



Sustainability Committee Charter

1 INTRODUCTION

This is the Sustainability Committee (“**Committee**”) charter for the OceanaGold Corporation (the “**Corporation**”). The charter governs the procedures of the Committee.

2 SUSTAINABILITY COMMITTEE

2.1 Role of Committee

The role of the Committee is to review and make recommendations to the Board in respect of the assessment and mitigation of technical risk; and the furtherance of the Corporation’s commitments to environmentally sound and responsible resource development and a healthy and safe work environment.

2.2 Special investigations and access to employees

The Committee is entitled to direct any special investigation that the Committee considers appropriate in relation to the assessment, reduction and mitigation of technical risk involving the Corporation or any of its subsidiaries, and to consult any independent expert that the Committee considers appropriate to carry out its duties. The Corporation will bear the costs of any such investigation or consultations.

The Committee is entitled to call on and use, any information or employee of the Corporation to the extent that the Committee considers it appropriate, advisable or necessary to carry out the Committee’s role and responsibilities.

2.3 Composition

The Committee will comprise at least three members consisting of a majority of independent non-executive directors. The Board will appoint one of these members as the Chairman of the Committee.

2.3.1 Removal or resignation

If a member of the Committee retires, is removed or resigns from the Board, that member ceases to be a member of the committee. The Board will appoint the successor to such member.

2.3.2 Committee may invite

The Committee may invite any executive management team member or any other individual to attend a meeting of the Committee, as they consider appropriate.

2.3.3 The Committee may form and delegate authority to sub-committees when appropriate, subject to Board approval of that delegation.

2.3.4 Secretary

The Company Secretary of the Corporation is the secretary of the Committee.

2.4 Meetings

2.4.1 Frequency

The Committee will meet as frequently as required but not less than two times a year. Any Committee member or the Company Secretary of the Corporation may call a Committee meeting.

2.4.2 Calling meetings and notice

A notice of each meeting confirming the date, time, venue and agenda must be forwarded to each member of the Committee (with a copy to all board members) five working days before the

date of the meeting unless such notice requirement is waived by Committee members. The notice for members will include relevant supporting papers for the agenda items to be discussed.

2.4.3 **Advice**

The Committee may have access to professional advice from employees within the Corporation and from appropriate external advisers. The Committee may meet with these external advisers without management being present.

2.4.4 **Report to board**

The Committee chairman, or delegate, will report to the Board following each meeting. The report must contain all matters relevant to the Committee's responsibilities.

2.4.5 **Minutes**

Minutes of proceedings and resolutions of Committee meetings will be kept by the Company Secretary. Minutes will be distributed to all Committee members and the chairman of the Board, after the Committee chairman has given the preliminary approval. Minutes, agenda and supporting papers will be made available to any director upon request to the Company Secretary, providing no conflict of interest exists.

2.4.6 **Quorum and voting**

A quorum will comprise any two Committee members. In the absence of the Committee chairman or appointed delegate, the members will elect one of their number as chairman for that meeting.

Each member will have one vote and the chairman of the Committee will not have a second or casting vote.

3 DUTIES AND RESPONSIBILITIES

The primary responsibility for the management of technical risk, community relationships, environmental, health and safety issues relating to the Corporation, including compliance with laws and regulations, rests with the management of the Corporation.

The Committee's responsibility is to engage in oversight of exploration, development and operating risk, including (but not limited to) issues related to geological, mining, metallurgical, community relationships, health, safety and environmental matters.

The Committee's specific duties and responsibilities are as follows:

- i. Review with management the Corporation goals, policies and programs relative to exploration, development and operational matters with particular focus on the assessment and mitigation of geological, mining, metallurgical, other technical, community relations health, safety and environmental risks;
- ii. Review with management: (a) the establishment of appropriate policies, systems, standards and procedures for all technical, development and operating activities, and (B) compliance with applicable laws, rules, regulations and standards of corporate conduct, as the Committee determines appropriate;
- iii. Review with management the following items as they relate to the assessment, reduction and mitigation of technical risk: (i) the Corporation's policies with respect to risk assessment and risk management; (ii) the Corporation's major financial risk exposures; (iii) the steps management has taken to monitor and control such exposures; (iv) the effect of relevant regulatory initiatives and trends; and (v) all material claims, demands and legal proceedings against the Corporation;
- iv. Review with management the risk analysis of any proposed new major exploration, development, operating or new business activity;

- v. Review with management the Corporation's record of performance on community relationships, health, safety and environmental matters, along with any proposed actions based on the record of performance; and
- vi. Apprise the Board regularly of significant developments in the course of performing the above duties, including reviewing with the full Board any issues that arise with respect to the Corporation's compliance with legal or regulatory requirements.

4 REVIEW

The chairman of the Board will, in consultation with the Committee, conduct an annual review of the Charter. The Board will need to approve any amendments to the Charter that stem from the review.

**This Charter must be reviewed every 12 months at a minimum.*

Last reviewed: December 2014