

OCEANAGOLD

NOTICE OF MEETING

MANAGEMENT INFORMATION CIRCULAR

Annual General and Special Meeting
May 30, 2014



OCEANAGOLD

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the shareholders of OceanaGold Corporation (the "Company") will be held at the **Westin Room IV, Westin, 205 Collins St, Melbourne VIC 3000** on **Friday May 30, 2014 at 10.30am (Australian Eastern Standard Time)** (the "Meeting") for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the year ended December 31, 2013, together with the auditor's report therein;
2. to re-elect the directors of the company: (a) Mr James E. Askew; (b) Mr J. Denham Shale; (c) Mr Michael F. Wilkes; (d) Mr Jose P. Leviste, Jr.; (e) Mr Jacob Klein; (f) Mr William H. Myckatyn and (g) Dr Geoff W. Raby, to hold office for a period of one year from the date of their election as described in section 2 of the accompanying Management Information Circular;
3. to appoint PricewaterhouseCoopers as the auditor of the Company to hold office until the close of the next annual meeting of shareholders as described in section 6 of the accompanying Management Information Circular;
4. to approve the grant of 261,320 Performance Rights to Mr Michael F. Wilkes as described in section 7 of the accompanying Management Information Circular;
5. to approve the issue of 6,762,209 securities to Pacific Rim Mining Corp. shareholders as set out in section 7 of the accompanying Management Information Circular;
6. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Annual General and Special Meeting is a: (1) Management Information Circular, which provides additional information relating to the matters to be dealt with at the Meeting; (2) Form of Proxy and Notes to Proxy or a Voting Instruction Form ("VIF"); (3) return envelope for use by the shareholders to send in their Proxy or VIF; and (4) Financial and Governance Statements (where requested).

A shareholder may attend the Meeting in person or may be represented thereat by proxy, if a registered shareholder, or may provide voting instructions, if a non-registered shareholder. Shareholders who are unable to attend the Meeting are requested to date and sign the enclosed form of proxy or VIF in accordance with their instructions and return it to the Company's transfer agent, Computershare Investor Services Inc. ("Computershare"), 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 Canada not less than 48 hours prior to the time of the Meeting (excluding Saturdays, Sundays and holidays).

Registered shareholders in Australia and New Zealand should return their proxy to Computershare's Australia office in accordance with the instructions provided therein. If you do not complete and return the form in accordance with such instructions, you may lose your right to vote at the Meeting, either in person or by proxy.

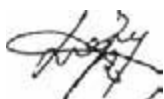
If you are a non-registered shareholder or a holder of CDIs in Australia, and receive a VIF from Computershare, please complete and return the form in accordance with the instructions of Computershare. If you do not complete and return the form in accordance with such instructions, you may lose your right to instruct the registered shareholder on how to vote at the Meeting on your behalf.

Voting exclusion statements under applicable Australian Securities Exchange (**ASX**) requirements in relation to items 4 and 5 above are set out in the enclosed Management Information Circular.

The record date for the determination of the shareholders entitled to receive this Notice and to vote at the Meeting has been established as Thursday April 24th, 2014. Please advise the Company of any change in your address.

DATED at Melbourne, Australia, as of the 24th day of April, 2014.

BY ORDER OF THE BOARD OF DIRECTORS OF OCEANAGOLD CORPORATION



Liang Tang
Company Secretary

MANAGEMENT INFORMATION CIRCULAR

DATED as of the 24th day of April, 2014

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Unless otherwise indicated, references in this Management Information Circular to “CAD\$” or “Canadian dollars” are to the lawful currency of Canada, references to “US\$” or “United States dollars” are to the lawful currency of the United States, references to “A\$”, “AU\$” or “Australian dollars” are to the lawful currency of Australia and references to “NZ\$” or “New Zealand dollars” are to the lawful currency of New Zealand.

The following table sets forth market indicative exchange rates for the previous two calendar years.

		AUD:USD	CAD:USD	NZD:USD	PHP:USD
2013	End rate	0.8917	0.9414	0.8214	0.0226
	Avg rate	0.9679	0.9712	0.8205	0.0236
	High	1.0598	1.0171	0.8634	0.0246
	Low	0.8861	0.9340	0.7709	0.0224
2012	End rate	1.0394	1.0034	0.8288	0.0244
	Avg rate	1.0357	1.0003	0.8100	0.0237
	High	1.0809	1.0315	0.8463	0.0245
	Low	0.9701	0.9592	0.7500	0.0226

Source: www.ozforex.com.au

References in this Management Information Circular to “OGL” refers to Oceana Gold Limited, which became the wholly-owned subsidiary of the Company as a result of the implementation of the scheme of arrangement and reorganization under Australian law during 2007 involving the Company and OGL (“Reorganization”).

SECTION 1: VOTING INFORMATION

Solicitation of proxies

This Management Information Circular is furnished in connection with the solicitation of proxies being made by the management of OceanaGold Corporation (“OGC” or the “Company”) for use at the Annual General and Special Meeting of the Company’s shareholders (the “Shareholders”) to be held on May 30, 2014 (the “Meeting”), at the time and place and for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Company.

All costs of this solicitation will be borne by the Company.

Proxy and voting instructions

Shareholders who cannot attend the Meeting in person may vote, if a registered Shareholder, or provide voting instructions, if a non-registered Shareholder, by proxy or by voting instruction form (“VIF”), as applicable, which forms (other than VIFs for CDI holders in Australia as described below) must be received by the appropriate office of Computershare Investor Services Inc. (“Computershare”), the Company’s registrar and transfer agent, not less than 48 hours prior to the Meeting (excluding Saturdays, Sundays and holidays).

A proxy or VIF returned to Computershare will not be valid unless signed by the Shareholder or by the Shareholder’s attorney duly authorized in writing or, if the Shareholder is a corporation or association, the form of proxy or VIF must be executed by an officer or by an attorney duly authorized in writing. If the form of proxy or VIF is executed by an attorney for an individual Shareholder or by an officer or attorney of a Shareholder that is a corporation or association, documentation evidencing the power to sign the proxy or VIF may be required with signing capacity stated. If not dated, the proxy or VIF will be deemed to have been dated the date that it is mailed to Shareholders.

The securities represented by proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for, and if the Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. If a choice with respect to such matters is not specified, the form of proxy confers discretionary authority upon the named proxyholder with respect to matters identified in the accompanying Notice of Meeting. It is intended that the person designated by management in the form of proxy will vote the securities represented by the proxy **IN FAVOUR OF** each matter identified in the proxy and **FOR** the nominees of management for directors and auditor.

The proxy confers discretionary authority upon the named proxyholder with respect to amendments to or variations in matters identified in the accompanying Notice of Meeting and other matters which may properly come before the Meeting. As at the date of this Management Information Circular, management is not aware of any amendments, variations, or other matters. If such should occur, the persons designated by management will vote thereon in accordance with their best judgment, exercising discretionary authority.

Appointment of proxyholder by registered shareholders

A Shareholder has the right to designate a person (who need not be a Shareholder of the Company), other than LIANG TANG, Company Secretary, or DARREN KLINCK, Head of Business Development, the management designees, to attend and act for the Shareholder at the Meeting (“Management Designees”). If you are returning your proxy to Computershare, such right may be exercised by inserting in the blank space provided in the enclosed form of proxy the name of the person to be designated or by completing another proper form of proxy and delivering same to the Toronto office of Computershare: Proxy Dept. 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 Canada, not less than 48 hours prior to the Meeting (excluding Saturdays, Sundays and holidays). If you are using the internet, you may designate another proxyholder by following the instructions on the website. It is not possible to appoint an alternate proxyholder by phone.

If you appoint a proxyholder, other than the Management Designees, that proxyholder must attend the Meeting for your vote to be counted. See the specific resolutions set out in Section 7: Particulars of Other Matters to be Acted Upon, for details of certain restrictions that apply to the appointment of proxies with discretionary authority.

If you are a registered shareholder resident in Australia or New Zealand, please complete and deliver your form of proxy to Computershare not less than 48 hours prior to the Meeting (excluding Saturdays, Sundays and holidays) by mail: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Vic 3001 Australia; by fax: 61 3 9473 2555; or in person: Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford Vic 3067 Australia; or online: www.investorvote.com.au.

Special instructions for voting by non-registered shareholders

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Non-Registered Shareholders must request a form of legal proxy from Computershare granting them the right to attend the Meeting and vote in person. Many of our Shareholders are beneficial shareholders or non-registered shareholders (“Non-Registered Shareholders”) because their common shares of the Company (“Common Shares”) are not registered in their names. A person is a Non-Registered Shareholder if their Common Shares are registered either: (a) in the name of an intermediary such as a bank, trust company, securities dealer or broker and trustee or administrators of self-administered plans; or (b) in the name of a clearing agency, such as the Canadian Depository for Securities Limited in Canada or CHESS Depository Nominees Pty Ltd. (“CDN”) in Australia.

Canada

In Canada, there are two kinds of Non-Registered Shareholders - those who object to their name being made known to the Company (called OBOs for “Objecting Beneficial Owners”) and those who do not object to the Company knowing who they are (called NOBOs for “Non-Objecting Beneficial Owners”).

The Company takes advantage of certain provisions of National Instrument 54-101 – Communications with Beneficial Owners of Securities of a Reporting Issuer (“NI 54-101”), which permit the Company to directly deliver proxy-related materials to NOBOs who have not waived the right to receive them (and is not sending proxy-related materials using notice-and-access this year). As a result, NOBOs can expect to receive a scannable VIF, together with the meeting materials from our transfer agent, Computershare. These VIFs are to be completed and returned to Computershare in accordance with the instructions. Computershare is required to follow the voting instructions properly received from NOBOs. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the VIFs they receive.

In accordance with the requirements of NI 54-101, the Company has distributed copies of the meeting materials to the intermediaries for onward distribution to OBOs. Intermediaries are required to forward the meeting materials to OBOs unless, in the case of certain proxy-related materials, the OBO has waived the right to receive them. Very often, intermediaries will use service companies to forward the meeting materials to OBOs. With those meeting materials, intermediaries or their service companies should provide OBOs with a “request for voting instruction form” which, when properly completed and signed by such OBO and returned to the intermediary or its service company, will constitute voting instructions which the intermediary must follow. The purpose of this procedure is to permit OBOs to direct the voting of the Common Shares that they beneficially own. The Company intends to pay for intermediaries to deliver the meeting materials to OBOs.

These proxy-related materials are being sent to both registered Shareholders and Non-Registered Shareholders. If you are a Non-Registered Shareholder, and the Company has sent these proxy-related materials directly to you, your name and address and

information about your holdings of Common Shares have been obtained in accordance with applicable securities requirements from the intermediary on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Australia

Non-Registered Shareholders in Australia hold CHESS Depository Interests ("CDIs") of the Company, or units of beneficial ownership of the underlying Common Shares, which are registered in the name of CDN. As holders of CDIs are not the legal owners of the underlying Common Shares, CDN is entitled to vote at the Meeting at the instruction of the holder of the CDIs.

As a result, holders of CDIs can expect to receive a VIF, together with the meeting materials from Computershare in Australia. These VIFs are to be completed and returned to Computershare in accordance with the instructions contained therein. CDN is required to follow the voting instructions properly received from holders of CDIs.

To obtain a copy of CDN's Financial Services Guide, phone 1300 300 279 or go to:

http://www.asx.com.au/documents/settlement/CHESS_Depositary_Interests.pdf

Revocation of proxies

In addition to revocation in any manner permitted by law, a proxy or voting instructions provided by NOBOs may be revoked by an instrument in writing signed by the Shareholder or by the Shareholder's attorney duly authorized in writing which is dated after the date of the proxy or voting instructions being revoked and deposited with the Company's transfer agent, Computershare, at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, or, as to any matter in respect of which a vote shall not already have been cast pursuant to such proxy, with the Chairman of the Meeting on the day of the Meeting, or at any adjournment thereof, and upon either of such deposits the proxy or voting instructions are revoked. OBOs who wish to change their voting instructions must contact their intermediary to arrange to do this in sufficient time before the Meeting.

Other matters

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters which are not known to management shall properly come before the Meeting, the form of proxy given pursuant to the solicitation by management will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

Voting securities and principal holders thereof

The authorized share capital of the Company consists of an unlimited number of common shares without par value, and an unlimited number of preferred shares, issuable in series by the directors of the Company. As at the date of this Management Information Circular, 300,567,377 Common Shares were issued and outstanding, each such share carrying the right to one (1) vote at the Meeting, and no preferred shares were issued and outstanding. **April 24, 2014** has been fixed by the directors of the Company as the record date for the purpose of determining those Shareholders entitled to receive notice of, and to vote at, the Meeting.

To the best of the knowledge of the directors and executive officers of the Company and in respect only of the voting securities of the Company outstanding as at the date of this Management Information Circular, the following table sets forth those persons who beneficially own, or control or direct, directly or indirectly, 10% or more of the Common Shares outstanding.

Name of Shareholder	Designation of Class	Type of Ownership	Number of Common Shares Held	Percentage of Class
Van Eck Associates Corporation	Common Shares	Beneficial	47,717,153	15.90%

SECTION 2: ELECTION OF DIRECTORS

The board of directors of the Company (the “Board of Directors” or the “Board”) for the ensuing year will be comprised of seven (7) directors. In accordance with the current Articles of the Company, all seven (7) directors of the Company shall be elected at each annual general meeting of Shareholders. The Company has not, as of yet, adopted a majority voting policy such that procedures would be in place requiring the resignation of a director should the director receive more “withheld” votes than votes “for” at any uncontested meeting of Shareholders at which directors are elected. However, as part of its annual process of determining director nominees, the Board closely examines the support that directors receive from the Shareholders. In addition, the Board has noted that, based on the historical results of its annual election process, its nominees have consistently received an overwhelming majority of support from Shareholders. The Company continues to review and consider, among other things, its director election voting policy, evolving market practices on majority voting policies and best practices in corporate governance, and will make a determination with respect to the adoption of a majority voting policy at the appropriate time.

The persons named in the following table are (1) proposed nominees for election as a director at the Meeting.

Name of and Province or State and Country of Residence of Proposed Nominee and Current Directors and Present Position with the Company	Period from which has been a Director and Expiry of Term of Office	Principal Occupation	Number of Common Shares Held ⁽¹⁾
James E. Askew ⁽³⁾⁽⁴⁾ Chairman and Director Denver, USA	Chairman and Director of the Company since March 29, 2007 and Director of OGL since November, 2006. Term of office to expire at close of Meeting unless re-elected.	Chairman and Director	1,097,008
J. Denham Shale ⁽²⁾⁽⁴⁾ Lead Director Auckland, New Zealand	Director of the Company since March 29, 2007 and Director of OGL since February, 2004. Term of office to expire at close of Meeting unless re-elected.	Lawyer and Director	2,000
Jose P. Leviste, Jr. ⁽⁴⁾ Director Philippines	Director of the Company since December 10, 2007. Term of office to expire at close of Meeting unless re-elected.	Director	376,770
Jacob Klein ⁽²⁾⁽³⁾ Director Sydney, Australia	Director of the Company since December 16, 2009. Term of office to expire at close of Meeting unless re-elected.	Director	79,300
William H. Myckatyn ⁽³⁾⁽⁴⁾ Director Canada	Director of the Company since April 22, 2010. Term of office to expire at close of Meeting unless re-elected.	Director	21,523
Michael F. Wilkes Managing Director and CEO Melbourne, Australia	Director of the Company since April 27, 2011. Term of office to expire at close of Meeting unless re-elected.	Chief Executive Officer and Director	76,000
Geoff W. Raby ⁽²⁾ Director Beijing, China	Director of the Company since August 5, 2011. Term of office to expire at close of Meeting unless re-elected.	Director	0

Notes:

- (1) Voting securities of the Company and its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by each director or proposed director as at the date of this Management Information Circular.
- (2) Member of the Audit and Financial Risk Management Committee.
- (3) Member of the Remuneration and Nomination Committee.
- (4) Member of the Sustainability Committee.

The following are brief biographies of the proposed nominees for election as a director and each other person whose term of office as a director will continue after the Meeting:

James E. Askew is the Chairman of the Board of directors of OceanaGold (appointed March 2006). Mr Askew is a mining engineer with over 35 years of broad international experience as a Director and/or Chief Executive Officer for a wide range of Australian and international publicly listed mining, mining finance and other mining related companies.

Mr Askew has served on the board of a number of public companies, currently including Evolution Mining Ltd, and Asian Mineral Resources Limited.

He holds a Bachelor of Mining Engineering (Honours) and a Masters Degree, Engineering Science.

J. Denham Shale is a director of OceanaGold (appointed March 2007). Mr Shale is a lawyer in practice in Auckland, New Zealand. He was previously Chairman of Kensington Swan, a leading New Zealand law firm, and has been a director of listed companies for over 25 years. Mr. Shale was previously involved with gold mining in Australia and New Zealand as a Director of Otter Gold Limited (“Otter”) from 1992, ending his involvement as Chairman when Otter was taken over by Normandy in 2002.

Mr Shale is currently Chairman of The Farmers Trading Company Limited and a director of New Zealand listed Turners Auctions Limited and several private companies. He has a Bachelor of Laws degree and is the Immediate Past President and an Accredited Fellow of the Institute of Directors in New Zealand (Inc).

Jose (Joey) P. Leviste Jr. is a director of OceanaGold (appointed December 2007), and is the current Chairman of OceanaGold’s wholly-owned subsidiary company in the Philippines, Oceana Gold (Philippines), Inc. He has been a Director of the Philippines company since OGC’s merger with Climax Mining in 2006.

Mr. Leviste is also the Philippine Resident Representative of the Australia-Philippine Business Council and a Director of the Chamber of Mines of the Philippines. He was recently appointed by the President of the Philippines as a private sector member of the Governing Council of the Philippine Council for Agriculture, Aquatic and Natural Resource, which is chaired by the Secretary of Science and Technology.

Mr. Leviste graduated in Economics from the Ateneo University with an MBA degree from Columbia University and a MA Economics degree from Fordham University in the United States. He was granted a Doctorate degree in Humanities, Honoris Causa from the Nueva Vizcaya State University for his work in social, civic and community work as Chairman of OceanaGold (Philippines), Inc.

Jacob Klein is a director of OceanaGold (appointed December 2009). Mr Klein is also the current Executive Chairman of Evolution Mining Limited, a role he took up in November 2011 following the merger with Conquest Mining Limited where he had been Executive Chairman. Prior to joining Conquest Mining, Mr Klein had been President and CEO of Sino Gold Mining Limited where he managed the development of that company into the largest foreign participant in the Chinese gold industry. Sino Gold Mining Limited was listed on the ASX in 2002 with a market capitalisation of \$100 million, and was purchased by Eldorado Gold Corporation in late 2009 for over \$2 billion.

Mr Klein is also a non-executive director of Lynas Corporation Ltd, and a past President of the NSW Branch of the Australia China Business Council.

Mr Klein holds a Bachelor of Commerce (Honours) from the University of Cape Town.

William (Bill) H. Myckatyn is a director of OceanaGold (appointed April 2010). Mr Myckatyn is a mining engineer with over 40 years of technical and management experience in mine financing, development and operations. He was the CEO, Chairman, and subsequently Vice Chairman of Quadra FNX Mining Ltd., an intermediate copper and gold producer focused in the Americas, until its takeover in 2012. Prior to founding Quadra Mining in 2002, Mr. Myckatyn held the position of Chief Executive Officer at other mining and metals companies over the period of a decade including Dayton Mining, Princeton Mining and Gibraltar Mines. For over twenty years prior to that, he worked for various operations controlled by Placer Dome Inc. and its associated and predecessor companies, including four separate mines in Australia and the Philippines.

Mr. Myckatyn also sits on the Board of Directors for Canadian based exploration companies: First Point Minerals, San Marco Resources, and Delta Gold Corporation.

Mr Myckatyn holds a Bachelor of Applied Science in Mining Engineering from the University of British Columbia.

Michael (Mick) F. Wilkes is the Chief Executive Officer (appointed in January 2011) and a director (appointed April 2011) of OceanaGold. Mick Wilkes is a mining engineer with approximately 30 years of broad international experience, predominantly in precious and base metals across Asia and Australia.

Most recently, as Executive General Manager of Operations at OZ Minerals he had responsibility for the evaluation studies, construction and operation of the Prominent Hill copper gold project in South Australia, which is one of the more significant recent resource developments in Australia. Preceding this, he was General Manager of the Sepon gold copper project for Oxiana in Laos. Earlier experience was in Papua New Guinea in senior roles and, at the outset of his career, at Mount Isa Mines in operations and design.

Mr Wilkes has a Bachelor of Engineering (Honours) from the University of Queensland, a Master of Business Administration from Deakin University, and is a member of the Australian Institute of Mining and Metallurgy, and the Australian Institute of Company Directors.

Geoff W. Raby is a director of OceanaGold (appointed August 2011). Dr Raby was Australia's Ambassador to the People's Republic of China from 2007 to 2011. Prior to that, he was a Deputy Secretary in the Department of Foreign Affairs and Trade ("DFAT"). Dr Raby has extensive experience in international affairs and trade, having been Australia's Ambassador to the World Trade Organisation (1998-2001), Australia's APEC Ambassador (2003-05), Head of DFAT's Office of Trade Negotiations and Head of the Trade Policy Issues Division at the OECD, Paris. Between 1986 and 1991 he was Head of the Economic Section at the Australian Embassy, Beijing. He has been the Chair of DFAT's Audit Committee and served as an ex officio member of the Boards of Austrade and EFIC (Export Finance and Insurance Corporation).

Dr Raby is also a non executive director of Fortescue Metals Group Ltd, Yancoal Australia Ltd and is the Chairman of ASX listed company SmartTrans Holdings Limited.

Dr Raby holds a PhD in Economics, as well as a Masters and a Bachelors degree in Economics.

Corporate cease trade orders and bankruptcies

Except as described below, no proposed director of the Company:

- (a) is, as of the date of this Management Information Circular, or has been, within 10 years before the date of this Management Information Circular, a director, chief executive officer or chief financial officer of a company (including the Company) that,
 - (i) was the subject of a cease trade or similar order or an order that denied such company access to any exemption under securities legislation that was in effect for a period of more than thirty consecutive days (an "Order") that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to such an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer in the company that is the subject of the Order and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) is, at the date of this Management Information Circular, or has been within 10 years before the date of this Management Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within 10 years before the date of this Management Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

On January 14, 2010, Eastern Hi Fi Group Limited ("Eastern Hi Fi") was placed in receivership under New Zealand law by one of its creditors at the request of its directors. In a receivership the assets are realised for the benefit of the secured creditor who appointed the receiver. At the time Eastern Hi Fi was placed in receivership, Mr. Denham Shale was a non-executive director of that company. Eastern Hi Fi has now been deregistered.

On August 31, 2010, South Canterbury Finance Limited ("SCFL") and a number of its subsidiary and associate companies were placed into receivership. Mr. Denham Shale was a non-executive director of SCFL and some of its subsidiaries and associates.

Penalties and sanctions

No proposed director of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding to vote for a proposed director.

SECTION 3: EXECUTIVE COMPENSATION – COMPENSATION DISCUSSION & ANALYSIS

The total direct compensation for the Company's executive officers comprises both a fixed component and an at-risk component. The at-risk component is composed of short-term and long-term incentives and does not provide for an executive pension plan. The compensation program aims to ensure total remuneration is competitive by market standards and links rewards with the short-term and long-term strategic goals and performance of the Company.

The Board establishes the remuneration of the Chief Executive Officer (the "CEO") on the basis of a recommendation from the Remuneration and Nomination Committee. The Remuneration and Nomination Committee, based on the recommendations of the CEO, establishes the remuneration of executives reporting to the CEO, including their participation in both short-term and long-term incentive schemes.

Currently, the Company's compensation package for its "Named Executive Officers" or "NEOs" (as defined below) consists of base salary, bonuses and the granting of performance rights under the Company's Performance Share Rights Plan. Executive compensation is linked to the performance of the Company and the individual, with the goal of ensuring that the total compensation is at a level that ensures the Company is capable of attracting, motivating and retaining individuals with exceptional executive skills. Base salary and bonuses are established by comparison to competitive salary levels of other publicly held mineral resource companies of comparable size and complexity operating in Australasia (based on data provided by independent human resources management consulting firm McDonald & Company (Australasia) Pty Ltd which surveyed over 100 organisations in the mining and resources industry). Base salaries are affected by factors particular to the individual, such as experience and level of responsibility. Annual cash bonuses are used to reward executive officers for achievement of objectives during a fiscal year. The performance of the particular executive, as well as the Company's performance, is considered in determining whether a bonus will be paid and the amount of such bonus, with specific measurement criteria being established for each individual executive having regard to his or her primary responsibilities and objectives (with key objectives then generally linking to overall improvements in the Company's financial performance).

Specifically, the CEO makes recommendations to the Remuneration and Nomination Committee annually or on commencement of employment for the grant or otherwise of equity incentives to individual executives, having regard to overall Company performance and staff retention strategies. The quantum of any grants is determined by reference to an executive's position and is therefore comparable to allocations to other individuals holding positions of similar status. The Remuneration and Nomination Committee then considers such recommendations and, in exercising its discretion, awards grants to named individuals. The Company's Secretary is then charged with formalising the allocation of such grants. In accordance with the rules of the ASX, specific grants of equity incentives to the CEO will be considered by the Remuneration and Nomination Committee and recommended to shareholders for approval prior to the grant of such securities by the Company. Previous grants of option based awards are not necessarily taken into account when considering new grants.

The Remuneration and Nomination Committee has discretion to amend the equity incentive plans under which rights based awards are granted, based on recommendations from the Secretary and having regard to applicable laws and regulations and the specific terms of each of these plans. The Amended 2007 Stock Option Plan expired on June 4, 2013. A new Performance Share Rights Plan was put forward and approved by the shareholders at the 2012 Meeting. See the "Performance Share Rights Plan" below for more information concerning the plan.

NEOs and directors of the Company are not restricted from purchasing financial instruments, including, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. However, in accordance with the

Company's Securities Trading Policy, all Senior Management (including NEOs and directors) must not buy, sell or deal in the Company's Securities during any blackout periods.

Summary compensation table

The following table provides a summary of compensation payable, directly or indirectly, to the following persons (collectively, the "Named Executive Officers" or "NEOs") during the most recently completed financial year ending December 31, 2013 as well as the preceding two years: (a) the CEO; (b) the Chief Financial Officer (the "CFO"); (c) the three most highly compensated executive officers for the respective financial years, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the relevant financial year whose total compensation was, individually, more than C\$150,000 for the respective financial years; and (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, for the respective financial years.

Name and principal position	Year	Salary (US\$)	Share-based awards (US\$)	Option-based awards ⁽¹⁾ (US\$)	Non-equity incentive plan compensation (US\$)		Pension value (US\$)	All other compensation ⁽²⁾ (US\$)	Total compensation (US\$)
					Annual incentive plans (Annual Bonus Awards)	Long-term incentive plans (Milestone Bonuses)			
Michael Wilkes <i>Chief Executive Officer</i>	2013	610,988	-	353,788	278,579	-	36,868	-	1,280,223
	2012	694,952	-	445,972	168,613	-	25,679	-	1,335,216
	2011	606,747	-	789,075	-	-	25,051	-	1,420,873
Mark Chamberlain <i>Chief Financial Officer</i>	2013	351,347	-	158,371	121,736	-	23,920	-	655,374
	2012	389,209	-	132,355	19,923	-	30,469	-	571,956
	2011	146,920	-	42,351	-	-	12,115	-	201,386
Mark Cadzow <i>Chief Development Officer</i>	2013	424,732	-	132,227	112,545	-	21,204	8,336	699,044
	2012	424,253	33,303	118,469	70,361	-	15,838	9,195	671,419
	2011	343,192	16,071	197,506	86,928	-	13,386	9,211	666,294
Darren Klinck <i>Head of Business Development</i>	2013	286,575	-	106,543	98,325	-	23,925	-	515,368
	2012	298,628	-	98,366	70,114	-	25,901	-	493,009
	2011	273,404	-	234,224	102,484	-	24,218	-	634,330
Michael Holmes <i>Chief Operating Officer</i>	2013	458,731	-	118,332	-	-	23,829	-	600,892
	2012	-	-	-	-	-	-	-	-
	2011	-	-	-	-	-	-	-	-

Notes:

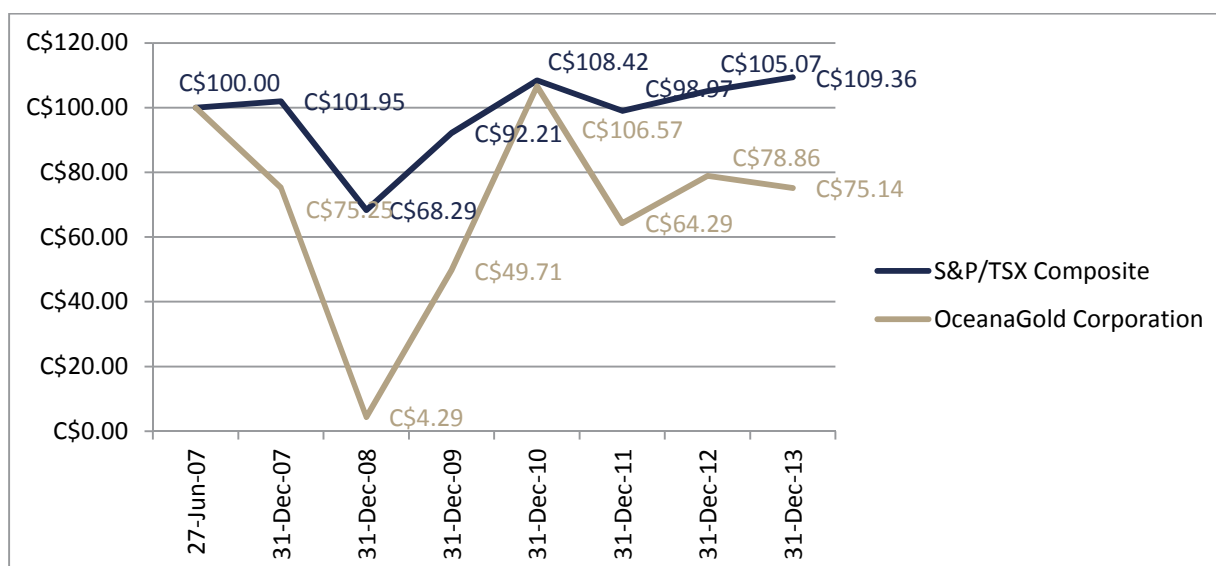
- (1) Options granted pursuant to the 2007 Amended Stock Option Plan are valued as American-Style options using the Cox, Ross and Rubenstein binomial tree lattice model. The options granted under the Restricted Share Plan are valued as European-style options utilizing the Black Scholes closed-form model as the options can only be exercised on the exercise date which is one day after the end of the restriction period. Rights granted under the Performance Share Rights Plan were priced using Monte Carlo simulation (using the Black-Scholes framework) to model the Company's future price and Total Shareholder Return performance against the comparator group at vesting date.
- (2) Other compensation comprises car allowances, vehicle leases and severance payments.

The above calculation uses average exchange rates for the relevant periods.

Performance of common shares

The Common Shares trade on the Toronto Stock Exchange (the "TSX") under the symbol "OGC", on the NZX Main Board in New Zealand (the "NZSX") under the stock code "OGC" (and subject to a 'Non-Standard Designation), and on the Australia Securities Exchange (the "ASX") under the symbol "OGC". Assuming an initial investment of C\$100, the following graph illustrates the cumulative total shareholder return on the Common Shares relative to the cumulative total return on the S&P/TSX Composite Index for the period of June 27, 2007 (the date the Common Shares began trading on the TSX) to December 31, 2013, assuming reinvestment of dividends.

Total Return Index Value



	27-Jun-07	31-Dec-07	31-Dec-08	31-Dec-09	31-Dec-10	31-Dec-11	31-Dec-12	31-Dec-13
S&P/TSX Composite	C\$100.00	C\$101.95	C\$68.29	C\$92.21	C\$108.42	C\$98.97	C\$105.07	C\$109.36
OceanaGold Corporation	C\$100.00	C\$75.25	C\$4.29	C\$49.71	C\$106.57	C\$64.29	C\$78.86	C\$75.14

It is difficult to compare the performance of OGC shares relative to executive remuneration trends over the period identified in the above chart, in part due to the volatility of OGC shares and global gold and equity markets over the past few years.

Outstanding share-based awards and option-based awards

Outstanding share-based awards and option-based awards for NEOs as at the end of the Company's most recently completed financial year are set out in the following table:

a) Executive share options plan

Name	Number of securities underlying unexercised options	Option exercise price (USD)	Option expiration date	Value of unexercised in-the-money options (USD)
Michael Wilkes	750,000	2.95	2/12/2017	-
Mark Chamberlain	200,000	1.90	25/8/2018	-
Mark Cadzow	329,137	0.48 to 3.15	18/6/2015 to 14/2/2019	65,737
Darren Klinck	292,473	0.48 to 3.15	19/1/2016 to 14/2/2018	172,018
Michael Holmes	-	-	-	-

b) Performance share rights plan

Name	Number of securities underlying unexercised options	Option exercise price (USD)	Option expiration date	Value of unexercised in-the-money options (USD)
Michael Wilkes	593,468	-	31/3/2015 to 31/3/2016	915,767
Mark Chamberlain	258,422	-	31/3/2015 to 31/3/2016	398,765
Mark Cadzow	252,118	-	31/3/2015 to 31/3/2016	389,037
Darren Klinck	201,914	-	31/3/2015 to 31/3/2016	311,569
Michael Holmes	242,352	-	31/3/2015 to 31/3/2016	373,968

Incentive plan awards – value vested or earned during the year

The following table discloses incentive plan awards for the most recently completed financial year:

Name	Options-based awards Value vested during the year (US\$)
Michael Wilkes	410,865
Mark Chamberlain	58,002
Mark Cadzow	47,748
Darren Klinck	36,112
Michael Holmes	-

Pension plan benefits

The Company does not have any defined benefit plans. The majority of the Company's NEOs are residents of Australia for the purposes of taxation. In Australia, employers are required to make a payment known as a "superannuation guarantee" to a complying fund on behalf of employees. The minimum contribution is currently mandated at 9.25% of an employee's base salary. The superannuation scheme in Australia is a type of defined contribution plan. Superannuation guarantee payments made on behalf of the Company's NEOs in 2013 are outlined below.

For the sake of clarity, employer contributions under the scheme are capped at \$25,000 annually.

Employment agreements – termination and change of control benefits

Each of the current Named Executive Officers has a formal employment agreement with the Company or a wholly-owned subsidiary of the Company, the material terms of which and their compensation for 2013 are set forth below.

In accordance with the rules of the ASX, no NEO has a specified change of control provision in his employment agreement. Notwithstanding this, NEOs are entitled to certain severance entitlements as detailed below (with such entitlements potentially triggered as an indirect consequence of a change of control of the Company). In addition to this, the Remuneration and Nomination Committee may accelerate the vesting of option based awards to NEOs upon a change of control.

Michael Wilkes: Mr. Wilkes commenced as the CEO of the Company on January 17, 2011. Mr Wilkes' annual base salary is A\$621,446 with an additional amount of up to 60% of fixed annual remuneration payable as an annual bonus based on achieving annual performance targets as may be determined by the Remuneration and Nomination Committee. Mr. Wilkes receives employer contributions to his superannuation fund of A\$25,000 per year. He is entitled to be given 6 months' written notice of termination. He may be required to serve the notice period on an active or passive basis, or payment may be made to him in lieu of all or part of the notice period based upon his annual total remuneration on termination. Mr. Wilkes must give 6 months' notice of resignation.

If his employment is terminated by reason of "redundancy", the Company must pay a severance equal to one year of gross fixed annual remuneration at the time of termination plus the amount of any bonus payable in respect of the year in which the employment is terminated, calculated on a pro rata basis up to the date of termination if the Company (acting reasonably) determines that performance objectives agreed to that year were going to be achieved. "Redundancy" includes, among other matters (i) a substantial diminution in the duties and responsibilities of the position or a material reduction in the status of the position, whether as a result of an addition to or reduction of duties and responsibilities; (ii) a substantial diminution in the scale of the business to which the duties and responsibilities of the position apply; or (iii) a material reduction in base salary or bonus opportunity or in the kind or level of the benefits.

If Mr. Wilkes had been terminated, other than for cause, as of December 31, 2013, Mr. Wilkes would have been entitled to receive A\$348,615. If Mr. Wilkes had been terminated as a result of redundancy as of December 31, 2013, Mr. Wilkes would have been entitled to receive A\$671,838.

Mark Chamberlain: Mr. Chamberlain commenced as the CFO of the Company on July 15, 2011, at which time he entered into an employment agreement which contains the following termination benefits. Mr Chamberlain's annual base salary is A\$357,085 with an additional amount of up to 40% of fixed annual remuneration payable as an annual bonus based on achieving annual performance targets as may be determined by the Remuneration and Nomination Committee. Mr. Chamberlain receives employer contributions to

his superannuation fund of A\$25,000 per year. He is entitled to be given 6 months' written notice of termination. He may be required to serve the notice period on an active or passive basis, or payment may be made to him in lieu of all or part of the notice period based upon his annual total remuneration on termination. Mr. Chamberlain must give 3 months' notice of resignation.

In the case of a termination by reason of redundancy, provisions identical to those in the employment of Mr. Wilkes will apply.

If Mr. Chamberlain had been terminated, other than for cause, as of December 31, 2013, Mr. Chamberlain would have been entitled to receive A\$198,596. If Mr. Chamberlain had been terminated as a result of redundancy as of December 31, 2013, Mr. Chamberlain would have been entitled to receive A\$389,639.

Mark Cadzow: Mr. Cadzow was appointed the Chief Operation Officer of the Company on October 4, 2010, and was subsequently appointed the Chief Development Officer on August 1, 2012. Mr Cadzow's annual base salary and remuneration is NZ\$482,885 with an additional amount of up to 40% of base salary payable by way of annual bonus based on achieving specific performance targets as may be determined by the Remuneration and Nomination Committee. Mr. Cadzow is entitled to be given six weeks' notice of termination. In the event of his termination, other than by reason of redundancy or for cause (in which case no severance is payable), he is entitled to receive six months' gross fixed annual remuneration on such termination. He may be required to serve the notice period on an active or passive basis, or payment may be made to him in lieu of all or part of the notice period based upon his annual total remuneration on termination. Mr. Cadzow must give six weeks' notice of resignation. In the case of a termination by reason of redundancy, provisions identical to those in the employment contract of Mr. Chamberlain will apply.

If Mr. Cadzow had been terminated, other than for cause, as of December 31, 2013, Mr. Cadzow would have been entitled to receive NZ\$399,593. If Mr. Cadzow had been terminated as a result of redundancy as of December 31, 2013, Mr. Cadzow would have been entitled to receive NZ\$650,733.

Darren Klinck: On June 25, 2007, Mr. Klinck was appointed Vice President – Corporate and Investor Relations. Mr. Klinck was subsequently appointed the Head of Business Development in 2011. His annual base salary is A\$301,135 with an additional amount of up to 40% of fixed annual remuneration payable as an annual bonus based on achieving annual performance targets as may be determined by the Remuneration and Nomination Committee. Mr. Klinck receives employer contributions to his superannuation fund of A\$25,000 per year. Mr. Klinck is subject to substantially the same termination provisions as detailed above in respect of Mr. Cadzow.

If Mr. Klinck had been terminated, other than for cause, as of December 31, 2013, Mr. Klinck would have been entitled to receive A\$172,889. If Mr. Klinck had been terminated as a result of redundancy as of December 31, 2013, Mr. Klinck would have been entitled to receive A\$335,956.

Michael Holmes: On November 7, 2012, Mr. Holmes was appointed Chief Operating Officer of the Company. His annual base salary is A\$466,424 with an additional amount of up to 40% of fixed annual remuneration payable as an annual bonus based on achieving annual performance targets as may be determined by the Remuneration and Nomination Committee. Mr. Holmes receives employer contributions to his superannuation fund of A\$25,000 per year. Mr. Holmes must give 3 months' notice of resignation. In the case of a termination by reason of redundancy, provisions identical to those in the employment contract of Mr. Chamberlain will apply.

If Mr. Holmes had been terminated, other than for cause, as of December 31, 2013, Mr. Holmes would have been entitled to receive A\$260,089. If Mr. Holmes had been terminated as a result of redundancy as of December 31, 2013, Mr. Holmes would have been entitled to receive A\$505,801.

Indebtedness of directors and executive officers

No current or former executive officer, director or employee of the Company or any of its subsidiaries, or any proposed nominee for election as a director of the Company, or any associate or affiliate of any such executive officer, director, employee or proposed nominee, is or has been indebted to the Company or any of its subsidiaries, or to any other entity that was provided a guarantee, support agreement, letter of credit or other similar arrangement by the Company or any of its subsidiaries in connection with the indebtedness, at any time since the beginning of the most recently completed financial year of the Company.

SECTION 4: EQUITY COMPENSATION PLANS

The Company currently operates one active employee equity compensation plan, being the Performance Share Rights Plan. The Amended 2007 Stock Option Plan expired on June 4, 2013. Notwithstanding the expiry of the Option Plan, a number of options remain outstanding and continue to vest under the plan. Furthermore, an Evergreen Incentive Stock Option Plan was introduced into the Company following the acquisition of Pacific Rim Mining Corp. ("Pacific Rim").

Performance Share Rights Plan for Designated Participants

The Board of Directors of the Company adopted a Performance Share Rights Plan for designated participants (the "Performance Rights Plan") with effect from June 15, 2012.

The purposes of the Performance Rights Plan are to promote further alignment of interests between designated participants and the shareholders of the Company, provide a compensation system for designated participants that is reflective of the performance of the Company compared against its peer group over the medium term and allow designated participants to participate in the success of the Company over the medium term.

The Performance Rights Plan authorizes the Board of Directors to grant performance share rights ("Performance Rights") to designated participants on the following terms:

1. Designated Participants

Pursuant to the Performance Rights Plan, the Board of Directors of the Company may grant Performance Rights to directors and employees of the Company or an affiliate of the Company in consideration of them providing their services to the Company or the affiliate. Non-employee directors of the Company may have limited participation in the Performance Rights Plan.

2. Number of Performance Rights Available for Issuance

The number of Common Shares that may be issued on the redemption of Performance Rights that have been granted and remain outstanding under the Performance Rights Plan may not at any time, when taken together with all of the Company's security based compensation arrangements then either in effect or proposed, be such as to result in:

- (a) the total number of Common Shares issuable or reserved for issuance to all designated participants (including all insider designated participants) at any time exceeding 6% of the issued and outstanding Common Shares;
- (b) the issuance to designated participants (including all insider designated participants), within a one-year period of a number of Common Shares exceeding 6% of the number of issued and outstanding Common Shares;
- (c) the number of Common Shares reserved for issuance to any one designated participant exceeding 5% of the issued and outstanding Common Shares;
- (d) the issuance to any one designated participant, within a one year period, of a number of Common Shares exceeding 5% of the issued and outstanding Common Shares; the number of Common Shares issuable to designated participants that are not also employees of the Company, as a group at any time exceeding 1% of the issued and outstanding Common Shares;
or
- (e) having an aggregate market value to any one non-employee director of the Company, within a one-year period, exceeding \$100,000.

The number of issued and outstanding Common Shares determined above shall be on a non-diluted basis.

3. Value of Performance Rights

Performance Rights granted to designated participants from time to time will be denominated in Common Shares. The market value of Performance Rights and Common Shares shall be not less than the volume weighted average trading price (calculated in accordance with the rules and policies of the TSX) of the Common Shares on the TSX, or another stock exchange where the majority of the trading volume and value of the Common Shares occurs, for the ten (10) trading days immediately preceding the day the Performance Right is granted.

4. *Grant*

The Company intends to grant performance rights that are commensurate with an individual's level of responsibility within the Company, and the value of the grant will range from 10% of total remuneration to 100% of total remuneration (CEO only). More specifically, the CEO is eligible for a grant of Performance Rights to the value of 100% of his/her remuneration, the executives are eligible for 75% of their remuneration, senior managers are eligible for 50% of their remuneration; managers are eligible for 25% of their remuneration and supervisors are eligible for 10% of their remuneration.

Grants to any one non-executive director of the Company will be limited to \$100,000 in market value per year. Pursuant to the ASX Listing Rules, shareholders approval will also be required each time the Company grants Performance Rights to either executive or non-executive directors.

5. *Vesting*

Performance Rights granted to designated participants from time to time will vest based upon the Company's target milestone for the applicable performance period, in accordance with the vesting schedule established by the Board of Directors at the time of grant.

Target milestones shall be determined by the Board, acting reasonably, and shall be based on a comparison over a medium term performance period (e.g. 3 years) of the total shareholder return of the Company's Common Shares relative to the total shareholder return over the same period of the shares of a peer group of companies (approximately 15 – 20 gold producers of comparable size of market capital and production rates) to be established by the Board, acting reasonably, at the time of grant of the Performance Rights.

Accordingly, the actual number of Performance Rights that will vest at the end of the applicable performance period will depend on the performance of the Company over that period when compared to its peer group. If the Company significantly underperforms relative to the peer group, no vesting of Performance Rights may take place. Currently, vesting begins when the Company outperforms 50% of the peers in the peer group, and 100% vesting occurs when the Company outperforms 90% of the peers in the peer group.

6. *Termination, Retirement and Other Cessation of Employment*

Generally, if a designated participant ceases employment as a "good leaver", which includes death, retirement or a disability preventing him from carrying out his employment, or termination without cause or by mutual agreement during a performance period (each, a "good leaver"), the Performance Rights granted to the designated participant from time to time shall continue to vest in accordance with the vesting schedule established by the Board of Directors at the time of grant and as set out in a written acknowledgement between the Company and the designated participant.

7. *Expiry*

Vested Performance Rights granted to designated participants shall be redeemed on the last day of the performance period (or such earlier date in the case of vested Performance Rights that are redeemable immediately upon the achievement of target milestones). The Performance Rights are redeemable through the issue of Common Shares only equal to the number of vested Performance Rights. If a designated participant is terminated "for cause", or ceases employment and is not considered to be a "good leaver", the designated participant is not entitled to any benefits on account of Performance Rights relating to the performance period in which such designated participant's employment terminates. The Board of Directors, in its discretion, has the ability to accelerate the vesting of Performance Rights upon the occurrence of a Change in Control (as defined under the Performance Rights Plan).

8. *Performance Period*

The Board of Directors, in its sole discretion, may determine the performance period applicable to each grant of Performance Rights. If no specific determination is determined by the Board, the performance period will commence on the January 1 coincident with or immediately preceding the grant and end on December 31 of the third year following the calendar year in which such Performance Rights were granted. If a performance period ends during, or within five business days after, a trading black-out period imposed by the Company to restrict trades in the Company's securities, then, notwithstanding any other provision of the Performance Rights Plan, the performance period shall end 10 business days after the trading black-out period is lifted by the Company.

9. *Transferability*

The Performance Rights will not be transferable or assignable other than by will or pursuant to the laws of succession, except that the designated participant may assign Performance Rights granted under the Performance Rights Plan to the designated participant's spouse, a trustee, custodian or administrator acting on behalf of or for the benefit of the designated participant or the designated participant's spouse, a personal holding corporation, partnership, trust or other entity controlled by the designated participant or the designated participant's spouse, or a registered retirement income fund or a registered retirement savings plan of the designated participant or the designated participant's spouse.

10. Amendment Provisions

The Board may, subject to receipt of requisite shareholder approval and regulatory approval (where applicable), make the following amendments:

- (i) amend the Performance Rights Plan to increase the number of shares reserved for issuance under the Performance Rights Plan,
- (ii) amend any Performance Rights granted under the Performance Rights Plan to extend the termination date beyond the original expiration date (for both insider and non-insider grants), except in certain circumstances where the Company has imposed a trading blackout, as described in paragraph 8,
- (iii) increase the number of Common Shares issuable under the Performance Rights Plan to non-employee directors,
- (iv) amend the amendment provisions of the Performance Rights Plan, and
- (v) amend the insider participation limits of the Performance Rights Plan.

No amendment, suspension or discontinuance of the Performance Rights Plan or of any granted Performance Rights may contravene the requirements of the TSX or any securities commission or regulatory body to which the Performance Rights Plan or the Company is subject, or any other stock exchange on which the Company or its Common Shares may be listed from time to time.

Subject to the restrictions in the preceding paragraph and the requirements of the TSX, the Board may, in its discretion, and without obtaining shareholder approval, amend, suspend or discontinue the Performance Rights Plan, and amend or discontinue any Performance Rights granted under the Performance Rights Plan, at any time. Without limiting the foregoing, the Board may, without obtaining shareholder approval, amend the Performance Rights Plan, and any Performance Rights granted under the Performance Rights Plan, to

- (i) amend the vesting provisions,
- (ii) amend the target milestones,
- (iii) amend the performance periods, except in certain limited circumstances where the Company has imposed a trading blackout as described in paragraph 8,
- (iv) amend the eligibility requirements of designated participants which would have the potential of broadening or increasing insider participation, and
- (v) make any amendment of a grammatical, typographical or administrative nature or to comply with the requirements of any applicable laws or regulatory authorities.

The TSX will require that shareholder approval be obtained for any amendment other than amendments in respect of paragraphs (i) to (v) above.

11. Financial Assistance

No financial assistance will be available to designated participants under the Performance Rights Plan.

As of the date of this Management Information Circular, 4,233,893 Performance Rights have been granted.

A copy of the Performance Rights Plan can be obtained by contacting the Company Secretary in writing at Level 5, 250 Collins Street, Melbourne, Australia 3000.

Amended 2007 Stock Option Plan

The Company established an amended 2007 stock option plan (the "Option Plan") with an effective date of December 6, 2007 in order to provide incentive compensation to directors, officers, employees and consultants of the Company and its subsidiaries. The

Option Plan was renewed on June 4, 2010 for a period of three years and expired on June 4, 2013. Notwithstanding the expiry of the Option Plan, 5,547,613 options remain outstanding and continue to vest under the Option Plan.

Pacific Rim Evergreen Incentive Stock Option Plan

In 2013, OGC successfully completed a statutory plan of arrangement under the *Business Corporations Act* (British Columbia)(the "Arrangement") for the purpose of acquiring all of the issued and outstanding common shares of Pacific Rim. ("Pacific Rim"). Following the Arrangement, the options previously granted pursuant to Pacific Rim's Evergreen Incentive Stock Option Plan became exercisable for Common Shares of the Company.

The Evergreen Incentive Stock Option Plan was adopted by Pacific Rim on August 29, 2006, whereby the maximum number of shares reserved for grant to eligible parties under the 2006 Plan is equal to 10% of the number of shares outstanding at the time of the grant. This plan remains a Pacific Rim plan, but the options are exercisable into Common Shares of the Company at the ratio of 0.04006 for every Pacific Rim option in accordance with the Arrangement. As at the date of this Management Information Circular, options exercisable for 477,582 Common Shares remaining outstanding under the Pacific Rim Evergreen Incentive Stock Option Plan. The Company will not be issuing any new option under the Evergreen Incentive Stock Option Plan.

Information on Equity Compensation Plans

The following table is as of December 31, 2013.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	9,368,600	1.39*	8,665,443
Equity compensation plans not approved by securityholders	477,582*	3.76*	n/a
Total	9,846,182*	1.51*	8,665,443

*Please note: For the Pacific Rim Evergreen Incentive Stock Options, both of the volume and weighted-average exercise price have been converted at the ratio of 0.04006. There were 11,921,667 Pacific Rim Evergreen Incentive Stock Options with WAEP of US\$0.15 per option as at 31/12/2013.

As of April 24, 2014 an aggregate of 300,567,377 Common Shares of the Company were issued and outstanding, 6% of which is 18,034,043 Common Shares of the Company available for issue under the incentive plan. As of April 7, 2014 a total of 5,547,613 options remain outstanding under the Option Plan and 3,560,618 rights remain outstanding under the Performance Rights Plan (together representing approximately 3.03% of the issued and outstanding Common Shares on a non-diluted basis as of the date hereof).

Accordingly, a total of 8,925,812 rights remain available for grant under the Performance Rights Plan, being the only operating equity incentive plan as at the date of this document (representing approximately 2.97% of the issued and outstanding Common Shares on a non-diluted basis as of the date hereof).

No director, officer (or an associate of the same) of the Company, is indebted to the Company or any of its subsidiaries.

SECTION 5: CORPORATE GOVERNANCE AND DIRECTORS' COMPENSATION

As at December 31, 2013, the Company's Board of Directors was composed of seven (7) directors.

During 2013, and in the lead up to commercial production at the Didipio Project, Mr Jose Leviste Jr. provided valuable advisory services to the Philippines subsidiary of the Company and received fees in relation to these services. The total amount of fees paid to Mr Leviste has been disclosed below. That amount represents less than 5% of the Company's total spend, but may represent more than 5% of the total fees that Mr Leviste receives in the provision of professional services.

With the exceptions of Messrs Leviste and Wilkes (who was acting as an executive director), during 2013, all other directors were and are independent of management and free of any interest and any business or other relationship, other than arising from their shareholdings, that could interfere with their ability to act with a view to the best interests of the Company.

Annual elections are seen as being an essential part of best practices corporate governance, permitting shareholders the opportunity to evaluate the performance of board members on an annual basis. All seven of the directors have been nominated for re-election at

the Meeting in accordance with the amended Articles of the Company as approved by the shareholders at the previous annual general meeting of shareholders. This is in line with the new rules adopted by the TSX relating to the election of directors.

The Board has established three committees of directors, being the Audit and Financial Risk Management Committee, the Remuneration and Nomination Committee and the Sustainability Committee.

The following sets out the Company's Corporate Governance Disclosure in the form required by National Instrument 58-101 – Disclosure of Corporate Governance Practices:

Board of directors

As at the date of this Management Information Circular, the Board is comprised of seven (7) directors. The independent status of each individual director is reviewed annually by the Board. The Board considers a director to be independent if he has no direct or indirect material relationship with the Company, which in the view of the Board of Directors could reasonably be perceived to materially interfere with the exercise of the director's independent judgment. Other than as noted above in relation to Messrs Askew, Leviste and Wilkes, the Board has determined that all of the current directors are independent.

The Board examines its size and diversity annually to determine whether the number of directors is appropriate. The Board is satisfied that its current number of directors is appropriate, providing a diversity of views and experience while maintaining efficiency. The Board believes that the composition of the Board fairly represents the interests of Shareholders. Notwithstanding this and in view of the Company's Diversity Policy, the Board is open to the appointment of an appropriately qualified female director.

The independent directors hold regularly scheduled meetings at which members of management are not in attendance.

The Board believes that all directors should attend all meetings of the Board and all meetings of each committee of which a director is a member. During the Company's 2013 fiscal year, participation by the directors in meetings of the Board and committees is summarised as follows:

Director	Board of Directors		Audit and Risk Committee		Remuneration and Nomination Committee		Sustainability Committee	
	Number Held	Number Attended	Number Held	Number Attended	Number Held	Number Attended	Number Held	Number Attended
J E Askew	8	8	-	Non-member	2	2	4	4
J D Shale	8	8	4	4	-	Non-member	4	4
J P Leviste Jr.	8	8	-	Non-member	-	Non-member	4	4
J Klein	8	8	4	4	2	2	-	Non-member
W H Myckatyn	8	8	-	Non-member	2	2	4	4
M F Wilkes	8	8	-	Non-member	-	Non-member	-	Non-member
G W Raby	8	8	4	4	-	Non-member	-	Non-member

See "Election of Directors" above for more information about each director, including directorship of other reporting issuers in Canada or in a foreign jurisdiction and share ownership.

Board mandate

The Board has adopted a written charter, a copy of which is attached as Schedule "A" hereto.

Board members and management will participate in an annual strategic planning review process. Any revisions to the plan will be approved by the Board. Implementation of the strategic plan will be the responsibility of management. The Board will systematically review opportunities by weighing them against the business risks and actively managing these risks. The Board will provide leadership but will not become involved in day-to-day matters. Management will report to the Board on a regular basis on the Company's progress in achieving these strategic objectives.

Position descriptions

The Board has developed written terms of reference for the chair of each committee, which are included in the charter or mandate of each committee. The Board has not developed written position descriptions for the CEO and Chairman. Until the written position

descriptions are developed, the CEO and the Board agree that the CEO is responsible for day-to-day operational management and Board approval is required for any other matters.

Orientation and continuing education

The Board has an informal process for the orientation of new Board members regarding the role of the Board, its committees and its directors and the nature of operation of the business. New directors meet with senior management and incumbent directors.

Directors are made aware of their responsibility to keep themselves up to date with best director and corporate governance practices and are encouraged and funded to attend seminars that will increase their own and the Board's effectiveness.

Ethical business conduct skills and knowledge

The Board supports high standards of ethical behaviour and requires all directors, employees and contractors to act with integrity at all times.

The Company has both a Corporate Code of Conduct and a Directors Code of Conduct that seek to foster high standards of ethics and accountability among directors, employees and contractors in carrying out the Company's business. The Codes provide guidance on a variety of matters such as expected standards of behaviour, confidentiality, securities dealing, public statements, use of Company property, conflicts of interest and financial reporting.

The Codes are supplemented by formal policies and procedures in relation to matters such as health and safety, environment and community, discrimination, harassment and bullying, diversity and equal opportunity and investor relations. The Company is also considering the implementation of a corporate anti-bribery and anti-corruption policy.

Specific issues of note are summarised below.

Directors' conflicts of interest - directors of the Company must keep the Board advised, on an ongoing basis, of any material personal interest in a matter that relates to the affairs of the Company. Where a director has a material personal interest in a matter, the director concerned will absent himself from Board discussions of the matter and will not cast a vote in relation to the matter.

Securities trading policy - the Company's comprehensive securities dealing policy applies to all directors, employees and contractors. The policy prohibits trading in the Company's securities by directors, employees or contractors at any time when they are in possession of price sensitive information that is not generally available to the market. In addition, the policy places a total embargo on short term trading by directors and senior employees at all times. The policy further identifies "blackout" periods where directors and senior management are embargoed from dealing in the Company's securities. An internal disclosure procedure applies to directors and senior employees wishing to buy or sell Company securities or exercise options over Company securities. Directors also have specific disclosure obligations under laws and regulations applicable in Australia, New Zealand and Canada.

In accordance with ASX Listing Rule 12.9, a copy of the Company's Securities Trading Policy was lodged with the ASX on December 23, 2010. The latest Securities Trading Policy is available on the Company's website at www.oceanagold.com, under 'About Us' > 'Governance'.

Nomination of Directors

With advice and input from the Remuneration and Nomination Committee, the Board, in identifying new candidates for Board nomination, will:

- (a) consider what competencies and skills the Board, as a whole, should possess;
- (b) assess what competencies and skills each existing director possesses; and
- (c) consider the appropriate size of the Board, with a view to facilitating effective decision-making.

The nomination of directors is undertaken by the Remuneration and Nomination Committee, a committee composed entirely of independent directors. The Committee reviews the composition of the Board annually, assesses the effectiveness of the Board annually, identifies new candidates for nomination as directors to the Board and makes recommendations to the Board for nominees for election as directors. In that regard, the Remuneration and Nomination Committee considers the competencies and skills each new nominee will bring to the Company and whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member.

The Remuneration and Nomination Committee has a published mandate which is posted on the Company's website. The Company has no obligation or contract with any third party, providing them with the right to nominate a director.

Compensation of Directors

The following table sets out amount of compensation provided to the directors in their non-executive role for the Company's most recently completed financial year:

Name	Year	Fees (US\$)	Share-based awards (US\$)	Option-based awards (US\$)	Non-equity incentive plan compensation (US\$)		Pension value (US\$)	All other compensation (US\$)	Total compensation (US\$)
					Annual incentive plans (Annual Bonus Awards)	Long-term incentive plans (milestone Bonuses)			
J E Askew <i>Chairman</i>	2013	179,180	-	-	-	-	-	-	179,180
J D Shale <i>Director</i>	2013	111,170	-	-	-	-	-	-	111,170
J P Leviste Jr. ¹ <i>Director</i>	2013	89,682	-	-	-	-	-	-	89,682
J Klein <i>Director</i>	2013	98,278	-	-	-	-	-	-	98,279
W H Myckatyn <i>Director</i>	2013	95,288	-	-	-	-	2,288	13,584	111,160
G W Raby <i>Director</i>	2013	89,682	-	40,754	-	-	-	4,528	134,964
M F Wilkes ² <i>Director</i>	2013	-	-	-	-	-	-	-	-

Notes:

- (1) During 2013, Mr. Leviste Jr. was paid US\$268,725 in fees for the provision of consulting services in the Philippines.
- (2) During 2013, Mr. Wilkes did not receive any additional compensation in his capacity as a Board member. Please refer to section 3 – Executive Compensation for details of his executive compensation.

Assessments

The Board is committed to carrying out periodic performance evaluations of the Board, individual non-executive directors and Board committees. For the Company's 2013 financial year, the Remuneration and Nomination Committee conducted reviews of performance, remuneration and skills and competencies of individual directors, Board committees and the Board as a whole in accordance with the Remuneration and Nomination Committee Charter.

Board committees

The Board has also established three committees to assist the Board in discharging its responsibilities as follows:

- Audit and Financial Risk Management Committee;
- Remuneration and Nomination Committee; and
- Sustainability Committee.

Each committee is governed by a formal charter approved by the Board, documenting the committee's composition and responsibilities. Copies of these charters are available from the Company's website.

Each committee contained a majority of independent directors during 2013. It is customary for the Chairmen to invite Company executives (including the CEO) to attend Committee meetings.

Audit and Financial Risk Management Committee - the Audit and Financial Risk Management Committee has been structured to comply with National Instrument 52-110 – Audit Committees ("NI 52-110") of the Canadian Securities Administrators and Listing Rule 3.6 of the NZSX/NZDX Listing Rules.

The Audit and Financial Risk Management Committee's primary responsibility is to oversee the Company's financial reporting process, financial risk management systems and internal control structure. It also reviews the scope and quality of the Company's external audits and makes recommendations to the Board in relation to the appointment or removal of the external auditor. The members of the Audit and Financial Risk Management Committee during 2013 were:

J D Shale (Chairman);
J Klein; and
G W Raby.

Each member of the Audit and Financial Risk Management Committee is currently independent and financially literate within the meaning of NI 52-110.

Remuneration and Nomination Committee - the Remuneration and Nomination Committee is responsible for making recommendations to the Board in relation to the remuneration arrangements for the Managing Director, for reviewing and approving the Managing Director's remuneration recommendations for senior executives and for reviewing and approving the general remuneration framework for other employees. The Committee is also responsible for ensuring that an appropriate mix of skills, experience and expertise is maintained on the Board, and for evaluating the performance of the Board, individual directors and the Board committees. The members of the Remuneration and Nomination Committee during 2013 were:

J Klein (Chairman);
J E Askew; and
W H Myckatyn.

Messrs. Klein and Myckatyn are considered independent.

Sustainability Committee - the Sustainability Committee is responsible for reviewing and making recommendations to the Board in respect of the management of technical risk and the furtherance of the Company's commitments to environmentally sound and responsible resource development and a healthy and safe work environment. During 2013, members of the Sustainability Committee were as follows:

J E Askew (Chairman);
J D Shale;
J P Leviste Jr.; and
W H Myckatyn.

SECTION 6: INTEREST OF INFORMED PERSONS AND APPOINTMENT OF AUDITORS

Interest of informed persons in material transactions

Other than the interests of certain directors, officers and shareholders of the Company as described elsewhere in this Management Information Circular, no informed person or any proposed director of the Company, or any associate or affiliate thereof, has had a direct or indirect material interest in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction that has materially affected or would materially affect the Company or any of its subsidiaries.

Appointment of auditor

In accordance with the recommendation of the Company's Audit and Financial Risk Management Committee, the Board of Directors recommends that at the Meeting the Shareholders vote for the reappointment of PricewaterhouseCoopers, Chartered Accountants, as the Company's auditors to hold office until the next annual general meeting of Shareholders. Accordingly, proxies received in favour of management nominees will be voted to approve the reappointment of PricewaterhouseCoopers, Chartered Accountants, as the Company's auditor until the next annual general meeting of Shareholders. PricewaterhouseCoopers was first appointed as auditor of the Company on March 25, 2008.

SECTION 7: PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

With the exception of the first resolution, the following resolutions will require approval by a majority of votes cast on the matter at the Meeting. Unless otherwise instructed the management nominees named in the form of Proxy accompanying this Management Information Circular will vote "FOR" the Resolutions.

1. Approval of previous issue of shares under the Pacific Rim Plan of Arrangement

ASX Listing Rule 7.1 provides that the Company is limited to issuing up to 15% of its issued capital in any 12 month period without shareholder approval. However, under ASX Listing Rule 7.4, the Company may seek subsequent shareholder approval of the specified issues of securities, and if that approval is obtained, such issues do not count toward the 15% limit.

The Company is seeking Shareholder approval for the issue of 6,762,209 Common Shares of the Company (including Common Shares represented by ASX-listed CHESS Depositary Interests) pursuant to the Arrangement whereby the Company acquired the remaining issued and outstanding shares of Pacific Rim Mining Corp. completed on November 22, 2013 in order to renew the Company's 15% placement capacity available under ASX Listing Rule 7.1.

The following information is provided to Shareholders pursuant to, and in accordance with, ASX Listing Rule 7.5:

- (a) The total number of Common Shares allotted and issued was 6,762,209 ("Securities").
- (b) Each Common Share was issued at the equivalent of CAD\$1.77 per share.
- (c) The Securities that were issued are fully paid and rank *pari passu* with existing securities on issue.
- (d) The allottees of the Securities were existing Pacific Rim Mining Corp. shareholders
- (e) The Securities were issued pursuant to a Plan of Arrangement under which the Company acquired all of the Common Shares of Pacific Rim Mining Corp. that it did not already own, in exchange for issuing shares in the Company to Pacific Rim shareholders.
- (f) The Company will disregard any votes cast on this resolution by any person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Accordingly, the Shareholders of the Company are being asked to consider and, if thought appropriate, to pass an ordinary resolution in substantially the following form:

"BE IT RESOLVED THAT for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Company approves the issue of 6,762,209 Securities issued on November 28, 2013 to the persons set out in the Management Information Circular."

2. Issue of Performance Rights to Michael F. Wilkes

It is proposed that 261,320 performance rights (the "Performance Rights") be issued to Mr Michael F. Wilkes under the Performance Rights Plan within 12 months of the Meeting. This is the maximum amount of Performance Rights that will vest if the performance of the Company reaches the vesting threshold in three years' time, as described below.

In accordance with the recommendation of the Remuneration and Nomination Committee, the Chief Executive Officer and Managing Director of the Company is eligible to be granted Performance Rights in the value of up to 100% of his/her gross annual remuneration.

The performance conditions applying to the Performance Rights to be granted to Mr Wilkes will be based on the Company's total shareholder return ("TSR") against a group of 20 gold producers of comparable size and production rates during the period January 1, 2013 to December 31, 2015. The peer group currently consists of the following:

G-Resources Group Ltd	Argonaut Gold Inc	Evolution Mining Ltd
Dundee Precious Metals Inc	OceanaGold Corp	Endeavour Mining Corp
St Barbara Ltd	SEMAFO Inc	Medusa Mining Ltd
B2Gold Corp	Resolute Mining Ltd	Perseus Mining Ltd
Golden Star Resources Ltd	Beadell Resources Ltd	Alacer Gold Corp
Regis Resources Ltd	Troy Resources Ltd	Silver Lake Resources Ltd
Northern Star Resources Ltd	Kingsgate Consolidated Ltd	

The Board has the discretion to adjust the composition and number of the peer group to take into account of events including, but not limited to, takeovers, mergers and de-mergers that might occur during the performance period.

The vesting process will commence when the Company TSR performance outperforms 50% of the peers in the peer group. The percentage of Performance Rights that vests will correspond to the percentage of peers the Company TSR has outperformed, such that the percentage of Performance Rights vesting equals to 10% plus the percentage of peers outperformed, until 100% vesting is achieved. For example, if OGC outperforms 50% of the peers, then 60% of Rights will vest; if OGC outperforms 60% of the peers, then 70% of Rights will vest. This means 100% of Performance Rights vesting occurs when the Company TSR outperforms 90% of the peers in the peer group.

The grant of Performance Rights to Mr Wilkes was approved by the Remuneration and Nomination Committee of the Board (subject to Shareholder approval of the specific grant to Mr Wilkes) on February 18, 2014.

Accordingly, Shareholders are being asked to consider and vote upon the following resolution:

“BE IT RESOLVED THAT the grant of 261,320 Performance Rights to Mr Michael Wilkes as disclosed in the Management Information Circular be and is hereby approved for the purposes of ASX Listing Rule 10.14 and for all other purposes.”

The following information is provided to Shareholders pursuant to, and in accordance with ASX Listing Rule 10.15:

- (a) A summary of the terms of the Performance Rights Plan and Performance Rights are set out in Section 4 above.
- (b) 261,320 Performance Rights will be issued to Mr Wilkes.
- (c) The Performance Rights will be issued at no cost to Mr Wilkes.
- (d) 252,778 Performance Rights were issued to Mr Wilkes at no cost on May 17, 2013 in accordance with Shareholders' approval obtained at the Company's 2013 Meeting.
- (e) All directors are entitled to participate in the Performance Rights Plan. No loans have been or will be made to the directors in respect of the Performance Rights.
- (f) The Company will issue the Performance Rights no later than 12 months after the date of the Meeting.

The Company will disregard any votes cast on the foregoing resolution by a director of the Company and an associate of a director. However, the Company need not disregard a vote if it is cast by: a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Interest of certain persons or companies in matters to be acted upon

Other than the interests of certain directors, officers and shareholders of the Company as described elsewhere in this Management Information Circular, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee for election as a director of the Company at the Meeting, and no associate or affiliate of any of the foregoing persons or companies, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors or the appointment of auditors.

Management contracts

Management functions of the Company are not, to any substantial degree, performed by a person or persons other than the directors or senior officers of the Company.

Additional information

Additional information relating to the Company is available at www.sedar.com under the name “OceanaGold Corporation”. Financial information is provided in the Company's comparative financial statements and management discussion & analysis (“MD&A”) for its most recently completed financial year. Copies of the Company's financial statements and MD&A can be obtained by contacting the Corporate Secretary of the Company in writing at Level 5, 250 Collins Street, Melbourne, Australia 3000. Copies of such documents will be provided to Shareholders free of charge.

SCHEDULE “A”

Board Charter of OceanaGold Corporation (“the Company”)

1. Role of the Board

This Board charter (Board Charter) sets out the principles for the operation of the board of directors (Board) of the Company and describes the functions of the Board and those functions delegated to management of the Company.

The Board has primary responsibility to shareholders for the welfare of the Company. The Board is responsible for guiding and monitoring the business and the affairs of the Company. The Company recognises the importance of the Board in providing a sound base for good corporate governance in the operations of the Company. The Board, and each individual director, must at all times act honestly, in good faith, with a view to the best interests of the Company and in all respects in accordance with the law applicable to the Company. Directors must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Furthermore, the Board will at all times act in accordance with all Company policies in force from time to time.

This Charter and the various complementary charters adopted by the Board and Board committees have been prepared and adopted on the basis that there is a recognition that good governance and good governance procedures can add to the performance of the Company.

2. Responsibilities of the Board

One of the key ways the Board adds value to the Company is by selecting the right chief executive officer (CEO) for the Company and satisfying itself as to the integrity of the CEO and other executive officers. Beyond this, the Board will ensure that management has in place appropriate processes for risk assessment, management and internal control and monitoring performance against agreed benchmarks. The Board will work with senior management as collaborators in advancing the interests of the Company and creating a culture of integrity throughout the organisation.

This Charter delegates certain authority to specified managers and recognises that once delegated management needs to be free to manage. The Board will not blindly accept management’s views and will test and question management’s assertions, monitor progress, evaluate management’s performance and will, where warranted, take corrective action.

2.1 The Board

The Board is responsible for the management of the affairs of the Company, including:

- (a) its financial and strategic objectives;
- (b) evaluating, approving and monitoring the Company’s strategic and financial plans, including assessment of the opportunities and risks of the Company’s business, on an annual basis;
- (c) evaluating, approving and monitoring the Company’s annual budgets and business plans;
- (d) evaluating, approving and monitoring major capital expenditure, capital management and all major corporate transactions, including the issue of the Company’s securities; and
- (e) approving all financial reports and material reporting and external communications by the Company in accordance with the Company’s Shareholder Communications Policy, which it will review and revise as necessary.

2.2 Executive management

The Board’s responsibilities in relation to executive management include:

- (a) Appointing, monitoring, managing the performance of, and if necessary terminating (the employment of) the CEO. Consistent with the obligation to monitor the CEO, the Board has identified the role and responsibilities of the CEO as described in section 4.4 and 4.5. The Board will periodically consider this job description and the CEO’s authorities and accountabilities, as well as performance indicators to provide monitoring benchmarks.
- (b) Managing succession planning for the position of CEO, chief financial officer (CFO) and chief operating officer. It is envisaged that this would involve working with the CEO to identify the requirements for critical positions and individuals that can fill those positions on both an emergency basis and over the longer term.
- (c) Overseeing and ratifying the appointment and termination (of employment) of the CFO.
- (d) Ratifying the terms of appointment of senior management, including in relation to the terms of equity remuneration.

2.3 Risk management

The Board’s risk management responsibilities include:

- (a) Approving and monitoring the Company’s performance in relation to principles of best practice corporate governance.
- (b) Approving and monitoring the Company’s risk management framework, systems and processes.
- (c) Approving and monitoring compliance with the Company’s key corporate policies and protocols.

(d) Monitoring the Company's operations in relation to, and compliance with relevant regulatory requirements.

2.4 Guidelines for risk management and strategic planning

(a) The Board will be actively and regularly involved in risk management and strategic planning. The Board intends that these functions will be closely integrated. Strategic planning will be based on the identification of opportunities and the full range of business risks that will determine which of those opportunities are most worth pursuing. The Board recognises that strategic planning is an ongoing process that must be responsive to changes in the external environment and internal developments.

(b) The Board's involvement in strategic planning and the monitoring of risks does not mean the Board intends to manage the business, but it recognises the Board is responsible for overseeing management and holding it to account.

(c) The Board will oversee the process that management has in place to identify business opportunities and risks.

(d) The Board will consider the extent and types of risk that is acceptable for the Company to bear.

(e) The Board will monitor management's systems and processes for managing a broad range of business risks.

(f) The Board will, on an ongoing basis, review with management how the strategic environment is changing, what key business risks and opportunities are appearing, how they are being managed and what, if any, modifications in strategic direction should be adopted.

(g) The Board intends to benchmark its activities regarding corporate governance against the following criteria for ongoing assessment:

Identification	Clarify the Company's core values for the organisation and identify these clearly.
Analysis	Examine the core values and develop a model for identifying events within the organisation that could adversely impact on the core values.
Assessment	Allocate priorities to the risk rated items and integrate these items within the existing (and/or contemplated) operational plans and structures including by reference to the following areas of opportunity/risk:(a) Strategic: for example, market conditions, new competitors, political/regulatory environment.(b) Operational: eg business processes, technology, human resources, business interruption, environmental issues, health and safety issues, crisis management.(c) Leadership: eg ability to innovate and motivate throughout the organisation, choice of CEO.(d) Partnership: eg ability to choose appropriate alliances, partnerships and make them work well.(e) Reputation: eg quality of products and services, consumer advocacy, public perceptions, illegal or unethical conduct, fraud.
Treatment	<p>Develop a scheme for integrating the outcomes within the organisational structure and delegations of authority to ensure responsibilities are matched with the necessary authority and appreciation of the core values.</p> <p>This involves the development of training programs to foster the core values throughout the Company. This means for instance that every person dealing with the investment community appreciates the importance of ensuring that material or price sensitive information is not disclosed to investors if it is not publicly available.</p>
Ongoing Monitoring	This is an essential element of the Company's program and includes an active program of continuous improvement, including keeping up to date on best practice, fostering a compliance culture, training and recognition.

2.5 Reporting

(a) The Board must supervise disclosure in the annual report and any departures from the ASX best practice recommendations and any information publicly available about the Company's policies.

(b) Any decision to deviate from the ASX best practice recommendations must be recommended by the relevant committee and approved by the Board.

(c) The Company will, where appropriate, include an appropriate statement regarding departures from ASX best practice recommendations in the annual report such as:

The Board has considered ASX best practice recommendation and its application to the Company having regard to the circumstances of the Company and industry practice. The decision of the Board [and the Committee] to depart from best practice recommendation is warranted on the basis it is not appropriate to the Company. The decision was based on the following:

(a)

(b)

(c)

[Having regard to the matters set out above, the Board does not believe the benefits are commensurate with the monetary and other costs they impose. As a result, their contribution to shareholder well being is believed to be minimal and they have not been adopted.]

(d) The Board will supervise the public disclosure of all matters that the ASX best practice recommendations recommend be publicly disclosed, consistent with the Continuous Disclosure Policy and will provide a commentary of any Board decision not to make such disclosure or to clarify what disclosure has been made.

(e) The Board will supervise disclosure by the Company as required under National Instrument 58-101 – Disclosure of Corporate Governance Practices adopted by the Canadian Securities Administrators.

3. Structure of the Board

The Board will aim to comprise a majority of directors who are non-executive directors. The Board will be of such size and competence necessary to understand properly and deal with the current and emerging issues of the business of the Company. The current composition of the Board reflects the need for particular skills and abilities around the Board table and the desire to maintain the Board at an efficient and economic size. The directors will appoint as chairman of the Board, one of the non-executive directors who is independent. Each director is bound by all the Company charters, policies, codes of conduct etc, including without limitation the Company's:

(a) Securities Trading Policy;

(b) Code of Conduct; and

(c) Continuous Disclosure Policy.

The Board has delegated carriage of the operation and management of the Company's business to the CEO, and to appropriate members of the senior management group.

This Charter is designed to facilitate a mature and constructive relationship with the Company's management – one that is grounded in a mutual understanding of their respective roles and the ability of the Board to act independently in fulfilling its responsibilities.

The Board will approve and monitor delegations of authority from the CEO to senior management.

4. Statement of the division of authority between the chairman and CEO

4.1 Objective

Consistent with its commitment to best practice corporate governance, the Company recognises the importance of the office of chairman and the office of CEO.

The Company recognises that it is important that the chairman and the CEO have defined roles in the organisation and function in accordance with clear functional lines.

4.2 Role of chairman

The Board has resolved to appoint a chairman and may determine the period of office. The chairman in place from time to time will be selected on the basis of relevant experience, skill and leadership abilities that the Board recognises from time to time. The Board at the first Board meeting following each annual general meeting will consider the position of chairman. It is envisaged that the normal term for a chairman will be a period of five years subject to satisfactory performance and re-election by shareholders to the Board.

4.3 Specific duties of the chairman

The chairman will:

(a) chair Board meetings;

(b) establish the agenda for Board meetings, in consultation with the CEO and company secretary;

(c) chair meetings of members, including the annual general meeting;

(d) be the primary spokesperson for the Company at the annual general meeting. The chairman and the CEO will agree between themselves as to their respective roles in relation to all meetings (formal and informal) with shareholders and all public relations activities;

(e) in consultation with the CEO, approve or delegate authority for the approval of all material to be submitted to the ASX or filed with any other securities regulatory authority or exchange and other investor and shareholder releases;

(f) be the primary channel of communication and point of contact between the Board (and the directors) and the CEO;

(g) be kept fully informed by the CEO of all material matters which may be relevant to directors, in their capacity as directors;

- (h) in conjunction with the CEO and other appropriate members of senior management, review all matters material to the interests of the Company;
- (i) provide guidance and mentoring to the CEO;
- (j) participate in the CEO evaluation process through the Remuneration and Nomination Committee; and
- (k) ensure the periodic process of Board evaluation is conducted.

4.4 Role and responsibilities of the CEO

The CEO has primary responsibility to the Board for the affairs of the Company.

The Board appoints the CEO to manage the business on behalf of it (and shareholders) and must delegate sufficient powers to allow him or her to manage effectively.

The CEO must carry out the objectives of the Board in accordance with its instructions, and report to the Board all matters the CEO considers (acting reasonably) to be material to the affairs of the Company.

4.5 Specific duties of the CEO

The CEO will:

- (a) develop with the Board, implement and monitor the strategic and financial plans for the Company;
- (b) develop, implement and monitor the annual budgets and business plans;
- (c) plan, implement and monitor all major capital expenditure, capital management and all major corporate transactions, including the issue of any securities of the Company;
- (d) develop all financial reports, and all other material reporting and external communications by the Company, including material announcements and disclosures, in accordance with the Company's Shareholder Communications Policy.
- (e) manage the appointment of the CFO, the general counsel and company secretary and any other specific senior management positions;
- (f) develop, implement and monitor the Company's risk management framework;
- (g) consult with the chairman and the company secretary in relation to establishing the agenda for Board meetings;
- (h) agree with the chairman their respective roles in relation to all meetings (formal and informal) with shareholders and all public relations activities;
- (i) in consultation with the chairman or delegate authority for the approval of all material press releases, and other investor and shareholder releases. The chairman may choose to refer any particular issue to other directors;
- (j) be the primary channel of communication and point of contact between the executive staff and the Board (and the directors);
- (k) keep the chairman fully informed of all material matters which may be relevant to the Board, in their capacity as directors;
- (l) in conjunction with the chairman and other appropriate members of senior management, review all matters material to the interests of the Company;
- (m) provide strong leadership to, and effective management of, the Company in order to:
 - (i) encourage cooperation and teamwork;
 - (ii) build and maintain staff morale at a high level;
 - (iii) build and maintain a strong sense of staff identity with, and a sense of allegiance to, the Company;
- (n) ensure a safe workplace for all personnel;
- (o) ensure that the Company has regard to the interests of employees of the company and the community and environment in which the company operates; and
- (p) otherwise carry out the day-to-day management of the Company.

4.6 Limitations on delegated authority of the CEO

The delegation of authority to the CEO is subject to the limits determined by the Board from time to time.

The CEO is formally delegated by the Board to authorise all expenditure (including capital expenditure) as approved by the Board in the budget for the relevant year.

The following limitations on the authority of the CEO apply, subject to modification or addition by the Board from time to time. Unless otherwise specified, the CEO must obtain Board approval for the following.

- (a) All payments to the CEO, outside of normal agreed monthly remuneration, must be authorised by the chairman.
- (b) To enter into any contract or incur any obligation or liability on behalf of the Company or any of its subsidiaries with a value, or actual or potential liability to the Company, in accordance with the limits determined by the Board from time to time, except where such a contract, obligation or liability is specifically allowed for in the Company's budget (as approved by the Board) for that financial year.
- (c) To take any action or enter into any course of conduct on behalf of the Company or any of its subsidiaries which is outside the ordinary course of business without the prior approval of the chairman. The chairman may decide that the matter must be approved by the Board, in which case Board approval is required.
- (d) To provide, or offer to provide, any remuneration packages to employees or contractors which include or comprise wholly of a securities-based component.
- (e) To agree to issue any securities in the Company to any person, unless such agreement is expressed to be subject to Board approval.

5. Chief financial officer

The CFO and senior finance officers influencing financial performance of the Company will:

- (a) conduct their duties at the highest level of honesty and integrity, recognising that integrity is the benchmark against which the CFO must conduct all decision making;
- (b) observe the rule and the spirit of the law and comply with any relevant ethical and technical standards;
- (c) maintain the confidentiality of all information acquired in the course of conducting the role and not make improper use of, or disclose to third parties, any confidential information unless that disclosure has been authorised by the Board, or is required by law, any securities regulatory authority or by the rules of any stock exchange on which its securities are listed;
- (d) observe the principles of independence, accuracy and integrity in dealings with the Board, audit committees, Board committees, internal and external auditors and other senior managers within the Company;
- (e) disclose to the Board any actual or perceived conflicts of interest, whether of a direct or indirect nature, of which the CFO becomes aware and which the CFO reasonably believes may compromise the reputation or performance of the Company;
- (f) maintain transparency in the preparation and delivery of financial information to both internal and external users;
- (g) exercise diligence, skill and good faith in the preparation of financial information and ensure that such information is accurate, timely and represents a true and fair view of the financial performance and condition of the Company and complies with all relevant legislative requirements;
- (h) ensure that maintenance of a sound system of internal controls to safeguard the Company's assets and to manage risk exposure through appropriate forms of risk control;
- (i) set a standard of honesty, fairness, integrity, diligence and competency in respect of the position of CFO; and
- (j) observe, develop and implement the principles of this Charter in a conscientious, consistent and rigorous manner.

6. Independence of directors

There is a range of possible standards for determining independence depending on the circumstances – few of these tests have the force of law. Whilst not exhaustive, the standards set out below are the most important 'guidelines' and reflect the fact that Australian practice is tending towards soft rules for determining independence as opposed to hard and fast 'set and forget' rules.

The Board is free to adopt whatever standard of independence it considers appropriate. However, the Company is required to report (in its annual report) the extent of non-conformity with each of the standards of independence listed in Box 2.1 of the ASX Corporate Governance Council Best Practice Recommendations, if it is the case, and explain why it has adopted a different test. At minimum, in order for a director to be considered to be independent by the Board he or she must have no direct or indirect material relationship with the Board within the meaning of National Policy 58-201 – Corporate Governance Guidelines adopted by the Canadian Securities Administrators.

New standards of independence are emerging in Australia and overseas that will impact on the perception of who can be characterised as an independent non-executive director. The issue of 'independence' is fluid and emerging relatively quickly. The following questions have been adopted by the Company to assist in defining independence. However, the Company is not proposing to adopt hard and fast 'set and forget' rules.

6.1 Independence standard

At the time of a director's appointment the Board will consider independence having regard to the answers to the following questions and resolve whether to consider the relevant director independent.

(a) Is the director a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company?

A significant shareholder is generally able to exercise a significant number of votes at the election of the Board. In practical terms the definition in the Guidelines is based on a Corporations Act definition of **substantial shareholding** (that test is only 5%, well short of any kind of control). A better test might be the ability to exercise de facto control over the election of the Board. The existing test might be inappropriate in many circumstances and, literally applied, this could cause unintended results that are counter to the underlying principles of good governance (eg a shareholder associated with an otherwise passive institutional shareholder should not necessarily be regarded as nonindependent). One remedy would be to substitute the substantial shareholder test with a test for de facto control. However, determining de facto control is not a straightforward issue.

(b) Has the director, within the last three years been employed in an executive capacity by the Company or another group member, or been a director after ceasing to hold any such employment?

(c) Within the last three years has the director been:

- (i) a principal of a material professional adviser;
- (ii) a material consultant to the Company or another group member; or
- (iii) an employee materially associated with the service provided by such adviser or consultant to the Company?

(d) Is the director a material supplier or customer of the Company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer?

(e) Does the director have a material contractual relationship with the Company or another group member other than as a director of the Company?

(f) Has the director served on the Board for a period that could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company?

(g) Is the director free from any interest and any business or other relationship that could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company?

Materiality

Materiality remains a major issue for the Board to assess when determining independence. The Board will from time to time determine relevant materiality thresholds for the purposes of independence. The general standard for materiality¹ is, in the case of service providers or similar, that the fees to the firm the Company do not represent more than 5% of the firm's total fees, nor more than 5% of the Company's total spend in this area and the relevant director does not receive any remuneration directly related to the Company's use of the firm ie 'finder fees' etc.

6.2 Disclosure of independence

Each independent director of the Company must regularly provide the Board all information regarding his or her interests that is relevant to his or her independence having regard to the standard discussed in section 6.1.

6.3 Annual report disclosure

The Board must ensure that each annual report discloses:

- (a) in the corporate governance section, the names of directors who are considered by the Board to be independent;
- (b) the Board's reasons for considering a director to be independent;
- (c) the Board's reasons for considering a director to be independent despite the existence of the relationships set out in section 6.1;
- (d) any materiality thresholds that apply to the relationships set out in section 6.1;
- (e) in the corporate governance section, the period of office of each director. The Company will, where appropriate include appropriate statements regarding independence in the annual report, such as:

[#] is a consultant to the firm [#]. [#] provides occasional advice to the firm in respect of a range of the company's activities in [#]. Fees paid to [#] last year by the Company were less than \$[#]. The Company has been advised that this is less than 5% of the total fees of [#]. [#] does not directly or indirectly provide any [#] advice to the Company or any material owners or managers of the Company.

Having regard to the matters set out above, the Board believes [#] is independent in character and judgement and the existing relationship between [#] and the Company is not material enough in quantum or nature to affect, or appear to affect, [#]'s judgment or his/her ability to act as an independent non-executive director of the Company.

¹ Materiality is not defined in any of the Guidelines, consistent with general principles of materiality and having regard to the matter we believe 5% is a useful point for assessing the level of disclosure etc

7. Conflicts of interest

As a general principle each director must bring an enquiring, open and independent mind to Board meetings, listen to the debate on each issue raised, consider the arguments for and against each motion and reach a decision that he or she believes to be in the best interests of the Company as a whole free of any actual or possible conflict of interest and consistent with the Directors' Code of Conduct and the law.

If directors wish to avail themselves of the business judgment rule they will need to be continuously vigilant to identify circumstances of conflicting interests, that is, circumstances where the director may have a material personal interest in the matter before the Board or a committee.

If the Board determines that a director might be in a position where there is a reasonable possibility of conflict between his or her personal or business interests, the interests of any associated person, or his or her duties to any other company, on the one hand, and the interests of the Company or his or her duties to the Company, on the other hand, the Board will require that the director:

- (a) fully and frankly informs the Board about the circumstances giving rise to the conflict; and
- (b) abstains from voting on any motion relating to the matter and absenting himself or herself from all Board deliberations relating to the matter including receipt of Board papers bearing on the matter.

If the Board resolves to permit a director to have any involvement in a matter involving possible circumstances of conflicting interests the Board must minute full details of the basis of the determination and the nature of the conflict including a formal resolution concerning the matter.

If a director believes that he or she may have a conflict of interest or duty in relation to a particular matter, the director should immediately consult with the chairman.

The company secretary will maintain a register of all possible conflict of interest situations that are disclosed to the Board.

8. Meetings

An agenda will be prepared for each Board and committee meeting. The Board meeting will follow a format developed by the CEO and approved by the chairman. Each meeting should allow for informal discussions between Board members. Directors should ordinarily receive an agenda and any related material to be considered at a Board meeting not later than five days prior to the relevant meeting.

The chairman of the meeting should ensure the availability and, if necessary, the attendance at the relevant meeting, of any member of executive management responsible for a matter included as an agenda item at the relevant meeting.

The CEO and CFO will have standing invitations to attend each Board meeting.

The non-executive directors should arrange to meet at least once in each financial year to conduct a non-executive discussion of Board and management issues. These meetings are to be used to provide feedback about Board processes, including the adequacy and timeliness of information being provided to the Board. At times these meetings may focus on substantive issues that some Board members wish to discuss with management present. These meetings may also discuss areas where the performance of independent directors could be strengthened.

Any issues arising from these meetings that bear on the relationship between the Board and management will be communicated quickly and directly to the CEO by the chairman or other delegated person.

8.1 Consent Resolutions

Urgent matters that cannot wait until the next Board meeting can be dealt with by consent resolution. Consent resolutions should, where possible, be approved by the chairman before being circulated and should normally be preceded by a telephone meeting, if practical.

Consent resolutions must be signed by all directors approving the action and will be entered in the Board minute book. If all directors approving the action do not sign the resolution, the item is deferred to the next Board meeting.

9. Board committees

The directors may delegate their powers regarding financial matters to the Audit Committee. This charter relies on those delegation powers as authority for the rest of the Board to rely reasonably on information or advice provided to the Board by its various committees, to assist the Board in the discharge of its responsibilities (either in whole, or in conjunction with the Board). The Board has established the following committees:

- (a) Audit and Risk Committee;
- (b) Remuneration and Nomination Committee;
- (c) Sustainability Committee.

These committees are designed to consider specific matters and make recommendations to the Board. However, it is not intended that these committees restrict the ability of the Board to make an independent assessment of the recommendations, having regard to the Board's knowledge of the Company and the complexity of the structures and operations of the Company. The Board will consider the materials and recommendations presented to them and bring their own mind to bear on the issue using the skill and judgment they possess.

The Board will consider and approve the charters of the various committees.

The Board will receive copies of committee papers/minutes/agendas in respect of each committee and all non-executive directors may attend meetings of committees of which they are not members.

10. The Board and executive management

Any director may communicate directly with employees of the Company but such communications are to be made having regard to the efficient operation of the Company and the need to preserve and maintain an effective chain of command and the confidentiality of the Board's deliberations.

Where individual directors wish to communicate with executive management or with other employees or representatives of the Company in relation to company business, all communications must be facilitated by the chairman.

11. Independent advice

A director of the Company is entitled to seek independent professional advice (including but not limited to legal, accounting and financial advice) at the Company's expense on any matter connected with the discharge of his or her responsibilities, in accordance with the procedures and subject to the conditions set out below:

- (a) a director must seek the prior approval of the chairman;
- (b) in seeking the prior approval of the chairman, the director must provide the chairman with details of:
 - (i) the nature of the independent professional advice;
 - (ii) the likely cost of seeking the independent professional advice; and
 - (iii) details of the independent adviser he or she proposes to instruct.
- (c) the chairman may prescribe a reasonable limit on the amount that the Company will contribute towards the cost of obtaining such advice;
- (d) all documentation containing or seeking independent professional advice must clearly state that the advice is sought both in relation to the Company and to the director in his or her personal capacity. However, the right to advice does not extend to advice concerning matters of a personal or private nature, including for example, matters relating to the director's contract of employment with the Company (in the case of an executive director) or any dispute between the director and the Company;
- (e) the chairman may determine that any advice received by an individual director will be circulated to the remainder of the Board.

12. Remuneration

The level of non-executive director remuneration will be set by the Remuneration and Nomination Committee so as to attract the best candidates for the Board while maintaining a level commensurate with Boards of similar size and type.

In line with the Company's desire to maintain director independence, each director is permitted to deal in personal securities of the Company in accordance with the Securities Trading Policy.

13. Board performance

The Board believes that regular assessment of the Board's effectiveness and the contribution of individual directors is essential to improve governance.

At least once in each financial year, there must be a performance evaluation and review:

- (a) of the Board to compare the performance of the Board with respect to the requirements of this Charter and current best practice principles of corporate governance;
- (b) of individual directors' contribution to the Board;
- (c) of the Board's committees; and
- (d) of the goals and objectives of the Board including establishing those for the upcoming year.

The focus of the evaluation will be on how performance can be made more meaningful in setting and achieving goals that add value. The results will be internal to the Board, but disclosure will be made in the annual report and the Company's website that such evaluations are undertaken.

The Board will determine the manner and form of the performance evaluation.

14. Access to Board charter

This Charter will be available, upon request, to each director of the Company, the senior management group and internal and external auditors. This Charter will be available to other interested parties upon request, and upon the approval of the chairman.

15. Review of Board charter

The Board will, at least once in each financial year, review this Charter, and the charter of each of the committees, and make any amendments it determines are necessary or desirable.

The Board

OceanaGold Corporation

April, 8th 2008

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