

SPEAK UP POLICY

1 PURPOSE

OceanaGold is committed to upholding the highest standard of integrity, fairness and ethical conduct and creating a supportive environment where our people feel safe to speak up.

The purpose of this Speak Up Policy (**Policy**) is to:

- (a) encourage and promote a culture of openness and acceptance in reporting misconduct within OceanaGold;
- (b) encourage individuals to report any concerns about misconduct without fear of victimisation; and
- (c) set out our framework for managing reports of misconduct in a lawful, fair, consistent and timely manner.

Speaking up to report a concern helps OceanaGold do business in accordance with our Vision and Values. Speaking up can help us to identify and address issues, improve how we work and potentially prevent harm.

Our commitment to you is that all disclosures made under this Policy will be treated sensitively and seriously and dealt with fairly and objectively.

2 WHO THE POLICY APPLIES TO?

This Policy applies across our operations and activities globally and applies to disclosures by any individual who is or has been:

- (a) an officer or employee (e.g. current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers, and directors) of OceanaGold;
- (b) a supplier of services or goods to the Group (whether paid or unpaid), including their employees (e.g. current and former contractors, consultants, service providers and business partners) of OceanaGold;
- (c) an associate of OceanaGold; or
- (d) a relative, dependant or spouse of an individual listed in (a) – (c) above (e.g. relatives, dependants or spouse of current and former employees, contractors, consultants, service providers, suppliers and business partners).

(collectively referred to as “**you**” or “**Eligible Whistleblower**”)

3 WHAT MATTERS SHOULD YOU SPEAK UP ABOUT?

You are encouraged to speak up about:

- any suspected or actual misconduct or improper state of affairs or circumstances in relation to OceanaGold;
- anything you believe to be illegal, unethical or not in accordance with our Values;
- any safety issues; or
- any breach of our Code of Conduct.

SPEAK UP POLICY

This includes:

- (a) fraud and theft;
- (b) bribery or corruption;
- (c) unethical behaviour or serious breach of OceanaGold's policies and procedures (including the Code of Conduct);
- (d) dishonest or unethical behaviour;
- (e) conflicts of interest;
- (f) insider trading;
- (g) unlawful or criminal activities;
- (h) conduct endangering health and safety or causing damage to the environment;
- (i) conduct that may cause financial loss to us or damage our reputation;
- (j) harassment, discrimination, victimisation or bullying;
- (k) a conduct that constitutes a serious offence against applicable law; and
- (l) a conduct that represents a danger to the public or the financial system.

(together referred to as "**Potential Misconduct**")

If someone instructs you to cover up a Potential Misconduct, this is itself misconduct. If you are told not to raise or report concerns regarding a Potential Misconduct, even by a person in authority such as a line manager, you should speak up. Section 4 of this Policy explains how you can speak up and Section 5 explains how OceanaGold will protect you.

3.1 PERSONAL WORK-RELATED GRIEVANCES NOT COVERED BY THIS POLICY

Allegations or complaints of personal work-related grievances generally will not qualify for protection under this Policy or applicable laws, unless the grievance is a result of making a disclosure under this Policy or is a combination of personal work-related grievances and other misconduct.

If you have a personal work-related grievance, you should raise it either with your local People & Culture team, your General Manager or the relevant Executive Committee Member. Personal work-related grievances are issues which relate to your current or former employment, which have implications for you personally but do not have significant implications for OceanaGold and do not relate to a Potential Misconduct. Examples include an interpersonal conflict between you and another employee or decisions relating to transfer, promotion, remuneration, performance management / discipline, termination or the terms and conditions of your employment.

SPEAK UP POLICY

3.2 FALSE OR MISLEADING DISCLOSURES

When you speak up, you are expected to have reasonable grounds to suspect the Potential Misconduct and the information you are disclosing is true, but you will not be penalised if the information turns out to be incorrect.

However, you must not make a report if you have no reasonable grounds to suspect or you know the information is not true or is misleading. Where it is found that you have knowingly made a false report, you:

- (a) will not be afforded any protection under this Policy;
- (b) may be subject to disciplinary action, including up to termination of your engagement or employment;
- (c) may not be entitled to the protections available for Eligible Whistleblowers under applicable law; and
- (d) may be guilty of an offence.

The making of a whistleblower disclosure will not prevent OceanaGold from commencing or continuing with any investigation into allegations of misconduct against you or any management of your performance that do not relate to you making a whistleblower disclosure.

4 HOW DO YOU SPEAK UP?

You can speak up about a concern to:



You can speak up anonymously by using the Whistleblower Hotline online or by phone



Are you speaking up about our Australian operations? See Schedule 1 of this Policy for Eligible Recipients.

SPEAK UP POLICY

4.1 WHISTLEBLOWER HOTLINE

If you do not feel comfortable raising a Potential Misconduct directly with your line manager or your local People & Culture team, you should consider using the Whistleblower Hotline service.

The Whistleblower Hotline is an independent, confidential and free external telephone service for you to report any Potential Misconduct. It offers a 24 hour, 365 days a year service, with trained operators, who are external to OceanaGold.

You can choose to report anonymously via the Hotline. If you do so, you will not be identified in any report to OceanaGold by the Whistleblower Hotline, unless you express a wish to do so.

The Whistleblower Hotline contact details are:

- Australia: 1800 790 279
- New Zealand: 0800 449 959
- Canada: 1877 5743 411
- Philippines: 1800 111 014 86
- Philippines (Direct dial): +61 3 8373 5385
- USA: 1 800 760 5482
- Fax: + 61 3 9691 8182
- Email: oceanagold@deloitte.com.au
- Or visit www.oceanagold.deloitte.com.au to report

You should provide as much information as possible, including details of the Potential Misconduct, people involved, dates, locations and any more evidence you may have.

4.2 WHISTLEBLOWER PROTECTION OFFICER

If you prefer, you can also report any Potential Misconduct to a Whistleblower Protection Officer in person or at wpo@oceanagold.com.

The full list of Whistleblower Protection Officers can be found at the OceanaGold Legal Resources intranet webpage.

You can also speak to any member of OceanaGold's Executive Committee or our Legal team.

You can also contact Whistleblower Protection Officers confidentially to seek further information about this Policy.

4.3 OCEANAGOLD – AUSTRALIA

If you are speaking up regarding OceanaGold's Australian business activities or conduct occurring in Australia, additional legal protection may be provided if you make a disclosure to certain people (please refer to Schedule 1 - Australian Specific Provisions).

SPEAK UP POLICY

5 HOW WE PROTECT YOU?

We are committed to protect and respect the rights of those who speak up about a Potential Misconduct under this Policy. We protect them in the following ways:

5.1 CONFIDENTIALITY AND ANONYMITY

When you speak up, OceanaGold will keep the information you provide confidential. The steps we take to do this include limiting access to your disclosure (including your identity) to only those directly involved in managing and investigating the disclosure.

If you want to report anonymously, we will take all reasonable steps to protect your identity and reduce the risk that you will be identified as a result of us responding to your concern.

- If you report Potential Misconduct using the Whistleblower Hotline service or to a person identified in Section 4 of this Policy, we will not share your identity unless you consent or we are permitted to do so by law (e.g., we may disclose your identity to an appropriate public authority or a legal practitioner for the purpose of obtaining legal advice); and
- Where it is reasonably necessary for us to disclose identifying information to be able to investigate the allegation, prevent risk to health, safety or the environment or for the requirements of natural justice, we will take all reasonable steps to reduce the risk that you will be identified as a result, including by redacting your personal information and referring to you in a gender neutral way.

5.2 PROTECTING YOU FROM DETRIMENTAL TREATMENT

If you speak up under this Policy, we will not tolerate any detrimental treatment against you or your colleagues, your employer (if you are contractor) or your relatives.

Examples of detrimental treatment includes dismissal, demotion, harassment or intimidation, discrimination between employees, disciplinary action, harm or injury to a person including psychological harm, damage to a person's property or reputation, business or financial position or any other unfavourable treatment and threats of any of the aforementioned (**Detrimental Treatment**).

OceanaGold strictly prohibits any form of Detrimental Treatment including victimisation, retaliatory or discriminatory actions towards you as a result of you making a protected disclosure under this Policy. Any person involved in the Detrimental Treatment in breach of this Policy will be subject to disciplinary actions (including but not limited to termination of their employment or engagement). In some circumstances, this may also be a criminal offence punishable by imprisonment. OceanaGold may refer any person that has engaged in Detrimental Treatment to law enforcement authorities for further investigation.

If you are concerned that you may be, are being, or have been subject to any Detrimental Treatment as a result of speaking up under this Policy, please report this immediately to an OceanaGold Whistleblower Protection Officer or a member of the People & Culture or Legal Team.

Additionally, there are also further protections available under Australian Law, where you have raised a concern about a Potential Misconduct about OceanaGold's Australian business activities or about conduct occurring in Australia (please refer to Schedule 1 – Australian Specific Provisions).

SPEAK UP POLICY

6 INVESTIGATION

Our commitment to you is that all disclosures made under this Policy will be received and treated sensitively and seriously and will be dealt with fairly and objectively.

Any report relating to a Potential Misconduct may only be investigated and acted upon after it is referred to a Whistleblower Protection Officer or via the Whistleblower Hotline service. Any other person (such as a supervisor or manager) who receives a disclosure under this Policy must refer it to a Whistleblower Protection Officer as soon as possible and take no further action.

6.1 INVESTIGATING A PROTECTED DISCLOSURE

The Whistleblower Protection Officer will then report it to the EVP, General Counsel & Company Secretary and EVP & Chief Officer - People & Culture with the date and substance of the protected disclosure (including the identify of those allegedly involved).

The Whistleblower Protection Officer, EVP, General Counsel & Company Secretary and EVP & Chief Officer - People & Culture will determine whether there is sufficient information to allow the allegation(s) to be investigated and, if so, then determine the appropriate investigation process, including:

- (a) The nature and scope of the investigation;
- (b) Who will lead the investigation (that person may be external to OceanaGold);
- (c) The nature of any technical, financial or legal advice that may be required;
- (d) A timeframe for the investigation (having regard to a risk assessment of the alleged Potential Misconduct).

The purpose of the investigation is to determine whether or not the Potential Misconduct raised is substantiated, with a view to then rectifying any wrongdoings uncovered to the extent that this is practicable in the circumstances.

If you have reported a Potential Misconduct, we may ask you to cooperate by providing further details in order for us to conduct the investigation. If you have made your disclosure anonymously and we have no means of maintaining contact with you, it may be difficult to proceed with our investigation. We therefore encourage you to provide a way to contact you when you report anonymously.

6.2 INVESTIGATION FINDINGS

The person leading the investigation will report its findings to the Whistleblower Protection Officer, EVP, General Counsel & Company Secretary and EVP & Chief Officer - People & Culture and advise the recommended course of action (if any) that OceanaGold should take in response to the disclosure. Such a course of action may include a disciplinary process or another form of escalation within or outside of OceanaGold.

The EVP, General Counsel & Company Secretary and EVP & Chief Officer - People & Culture will determine the action (if any) to be taken.

If you have reported a Potential Misconduct and provided us with a way to get in touch with you, we may contact you with status updates during the investigation and advise you of the conclusion of the investigation if appropriate to do so.

SPEAK UP POLICY

6.3 DOCUMENTATION, REPORTS AND RECORDS

The EVP, General Counsel & Company Secretary will establish and maintain the Whistleblower Register, which will record details of all protected disclosures received, investigation process, outcome of the investigation and any actions taken at the conclusion of each investigation.

The Whistleblower Register is confidential and will be reported to the Audit and Financial Risk Management Committee at least quarterly on a “no name” basis.

6.4 FAIR TREATMENT

We are committed to treating all persons involved in a reported matter fairly, including those named by someone speaking up about a Potential Misconduct. All investigations undertaken under this Policy will be conducted in accordance with principles of procedural fairness and/or statutory obligations within the jurisdiction where the Potential Misconduct took place.

7 REVIEW OF THIS POLICY

The Policy will be reviewed at least every two years and updated as necessary by the EVP, General Counsel & Company Secretary, with approval from the Audit & Financial Risk Committee.

8 ACCESSIBILITY & TRAINING

This Policy is available on the OceanaGold website and intranet and is intended to be accessed by all.

Training will also be provided to individuals who receive whistleblowing disclosures or otherwise have a role under this Policy, including in relation to how to respond to disclosures.

SPEAK UP POLICY

Schedule 1 - Australian-specific provisions

The Australian law provides additional legislative protections and remedies for those that speak up about OceanaGold's Australian business activities or about conduct occurring in Australia.

1. When do the Australian legislative protections apply?

In order for the Australian legislative protections to apply, your disclosures must meet each of the following criteria:

- (a) You must be an Eligible Whistleblower (as defined in section 2 of this Policy);
- (b) Your disclosure must relate to a Disclosable Matter (ie, you must have reasonable grounds to suspect that the information you disclose concerns Misconduct or an Improper State of Affairs or Circumstances in relation to OceanaGold; and
- (c) You must make the disclosure to an Eligible Recipient or to ASIC, APRA or another Commonwealth body prescribed by the Australian regulations.

Please contact OceanaGold's General Counsel and Company Secretary if you would like more information about the protections or remedies available under Australian law. If you wish to seek legal advice, please do so from an independent lawyer, not an OceanaGold lawyer.

2. Eligible Recipient under Australian law

The Eligible Recipient to receive a protected disclosure includes:

- (a) Any Whistleblower Protection Officer – full list is available on [Legal Resources intranet webpage](#);
- (b) The [Whistleblower Hotline service](#);
- (c) An officer (including Directors and Company Secretary) or senior manager of OceanaGold or related body corporate;
- (d) The internal or external auditor (including a member of an audit team conducting an audit) or actuary of OceanaGold or related body corporate; and
- (e) a person authorised by OceanaGold to receive protected disclosures (ie Whistleblower Protection Officers).

Other protected disclosures under Australian law include, disclosures to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the Whistleblower protection provisions in Australian law, Public Interest Disclosure or Emergency Disclosure as set out in Section 3 of this Schedule and disclosures under the tax whistleblower regime in relation to tax matters.

SPEAK UP POLICY

3. Additional external avenues for disclosure in Australia

You may also report to a journalist or parliamentarian if you believe the disclosure constitutes a “Public Interest Disclosure” or “Emergency Disclosure”. Please contact OceanaGold’s General Counsel and Company Secretary if you would like more information about Emergency Disclosure and Public Interest Disclosure.

Public Interest Disclosure

An Eligible Whistleblower may make a Public Interest Disclosure if:

- (a) at least 90 days has passed since an Eligible Whistleblower made a report of Misconduct or an Improper State of Affairs or Circumstances to ASIC, APRA or another Commonwealth body prescribed by regulation; and
- (b) the Eligible Whistleblower does not believe, on reasonable grounds, that action is being taken, or has been taken, to address the Misconduct or an Improper State of Affairs or Circumstances; and
- (c) the Eligible Whistleblower has reasonable grounds to believe that making a further disclosure of the information in accordance with this clause would be in the public interest; and
- (d) after the end of the 90 days period, the Eligible Whistleblower gave to the body they had given their previous disclosure a written notification which included sufficient information to identify the previous report of Misconduct or an Improper State of Affairs or Circumstances, and stated that the Eligible Whistleblower intended to make a Public Interest Disclosure; and
- (e) the extent of the information disclosed is no greater than necessary to inform of the Misconduct or an Improper State of Affairs or Circumstances.

Emergency Disclosure

An Eligible Whistleblower may make an Emergency Disclosure if:

- (a) the Eligible Whistleblower made a report of Misconduct or an Improper State of Affairs or Circumstances to ASIC, APRA or another Commonwealth body prescribed by regulation;
- (b) the Eligible Whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
- (c) after the Eligible Whistleblower’s report referred above, the Eligible Whistleblower then gave written notification to the body who received the previous report which written notification includes sufficient information to identify the previous report of Misconduct or an Improper State of Affairs or Circumstances and states that the Eligible Whistleblower intends to make an Emergency Disclosure; and
- (d) the extent of the information disclosed is no greater than necessary to inform of the substantial and imminent danger associated with the Misconduct or an Improper State of Affairs or Circumstances.

SPEAK UP POLICY

4. Additional protections and Restrictions in Australia

If you meet all of the criteria in section 1, Australian law provides protections to you, including that you will not be subject to any:

- civil (eg, any legal action for breach of an employment contract, duty of confidentiality or another contractual obligation);
- criminal (eg, attempted prosecution for unlawfully releasing information);
- other use of the disclosure (other than making a false disclosure); or
- administrative liability (eg, disciplinary action for making the disclosure).

However, the protections do not grant immunity for any misconduct you have engaged in that is revealed in your disclosure. Also, if your disclosure does not contain enough sufficient supporting information or documents then it may not qualify for protection.

If your matter relates to a personal work-related grievance (see section 3.1 of this Policy), it is not generally protected under Australian law, unless the grievance arises as a result of making a disclosure under this Policy or is a combination of personal work-related grievances and other misconduct.

5. Compensation and remedies

You can seek compensation and other remedies through the courts if you suffer loss, damage or injury because of a disclosure and any Detrimental Treatment (as described in section 5.2 of this Policy) and if OceanaGold failed to take reasonable precautions and exercise due diligence to prevent the Detrimental Treatment. You should seek your own independent legal advice (not an OceanaGold lawyer) if you feel the above applies.

If you believe your confidentiality has been breached by OceanaGold in relation to your disclosure, please contact Whistleblower Protection Officer at wpo@oceanagold.com or the [Whistleblower Hotline service](#).

6. Australian definitions

APRA means the Australian Prudential Regulation Authority.

ASIC means the Australian Securities and Investments Commission.

Commonwealth means Commonwealth of Australia.

Disclosable Matter means matters involving information that the discloser has reasonable grounds to suspect concerns Misconduct or an Improper State of Affairs or Circumstances in relation to OceanaGold.

Eligible Recipient is defined in section 3 of this Schedule.

Emergency Disclosure means an emergency report of Misconduct or an Improper State of Affairs or Circumstances to a member of the parliament of the Commonwealth or a State or the legislature of a Territory, or a Journalist in accordance with this Policy.

SPEAK UP POLICY

Journalist means a person who is working in a professional capacity as a journalist for a newspaper, magazine, radio or television broadcasting service or certain other electronic services similar to newspaper, magazine or radio that operate on a commercial basis or by a body providing a national broadcasting service.

Misconduct or an Improper State of Affairs or Circumstances includes conduct which:

- (a) constitutes an offence against, or in contravention of, a provision of the *Corporations Act 2001* (Cth), the *Australian Securities and Investment Act 2001* (Cth) or an instrument made under one of those Acts;
- (b) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more (for example tax laws and foreign bribery laws); or
- (c) is prescribed by Australian law.

Public Interest Disclosure means the disclosure of a report of Misconduct or an Improper State of Affairs or Circumstances to a member of the Parliament of the Commonwealth, a State or a legislature of Territory, or a Journalist in accordance with this Policy.

State means a state of Australia.

Territory means a territory of Australia.

SPEAK UP POLICY

Document History

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