

# OCEANAGOLD CORPORATION

## (OceanaGold)

### SUSTAINABILITY COMMITTEE CHARTER

#### 1. ROLE

- 1.1. The Sustainability Committee (the **Committee**) is a sub-committee established by the OceanaGold Board created to assist the Board in the effective discharge of its responsibilities in relation to the matters set out in this Charter. The Committee is accountable to the Board for its performance.
- 1.2. Sustainability at OceanaGold means contributing to the safety, health and wellness of our workers, the environment, and the institutions, societies and communities we operate in. Sustainability delivers business value and outcomes that include:
  - Healthy and safe workers;
  - Protected and improved environment;
  - Permits consents secured to develop, build and operate; and
  - Peaceful and uninterrupted business continuity
- 1.3. The Committee's responsibilities are set out in this Charter and include assisting the Board in its oversight in the following key areas:
  - (a) OceanaGold's strategy, policy and performance relating to health, safety, environment (**HSE**), External Affairs and Social Performance (**EA&SP**);
  - (b) HSE and EA&SP compliance and risk management (including management systems); and
  - (c) various other governance responsibilities relating to HSE and EA&SP including performance reporting.
- 1.4. The Committee acts primarily in an advisory capacity to the Board. In making recommendations to the Board, the Committee does not, of itself, have the power or authority of the Board in dealing with the matter on which it advises except where certain powers are specifically set out in this Charter or are otherwise delegated by the Board. Day to day general management of sustainability related issues rests with OceanaGold management.

#### 2. KEY RESPONSIBILITIES

The key responsibilities of the Committee in fulfilling its role are set out below.

##### 2.1. HSE and EA&SP strategy and policy setting

The Committee will review and report to the Board in relation to:

- (a) HSE and EA&SP related issues that have strategic, business and reputational implications for OceanaGold; and

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- (b) the effects of developments in applicable legislation and regulatory regimes relevant to the Committee's area of responsibility including statutory changes that will have a material cost or risk implication to the business.

In discharging its responsibilities, the Committee will review and recommend to the Board:

- (c) the HSE and EA&SP strategy aligned to OceanaGold's purpose, values, code of conduct, strategic plan and annual budget and business plans;
- (d) the approach taken to instil a positive and sustainable HSE and EA&SP culture in OceanaGold;
- (e) the management of HSE and EA&SP related external relationships, stakeholders, government and regulatory authorities and communities in the jurisdictions in which OceanaGold operates; and
- (f) any HSE and EA&SP policies that are applicable at an OceanaGold group level and any amendments to those policies.

### 2.2. HSE and EA&SP compliance and risk

The Committee will review and report to the Board in relation to:

- (a) the adequacy and effectiveness of OceanaGold's HSE and EA&SP management framework and systems to support OceanaGold's HSE and EA&SP policies;
- (b) the adequacy and effectiveness of independent assurance processes to assist in verifying compliance with that framework and those management systems; and
- (c) implementation of the risk management methodology and processes to identify and mitigate HSE and EA&SP risk.

In discharging its responsibilities, the Committee will:

- (d) review and endorse HSE and EA&SP internal audit activities and programs;
- (e) review and endorse proposed levels of financial provisioning for HSE and EA&SP related matters to the Board Audit and Financial Risk Management Committee; and
- (f) in conjunction with management, review and verify:
  - material HSE and EA&SP risks and their control management;
  - compliance with HSE and EA&SP legal and regulatory requirements;
  - response to significant HSE and EA&SP incidents; and
  - the effectiveness of employee and contractor HSE and EA&SP training programs.

### 2.3. Sustainability reporting

- (a) The Committee will review and report to the Board in relation to the approval of any sustainability related content in OceanaGold's Annual Sustainability Report and other periodic performance reporting to stakeholders; and
- (b) the Committee will review and report to the Remuneration, People and Culture Committee the annual performance of the OceanaGold group with respect to HSE and EA&SP matters, and relevant metrics or key performance indicators for inclusion in employee remuneration and incentive plans.

## 3. MEMBERSHIP AND MEETINGS

- (a) The Committee will comprise not less than three non-executive directors.
- (b) The Chairman of the Committee will be appointed by the Board and a majority of Committee members will be independent non-executive directors.
- (c) The Company Secretary or a delegate shall act as the secretary of the Committee.
- (d) A standing invitation to Committee meetings will be extended to all non-executive directors.
- (e) The Committee may invite any member of management, or any other person, to attend a meeting of the Committee, as the Committee thinks appropriate.
- (f) The Committee will meet as frequently as required but not less than four times per financial year. Any Committee member or the Company Secretary may convene a Committee meeting and two independent non-executive directors shall constitute a quorum. Each Committee member will have one vote and the Chairman will not have a casting vote.
- (g) The Chairman of the Committee (or delegate) shall provide a report to the Board following each Committee meeting.
- (h) The Committee may hold a closed session in the absence of management as and when the Committee deems appropriate.
- (i) All recommendations of the Committee are to be referred to the Board, the Audit and Financial Risk Management Committee, Remuneration, People and Culture Committee or the Governance and Nominations Committee as appropriate.

## 4. AUTHORITY

- (a) In carrying out its responsibilities, the Committee has the authority to discuss directly with management, external or internal auditors or experts any issue or matter within its remit and to request reports, explanations and information of any of the activities or policies, procedures or standards of the OceanaGold group.
- (b) The Committee is authorised by the Board to obtain external legal and other professional advice or services if it considers this necessary.

## 5. REVIEW

### 5.1. Performance

The Committee will periodically evaluate its performance against this Charter and agree objectives, areas of focus and work program for the following year.

### 5.2. Review of Terms of Charter

The Committee will review its Charter at least every two years and otherwise as and when required.

**Approved by:**  
**Sustainability Committee**  
**The Board of OceanaGold Corporation**  
16 February 2021