



**MINUTES OF THE 2026 ANNUAL MEETING OF STOCKHOLDERS
OF OCEANAGOLD (PHILIPPINES), INC.**

June 15, 2026 at 10:00 AM (Philippine Time)
via online through <https://www.meetnow.global/MY75QAC>
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:	2,031,685,125
Total Number of Outstanding Shares:	2,280,000,000
Percentage of Shares Present vis-à-vis Total Outstanding Shares:	89.11%

Directors Present:

Name	Mode of Attendance	Position / Designation
Brian Douglas Martin	In person	Director Chairman Member, Audit and 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 Member, Corporate Governance, Nominations, and Related Party Transactions Committee
Keenan Jennings	Online	Director
Marius van Niekerk	Online	Director Member, Audit and Risk Oversight Committee
Gregory L. Domingo	In Person	Independent Director

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

Officers and Management of Corporation Present:

Name	Mode of Attendance	Position / Designation
James Thomas Isles	In person	Asset President - Didipio
Karina P. Dulinayan	Online	Corporate Secretary
Dyann C. Rabaya	In person	Compliance Officer
Dianne Hazel D. Canita	In person	Senior Legal Counsel
Julian Miguel P. Ocampo	In Person	Investor Relations

Also Present:

Name	Mode of Attendance	Position / Designation
Eduardo A. Sahagun	In person	Stockholder Nominee – Independent Director
Ricardo Regala	In person	Stock Transfer Services, Inc. (Stock Transfer Agent)
Judelyn Obriega	Online	Stock Transfer Services, Inc. (Stock Transfer Agent)
Rose Ann Joy V. Gonzales	Online	SyCip Salazar Hernandez & Gatmaitan (External Legal Counsel)
Corina Molina	Online	Isla Lipana & Co. (External Auditor)

I. CALL TO ORDER

The Chairman, Mr. Brian Martin, as allowed under relevant laws and to assist the Corporate Secretary in ensuring a fluid and efficient conduct of the Annual Stockholders’ Meeting, appointed Atty. Dianne Hazel Canita as the secretary for the meeting (“Secretary”). She acted under the supervision of, and results received announced were certified by, the Corporate Secretary, Atty. Karina Dulinayan, who attended online.

The Secretary confirmed that all shareholders and proxyholders can see and hear clearly the proceedings of the meeting. After which, 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, as authorized under applicable laws and the by-laws of the Corporation, 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 Secretary recorded the minutes of the meeting.

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

- The meeting agenda which covered 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 2026).
- 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 five (5) 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 2026 and will close on 15 June 2026 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 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.
- 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 Secretary will report results of the votes cast as of 12 June 2026, 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 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 27th and 28th of April 2026;
- (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 2025, the quarterly report as of 31 March 2026, the minutes of the 16 June 2025 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, and SEC notice dated 11 March 2026.

The Secretary further certified that following the Corporation's shareholder's registration process which ended on 20 May 2026, and submission of proxy forms with deadline on 5 June 2026, and as certified by the Stock Transfer Agent and Corporate Secretary on 15 June 2026, there were present and represented in the meeting, in person, by proxy, and online shareholders owning 2,031,685,125 shares representing 89.11% of the total issued and outstanding capital stock of the Corporation. With this, the 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 16 JUNE 2025

The next item on the agenda was the approval of the Minutes of the Annual Stockholders' Meeting held on 16 June 2025 ("2025 Minutes of the ASM"). Copy of the 2025 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 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 Secretary read the results of the votes.

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

	For	Against	Abstain
Number of Votes	2,031,685,122	0	0
% of shares present and represented	99.99%	0%	0.01%

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 16 June 2025 was approved.

IV. PRESENTATION OF THE CHAIRMAN'S REPORT AND ANNUAL REPORT, AND APPROVAL OF THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2025

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 2025.

For this purpose, the Chairman and the Asset President of Didipio, Mr. James Isles, presented the Corporation's performance for the year 2025 with the details of the report, including the Annual Report and the Audited Financial Statements of the Corporation for 2025, set forth in the Definitive Information Statement of the Corporation.

The Chairman began by providing an overview of the Corporation's 2026 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 USD1,100 per ounce

After which, the Asset President reported the highlights of the Corporation's 2025 performance following the Corporation's 5-pillar strategy:

1. Safely, Responsibly, & Reliably Deliver Gold Production

- For the year 2025, the Corporation was able to safely and responsibly meet production guidance of both copper and gold.
- Safety remains the most important priority across the Corporation's business, and the Corporation continues to make progress by imbedding its core safety programs, with a focus on fatal hazard risk
- The Corporation updated its Annual Reserve and Resource estimate and released new PMRC Technical Reports, wherein the Corporation has now extended the mine life to another year until 2037.
- The Corporation capitalized on the strong gold prices in 2025, where it delivered strong free Cash Flow for the full year 2025, generating another year of strong returns to the shareholders through its \$112M of dividends paid, and its 135% share price appreciation.

2. A Caring, Inclusive, and Winning Culture

- The Asset President acknowledged the excellent work of the entire OceanaGold (Philippines) Team, which continues to address the challenges head on, while positioning the business for long term success
- Talent acquisition process improved to deliver increases in headcount, which is vital to achieve sustained organizational growth. This was supported by a low average monthly turnover rate, and these reflects stability in the workforce.

3. Increased Reserves and Deliver New Resources Cost Effectively

- The Corporation updated its Annual Reserve and Resource estimate and released new PMRC Technical Reports, wherein the Corporation's mine life extended to 2037.

4. Deliver Financial Strength and Returns

- The Corporation capitalized on the strong gold prices in 2025. Strong Free Cash Flow was delivered for the full year 2025, which allowed the Corporation to generate another year of strong returns to the shareholders with \$112M of dividends paid, and 135% share price appreciation.

5. Premium Rating with the Investment Community

- The Corporation was included in the Philippine Stock Exchange (PSE) MidCap Index
- The Corporation successfully traded on the OTCQX® Best Market in the United States
- The share price of the Corporation significantly increased since its listing in May 2024.

The Chairman reported on the financial highlights. He presented that 2025 was a stellar year of financial performance for the business given the steady production profile, and strong average realized gold price, highlighting the following achievements:

- The Corporation generated revenue of \$439M dollars on the back of an average gold price of \$3,494 per ounce. Part of this revenue has been generated from the record sale of 31% of the gold dore production to the Bangko Sentral ng Pilipinas.
- The Corporation generated a Cash Flow of \$130M for the year 2025, and net income of \$77 million dollars.
- Declared four dividends for a total of \$112M, bringing cumulative dividends since the May 2024 listing to \$181M.
- The Corporation finished the year with net cash position of eighty-four million dollars \$84M and no debt. This allows the Corporation to continue generating strong FCF, while advancing to exciting growth and exploration opportunities and continuing to deliver strong returns for the shareholders
- With the five (5) streams of community development, the communities are able to grow with the Corporation
- With the Corporate Social Responsibility and Social Development and Management Programs, the Corporation continue to work with 11 host and neighboring communities within the mine's footprint.
- There is also an expansion of social influence area to share the benefits from the mining operation through the Community and Provincial Development Funds. With this, the Corporation delivered projects and programs to the remaining 396 communities within the provinces of Nueva Vizcaya and Quirino.

The Chairman expressed his pride with the many talented people of the Corporation, noting that they show care in the Didipio mine and wishes for it to succeed. The workforce is overwhelmingly 97% Filipino and 67% are from Nueva Vizcaya and Quirino provinces. He highlighted that the success of the mine is the result of the hard work and commitment of the 962 employees and around 1000 contractors.

In summary, the Chairman is pleased to close 2025 with another year of safe and responsible operations, while delivering gold and copper production in line with the Corporation’s plan. Looking ahead to 2026, he reported that the focus remains on maximizing underground productivity, advancing underground and near mine exploration, and driving initiatives that enhance efficiencies. With a solid foundation and a hardworking, committed team, the Corporation is well positioned to continue creating value for the shareholders and the communities. The Corporation’s success in delivering this growth will not only deliver benefits to its shareholders, but it will also deliver ongoing benefits to the wide range of stakeholders – The Philippines, the Provinces, the Municipalities and local communities, the suppliers as well as the employees and the supportive shareholders.

- With the Corporate Social Responsibility and Social Development and Management Program, the Corporation was able to work with 11 host and neighbouring 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.

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 voting and 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 2025 are hereby approved.”

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

	For	Against	Abstain
Number of Votes	1,972,133,722	59,143,300	408,100
% of total shares present and represented	97.07%	2.91%	0.02%

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 which is on the ratification of all acts of the Board of Directors, including the Audit and Risk Oversight Committee, the Corporate Governance, Nominations and Related Party Transactions Committee, and the Management of the Corporation since the last annual stockholders’ meeting on June 16, 2025.

The Secretary confirmed that the information with regard to the corporate acts of the board of directors since the annual stockholders’ meeting on 16 June 2025 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 including the Audit and Risk Oversight Committee, the Corporate Governance, Nominations and Related Party Transactions Committee, and the Management of OceanaGold (Philippines), Inc. since the last annual stockholders’ meeting on 16 June 2025 adopted in the ordinary course of business are hereby approved and ratified.”

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

	For	Against	Abstain
Number of Votes	2,030,782,721	494,301	408,100
% of total shares present and represented	99.96%	0.02%	0.02%

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 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 18 February 2026, all nominations must be sent to the Corporate Governance, Nominations, and Related Party Transactions Committee (Governance Committee) from 25 February 2026 to 12 March 2026.
- 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 Secretary announced the following nominees for directors for the year 2026 to 2027:

1. Mr. Brian Douglas Martin
2. Atty. Joan D. Adaci-Cattiling
3. Mr. David John Bickerton

4. Mr. Keenan Jennings
5. Mr. Marius van Niekerk
6. Mr. Gregory L. Domingo (Independent Director)
7. Atty. Mia G. Gentugaya (Independent Director)
8. Mr. Eduardo A. Sahagun (Independent Director)

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 subject to the external audit 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. Brian Douglas Martin	2,028,683,681	99.85%
2. Joan D. Adaci-Cattiling	2,028,664,681	99.85%
3. David John Bickerton	2,028,664,681	99.85%
4. Keenan Jennings	2,029,456,381	99.89 %
5. Marius van Niekerk	2,029,456,381	99.89%
6. Gregory L. Domingo (Independent Director)	2,031,563,222	99.99%
7. Mia G. Gentugaya (Independent Director)	2,030,842,621	99.96%
8. Eduardo A. Sahagun (Independent Director)	2,031,675,122	99.99%

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 2026 to 2027:

1. Brian Douglas Martin
2. Joan D. Adaci-Cattiling
3. David John Bickerton
4. Keenan Jennings
5. Marius van Niekerk

and as Independent Directors:

6. Gregory L. Domingo

- 7. Mia G. Gentugaya
- 8. Eduardo A. Sahagun”

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 2026. 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 2026.

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 2026, 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 2026 is hereby approved.”

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

	For	Against	Abstain
Number of Votes	2,031,650,822	0	34,300
% of total shares present and represented	99.99%	0%	0.01%

VIII. OTHER MATTERS

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

IX. ADJOURNMENT

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

Attested by:

BRIAN MARTIN

Chairman


KARINA P. DULINAYAN

Corporate Secretary

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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	77,028,505	Through a proxy, Chairman of the Corporation
Deutsche Bank AG Manila Branch	4,544,301	Through a proxy, Chairman of the Corporation
Standard Chartered Bank on behalf of various Non-Resident Foreign Corporation	105,428,269	Through a proxy, Chairman of the Corporation
CITIBANK, N.A. MANILA	20,672,700	Through a proxy, Chairman of the Corporation.
Brian Douglas Martin	1	In person
Joan D. Adaci-Cattiling	1	In person
David John Bickerton	1	Online
Keenan Jennings	1	Online
Marius van Niekerk	1	Online
Gregory L. Domingo	1	In person
Mia G. Gentugaya	1	In person
Eduardo A. Sahagun	1	In person
Alfred Reiterer	10,000	Online
Aleckhine Lemi Aquino	1,350	Online
Total Shares Present and Represented		2,031,685,125
Total Issued and Outstanding Shares of the Corporation		2,280,000,000

(Signature page follow)

Certified by:

STOCK TRANSFER SERVICE, INC.

By:

RICHARD D. REGALA, JR.

General Manager

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