

Annex E

Remarks: The final result of the voting is being verified independently by the Corporation's External Auditor, Isla Lipana & Co. Changes, if any, after the verification is completed will be immediately reflected in the draft minutes of meeting.



**MINUTES OF THE 2025 ANNUAL MEETING OF STOCKHOLDERS
OF OCEANAGOLD (PHILIPPINES), INC.**

June 16, 2025 at 10:00 AM (Philippine Time)
via online through <https://meetnow.global/M5KZLY6>
and in person at Didipio Mine, Didipio, Kasibu, Nueva Vizcaya

Stockholders Present and Represented: The complete list is attached as Annex A.

Total Number of Shares Present:	2,030,521,608
Total Number of Outstanding Shares:	2,280,000,000
Percentage of Shares Present vis-à-vis Total Outstanding Shares:	89.06%

Directors Present:

Name	Mode of Attendance	Position / Designation
Peter John Sharpe	In person	Director Chairman Member, Audit and Board Risk Oversight Committee
Joan D. Adaci-Cattiling	In person	Director President General Manager – External Affairs and Social Performance Member, Corporate Governance, Nominations and Related Party Transactions Committee
David John Bickerton	Online	Director Asset President - Didipio
Liang Tang	Online	Director Member, Corporate Governance, Nominations and Related Party Transactions Committee
Marius van Niekerk	Online	Director Member, Audit and Board Risk Oversight Committee
Gregory L. Domingo	Online	Independent Director Member, Corporate Governance, Nominations and Related Party Transactions Committee Member, Audit and Board Risk Oversight Committee

		Lead Independent Director
Tomasa H. Lipana	In person	Independent Director Chairman, Audit and Board Risk Oversight Committee Member, Corporate Governance, Nominations and Related Party Transactions Committee
Mia G. Gentugaya	In person	Independent Director Chairman, Corporate Governance, Nominations and Related Party Transactions Committee Member, Audit and Board Risk Oversight Committee

Officers and Management of Corporation Present:

Name	Mode of Attendance	Position / Designation
Gemma Brooke McDonald	In person	Treasurer
Karina P. Dulinayan	In person	Corporate Secretary
Dyann C. Rabaya	Online	Compliance Officer
Janine Grace B. Abnasan-Diawan	In person	Assistant Corporate Secretary
Marjorie W. Idio	In person	Manager-Investor Relations
Hermedia Banzuela	Online	Superintendent – Corporate Affairs

Also Present:

Name	Mode of Attendance	Position / Designation
Ricardo Regala	In person	Stock Transfer Services, Inc. (Stock Transfer Agent)
Judelyn Obriega	In person	Stock Transfer Services, Inc. (Stock Transfer Agent)
Rose Ann Joy V. Gonzales	In person	SyCip Salazar Hernandez & Gatmaitan (External Legal Counsel)
Corina Molina (Lead External Auditor) and Pocholo Domondon	Online	Isla Lipana & Co. (External Auditor)

I. CALL TO ORDER

After confirmation by the Corporate Secretary, Atty. Karina P. Dulinayan, that all shareholders and proxyholders can see and hear clearly the proceedings of the meeting, the President, Atty. Joan D. Adaci-Cattiling, introduced, and acknowledged the presence of, the directors, officers, management and advisors of the Corporation, online and in person, as reflected in the above mentioned attendance record.

The President informed all attendees that some of the statements made at the meeting may be considered forward-looking with caution that results of future operations may differ from those anticipated. The President urged the shareholders to review the cautionary statements and other information contained in the Corporation's filings and presentations disclosed with The Philippine Stock Exchange, Inc. (PSE) and/or submitted before the Securities and Exchange Commission (SEC).

After which, the Chairman of the Board of Directors of the Corporation, as authorized under applicable laws and the by-laws of the Corporation, Mr. Peter John Sharpe, presided in person at the principal office of the Corporation in compliance with Section 15 of the SEC's Memorandum Circular No. 06, series of 2020.

The Chairman called the meeting to order, and the Corporate Secretary recorded the minutes of the meeting.

At the request of the Chairman, the Corporate Secretary presented the voting procedures and general protocols for the meeting, as follows:

- The meeting agenda which covers a range of matters for voting by the stockholders were included in the notice distributed to the stockholders as of record date (being 15 April 2025).
- Stockholders were given opportunity to propose matters for inclusion in the agenda, subject to applicable rules of the SEC and the Corporation's internal guidelines.
- There were seven (7) items in the meeting agenda to be voted or acted upon by the shareholders, details of which were included in the Definitive Information Statement, copies of which were distributed to the stockholders through posting on the Corporation's website and through the PSE EDGE.
- Item 19 of the Definitive Information Statement described the voting procedures for the meeting, including the manner of voting, vote required, and method of counting the votes. The Registration and Voting Procedures also provided the detailed process and requirements, and these were published at the Corporation's website and attached as Annex F of the Definitive Information Statement.
- Stockholders shall participate and vote for each share of stock standing in their name in the books of the Corporation, in person, through a proxy, through remote communication, or in absentia. Voting opened on 23 May 2025 and will close on 16 June 2025 once the said meeting is adjourned.
- Duly registered stockholders, or duly appointed proxy, who have already voted in advance of the meeting need not vote again during the meeting.
- Voting on all matters will be conducted by electronic ballot. For this purpose, Computershare Virtual Interface will be used by the registered shareholders and proxyholders to cast their votes on the items of business. Registered guest or attendees can view or listen to the webcast.
- Pressing the Q&A icon of the Computershare Virtual Interface will open the messaging facility. From here, registered shareholders and proxyholders can send in questions and comments. Pertinent questions from the shareholders or proxyholders through the Computershare dashboard will be mentioned and responded during the meeting at the appropriate time by the Corporate Secretary.
- All matters included in the agenda are deemed approved when majority of the shareholders present either in person, through a proxy, through remote communication, or in absentia, assented to them. This rule does not apply to the approval of compensation of independent directors, and delegation of authority to revise or replace the Corporation's By-Laws which will require the approval of

shareholders owning at least majority and two thirds (2/3) of the outstanding capital stock of the Corporation, respectively.

- For the election of directors, eight (8) directors shall be elected every year. Three (or such number of independent directors as may be required by law or regulations) must be independent directors. The nominee/s who acquires the highest number of votes in the election, cast by the stockholders present in person or by proxy, shall be declared the elected director.
- During the meeting, the Corporate Secretary will report results of the votes cast as of 13 June 2025, 5:00 PM Philippine time. The final tabulation of the actual votes cast for each agenda item will be validated by the Corporation’s External Auditor, Isla Lipana & Co., and will be reflected in the minutes of the meeting which will be posted on the website of the Corporation.

II. CERTIFICATION OF NOTICE AND QUORUM

Upon the Chairman’s request, the Corporate Secretary certified that all shareholders were duly notified of the meeting through the following method as allowed under applicable laws:

- (a) By publication in print and online by The Manila Times and the Manila Standard on the 28th and 29th of April 2025;
- (b) By disclosure to the PSE; and
- (c) By posting on the Corporation’s website.

In addition, the electronic copies of the Corporation’s Definitive Information Statement, the audited financial statements and annual report as of 31 December 2024, the quarterly report as of 31 March 2025, the minutes of the 25 January 2024 annual stockholders’ meeting, and other meeting materials, were made available on the Corporation’s website and on PSE EDGE.

Accordingly, the shareholders have been duly notified in accordance with the Corporation’s by-laws, SEC Memorandum Circular No. 06, series of 2020, SEC notice dated 12 March 2025.

The Corporate Secretary further certified that following the Corporation’s shareholder’s registration process which ended on 20 May 2025, and submission of proxy forms with deadline on 6 June 2025, and as certified by the Stock Transfer Agent on 16 June 2025, there were represented in the meeting, in person, or by proxy, shareholders owning 2,030,521,608 shares representing 89.06% of the total issued and outstanding capital stock of the Corporation. With this, the Corporate Secretary certified that a quorum was present to act upon the items in the agenda.

III. APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS’ MEETING HELD ON 25 JANUARY 2024

The next item on the agenda was the approval of the Minutes of the Annual Stockholders’ Meeting held on 25 January 2024 (“2024 Minutes of the ASM”). Copy of the 2024 Minutes of the ASM was appended as Annex E to the Definitive Information Statement and is available on the Corporation’s website.

Upon the request of the Chairman, the Corporate Secretary presented the agenda and the proposed resolution. After which, the Chairman opened the floor for any questions. With no

questions received, the Chairman requested the shareholders or proxyholders to vote. Thereafter, the Corporate Secretary read the results of the votes.

As tabulated by the Corporate Secretary and independently validated by Isla Lipana & Co., the final votes for the approval of this particular agenda were as follows:

	For	Against	Abstain
Number of Votes	2,030,521,608	0	0
% of shares present and represented	100%	0	0

With a unanimous vote from the shares present and represented, the Chairman declared that the Minutes of the Annual Stockholders’ Meeting of OceanaGold (Philippines), Inc. held on 25 January 2024 was approved.

IV. PRESENTATION OF THE CHAIRMAN’S REPORT AND ANNUAL REPORT, AND APPROVAL OF THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2024

The next item on the agenda was the presentation of the Chairman’s Report and Annual Report and approval of the Audited Financial Statements for the year ending 31 December 2024.

For this purpose, the Chairman presented the Corporation’s performance for the year 2024 with the details of the report, including the Annual Report and the Audited Financial Statements of the Corporation for 2024, set forth in the Definitive Information Statement of the Corporation.

The Chairman began by providing an overview of the Corporation’s 2025 Guidance as follows:

- Gold Production: 85,000 to 105,000 ounces
- Copper Concentrate Production: 13,000 to 15,000 tons
- All In Sustaining Costs: USD1,250 to USD1,350 per ounce

After which, the Chairman reported the following highlights of the Corporation for the year 2024 through the 5-pillar strategy of the Corporation:

1. Stable Production

- For the year 2024, the Corporation was able to produce copper within the Corporation’s guidance and gold at just below the updated guidance.
- Production continued to be impacted by the lower mining rate in the high-grade breccia ore zone which was reported last year, while the second half of the year was also impacted by a number of severe weather events including 4 typhoons during the month of November resulting in large volume of water falling on the property.
- Notwithstanding the number of operational challenges in 2024, the Chairman acknowledged the excellent work that the Didipio team have done and continue to do in addressing these challenges and positioning the business for long term success.

2. Winning Culture and Strong Teams

- The Chairman underscored the importance of culture in the organization and that the results of the Corporation were delivered by the people.
- Employee engagement scores have consistently stayed within leading industry levels. The Corporation had a number of company-wide programs that strengthened the leadership skills and presence of supervisors in the organization. This level of engagement helped explain why the Corporation was able to surpass the challenges last year.

3. Increased Reserves and Resources

- Increased gold Reserves by 12% net of mining depletion by end of 2024.

4. Generated Strong Returns

- The stock has been trading consistently above its IPO price for the past year, with an approximate 20% increase since listing given where the share price as of 13 June 2025 at Php 16.70/share.

5. Investment Partner

- Capitalizing on record high gold prices, the Corporation delivered strong Free Cash Flow for the full year 2024, allowing the Corporation to generate returns to the shareholders. For 2024, the Corporation declared 3 dividends to the shareholders.

The Chairman reiterated the following financial highlights of the Corporation:

- Generated revenue of USD 343 million on the back of an average realized gold price of USD 2,434 per ounce. Part of this revenue has been generated from the sale of almost 29% of the gold *dore* production to the Bangko Sentral ng Pilipinas.
- Produced a Free Cash Flow of USD 109 million and net income of USD 30 million.
- Declared 3 dividends for a total of USD 69.4 million or USD 3 cents per share to the shareholders.
- Finished the year with a cash balance of just over USD 50 million and no debt.
- Increased mineral reserves to 1.23Moz of gold net of depletion. This is in addition of .140Koz of gold reserves further extending Didipio's mine life.
- The Reserves and Resources additions reflected the benefit of continued investment in the targeted drilling program at Didipio.

The Chairman shared that there is a potential increase of mining underground with the underground mining optimization work. He likewise updated the shareholders that the target underground mining rate of 2.5Mtpa by end of 2026 remains on track, and an updated Technical Report will be released around first half of 2026 on this matter.

The Chairman also highlighted the Corporation's commitment to the communities through the 5 streams of funding for community development.

- With the Corporate Social Responsibility and Social Development and Management Program, the Corporation was able to work with 11 host and neighboring communities within the mine footprint.
- In addition, the Corporation have expanded its social influence area to share the benefits from the mining operation through the community and provincial development funds. Through these 2 funds, the Corporation delivered projects and

programs to the remaining 396 communities within the provinces of Nueva Vizcaya and Quirino.

The Chairman expressed his pride of the many talented people of the Corporation who really cares about the Didipio mine and want to succeed. He reported that the workforce is overwhelmingly Filipino at 97% with 68% coming from Nueva Vizcaya and Quirino. He pointed out that the success of the mine is a result of the hard work and commitment of the 844 employees and around 1000 contractors.

The Chairman ended his report and reiterated the following:

- 2024 was a challenging year for the Didipio Mine but the Corporation continued to focus its efforts on safely delivering production guidance and to generate good returns for the shareholders in 2025.
- Significant growth potential exists through the ongoing underground mining optimization efforts at Didipio, as well as the ongoing near- mine and regional exploration activities. The Corporation’s success in delivering this growth will not only deliver benefits to the shareholders, but it will also deliver ongoing benefits to the wide range of stakeholders – the Philippines country, the Provinces, the Municipalities and local communities, suppliers as well as employees.

After the presentation, the Chairman asked the shareholder or proxyholders for any questions on the report. With no questions received, the Chairman opened the floor for any motion. Upon motion duly made and seconded, and after an opportunity to vote during the meeting was provided, the stockholders passed the following resolution:

“RESOLVED, that the Chairman’s Report and the Annual Report were duly noted, and the Audited Financial Statements for the year ended 31 December 2024 are hereby approved.”

As tabulated by the Corporate Secretary and independently validated by Isla Lipana & Co., the final votes for the approval this particular agenda were as follows:

	For	Against	Abstain
Number of Votes	1,959,712,308	70,809,300	0
% of total shares present and represented	96.51%	3.49%	0

V. RATIFICATION OF ALL ACTS OF THE BOARD OF DIRECTORS SINCE THE LAST ANNUAL STOCKHOLDER’S MEETING ADOPTED IN THE ORDINARY COURSE OF BUSINESS

The Chairman then proceeded to the next agenda item on the ratification of all acts of the board of directors of the Corporation since the last annual stockholders’ meeting on January 25, 2024.

The Corporate Secretary confirmed that the information with regard to the corporate acts of the board of directors since the annual stockholders’ meeting on 25 January 2024 were included in the Definitive Information Statement of the Corporation. The relevant minutes of the meetings can also be provided by the Corporate Secretary upon the request of the shareholders.

After presentation, the Chairman gave opportunity for the shareholders to ask questions. With no questions received, the Chairman opened the floor for any motion. Upon motion duly made and seconded, and after an opportunity to vote during the meeting was provided, the stockholders adopted the following resolution:

“RESOLVED, that all the acts of the Board of Directors of OceanaGold (Philippines), Inc. since the last annual stockholders’ meeting on 25 January 2024 adopted in the ordinary course of business are hereby approved and ratified.”

As tabulated by the Corporate Secretary and independently validated by Isla Lipana & Co. the final votes for the approval of this agenda item were as follows:

	For	Against	Abstain
Number of Votes	2,030,521,608	0	0
% of total shares present and represented	100%	0	0

VI. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS INCLUDING INDEPENDENT DIRECTORS FOR THE ENSUING YEAR

The Chairman moved to the next item on the agenda which is the election of the members of the Board of Directors.

Upon the request of the Chairman, the Corporate Secretary presented the following requirements, as provided under the Corporation’s Manual of Corporate Governance, By-Laws and/or Articles of Incorporation, for election of the members of the board of directors and the name of the nominees:

- There shall be eight (8) directors, and three (3) of the 8 directors shall be elected as independent directors.
- As indicated on the notice sent to stockholders last 20 February 2025, all nominations must be sent to the Corporate Governance, Nominations, and Related Party Transactions Committee (Governance Committee) from 25 February 2025 to 12 March 2025.
- The Corporate Governance, Nominations, and Related Party Transactions Committee evaluated the nominees’ respective qualifications as provided in the applicable laws and regulations. In accordance with the Amended By-Laws and other charters and procedures including endorsement by the Corporation’s Governance Committee, the Board unanimously approved the final list of qualified candidates

The Corporate Secretary announced the following nominees for directors for the year 2025 to 2026 were as follows:

1. Mr. Peter Sharpe
2. Atty. Joan D. Adaci-Cattiling
3. Mr. David John Bickerton
4. Mr. Gregory L. Domingo (Independent Director)
5. Atty. Mia G. Gentugaya (Independent Director)
6. Mrs. Tomasa H. Lipana (Independent Director)
7. Mr. Marius van Niekerk
8. Ms. Liang Tang

The Chairman opened the floor for any questions and if there were none, for any motion. No questions were received.

Considering that the stockholders were provided opportunity to send their nominations prior to the meeting and the nominees have been pre-screened by the Governance Committee, upon motion made and duly seconded, the nominations were closed. The Chairman then directed the shareholders or proxyholders to cast their votes.

As tabulated by the Corporate Secretary and independently validated by Isla Lipana & Co., the final votes for the election of the members of the board of directors of OceanaGold (Philippines), Inc., were as follows:

Name of Nominees	Votes In Favor	% of the shares present and represented
1. Peter John Sharpe	2,030,521,608	100%
2. Joan D. Adaci-Cattiling	2,030,521,608	100%
3. David John Bickerton	2,030,521,608	100%
4. Liang Tang	2,030,521,608	100%
5. Marius van Niekerk	2,030,521,608	100%
6. Tomasa H. Lipana (Independent Director)	2,030,521,608	100%
7. Gregory L. Domingo (Independent Director)	2,030,521,608	100%
8. Mia G. Gentugaya (Independent Director)	2,030,521,608	100%

No votes against or abstaining received.

The Chairman declared all the nominees as the duly elected members of the Board of Directors of the Corporation for the ensuing year, until their successors shall have been elected and qualified.

The resolution of the stockholders covering this agenda item can be found below:

“RESOLVED, that the following are hereby elected as the members of Board of Directors of OceanaGold (Philippines), Inc. for the year 2025 to 2026:

1. Peter John Sharpe
2. Joan D. Adaci-Cattiling
3. David John Bickerton
4. Liang Tang
5. Marius van Niekerk

and as Independent Directors:

6. Tomasa H. Lipana
7. Gregory L. Domingo
8. Mia G. Gentugaya”

VII. APPOINTMENT OF THE COMPANY’S EXTERNAL AUDITOR

The Chairman moved to the next agenda item on the appointment of the External Auditor of the Corporation for 2025. The accounting firm of Isla Lipana & Co., (member firm of PricewaterhouseCoopers) was nominated as the External Auditor of the Corporation for the fiscal year ending 31 December 2025.

The Chairman opened the floor for any questions and if there were none, for any motion. No questions were received. Thereafter, the Chairman directed the shareholders to cast their votes. The stockholders approved the appointment of Isla Lipana & Co., (member firm of PricewaterhouseCoopers) as the External Auditor of the Corporation for the fiscal year ending 31 December 2025, with the following resolution:

“RESOLVED, that the appointment of the accounting firm of Isla Lipana & Co., (member firm of PricewaterhouseCoopers), as the External Auditor of OceanaGold (Philippines), Inc. for the fiscal year ending 31 December 2025 is hereby approved.”

As tabulated by the Corporate Secretary and independently validated by Isla Lipana & Co. the final votes for the approval of this particular agenda were as follows:

	For	Against	Abstain
Number of Votes	2,030,521,608	0	0
% of total shares present and represented	100%	0	0

VIII. OTHER MATTERS

The Chairman moved to the Other Items on the agenda which included two (2) agenda items.

The Corporate Secretary confirmed that the two (2) agenda items under Other Matters were included in the Definitive Information Statement of the Corporation. The two (2) agenda items were:

- Approval of compensation of the independent directors up to a maximum amount of Php1,000,000 each. This will be determined by the Management and based on the performance of the Corporation.
- Approval of delegation of authority to the Board of Directors to amend, repeal or adopt new By-laws of the Corporation.

The Chairman asked the shareholders if they have any questions on the two (2) agenda items. No questions were received.

For proper order, the Chairman opened the floor for any motion and the polls for voting on the first item under Other Matters which is the approval of compensation of the independent directors, then requested the Corporate Secretary to read aloud the results of the votes cast. The stockholders approved the first item under Other Matters, and the resolution below was adopted:

“RESOLVED, that the compensation of the independent directors up to a maximum amount of Php 1,000,000 each to be determined by the Corporation’s management and based on the performance of the Corporation for a given year is hereby approved”.

As tabulated by the Corporate Secretary and independently validated by Isla Lipana & Co., the final votes for the approval this particular agenda were as follows:

	For	Against	Abstain
Number of Votes	1, 825, 270,800	163,684,108	41,566,700
% of total outstanding stocks of the Corporation	80.06%	7.18%	1.82%

The Chairman moved to second item on Other Matters which is the approval of delegation of authority to the Board of Directors to amend, repeal or adopt new By-laws of the Corporation. The Chairman opened the floor for any motion and directed the shareholders to cast their votes. After which, the Corporate Secretary read the results of the votes. With two thirds (2/3) of the outstanding capital stock of the Corporation voting in favor, the motion is carried with below resolution:

“RESOLVED, that the delegation of authority to the Board of Directors of OceanaGold (Philippines), Inc. to amend, repeal or adopt new By-laws of the Corporation is hereby approved”.

As tabulated by the Corporate Secretary and independently validated by Isla Lipana & Co., the final votes for the approval of this particular agenda were as follows:

	For	Against	Abstain
Number of Votes	1,825,040,000	163,914,908	41,566,700
% of total outstanding stocks of the Corporation	80.05%	7.19%	1.82%

IX. ADJOURNMENT

The Chairman asked if there were other matters to be taken up. The Corporate Secretary responded that there were none.

There being no further business to transact, and upon motion made and duly seconded, the meeting was thereupon adjourned.

Attested by:

PETER JOHN SHARPE
Chairman



KARINA P. DULINAYAN
Corporate Secretary

Annex A

Attendance Report

Name of Shareholders	Number of Shares as Verified by Stock Transfer Agent	Remarks
OceanaGold (Philippines) Holdings, Inc.	1,823,999,992	Through a proxy, President of the Corporation
HSBC Securities Services	69,378,308	Through a proxy, Chairman of the Corporation
Deutsche Bank AG Manila Branch	4,788,800	Through a proxy, Chairman of the Corporation
Standard Chartered Bank on behalf of various Non-Resident Foreign Corporation	132,364,500	Through a proxy, Chairman of the Corporation
Peter John Sharpe	1	In person
Joan D. Adaci-Cattiling	1	In person
David John Bickerton	1	Online
Gregory Domingo	1	Online
Mia G. Gentugaya	1	In person
Tomasa H. Lipana	1	In person
Marius van Niekerk	1	Online
Liang Tang	1	Online
Total Shares Present and Represented	2,030,521,608	89.06%
Total Issued and Outstanding Shares of the Corporation	2,280,000,000	

Certified by:

STOCK TRANSFER SERVICE, INC.

By:

RICHARD D. REGALA, JR.
General Manager