total Outstanding Shares
		Direct	Indirect		
Common	Brian Douglas Martin	1	0	Canadian	0.00
Common	Joan D. Adaci-Cattiling	1	0	Filipino	0.00
Common	David John Bickerton	1	0	Australian	0.00
Common	Liang Tang	1	0	Australian	0.00
Common	Marius van Niekerk	1	0	South African	0.00
Common	Gregory L. Domingo	1	0	Filipino	0.00
Common	Tomasa H. Lipana	1	0	Filipino	0.00
Common	Mia G. Gentugaya	1	0	Filipino	0.00
-	James Thomas Isles	-	-	Australian	-
-	Gemma McDonald	-	-	Australian	-
-	Karina P. Dulinayan	-	-	Filipino	-
-	Dyann C. Rabaya	-	-	Filipino	-
-	Janine Grace B. Abnasan-Diawan	-	-	Filipino	-
TOTAL		8	0		0.00

Voting Trust Holders of 5% or More

The Company is not aware of any voting trust or similar agreements involving the securities of the Company or of any person who holds more than five percent (5%) of a class of securities under a voting trust or similar agreements.

Change in Control

There are no arrangements which may result in a change in control of the Company.

Item 5. Directors and Executive Officers

Background Information

Directors and Officers

The following are the incumbent directors and principal officers of the Company:

Name	Citizenship	Age	Position
Brian Douglas Martin	Canadian	40	Chairman ⁴
Joan D. Adaci-Cattiling	Filipino	50	President, General Manager – External Affairs and Social Performance and Director
David John Bickerton	Australian	50	Director ⁵
Keenan Jennings	New Zealander	58	Director ⁶
Marius van Niekerk	South African	53	Director
Gregory L. Domingo	Filipino	71	Independent Director
Tomasa H. Lipana	Filipino	77	Independent Director
Mia G. Gentugaya	Filipino	74	Independent Director
James Thomas Isles	Australian	42	Asset President
Gemma McDonald	Australian	41	Treasurer
Karina P. Dulinayan	Filipino	44	Corporate Secretary
Dyann C. Rabaya	Filipino	42	Compliance Officer
Janine Grace B. Abnasan-Diawan	Filipino	33	Assistant Corporate Secretary

Business Experience and Other Directorships

Directors

The business experience for the last five (5) years of each of the incumbent directors and officers of the Company is set forth below:

Brian Douglas Martin, Canadian, 40, is a director and Chairman of the Board of the Company, and serves as Senior Vice President, Business Development and Investor Relations at OceanaGold Corporation. He is a seasoned mining executive with two decades of experience in the metals and mining sector. He brings deep expertise in corporate strategy, investor engagement, and business development. In his current role at OceanaGold Corporation, he leads OceanaGold investor relations program, advances strategic growth initiatives, and plays a central role in shaping and executing OceanaGold’s corporate strategy. He was instrumental in the successful initial public offering of the Company in 2024. Prior to joining OceanaGold, Mr. Martin held senior roles in corporate development and investor relations at SSR Mining Inc. and Liberty Gold Corp. At SSR Mining, he was a leading member of a top performing corporate development and investor relations team, helping to propel its growth into a premier intermediate precious metal producer. Mr. Martin began his career in equity research at a Canadian investment bank, focusing on precious metal mining companies. He holds a Bachelor of Commerce degree from the University of British Columbia and is a CFA Charterholder.

⁴ Mr. Peter John Sharpe resigned as Director and Chairman effective after adjournment of the special board meeting on September 24, 2025. Mr. Brian Douglas Martin was elected as Director and Chairman to replace Mr. Peter Sharpe effective after the adjournment of the special board meeting on September 24, 2025 and to serve the rest of the unexpired term of Mr. Peter Sharpe.

⁵ Mr. David John Bickerton also previously served as the Asset President until his resignation in such capacity effective 28 February 2026.

⁶ Ms. Liang Tang resigned as Director effective May 1, 2026 with her resignation accepted by the board during the regular meeting on May 6, 2026. At the same regular board meeting, Mr. Keenan Jennings was elected as Director to replace Ms. Liang Tang effective after the adjournment of the said meeting and to serve the unexpired term of Ms. Liang Tang.

Directorship in Philippine reporting companies: None

Joan D. Adaci-Cattiling, Filipino, 50, is a director, and the President and General Manager – External Affairs and Social Performance of the Company. She started as Head of the Legal Department of the Company in July 2007, and served as Senior Vice President for Legal and Human Resources. She also serves as the President and a director of the OceanaGold Group’s other Philippine subsidiaries. Prior to joining the Company, she was a member of the Legal Department at Mirant (Philippines) Corporation from March 2006 to July 2007, and an Associate at SyCip Salazar Hernandez & Gatmaitan Law Office from January 2001 to January 2006. Currently, she also serves as a Trustee of the Chamber of Mines of the Philippines and Diwata – Women in Resource Development, Inc., as a Member of Nueva Vizcaya Provincial Mining Regulatory Board and the Quirino Provincial Mining Regulatory Board, and as an Industry Representative for Philippine Extractive Industries Transparency Initiative (PH-EITI) Multi-Stakeholder Group. She obtained her Bachelor of Arts in Communications in 1996 and Bachelor of Laws in 2000 from the University of the Philippines. She ranked fifth in the 2000 Philippine Bar Examinations.

Directorship in Philippine reporting companies: None

David John Bickerton, Australian, 50, is a director of the Company and serves as Executive Vice President - Chief Sustainability Officer of OceanaGold Corporation. Mr. Bickerton is an accomplished mining management professional, having spent the past 16 years in senior roles across OceanaGold leading design, construction, commissioning, production ramp up, operation, and closure of the company’s assets in a range of roles including: Asset President – Didipio where he led the operation of the Didipio Mine since August 2022 until his resignation on February 28, 2026, Project Director – Waihi Expansion (New Zealand) where he led the development of the consenting strategy and lodgment of the Waihi North consent application, General Manager – Project Execution (Queensland, Australia) finalizing the scope and leading the execution of the Reefton Restoration closure program, Vice President – Project Execution Haile Gold Mine Construction and Commissioning (South Carolina, United States of America), Integration Manager – Waihi Gold Mine Acquisition, General Manager – Didipio Operations (2014) and Project Manager – Didipio Project Execution (2011 - 2014). Prior to joining OceanaGold, he held various positions in the resources industry including Lihir Gold (Papua New Guinea), Yabulu Nickel Refinery (Queensland, Australia), and Transfield Services (Queensland and Western Australia). Mr. Bickerton holds a Diploma of Project Management from Deakin University, and a Master of Business Administration from Australian Institute of Management.

Directorship in Philippine reporting companies: None

Keenan Jennings⁷, New Zealander, 58, is currently the Executive Vice President, Chief Exploration Officer of OceanaGold Corporation. With his position, he is accountable for exploration strategy and leadership for the Company. He has been with OGC since September 2025. Prior to joining OceanaGold Corporation, Mr. Jennings was a Board Director of Coppernico,

⁷ Mr. Keenan Jennings was elected as Director to replace Ms. Liang Tang effective after the adjournment of the regular board meeting on May 6, 2026 and to serve the unexpired term of Ms. Liang Tang.

a Peru-focused base metal company. He chaired the Technical Committee and was a member of the Audit Committee and Health and Safety Committee. He was also the Expert-in-Residence, providing technical and strategic advice to Fleet Space Technologies, one of the fastest-growing companies in Australia. He likewise served as global Vice President of Metals Exploration for BHP, the world's largest mining company. He led a team of more than 150 people across four continents and was accountable for delivery of two discoveries in Australia and the United States. He has held additional executive roles with QPX, a private junior exploration company, Rio Tinto, and Anglo American. He has managed operations around the world as the Country Manager at various points in his career in Chile, China, and Mongolia. Mr. Jennings holds an MSc (1st class) from the University of Auckland, New Zealand, and a Master's in Business Administration (Tech Mgt) from Deakin University, Australia. Throughout his career, he has participated in a number of business leaders programs run through Duke University in the US, and Gordon Institute of Business Science in South Africa.

Directorship in Philippine reporting companies: None

Marius van Niekerk, South African, 53, is a director of the Company. He is the Chief Financial Officer and Executive Vice President of OceanaGold Corporation since 2023. Mr. van Niekerk has mining experience in gold, copper, aluminium, alumina, energy and energy coal and prior to joining OceanaGold, he was the Vice President of Finance-Americas for Newcrest. From 2019-2023, he was responsible for both commercial integrations and financial oversight of the Red Chris and Pretivm/Brucejack mines in British Columbia, Canada. Mr. van Niekerk also spent 13 years with BHP where he held a number of senior leadership roles as well as being Director of Destiny Copper.

Directorship in Philippine reporting companies: None.

Gregory L. Domingo, Filipino, 71, is one of the Independent Directors of the Company. He is currently a Board Adviser to SM Investments Corporation - the largest conglomerate in the Philippines, a Board Director of BDO Private Bank - the private bank subsidiary of the Philippine's largest bank, and a Board Director for a few other smaller companies. He likewise served as Independent Director of SM Investments Corporation from 2016 to April 2025. He worked in the private sector for the last 40 years and served twice in the Philippine government – once as Secretary of the Department of Trade and Industry from July 2010 to December 2015 and the other as Head of the Board of Investments from May 2001 to April 2004. During his stint in the government, he chaired the Asia-Pacific Economic Cooperation Trade Ministers meetings in 2015 and was a Vice Chairperson of the World Trade Organization Ministerial meeting in Nairobi in 2015. He is credited as a key person in the takeoff of the business process outsourcing industry in the Philippines. He holds a Master's in Business Administration from the Asian Institute of Management and a Master's Degree in Operations Research from the Wharton School of the University of Pennsylvania. He obtained his Bachelor of Science in Management Engineering at the Ateneo de Manila University.

Directorship in Philippine reporting companies: In addition to the Company, Mr. Domingo is also a Non-Executive Director of Belle Corporation and Premium Leisure Corporation. He is also a Board Adviser to SM Investments Corporation and Alternergy Holdings Corporation.

Tomasa H. Lipana, Filipino, 77, is one of the independent directors of the Company. She is a former Chairman and Senior Partner of Isla Lipana & Co./PricewaterhouseCoopers Philippines. She has extensive experience as a member of the Board of Directors, chair of Audit Committee and member of Corporate Governance, Compensation and Nomination, and Risk Management Committees of various companies. Currently, she is the President of ICD, and a board adviser of SM Investments Corporation, a publicly listed company with the largest market capitalization in the country. She served as an appointive private sector director of Philippine Guarantee Corporation (formerly Philippine Export and Import Corporation), the single entity in charge of the government guarantee system, from July 2015 to June 2021. She also held directorships in Roxas and Company, SM Investments Corporation, Inter-Asia Development Bank (a thrift bank), QBE Seaboard Insurance Corporation, Goldilocks Bakeshop Inc., Rural Bank of Silay City, Inc. and other private corporations. She has been a member of the Board of Trustees of several non-profit organizations including the Institute of Corporate Directors, Shareholders Association of the Philippines, and Sikat Solar Challenge Foundation. She is a member of the Board of Governors of the Canadian Chamber of Commerce of the Philippines, where she was a trustee for 11 years. She also served as president of the Tax Management of the Philippines and Vice-president/Governor of the Management Association of the Philippines. Ms. Lipana is a CPA board placer. She earned her Bachelor of Science in Business Administration, graduating cum laude, from the University of the East Manila. She likewise attended various programs such as The Professional Directors Program at the Institute of Corporate Directors-Philippines, Executive Education Program at the Harvard Business School, Executive Business Program at the University of Western Ontario, Management Development Program and Top Management Program at the Asian Institute of Management, Management International Development Program at Pricewaterhouse - New York, and Technical Study on Commercial Banking Operations at the Academy of Banking.

Directorship in Philippine reporting companies: None.

Mia G. Gentugaya, Filipino, 74, is one of the independent directors of the Company. Atty. Gentugaya is also currently an independent director of Philippine Capital Commercial, Inc., a BSP-licensed investment house in the Philippines, a director and the Corporate Secretary of BW Shipping Philippines, Inc. (a manning company), and of Synbiotic Food Corporation (a manufacturer of carabao milk probiotic products), as well as the President of Chamomile Holdings, Inc. (a personal holding company). She is a director of the Academy for Children of All Abilities Philippines, Inc. doing business as The Vanguard Academy, a K-12 inclusive educational institution for children of all abilities. She also sits as a director of various companies in the real estate sector and other holding companies in the same industry.

Atty. Gentugaya is a professional lecturer at the University of the Philippines College of Law (JD and LLM Programs) and University of South Eastern Philippines – School of Law. She was a senior partner at SyCip Salazar Hernandez & Gatmaitan (SyCipLaw) until her retirement in 2016 and also acted as an Of Counsel of said law firm until December 31, 2021. Prior to her retirement from SyCipLaw, she headed its Banking, Finance & Securities Group and was a member of its Executive Committee.

Atty. Gentugaya was admitted to the bar in 1978. She holds a Master of Laws and Juris Doctor degrees from the University of the Philippines – Diliman, and a Bachelor of Arts (Political Science) degree from the University of the Philippines - Iloilo.

Directorship in Philippine reporting companies: None.

James Thomas Isles⁸, Australian, 42, currently serves as Asset President – Didipio of the Company. Mr. Isles has been with OceanaGold for over 5 years and is a deeply experienced safety leader with a strong background in underground mining. Prior to becoming the Asset President for Didipio, he served as Asset President and Site Senior Executive at the Macraes Gold Mine in New Zealand, the country’s largest gold mine, which is owned by OceanaGold Corporation. He is a mining professional and executive with significant experience across multiple commodities and jurisdictions, and in his current and previous role, he has the responsibility for the safe and responsible operations of the Macraes Gold Mine and now Didipio Mine.

Prior to joining OceanaGold Corporation, Mr. Isles has held various executive, technical and management positions in international mining and exploration corporation companies in Australia and in Indonesia. He holds a Bachelor of Engineering (Honours) (Mining Engineering) degree from the University of New South Wales. He has also completed the General Management Program at Melbourne Business School and the Effective Director Program from the Chartered Governance Institute New Zealand.

Directorship in Philippine reporting companies: None.

Gemma Brooke McDonald, Australian, 41, is the Treasurer of the Company. Ms. McDonald is a finance executive specializing in copper and gold with more than 18 years of experience in the mining industry in Australia, Papua New Guinea, (PDR) Laos, Peru and the Philippines. Prior to joining OceanaGold initially as Group Commercial Manager and now in her current role as Chief Financial Officer for the Company and Vice President Finance Didipio since March 2024, Ms. McDonald was the Commercial Manager at Lihir, Sepon and Rosebery with responsibilities spanning across procurement, financial reporting and management accounting, strategy, continuous improvement, warehousing and logistics. Ms. McDonald holds a Bachelor of Commerce (Finance and Economics) from the University of Queensland and is a member of the Institute of Chartered Accountants. Ms. McDonald’s remit includes Sales and Marketing for Didipio’s Copper Concentrate which was recently awarded under a structurally modified contract resulting in an annual multi-million dollar revenue uplift for Didipio.

Directorship in Philippine reporting companies: None.

Karina P. Dulinayan, Filipino, 44, is the Corporate Secretary of the Company, and serves as the Legal Manager of the Company from March 2025. Atty. Dulinayan has also served as the Legal, Permitting and Compliance Manager of the Company from September 2021 to March 2025. Prior to her current position, she held various roles at the Company, including as Senior Legal Counsel (OIC) from March 2020 to August 2021, as Supply Superintendent from January 2019 to March 2020, as a Contracts Lawyer from April 2016 to December 2018, as a Site Legal Counsel from January 2012 to March 2016, as a Land Management Superintendent from September 2010 to December 2011, and as an SRA Consultant from January 2010 to August 2010. Before joining the Company, Atty. Dulinayan was an associate at a private law firm from 2009 to 2010, a special

⁸ Elected as Asset President – Didipio following effective date of Mr. David Bickerton’s resignation and upon compliance with Philippine work permit requirement.

lecturer at Lyceum of the Philippines University in 2009, a legal officer at Cord Chemicals Incorporated from 2007 to 2009, and a research aide at Ifugao State College of Agriculture and Forestry from 2006 to 2007. She obtained her Bachelor of Laws in 2006 and Bachelor of Science in Biology in 2002 from St. Louis University. She was previously a member of the Board of the Company.

Directorship in Philippine reporting companies: None.

Dyann C. Rabaya, Filipino, 42, is the Compliance Officer of the Company since April 1, 2024 and Principal for Business Integrity since August 1, 2025. Prior to her current position, she was the Company's Legal Counsel from May 2016 to March 2024 managing the Company's contracts and legal proceedings, providing general legal support, and assisting in the implementation of compliance and internal controls. Prior to joining the Company, she had vast experience as a litigator by serving as a Public Attorney in the Public Attorney's Office from May 2012 to April 15, 2016. She also has exposure in tax compliance and corporate services during her stint as Tax Supervisor in KPMG Manabat Sanagustin & Co., CPAs from June 2011 to May 2012. She obtained her Bachelor of Laws in 2009 from University of the Cordilleras-Baguio Colleges Foundation and her Bachelor of Arts in Economics in 2004 from Saint Louis University.

Directorship in Philippine reporting companies: None.

Janine Grace B. Abnasan-Diawan, Filipino, 33, is the Assistant Corporate Secretary of the Company and has served as the Senior Legal Counsel – Land Management and Corporate Affairs since December 2021. In her current role, she handles land and grievance management, contracts management, litigation management, legal support to operations, stakeholder management, and corporate affairs management. She has five years' experience in the mining industry. Prior to joining the Company, Atty. Diawan was a Junior Legal Officer of Lepanto Consolidated Mining Company. She also previously worked for Mines and Geosciences Bureau – Cordillera Administrative Region under its Mine Safety, Environment, and Social Development Department. She graduated Juris Doctor in 2019 from the Cordillera Career Development College and B.S. in Management Accounting in 2013 from Saint Louis University.

Directorship in Philippine reporting companies: None.

Information Required of Directors and Executive Officers

Directors and Executive Officers

In accordance with the Amended By-Laws and other charters and procedures including endorsement by the Company's Corporate Governance, Nominations, and Related Party Transactions Committee, the Board unanimously approved the final list of qualified candidates ("**Final List**") for election during the Meeting as members of the Board. The Final List is set forth below:

Brian Douglas Martin
Joan D. Adaci-Cattiling
David John Bickerton
Keenan Jennings

Marius van Niekerk
Gregory L. Domingo (Independent Director)
Mia G. Gentugaya (Independent Director)
Eduardo A. Sahagun (Independent Director)

Background of Nominees

For the discussion on business experience for the last five (5) years of each of the incumbent directors who are included in the Final List, please refer to the discussion under “Business Experience and Other Directorships” above. For the new nominee included in the Final List, please see below discussion on their business experience for the last five (5) years:

Eduardo A. Sahagun, Filipino, 68, has an extensive experience on leading business from a top management role, particularly in the industries of manufacturing, distribution and sale of cement and construction materials, and development and expansion of renewable energy in the Philippines. He is currently the Chief Executive Officer and Director of Philcement Corporation and has been with the company since September 2017. In this capacity, he played a major role in establishing Philcement Corporation, a company engaged in manufacturing, distribution, marketing and sales of cement. He is also the Chief Executive Officer and Director of Union Galvasteel Corporation, a PHINMA Company, engaged in the manufacturing and distribution of prepainted and other galvanized roofing and building solutions for residential, industrial and commercial use. He likewise continues to serve as Chief Executive Officer and director of PHINMA Solar Energy Corporation, a PHINMA startup company engaged in providing renewable rooftop solar energy solutions. Mr. Sahagun holds a Masters in Management Science from Arthur D. Little Management Education Institute (now *Hult International Business*) in Boston, USA. He holds a Master’s in Business Administration from Ateneo Graduate School of Business and a degree in Bachelor of Science in Accounting from Holy Angel University.

Directorship in Philippine reporting companies: Phinma Corporation (member, Board of Directors), and Philippine Savings Bank (independent director until April 23, 2026).

The nominees, other than the nominees for independent directorships, were formally nominated to the Nominations Committee of the Board by OceanaGold (Philippines) Holdings, Inc., a shareholder of the Company. Gregory L. Domingo, Mia G. Gentugaya and Eduardo A. Sahagun were nominated as independent directors.

The Corporate Governance, Nominations, and Related Party Transactions Committee evaluated the nominee’s respective qualifications as provided in the applicable laws and regulations. The Corporate Governance, Nominations, and Related Party Transactions Committee is chaired by Atty. Mia G. Gentugaya, while Ms. Tomasa H. Lipana, Mr. Gregory L. Domingo, Atty. Joan D. Adaci-Cattiling and Liang Tang serve as its members.

The qualifications of all nominated directors, including the nominated independent directors, have been pre-screened in accordance with the Manual of Corporate Governance and By-Laws of the Company. The Final List is final and binding upon shareholders. Only the nominees whose names shall appear on the Final List are eligible for election as directors (independent or otherwise), in accordance with the procedure set forth in the By-Laws of the Company. No other nominations will be entertained or allowed during the Annual Stockholders’ Meeting.

Upon election on 15 June 2026, Gregory L. Domingo and Mia G. Gentugaya will be in their third year/term as independent director, while Eduardo A. Sahagun will be on his first year/term serving as independent director of the Company.

Certifications of the independent directors are attached hereto as Annexes “A-1”, “A-2” and “A-3”.

Significant Employees

There are no significant employees who are not executive officers whose resignation or termination of employment would have a material adverse impact on the Company’s business. Other than standard employment contracts, there are no special arrangements with non-senior management employees.

Family Relationships

Atty. Joan D. Adaci-Cattiling, President, General Manager – External Affairs and Social Performance, and Director of the Company, and Atty. Karina P. Dulinayan, the Corporate Secretary of the Company and Legal Manager, are cousins and related within the fourth civil degree of consanguinity. Apart from the foregoing, there are no other family relationships up to the fourth civil degree, either by consanguinity or affinity, among the directors and executive officers listed in this Information Statement.

Other than the ones disclosed, none of the Directors or Executive Officers or persons nominated or chosen by the Company to become Directors or Executive Officers is related to the others by consanguinity or affinity within the fourth civil degree.

Involvement in Certain Legal Proceedings

To the best of the Company’s knowledge and belief and after due inquiry, none of the directors, nominees for election as a director, executive officers or control persons of the Company have been involved in any legal proceeding during the past five (5) years, including without limitation being the subject of any:

- bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to that time;
- conviction by final judgment, including the nature of the offense, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities commodities or banking activities; and
- order or judgment of a domestic or foreign court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self-regulatory

organization finding him/her to have violated a securities or commodities law or regulation.

Certain Relationships and Related Transactions

Except as described below, and in the Audited Financial Statements as at and for the year ended 31 December 2025, the Company has not had any transaction during the last two (2) years in which any Director or Executive Officer or any of their immediate family members had a direct or indirect interest.

In the ordinary course of the Company's business, the Company engages in a variety of transactions with related parties and affiliates. The Company's related party transaction policy is to ensure that these transactions are entered on an arm's length basis and entered into on terms comparable to those available from or to unrelated third parties, as the case may be.

A summary of the Company's transactions and outstanding balances with related parties as of and for the years ended 31 December 2025 and 2024 are set out below.

	Transactions		Outstanding balances		Terms and conditions
	2025	2024	2025	2024	
	(in US\$ millions) ⁹				
Issuance of shares					
Immediate parent company					See Note 11 of the Audited Financial Statements of the Company for the year ended 31 - December 2025
	-	3.0	-	-	
Advances to					(a)
Immediate parent company	(0.3)	0.2	-	0.3	
Entities under common control	-	(14.9)	0.4	0.4	
	(0.3)	(14.7)	0.4	0.7	
Borrowings and Interest					(b)
Entity under common control					
Interest	-	(0.3)	-	-	
Repayments	-	-	-	-	
Loss (Gain) on loan modification	-	-	-	-	

⁹ The Company's functional currency is US\$.

	Transactions		Outstanding balances		Terms and conditions
	2025	2024	2025	2024	
	(in US\$ millions) ⁹				
	-	(0.3)	-	-	
Management fee and service fees					(c)
Ultimate parent	5.3	4.3	(6.4)	(8.8)	
Entity under common control	10.9	8.3	(6.1)	(1.0)	
	16.2	12.6	(12.5)	(9.8)	
Service agreements					(d)
Entity under common control	2.0	0.1	2.6	0.6	
Key management compensation					Salaries and wages are settled at the period incurred.
Salaries and wages	0.6	0.6	-	-	- Other benefits are payable within the current year.
Other employee benefits	1.3	0.7	-	-	
Retirement benefits	-	-	(0.2)	(0.2)	

(a) Advances to related parties

Advances to related parties are made to finance adhoc working capital requirements. These are non-interest bearing and are intended to be payable in cash on demand. These are unsecured and without guarantee.

In 2024, a provision for impairment of related party receivables amounting to US\$0.7 million was recognized for credit losses in respect to the amount owed by OceanaGold Sustainable Agroforestry Inc. (“**OGSAI**”) which the Company has identified to be past due and impaired (Note 3). As at 31 December 2025 and 2024, OGSAI’s dissolution has been approved by BIR but is still pending with the SEC. For the years ended 31 December 2025 and 2023, there were neither impairment losses nor write-offs recognized on related party receivables.

(b) Borrowings and interest

On 1 January 2015, as evidenced by a loan agreement, OGS has agreed to loan the principal sum of US\$278.0 million to the Company. The transaction is merely a reassignment of previous advances from OceanaGold Finance (NZ) Ltd. (“**OGF**”) and OceanaGold Limited (“**OGL**”). The Company is obliged to pay the outstanding balance in cash after eight (8) years from date of loan agreement with interest rate of 10.5% as agreed in writing between OGS and the Company. The loan is unsecured.

In 2021, the Company received a Waiver Agreement with OGS due to Didipio's suspension of activities in 2019, which temporarily suspended the accrual and payment of interest.

On a letter dated 16 December 2022, the interest accrual and payments have resumed upon the attainment of the following requirements on resumption which includes: (1) written confirmation of the date of which interest accrual and payment will recommence by the parties which nominates 30 December 2022 and (2) full operations in Didipio. The Company is still under obligation to settle the interest that was temporarily suspended in the previous years.

On 19 December 2022, the loan agreement was extended to thirteen (13) years from the effective date through a Deed of Variation. The terms and conditions of the loan agreement shall remain in full force and effect except to the extent expressly varied, restated or amended by the provisions of the Deed. It shall be incorporated into the loan agreement and shall be read as one and the same document.

The contract between the Company and OGS did not specify the settlement schedule for the loan balance, but was assumed that the principal balance would be settled by the end of the term, while interest payable is calculated every month but is accrued and to be paid every year-end. However, the Company paid portions of the principal for the years ended 31 December 2023 and 2022 which were considered modifications to the loan.

These modifications to the loan are being assessed every year and considered as non-substantial. For the year ended 31 December 2023, a loss on loan modification was recognized due to the amendments to the terms of the loan agreement on the timing of payments of interest and principal.

In 2023, the Company paid the principal portion of the loan, and the remaining balance pertaining to the unpaid interest payable was settled on 9 May 2024.

The net cash reconciliation as at 31 December 2024 is presented below:

	Amount (US\$) ¹⁰
Borrowings from a related party, beginning	0.3
Repayment of interest	(0.3)
Borrowings from a related party, ending	-
Cash	(50.8)
Net cash	(50.8)

(c) Management and service fees

Management fees pertain to charges for administrative and technical support extended by OceanaGold Management PTY Ltd., an entity under common control, and by OGC, the ultimate parent company, which are expected to be settled in cash and payable within 60 days. In 2025, management fees are classified as part of cost of sales as these are directly attributable to the production of its products.

¹⁰ The Company's functional currency is US\$.

Service fees refer to professional fees for finance, treasury, tax, information technology (IT), and other services rendered by OGS, an entity under common control, under its support services agreement entered into in 2019, which are chargeable with a cost-plus 5% markup.

(d) Service agreements

In 2013, the Company also entered into technical service agreement with OceanaGold (Philippines) Exploration Corporation wherein the Company will provide fees in a form of advances equal to five percent (5%) of the total salary cost for the performance of services to enable the Company to explore and develop certain mineral properties. The outstanding balances are unsecured, non-interest bearing and generally collected in cash on demand.

On 6 November 2024, the Board approved the Company’s material related party transaction policy to adhere with SEC Memorandum Circular No. 10, Series of 2019 which include: the identification of related parties, coverage of material related party transactions, adjusted thresholds, identification and prevention or management of potential or actual conflicts of interests arising out of or in connection with the material related party transactions, guidelines in ensuring arm’s length terms, approval of material related party transactions, self-assessment and period review of policy, disclosure requirements, whistleblowing mechanisms, and remedies for abusive material related party transactions. The Board, with the assistance of the Company's Compliance Officer shall ensure that the Company complies with relevant rules and regulations affecting related party transactions. The Compliance Officer shall aid in the review of the Company's transactions and identify any potential material related party transaction that would require review by the Company's Corporate Governance, Nominations, and Related Party Transactions Committee, and the BOD. Transactions above the materiality threshold shall be approved by at least 60% of the Board with at least one (1) independent director voting to approve the material related party transaction.

Resignation of Directors

No director has resigned from or declined to stand for re-election to the Board since the date of the 2025 Annual Stockholders’ Meeting due to any disagreement with the Company relative to its operations, policies, and practices.

Appraisals and Performance Report of the Board

The directors’ attendance record for Board meetings in 2025 is as follows:

Director	No. of Meetings Attended/Held	Attendance Percentage
Peter John Sharpe ¹¹	6/6	100%
Brian Douglas Martin	1/1	100%
Joan D. Adaci-Cattiling	7/7	100%
David John Bickerton	7/7	100%

¹¹ Mr. Peter John Sharpe resigned as Director and Chairman effective after adjournment of the special board meeting on September 24, 2025

Liang Tang	6/7	85.7%
Marius van Niekerk	7/7	100%
Gregory L. Domingo	7/7	100%
Tomasa H. Lipana	7/7	100%
Mia G. Gentugaya	7/7	100%

The Board established committees to assist in exercising its authority and monitoring the Company's performance in accordance with its Manual on Corporate Governance ("**CG Manual**"), and related SEC circulars.

Corporate Governance, Nominations and Related Party Transactions Committee

Director	No. of Meetings Attended/Held	Attendance Percentage
Gregory L. Domingo	5/5	100%
Tomasa H. Lipana	5/5	100%
Mia G. Gentugaya	5/5	100%
Joan D. Adaci-Cattiling	5/5	100%
Liang Tang ¹²	4/5	80%

Audit and Risk Oversight Committee

Director	No. of Meetings Attended/Held	Attendance Percentage
Gregory L. Domingo	4/4	100%
Tomasa H. Lipana	4/4	100%
Mia G. Gentugaya	4/4	100%
Peter John Sharpe ¹³	3/3	100%
Brian Martin Douglas ¹⁴	1/1	100%
Marius van Niekerk	4/4	100%

Section 1.8(1), Article I of the Company's Manual of Corporate Governance provides that 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.

The Company completed the performance evaluation of the Chairperson, President, the Board, and the Board Committees. The overall rating performance of the Board and Corporate

¹² Ms. Liang Tang resigned as member of the Corporate Governance, Nominations, Related Party Transactions Committee effective May 1, 2026 with her resignation accepted by the board during the May 6, 2026, regular board meeting. Mr. David Bickerton was elected as member of the Corporate Governance, Nominations, and Related Party Transactions Committee to replace Ms. Liang Tang effective after the adjournment of the May 6, 2026 regular board meeting and to serve the rest of the unexpired term of Ms. Liang Tang.

¹³ Mr. Peter John Sharpe resigned as Director and Chairman effective after adjournment of the special board meeting on September 24, 2025.

¹⁴ Elected as Director and Chairman to replace Mr. Peter Sharpe effective after the adjournment of the special board meeting on September 24, 2025 and to serve the rest of the unexpired term of Mr. Peter Sharpe.

Governance, Nominations, and Related Party Transactions Committee is good or target achievement and very good or with significant achievement, respectively. The Audit and Risk Oversight Committee was assessed following the criteria prescribed under SEC Memorandum Circular No. 4, Series of 2012. Generally, all the requirements under the aforesaid Memorandum Circular are included in the Audit and Risk Oversight Charter of the Company and/or being implemented following its Manual of Corporate Governance.

Item 6. Compensation of Directors and Executive Officers

Executive Compensation

Under the Company's Bylaws, fair compensation (other than per diems and other fees mentioned below) 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.

No compensation was paid for the years ended 31 December 2024 and 2025 to persons acting as directors of the Company, except for the independent directors who were paid compensation in 2025 pursuant to the approval of the stockholders at the Annual Stockholders' Meeting on 16 June 2025.

The total salaries, allowances, and bonuses paid to the President and the four other most highly compensated executives or officers of the Company as well as the aggregate compensation paid to all other officers as a group for the years ended 31 December 2023, 2024, and 2025 and expected to be paid to such groups in 2026, are summarized in the table below.

	Year	Base Salary		Bonus		Other Annual Compensation ¹⁵		Total	
		(U.S.\$)	(PhP)	(U.S.\$)	(PhP)	(U.S.\$)	(PhP)	(U.S.\$)	(PhP)
President and the top four most highly compensated executives or officers (total compensation)	2023	1,176,466.91	65,447,281.52	270,539.38	15,050,203.98	198,442.75	11,039,442.26	1,645,449.04	91,536,927.76
	2024	1,139,261.90	65,253,470.75	360,372.01	20,332,268.00	612,197.89	34,649,764.68	2,111,831.81	120,235,503.43
	2025	1,205,137.47	69,399,051.21	221,700.00	12,833,791.64	1,254,670.05	72,703,842.53	2,681,507.52	154,936,685.38
	Projected 2026	1,094,400.00	64,421,856.00	1,911,850.00	112,541,050.25	1,893,030.59	111,433,245.63	4,899,280.59	288,396,151.88
Aggregate compensation paid to all other officers as a group	2023	-	-	-	-	-	-	-	-
	2024	887,645.77	50,818,546.56	155,974.15	8,865,481.42	310,797.79	17,762,127.61	1,354,417.70	77,446,155.59
	2025	1,097,741.49	63,208,937.89	50,206.66	2,924,377.03	305,549.94	17,614,724.09	1,453,498.10	83,748,039.01
	Projected 2026	1,419,600.00	83,564,754.00	490,500.00	28,873,282.50	544,307.96	32,040,687.93	2,454,407.96	144,478,724.43

Standard Arrangements

Other than payment of such reasonable *per diem* there are no standard arrangements pursuant to which directors of the Company are compensated, or were compensated, directly or

¹⁵ Includes Stock Based Compensation awarded as part of the OceanaGold Corporation Performance Share Rights Plan awarded to Designated Participants of OceanaGold Corporation and its Affiliates.

indirectly, for any services provided as a director and for their committee participation or special assignments for 2025 up to the present.

Other Arrangements

There are no other arrangements pursuant to which any director of the Company was compensated, or to be compensated, directly or indirectly, for any service provided as a director.

Employment Contracts

Employment contracts between the Company and certain officers provide for management incentives and benefits. There are contractual arrangements with relevant officers in the event of a change in control of the Company.

Warrants and Options Outstanding

As of the date of this Information Statement, there are no outstanding warrants or options in connection with the Company's Common Shares held by any of the Company's directors or executive officers.

Item 7. Independent Public Accountants

The external auditor of the Company is the accounting firm of Isla Lipana & Co. ("**Isla Lipana**"), a member firm of the PwC Network. The Board, upon the recommendation of the Company's Audit and Risk Oversight Committee, approved the reappointment of Isla Lipana as the Company's independent auditor for 2026 based on their performance and qualifications.

The Audit Committee is composed of Tomasa H. Lipana as Chairman, and Gregory L. Domingo, Mia G. Gentugaya, Marius van Niekerk and Brian Douglas Martin as members.

The reappointment of Isla Lipana will be presented to the stockholders for their approval at the Annual Stockholders' Meeting.

Representatives of Isla Lipana for the current year and for the most recently completed fiscal year are expected to be present at the Annual Stockholders' Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Isla Lipana audited the Company's financial statements as of and for the years ended 31 December 2025, 2024 and 2023 in accordance with Philippine Standards on Auditing.

Isla Lipana has served as the Company's independent auditor since 2008. To comply with the requirements of SRC Rule 68 (3) (b) (iv), the signing partners of Isla Lipana shall be rotated every seven (7) years or earlier. Corina Molina is the Company's current audit partner and has served

as such since 2025.

There was no event during the two most recent fiscal years where Isla Lipana had any disagreement with the Company with regard to any matter relating to accounting principles or practices or financial statements disclosure or auditing scope or procedure. There was no case of an independent accountant who declined to stand for re-election after completion of the current audit.

Further, Isla Lipana has neither shareholdings in the Company nor any right, whether legally enforceable or not, to nominate persons or to subscribe for the securities of the Company. The foregoing is in accordance with the Code of Ethics for Professional Accountants in the Philippines set by the Board of Accountancy and approved by the Professional Regulation Commission.

The following table sets out the aggregate fees billed for each of the last two fiscal years for professional services rendered by Isla Lipana to the Company for the years ended 31 December 2025 and 2024:

	2025	2024
	(in Php millions)	(in Php millions)
Audit and audit-related fees		
Audit services	8.8	8.2
Other fees		
Tax services	5.5	2.5
Other fees	1.4	4.6
Total	<u>15.7</u>	<u>15.3</u>

Item 8. Compensation Plans

The Company has no stock options, warrants or rights plan. There is likewise no other type of compensation plan.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

No action is to be taken with respect to the authorization or issuance of securities of the Company other than for the Exchange.

Item 10. Modification or Exchange of Securities

There are no actions or matters to be discussed in the Annual Stockholders' Meeting with respect to the modification of any class of securities of the Company, or the issuance or authorization for issuance of one (1) class of securities of the Company in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

- (i) Management's Discussion and Analysis of Financial Condition and Results of Operations as of 31 December 2025, as well as market price of shares and dividends, and other data related to the Company's financial information (as of the latest practicable date) are attached hereto as **Annex "B"**.
- (ii) The Annual Report for 31 December 2025, with the Audited Financial Statements for the year ended 31 December 2025 are attached hereto as **Annex "C"**.
- (iii) The Quarterly Report for 31 March 2026, with the Interim Unaudited Financial Statements for the quarter ended 31 March 2026, are attached hereto as **Annex "D"**.

Item 12. Mergers, Consolidations, Acquisitions, and Similar Matters

There are no actions or matters to be discussed in the Annual Stockholders' Meeting with respect to mergers, consolidations, acquisitions, sales, or other transfers of all or any substantial part of the assets of the Company, liquidation or dissolution of the Company, and similar matters.

Item 13. Acquisition of Disposition of Property

There are no actions or matters to be discussed in the Annual Stockholders' Meeting with respect to the acquisition or disposition of any significant Company property.

Item 14. Restatement of Accounts

There are no actions or matters to be discussed in the Annual Stockholders' Meeting with respect to the restatement of any asset, capital, or surplus account of the Company.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The following are to be submitted for approval during the Annual Stockholders' Meeting:

- (i) Minutes of the Annual Stockholders' Meeting held on 16 June 2025, a copy of which is hereto attached as **Annex "E"**; and
- (ii) Audited Financial Statements for the fiscal year ended 31 December 2025.

Item 16. Matters Not Required to be Submitted

There is no action to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

Item 17. Amendment of Charter, By-Laws, or Other Documents

Save as discussed in Item 18(3) below, no other actions or matters will be discussed with respect to any amendment of the Company's charter, By-Laws, or other documents.

Item 18. Other Proposed Actions

1. Election of the members of the Board of Directors, including the Independent Directors, for the ensuing fiscal year;
2. Ratification of all acts of the Board of Directors, Audit and Risk Oversight Committee, and Corporate Governance, Nominations and Related Party Transactions Committee, and Management since the last annual stockholders' meeting held on 16 June 2025 including the following:
 - a) Approval of the minutes of 7 May 2025 Minutes of Meeting
 - b) Election of officers of the Company
 - c) Appointment of Lead Independent Director and Members of the Board Committees
 - d) Authorization to file General Information Sheet for 2025
 - e) Approval of the 16 June 2025 Minutes of Organizational Board Meeting
 - f) Approval of the Q2 2025 Financial Results and Management Discussion and Analysis
 - g) Approval of Q2 2025 declaration and payment of dividend
 - h) Grant of Executive Authority in alignment with, and subject to, the OGP Board Authority Matrix
 - i) Confirmation of appointment of Board Committee chairpersons
 - j) Approval of the Q3 2025 (6 August 2025) Minutes of Meeting
 - k) Approval of the trading of the Corporation on the OTCQX, and authorization of the Chairman, President and/or Asset President to execute and deliver any and all documents in connection with the trading of the Company's securities on the OTCQX market
 - l) Authorization of the Company's Secretary to issue the Secretary's Certificate or other necessary certification attesting the approval by the Board of Directors of the trading of the Corporation's securities on the OTCQX market
 - m) Acceptance of the resignation of Mr. Peter Sharpe as Director and Chairman of the Board of the Corporation
 - n) Election of the new Chairman and appointment of the new member of the Audit Committee
 - o) Approval of the official email address of the Company's primary and secondary email addresses
 - p) Approval of the Minutes of Special Meeting on 24 September 2025.
 - q) Approval of the 2025 Q3 Financial Results and Management Discussions and Analysis
 - r) Approval of the declaration and payment of dividend for Q3 2025
 - s) Approval of the performance evaluation process for the Board and Committees for 2025

- t) Approval of the SOP on Board and Committee Meetings
- u) Approval of the 2026 and 2027 Board Calendar
- v) Acceptance of Resignation of Mr. David Bickerton as Asset President- Didipio effective 28 February 2026, and election of Mr. James Isles as Asset President- Didipio following the effective date of Mr. Bickerton's signature and upon compliance with Philippine work permit requirements
- w) Approval of the Q4 2025 Minutes of Meeting
- x) Approval of the Company's audited annual financial statements as at and for the year ended 31 December 2025
- y) Approval of declaration and payment of dividend for Q4 2025
- z) Approval of the 2026 Nomination Requirements and Procedures, including the relevant nomination forms, for the nomination of directors for election to the Board during the 2026 ASM.
- aa) Approval of the holding of 2026 ASM, and other matters relating thereto (as set forth in the relevant disclosures of the Company on 18 February 2026).
- bb) Approval of the 2026 Guidance and Budget
- cc) Approval of public reporting and/or release of the Corporation's fourth quarter and full year 2025 operating and financial results, including updates on the Company's mineral resources and reserves
- dd) Approval of change of delegation of Executive Authority from Mr. David Bickerton to Mr. James Isles
- ee) Approval of the 28 January and 18 February 2026 minutes of meetings
- ff) Approval of the Integrated Corporate Governance Report
- gg) Approval of the List of Nominees for the 2026 ASM
- hh) Approval of the following Technical Reports on the Company's Didipio Gold and Copper Property:
 - Exploration Results and Mineral Resource Estimation
 - Economic Assessment and Mineral Reserves Estimation
 - Metallurgical Engineering Study and Assessment
- ii) Approval of the Power Supply Contract with Sual Power Inc.

Item 19. Voting Procedures

Manner of Voting

In all items for approval, except in the election of directors, each share of stock entitles its registered owner to one vote.

For the purpose of electing directors, stockholders may vote such number of their shares for as many persons as there are directors to be elected or they may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of their shares shall equal, or they may distribute them in the same principle among as many candidates as they shall see fit.

Stockholders as of Record Date who have successfully registered their intention to participate in the annual meeting via remote communication and to vote *in absentia*, duly verified and validated by the Company shall be provided with unique log-in credentials to securely access the voting

portal and participate and watch the online meeting of the stockholders of the Company. A stockholder voting electronically in absentia shall be deemed present for purposes of quorum.

The requirements and procedure for participating and voting are set forth in **Annex “F”** and in the Company’s website. Detailed procedure for registration and voting through the Company’s online registration and voting system is attached hereto.

The Corporate Secretary and stock transfer agent will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies.

The Chairman shall ensure that at least two (2) seats shall be allotted for the election of independent directors as required by the Securities Regulations Code and the Code of Corporate Governance.

Vote Required

With respect to the election of directors, candidates who received the highest number of votes shall be declared elected.

With respect to the approval of the minutes, the adoption of the Audited Financial Statements for the year ended 31 December 2025, as well as the approval or ratification of the other actions set forth under the heading “Other Proposed Actions” above (other than the election of directors), the vote of majority of the outstanding capital stock entitled to vote and represented in the meeting is required to approve such matters.

Method of Counting Votes

The Corporate Secretary and stock transfer agent will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies at the Annual Meeting of the stockholders.

All votes received shall be tabulated by the Office of the Corporate Secretary with the assistance of the Company’s stock transfer agent. The Corporate Secretary shall report the partial results of voting during the meeting. The actual voting results shall be reflected in the minutes of the meeting.

UNDERTAKING

UPON WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY WILL PROVIDE, WITHOUT CHARGE, A COPY OF THE COMPANY’S ANNUAL REPORT ON SEC FORM 17-A DULY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. SUCH WRITTEN REQUEST SHOULD BE ADDRESSED TO:

**THE OFFICE OF THE CORPORATE SECRETARY
Didipio Mine
Didipio, Kasibu, Nueva Vizcaya, Philippines**

A copy of the Unaudited Interim Financial Statements (the “Unaudited Interim FS”) of the Company as of and for the quarter ended 31 March 2026 with Management Discussion and Analysis will be provided to any requesting shareholder. Any request for a hard copy of the abovementioned Unaudited Interim FS should be sent to the abovegiven address.

[Remainder of this page intentionally left blank. Signature page follows.]

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Makati City on 18th day of May 2026.

OCEANAGOLD (PHILIPPINES), INC.

By:



KARINA P. DULINAYAN
Corporate Secretary