



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. A199602982

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

OCEANAGOLD (PHILIPPINES), INC.
(Amending Article III thereof.)

copy annexed, adopted on October 17, 2014 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 7th day of January, Twenty Fifteen.


FERDINAND B. SALES

Director

Company Registration and Monitoring Department



COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

AAOI/CHANGE OF PRINCIPAL ADDRESS

A 1 9 9 6 0 2 9 8 2

Former Company Name

O C E A N A G O L D (P H I L I P P I N E S) I N C

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town)Province)

2 F C J V B L D G 1 0 8 A G U I R R E S T R E E T
L E G A S P I V I L L A G E M A K A T I C I T Y

COMPANY INFORMATION

Company's Email Address

mail@oceanagold.com.ph

Company's Telephone Number/s

+63 2 779 6600

Company's Facsimile Number/s

+63 2 8928399

CONTACT PERSON INFORMATION

Name of Contact Person

ATTY. JOAN CATTILING

Email Address

joan.adaci-cattiling@oceanagold.com

Telephone Number/s

Facsimile Number/s

Contact Person's Address

2/F CJV BLDG., 108 AGUIRRE ST., LEGASPI VILLAGE, MAKATI CITY

To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor <u>Mr. Subido</u>	<u>10/24</u>	<u>U35</u>
Document I.D. 		
Received by Corporate Filing and Records Division (CFRD)		
Forwarded to:		
<input type="checkbox"/> Corporate and Partnership Registration Division		
<input type="checkbox"/> Green Lane Unit		
<input type="checkbox"/> Financial Analysis and Audit Division		
<input type="checkbox"/> Licensing Unit		
<input type="checkbox"/> Compliance Monitoring Division		

AMENDED ARTICLES OF INCORPORATION

OF

OCEANAGOLD (PHILIPPINES), INC.

(formerly AUSTRALASIAN PHILIPPINES MINING, INC.)**

KNOWN ALL MEN BY THESE PRESENTS:

That we, all of legal age, majority of whom are residents of the Republic of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST. The name of the corporation shall be

OCEANAGOLD (PHILIPPINES), INC.**

SECOND. The purpose for which the corporation is formed are:

PRIMARY PURPOSE

To undertake activities involving large-scale exploration, development and utilization of mineral resources, as well as the conduct of exploration and mineral processing activities pursuant to exploration and mineral processing permits or financial and/or technical assistance agreements or such mineral agreements and other permits and agreements as may be allowed by law; to render exploration and other related services and undertake feasibility studies, as well as all aspects of technical and management services to individuals, partnerships, associations and corporations engaged in mining or, in any manner in the acquisition, conveyance, storage, marketing, processing refining, wholesale and distribution of minerals; to give financial assistance to mining enterprises or corporations; to extend financial assistance to mineral exploration enterprises and mineral tenement owners through service contracts without engaging in financing activity as defined in Republic Act No. 5980, and to provide technical and managerial services in the execution of such exploration activities as prospecting, geo-technical surveying, drilling, boring, tunneling, bulk sampling, metallurgical testing and other studies in evaluating the development potential of metal and mineral deposits of all kinds; to provide technical and managerial services in the development and utilization of mineral resources and processing activities; to acquire an interest in such enterprises or corporations to the extent allowed by law; to enter into contracts with mineral tenement owners, mineral exploration enterprises and mining enterprises in connection with the above activities; and to enter into such agreements with the President of the Philippines or other agencies of the Philippines government as may be allowed by law in furtherance of its purposes.*

*As amended at the special stockholders' meeting held on August 7, 1998.

**As amended by the stockholders and directors on April 28, 2007.

Secondary Purpose

In furtherance of its primary purpose, the corporation shall have the following incidental powers:

- a) To acquire by purchase, lease, or contract allowed by law, any and all real and personal properties of every kind and description whatsoever which the Corporation may deem necessary or appropriate in which the Corporation may lawfully engage, and to own, hold, operate, improve, develop, manage, grant, lease, sell, exchange or otherwise dispose of the whole or any part thereof without, however, engaging in the subdivision business;
- b) To borrow or raise money for any of the purposes of the Corporation, and from time to time subject to the limitations of the law, to draw, make, accept, endorse, transfer, assign, execute and issue promissory notes, drafts, bill of exchange, warrant, bonds, debentures and other negotiable and transferable instruments and evidence of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage or pledge all or any part of the property or assets at any time held or owned by the Corporation on such terms and conditions as the Board of Directors of the Corporation or its duly authorized officers or agents shall determine and as may be permitted by law;
- c) Insofar as may be permitted by law, to purchase, or otherwise acquire the stocks, bonds, or other securities or evidence of indebtedness of any other corporation, association, firm or entity, domestic or foreign, and to issue in exchange thereof in case, or otherwise; to hold or own, use, sell, deal in, dispose of, and turn to account any such stocks, bonds or other securities, and while the owner or holder thereof, to exercise all the rights and powers of ownership, including the right to vote thereon for any purpose;
- d) Insofar as may be permitted by law, to do any acts or things necessary or useful for the protection, development, improvement or operation of any person, corporation, association, firm or entity in or with which the Corporation has an interest of any kind, whether as stockholder or manager;
- e) To purchase, hold, cancel, reissue, sell, exchange, transfer or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine; provided that the Corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital stock, except to the extent permitted by law;
- f) To merge, consolidate, combine or amalgamate with any corporation, firm, association or entity heretofore or hereafter created in such manner as may be permitted by law;

- g) To acquire, take over, hold and control all or any part of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm, association or corporation, and to guarantee all or any part of the liabilities of any person, entity, or corporation in which it has a lawful interest (including its affiliates and other related companies).*** whether domestic or foreign, and whether as a going concern or not engaging in or previously engaged in a business which the Corporation is or may become authorized to carry on or which may become authorized to carry on or which may be appropriate or suitable for the purpose of the Corporation, and to pay for the same in cash or in stocks, bonds or securities of the Corporation or otherwise, and to hold, manage, operate, conduct and dispose of, in any manner, the whole or part of any such acquisitions, and to exercise all the powers necessary or convenient for the conduct and management thereof;"
- h) Within the limits prescribed by law, to organize or cause to be organized under the laws of the Republic of the Philippines or any other state, territory, nation, province or government, corporations, associations, firms or entities for the purpose of accomplishing any or all of the objects for which the Corporation is organized: to dissolve, wind up, liquidate, merge, consolidate, combine or amalgamate with any such corporation or corporations, association, firms or entities, or to cause the same to be dissolved wound up, liquidated, consolidated, merged, consolidated, combined or amalgamated.
- i) To carry out the above-mentioned purpose as principal, agent, factor, license, concessionaire, contractor or otherwise either alone or in conjunction with any other person, firm, association, corporation or entity, whether domestic or foreign.
- j) To enter into contracts and arrangements of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, authority any rights, privileges, contracts and concessions which the Corporation may deem desirable to obtain, and to carry out, perform or comply with such contracts or arrangements and exercise any such rights, privileges and concessions, and
- k) To do perform all acts and things necessary, suitable or proper for the accomplishment of the purpose hereinabove stated or which shall at anytime appear conducive to the protection or benefit of the Corporation, including the exercise of the powers, authorities and attributes conferred upon corporations organized under the laws of the Republic of the Philippines in general and upon domestic corporations of like nature in particular.

THIRD. The principal office of the Corporation is located at 2nd Floor Carlos J. Valdes Building, 108 Aquirre Street, Legaspi Village, 1229 Makati City, *****Philippines.

FOURTH. The term for which the Corporation is to exist shall be FIFTY (50) years from and after the date of incorporation.

***As amended by the Board of Directors and Stockholders in their respective meetings held on March 30, 2012.

*****As amended by the Board of Directors and Stockholders in their respective meetings held on October 17, 2014.

FIFTH. The names, nationalities and residences of the incorporators of said Corporation are as follows:

Name	Nationality	Residence
Marianne M. Manzanas	Filipino	3318 Apitong Street, Paranaque, Metro Manila Philippines
Ethelwoldo E. Fernandez	Filipino	No. 9, 7 th Street, Beverly Hills Subdivision Taytay Rizal, Philippines
Simeon Ken R. Ferrer	Filipino	29 La Maison Townhomes Katipunan Avenue Quezon City, Philippines
Jocelyn Sanchez-Salazar	Filipino	19 Mahabagin Street, Teachers Village, Quezon City, Philippines
Marizel Gacutan	Filipino	No. 8 Amelita Street, BF Homes, Almanza, Las Piñas Metro Manila, Philippines

SIXTH. That the number of directors of the Corporation shall be FIVE (5), and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualify as provided by the By-Law Corporation are as follows:

Name	Nationality	Residence
Marianne M. Manzanas	Filipino	3318 Apitong Street, Paranaque, Metro Manila Philippines
Ethelwoldo E. Fernandez	Filipino	No. 9, 7 th Street, Beverly Hills Subdivision Taytay Rizal, Philippines
Simeon Ken R. Ferrer	Filipino	29 La Maison Townhomes Katipunan Avenue Quezon City, Philippines
Jocelyn Sanchez-Salazar	Filipino	19 Mahabagin Street, Teachers Village, Quezon City, Philippines
Marizel Gacutan	Filipino	No. 8 Amelita Street, BF Homes, Almanza, Las Piñas Metro Manila, Philippines

****SEVENTH. That the authorized capital stock of said Corporation is TWO HUNDRED TWENTY-EIGHT MILLION PESOS (P228,000,000),***** Philippine currency, divided into 2,280,000 Common shares with a par value of One Hundred Pesos (P 100.00) each.

EIGHT. That the amount of said capital stock which has been actually subscribed is THIRTEEN MILLION TWO HUNDRED FIFTY THOUSAND & 00/100 (13,250,000.00) Philippine Currency and the following, persons have subscribed for the number of shares and the amount of capital stock indicated their respective names:

<u>Name</u>	<u>No. of Shares Subscribed</u>	<u>Amount of Shares Subscribed</u>
Marianne M. Manzanias	1	P 100.00
Ethelwoldo E. Fernandez	1	100.00
Simeon Ken R. Ferrer	1	100.00
Jocelyn Sanchez-Salazar	1	100.00
Marizel Gacutan	1	100.00
Climax Mining Limited	<u>312, 495</u>	<u>13, 249, 500.00</u>
Total	<u>312,500</u>	<u>P13,250,000.00</u>

NINTH. That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

<u>Name</u>	<u>Nationality</u>	<u>Amount Paid</u>
Marianne M. Manzanias	Filipino	P 100.00
Ethelwoldo E. Fernandez	Filipino	100.00
Simeon Ken R. Ferrer	Filipino	100.00
Jocelyn Sanchez-Salazar	Filipino	100.00
Marizel Gacutan	Filipino	100.00
Climax Mining Limited	Australian	P13,249,500.00
Total		<u>P13,250,000.00</u>

TENTH. That Mr. Simeon Ken R. Ferrer has been elected by the subscribers as Treasurer-in-Trust of the Corporation to act as such until his successor is duly elected and shall have qualified in accordance with the By-Laws; and that, as such treasurer, he

****Approved and amended by the Board of Directors and Shareholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation in meetings held on February 11, 2005.

***** This is the Philippine peso equivalent of Four Million U.S. Dollars (US\$4,000,000.00) using the Philippines Peso-Dollar exchange rate of P 57-\$1.

has been authorized to receive for the Corporation and to issue in its name receipts for, all subscriptions paid by the subscribers.

IN WITNESS WHEREOF, the parties hereunto set our hands this 11th day of July, 1996 at Makati Metro Manila, Philippines

(Sgd.) MARIANNE M. MANZANAS
TIN: 131-272-167

(Sgd.) ETHELWOLDO E. FERNANDEZ
TIN: 106-169-268

(Sgd.) SIMEON KEN R. FERRER
TIN: 116-283-788

(Sgd.) JOCELYN SANCHEZ-SALAZAR
TIN: 116-284-099

(Sgd.) MARIZEL GACUTAN
TIN: 173-119-836

Witnesses: (Sgd.) Noemi M. Tuano (Sgd.) Concepcion D. Quintero

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) SS.

BEFORE ME, a Notary Public in and for the City of Makati, personally appeared the following persons and presenting their respective Community Tax Certificates, to wit:

Name	CTC No.	Date/Place of Issue
Marianne M. Manzanas	14239312-D	2-29-96; Makati, Philippines
Ethelwoldo E. Fernandez	12174899-C	2-14-96; Makati, Philippines
Simeon Ken R. Ferrer	12174910-C	2-14-96; Makati, Philippines
Jocelyn Sanchez-Salazar	12174985-C	2-14-96; Makati, Philippines
Marizel Gacutan	12174916-C	2-14-96; Makati, Philippines

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act deed.

The above-mentioned persons, together with their two (2) instrumental witnesses, have affixed their respective signatures on each and every page of the aforesaid document including this page written the Acknowledgements is found, consisting of six (6) pages.

Republic of the Philippines)
City of Makati) S. S.

SECRETARY'S CERTIFICATE

I, Atty. Joan D. Adaci-Cattiling, of legal age, married, with office address 2nd Floor CJV Building, 108 Aguirre Street, Legaspi Village, Makati City, being duly sworn, depose and state that:

1. I am the duly elected and qualified Corporate Secretary of OceanaGold (Philippines), Inc. (the Corporation), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with office at 2nd Floor CJV Building, 108 Aguirre Street, Legaspi Village, Makati City.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.


Makati City 17th day of October 2014.


ATTY. JOAN D. ADACI-CATTILING
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 17th day of October 2014 by the affiant, whose identity I have confirmed through Social Security System Id No. 33-7301952-1, bearing the affiant's photograph and signature, who showed to me her Passport No. EB1710124 issued on January 13, 2011 at DFA Manila.

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Series of 2014.




Atty. Michael S. Macabata
Notary Public for Makati City
Until December 31, 2015
Roll of Atty. No. 58554
PTR No. 4239226-01/14/14-Makati City
SP No. 011366-01/09/13-Lifetime PPLM
iv bldg. 108 Aguirre St., Legaspi Village
Makati City, Philippines

DIRECTORS' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the Directors and the Corporate Secretary of **OCEANAGOLD (PHILIPPINES), INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, hereby certify that:

1. At the meeting of the stockholders of the Corporation held on October 17, 2014 at the principal office of the Corporation at 2nd Floor Carlos J. Valdes Building, 108 Aguirre Street, Legaspi Village, 1229 Makati City, and at the meeting of the Board of Directors also held on the same date and at the same address, at which each meeting a duly constituted quorum was present and acting throughout, the following resolutions were respectively approved by the stockholders holding at least 2/3 of the outstanding capital stock and by at least a majority of the directors of the Corporation:

RESOLVED, THAT the amendment of the Articles of Incorporation of OCEANAGOLD (PHILIPPINES), INC. (the "Corporation") by changing the principal office address of the Corporation as stated in the Articles of Incorporation be, as it hereby approved;

RESOLVED FURTHER, THAT for this purpose, the Third Article of the Articles of Incorporation of the Corporation be amended as follows:

"THIRD: That the place where the principal office of the Corporation is located at 2nd Floor Carlos J. Valdes Building, 108 Aguirre Street, Legaspi Village, 1229 Makati City, Philippines."

RESOLVED FINALLY, THAT any of the directors and officers of the Corporation, acting singly or jointly, be, as they are hereby, authorized to file the necessary papers and documents with the Securities and Exchange Commission and other appropriate government agencies, and to undertake any and all acts which they may deem necessary and appropriate, in order to fully implement the foregoing resolutions.

2. The attached documents are true and correct copies of the Amended Articles of Incorporation of the Corporation embodying an amendment thereto by a change in its third article, as set out in the above-quoted resolutions.

IN WITNESS WHEREOF, we have signed this Directors' Certificate this 17th day of October 2014.

JOSE P. LEVISTE, JR.
Director
T.I.N.: 119-457-661

MICHAEL HOLMES
Director
T.I.N.: 443-646-720


JOAN D. ADACI-CATTILING
Director and Corporate Secretary
T.I.N.: 194-586-096


BRADLEY NORMAN
Director
T.I.N.: 294-504-430

ACKNOWLEDGMENT

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

I certify that on this date before me, a Notary Public duly authorized in the city named above to take acknowledgments, personally appeared:


Name	Passport No.	Date/Place Issued
Jose P. Leviste, Jr.	PP No. XX3009025	2/13/2009-2/12/2014; DFA Manila
Michael Holmes	PP No. PE0373036	7/18/2014-7/18/2024; Australia
Bradley Norman	PP No. M8763766	6/27/2008-6/27/2018; Australia
Joan D. Adaci-Cattiling	PP No. EB1710124	1/13/2011-1/12/2016; DFA Manila

who were identified by me through competent evidence of identity to be the same persons who executed the foregoing instrument, who acknowledged before me that their respective signatures on the instrument were voluntarily affixed by them for the purposes stated therein, and who declared to me that they have executed the instrument as their free and voluntary act and deed.

WITNESS MY HAND AND SEAL on the day first above-written.

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Page No. 34 ;
Book No. II ;
Series of 2014.




Atty. Michael S. Macabata
Notary Public for Makati City
Until December 31, 2015
Roll of Atty. No. 58554
PTR No. 4239226-01/14/14-Makati City
IBP No. 011366-01/09/13-Lifetime PPLM
CJV Bldg., 108 Aguirre St., Legaspi Village
Makati City, Philippines