

OCEANAGOLD CORPORATION

(OceanaGold)

GOVERNANCE AND NOMINATIONS COMMITTEE CHARTER

1. ROLE

- 1.1. The Governance and Nominations Committee (the **Committee**) is a sub-committee established by the OceanaGold Board 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. 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 corporate governance framework, policies and practices;
 - (b) Board and committee composition, diversity and succession;
 - (c) Director selection and appointment;
 - (d) overseeing Board, Board Chair, committees, committee Chairs and individual Director performance, evaluation, training and development; and
 - (e) various other responsibilities relating to governance and Board activities and performance.
- 1.3. The role of the Committee does not extend to:
 - (a) Chairman of the Board or CEO succession, which shall be responsibilities of the full Board; and
 - (b) Board compensation, which shall be a responsibility of the Remuneration, People and Culture Committee.
- 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.

2. KEY RESPONSIBILITIES

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

2.1. Governance Framework

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

- (a) the adequacy of OceanaGold's charters, policies and codes to verify compliance with regulatory, corporate governance and disclosure requirements;
- (b) OceanaGold's public disclosure documents and processes;

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- (c) the impact on the Group and its corporate governance policies and practices from material corporate governance developments in applicable legislation, regulatory regimes and industry-wide practices; and
- (e) related party transactions and investments involving OceanaGold and its directors

2.2. Where the responsibilities of this Committee overlap with the activities of another Board Committee, that other Board Committee will be responsible for leading substantive work relating to that particular activity, with this Committee being consulted to ensure alignment with OceanaGold's group corporate governance policies and practices.

2.3. Board composition and succession

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

- (a) the size and composition of the Board taking into account:
 - the independence of each director;
 - the current competencies, skills and experience of the Board members;
 - diversity in experience, race, ethnicity, gender, age and cultural background;
 - length of service and potential retirement; and
 - the strategic direction of OceanaGold,and recommend adjustments from time to time with a view to ensuring they meet the needs of the business and optimise effective decision making;

In discharging its responsibilities, the Committee will:

- (b) develop the Board member succession planning, nomination and recruitment process of the Board;
- (c) oversee the formal process for the search and selection of new directors for nomination for appointment by the Board having regard to paragraph 2.3 (a); and
- (d) develop a Board skills and experience matrix taking a long term view in order to identify potential skill gaps.

2.4. Board, Committees and Individual Director Performance

The Committee will:

- (a) assist the Board with evaluation of the performance of the Board, Board Chair, committees, committee Chairs and individual non-executive Director with such evaluation to be undertaken:
 - internally once a year; and
 - by an independent consultant periodically,and review with the Board the results of these assessments, recommending actions for addressing any findings and overseeing the implementation of any resulting action plan;
- (b) review the composition, responsibilities, and appropriateness of the committees, their mandates and responsibilities and allocation of directors to the committees;
- (c) periodically review the non-executive Director on-boarding and induction process and make recommendations for change as required; and

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- (c) oversee non-executive Director continuing educations programs (provided both internally and by approved external continuing education providers).

3. REPORTING

The Committee will review and recommend to the Board for approval relevant sections of periodic and annual statutory external reports that relate to the Committee's responsibilities as set out in this Charter.

4. MEMBERSHIP AND MEETINGS

- (a) The Committee will comprise not less than three independent non-executive directors.
- (b) The Chairman of the Committee will be appointed by the Board and all 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 independent 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, the Sustainability Committee or the Technical Committee as appropriate.

5. AUTHORITY

In carrying out its responsibilities, the Committee:

- (a) 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) is authorised by the Board to obtain external legal and other professional advice or services if it considers this necessary.

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6. REVIEW

6.1. Performance

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

6.2. Review of Terms of Charter

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

Approved by:
The Board of OceanaGold Corporation
4 December 2023