



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7909 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, 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 December 12, 2022 by a majority vote of the Board of Directors and on December 15, 2022 by the vote of the stockholders owning or representing at least two-thirds (2/3) 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 6th day of February, Twenty Twenty Three.

GERARDO F. DEL ROSARIO
Director

Company Registration and Monitoring Department

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

AOI
AMENDMENT

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Nature of Application

SEC Registration Number

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	.

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

2	N	D		F	L	O	O	R		C	A	R	L	O	S		J	.		V	A	L	D	E	S			
B	U	I	L	D	I	N	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		
P	H	I	L	I	P	P	I	N	E	S																		

ZIP CODE

1	2	2	9
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Company's Email Address

CorporateSecretaryPH@oceanagold.com

COMPANY INFORMATION

Company's Telephone Number/s

+63 2 87796600

Mobile Number

+639175076014

CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Hermedia M. Banzuela

Email Address

Yang.Banzuela@oceanagold.com

Telephone Number/s

+63 2 87796653

Mobile Number

+639175076014

Contact Person's Address

2nd Floor Carlos J. Valdes Building, 108 Aguirre Street, Legaspi Village, 1229 Makati City

To be accomplished by CRMD Personnel

Assigned Processor:

Date

Signature

Document I.D.

Received by **Corporate Filing and Records Division (CFRD)**

Forwarded to:

Corporate and Partnership Registration Division

Green Lane Unit

Financial Analysis and Audit Division

Licensing Unit

Compliance Monitoring Division



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 December 15, 2022 at 2nd Floor Carlos J. Valdes Building, 108 Aguirre Street, Legaspi Village, 1229 Makati City, and at the meeting of the Board of Directors held on December 12, 2022 at the Didipio, Kasibu, Nueva Vizcaya, 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 stockholders and directors of **OCEANAGOLD (PHILIPPINES), INC.** (the "Corporation") approve, as they hereby approve, the amendment of the principal office address of the Corporation as stated in the Third Article of the Corporation's Articles of Incorporation, to read as follows:

THIRD. The principal office of the Corporation is located at **Didipio Mine, Didipio, Kasibu, Nueva Vizcaya.** (*As approved by a majority of the Board of Directors on December 12, 2022, and by the stockholders owning or representing 2/3 of the outstanding capital stock during their special meeting held on December 15, 2022*).


RESOLVED FURTHER, That, any one of Atty. Joan D. Adaci-Cattiling and Hermedia M. Banzuela, acting singly, as they are hereby authorized, for and on behalf of the Corporation: (a) to execute, sign, deliver and file any and all applications, requests, certifications, undertakings, letters, notices, forms, and such other papers and documents as may be necessary or appropriate for the amendment of the Corporation's Articles of Incorporation to change its principal office address with the Securities and Exchange Commission, other government agencies, third parties or counterparties, or otherwise as may be necessary or appropriate to implement these resolutions, (b) to represent the Corporation before the Securities and Exchange Commission and other government agencies relating to the Corporation's change of principal office address, and (c) otherwise to do such other acts as may be necessary or appropriate to give full effect to the transfer of principal office of the Corporation and the intent of these 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 9 DEC 2022 day of December 2022.


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


GLEN DUNCAN
Director
T.I.N.: 430-818-191


KARINA P. DULINAYAN
Director
T.I.N.: 262-199-405


JASON N. MAGDAONG
Director
T.I.N.: 930-049-888


HERMEDIA M. BANZUELA
Corporate Secretary
T.I.N.: 248-746-357

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
Joan D. Adaci-Cattiling	P4271490B	02 Jan 2020 / DFA NCR North
Glen Duncan	LK719457	10 Mar 2017 / DIA SYD
Karina P. Dulinayan	P3429091B	03 Oct 2019 / DFA Santiago City
Jason N. Magdaong	P1446118C	25 Aug 2022 / DFA Manila
Hermedia M. Banzuela	P7651141B	21 Sep 2021 / 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.

Doc. No. 45 ;
Page No. 2 ;
Book No. LYNI ;
Series of 2022.


SOLFIA S. ARBOLADURA
Notary Public for Makati City until 12.31.2023
Roll No. 39714/ Appointment No. M-209
IBP Lifetime No. 04982/ 05.15.03/ Mla.II
PTR No. 0189889/ 01.20.2022/ Manila
8th/F Raha Sulayman Bldg. 108 Benavidez St.,
Legazpi Village, Makati City
MCI.E Compliance No. VI-0022193/ 04.02.2019

SECRETARY'S CERTIFICATE

I, **HERMEDIA M. BANZUELA**, of legal age, Filipino, and office address at 2nd Floor Carlos J. Valdes Building, 108 Aguirre Street, Legaspi Village, 1229 Makati City, being duly sworn in accordance with law, for and on behalf of the corporation, hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of **OCEANAGOLD (PHILIPPINES), INC.** (the "**Corporation**"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at the 2nd Floor Carlos J. Valdes Building, 108 Aguirre Street, Legaspi Village, 1229 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, and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, this Certificate has been signed this 23 day of December 2022 at Makati City, Metro Manila, Philippines.


HERMEDIA M. BANZUELA
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATICITY) ss.

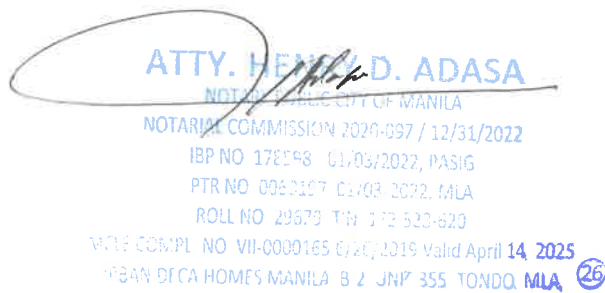
Before me a Notary Public in and for the city named above personally appeared:

Name	Government-Issued ID	Place/Date of Issue
HERMEDIA M. BANZUELA	P7651141B	DFA Manila; September 21, 2021

who was identified by me through competent evidence of identity to be the same person described in the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this 23 day of December 2022 in the Makati City, Philippines.

Doc. No. 357 ;
Page No. 23 ;
Book No. 11 ;
Series of 2022.


ATTY. HERMEDIA D. ADASA
NOTARY PUBLIC CITY OF MANILA
NOTARIAL COMMISSION 2020-097 / 12/31/2022
IBP NO 178198 01/03/2022, PASIG
PTR NO 0080107 03/03 2022, MLA
ROLL NO 29679 Tiv 172 523-620
MCLE COMPL NO VII-0000165 6/20/2019 Valid April 14 2025
SPAN DICA HOMES MANILA B 2 JNP 355 TONDQ, MLA 26

AMENDED ARTICLES OF INCORPORATION
OF
OCEANAGOLD (PHILIPPINES), INC.
(formerly AUTRALASIAN 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. *(As amended by the stockholders and directors on April 28, 2007.)*
- SECOND. The purpose for which the corporation is formed are:

PRIMARY PURPOSE

To undertake activities involving large-scale exploration, development and utilization of mineral resource, 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 kind; 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.)*

Secondary Purpose

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

- a.) To acquire by purchase, lease, or contract followed by law, any and 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 transferrable 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 is 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; *(As amended by the Board of Directors and Stockholder in their respective meetings held on March 20, 2012.)*

- h.) Within the limits prescribed by law, to organized 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 of entity, whether domestic or foreign.
- j.) To enter into contracts and arrangement 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 be deem desirable to obtain, and 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 properly 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 **Didipio Mine, Didipio, Kasibu, Nueva Vizcaya.** *(As amended by the Board of Directors and Stockholders in their respective meetings held on October 17, 2014.) (As approved by a majority of the Board of Directors on December 12, 2022, and by the stockholders owning or representing 2/3 of the outstanding capital stock during their special meeting held on December 15, 2022).*

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

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, 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-Laws of the 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, 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 (P100.00) each. *(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.)

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. Manzanas	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	312,495		13,249,500.00
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. Manzanas	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	P	13,249,500.00
Total			<u>P 13,250,000.00</u>

TENTH. That Mr. Simeon Ken R. Ferrer has been elected by the subscribers as Treasure-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 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.) Naomi M. Tuano (Sgd.) Concepcion D. Quintero

ACKNOWLEDGEMENT

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

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	2-29-96; Makati, Philippines
Simeon Ken R. Ferrer	12174910-C	2-29-96; Makati, Philippines
Jocelyn Sanchez-Salazar	12174985-C	2-29-96; Makati, Philippines
Marizel Gacutan	12174916-C	2-29-96; 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 signature on each and every page of the aforesaid document including this page written to Acknowledgements is found, consisting of FIVE (5) pages.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first abovewritten.

SGD.
ZAYBER JOHN B. PROTACIO
Notary Public
Until December 31, 1997
PTR No. 0302525;1/18/96
Makati, Metro Manila

Doc. No. 115
Page No. 024
Book No. IV
Series of 1996