



Code of Conduct

1 APPLICATION OF THIS CODE OF CONDUCT

This Code of Conduct describes the standards by which OceanaGold Corporation and its related entities (**OceanaGold or the company**) conduct their business. It applies to all representatives of OceanaGold, including directors, officers and employees of OceanaGold and contractors acting on OceanaGold's behalf (**OceanaGold people**).

All OceanaGold people are responsible for ensuring that the company consistently achieves the highest standards of business conduct possible and are required to work at all times in compliance with this Code. OceanaGold may take action in relation to any failure to follow the standards in this Code, which may include dismissal or termination of contract.

Any employee who has any questions or concerns about this Code of Conduct should consult the supervisor, manager or officer to whom they report.

Waivers from the Code of Conduct may only be granted by the Board of Directors.

2 STANDARDS

OceanaGold will conduct its business in accordance with the highest standards of business conduct, including but not limited to:

- a) the creation of sustainable value for shareholders and other stakeholders;
- b) compliance with the law;
- c) respect for local cultures;
- d) a healthy and safe workplace;
- e) responsible environmental management';
- f) integrity, fairness and respect in its interaction with others.

To achieve the standards of business conduct embodied in this Code of Conduct, OceanaGold will:

- a) establish and maintain policies and procedures, which all OceanaGold people will be required to read and understand and with which they will be required to comply;
- b) require the same high standards of business conduct from its contractors, suppliers and business partners.

3 SHAREHOLDERS AND OTHER STAKEHOLDERS

The company is committed to transparency in its business conduct with open and timely disclosure of the company's strategies and performance.

OceanaGold people will exhibit honesty and integrity in the performance of their duties

OceanaGold people will conduct their business with proper care, skill and diligence.

4 COMPLIANCE WITH THE LAW

All OceanaGold people must comply with the laws and regulations that apply wherever the Company conducts its business. If any person is unclear on the impact that the law may have on their role, they are directed to seek advice from OceanaGold's group or regional corporate counsel. Complying with the law includes, but is not limited to doing the following:

- a) Establish and maintain management systems, policies and procedures that comply with the law;
- b) Promote and conduct training in the company's policies and procedures.

5 SAFETY FIRST

Safety in the workplace is OceanaGold's highest priority.

- a) We will comply with all workplace health and safety laws and apply standards of best practice to ensure that all people in our workplaces are protected from harm;
- b) We will provide sufficient resources to establish and maintain safe systems of work;
- c) We will promptly report and thoroughly address hazards and incidents that endanger people's safety;
- d) We will use and promote safe work practices, including a drug and alcohol free workplace;
- e) We will continuously look for ways to identify and reduce risks to the health and safety of our employees;
- f) We will promote a positive health and safety culture that is based on the principle that all accidents and incidents can be prevented;
- g) We will measure our success and that of our contractors by how safely we conduct our business;
- h) Maintain regular reporting of the company's health and safety performance, through senior management, to the Board.

6 RESPONSIBILITY FOR THE ENVIRONMENT

All the company's business activities will be carried out with proper regard to the protection of the environment. The company will use its best endeavours to conduct its operations in a manner that is environmentally responsible and sustainable.

The objectives of the company in protecting the environment are to:

- a) meet all legal and regulatory requirements for environmental management and protection applying to each of our operations and consistently apply, throughout all of our operations, uniformly high standards of environmental management to ensure that the environment is protected;
- b) maintain an awareness within the company of the need to protect the environment;
- c) continuously review the company's operations to identify and assess the environmental impact associated with those operations;
- d) produce and maintain management systems, policies and procedures to ensure the environment is protected, including the control of discharges and other waste emissions that may harm the environment;
- e) maintain regular reporting of the company's environmental performance, through senior management, to the Board.

7 INTEGRITY, FAIRNESS AND RESPECT

OceanaGold will conduct its business in accordance with standards of ethical corporate conduct.

OceanaGold people will treat all people in the workplace, in business and in the community with integrity, fairness and respect and will not do any thing outside the scope of their authority or which has the potential to bring OceanaGold into disrepute.

Discrimination and harassment in the workplace in any form is unacceptable.

In their dealings with others in the workplace and on the company's behalf, OceanaGold people will:

- a) To the best of their ability, endeavour to ensure that OceanaGold's records and documents, including financial reports, are true, correct and conform to OceanaGold's reporting standards and internal controls;
- b) Protect the confidentiality of information entrusted to them about the company's business, suppliers and stakeholders and handle and communicate confidential information with care;
- c) Only act within the Delegated Authority framework;
- d) Ensure that any personal opinions are clearly identified as their own and are not represented to be the views of OceanaGold.

OceanaGold people must not:

- a) Engage in business or commercial activities that would conflict (or appear to conflict) with their ability to perform their duties for OceanaGold;
- b) Use OceanaGold's name, information or their position for personal gain;
- c) Accept or offer bribes or improper inducements to or from anyone;
- d) Offer or accept gifts, entertainment or benefits in their dealings with others on behalf of the company, which are extravagant, excessive or where the perception could arise that the company was compromised or obligated in any way. Modest gifts and reasonable entertainment are allowed, for business purposes, where legally permitted and in accordance with local business practices. Any cash payments by the company must comply with OceanaGold's procurement and contracting policies;
- e) Use the company's assets, except for conducting the company's business;
- f) Make any public statement about the company except as may be authorised in accordance with OceanaGold's Public Release of Information Policy;
- g) Make any political donations on behalf of the Company, except as may be approved by the Board. This does not restrict the rights of employees to engage in political affiliations in a personal capacity;
- h) Trade in shares, or any other kind of property, based on knowledge that comes from their role if that information has not been reported publicly. See OceanaGold's Insider Trading Policy for further information.

8 REPORTING BREACHES OF THIS CODE OF CONDUCT

This Code of Conduct should be read in conjunction with OceanaGold's Whistleblower Policy. If you believe any person has breached this Code, you should report the breach to the supervisor, manager or officer to whom the person reports. Any person who is not an employee should consult the Company Secretary.

If this is not appropriate in the circumstances, in any case of serious misconduct in breach of this Code (such as dishonesty) or to make an anonymous complaint, you should advise the Whistleblower Protection Officer using the procedures in that policy.

**This Policy must be reviewed every 24 months at a minimum.*

Last reviewed: July 2014