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ANNUAL INFORMATION FORM

For the year ended 31 December 2018

29 March 2019

www.oceanagold.com



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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain information and statements within this Annual Information Form may be deemed as “forward-looking statements” or “forward-looking information” within the meaning of applicable securities laws. All statements in this Annual Information Form, other than statements of historical fact, which address events or developments the Company expects to occur, are “forward looking statements” or “forward-looking information. “Forward looking” statements or information may include, but are not limited to, statements with respect to the future financial and operating performance of the Company, its subsidiaries and affiliated companies, its mining projects, the future price of gold, the estimation of Mineral Reserves and Mineral Resources, the realisation of Mineral Reserves and resource estimates, costs of production, estimates of initial capital, sustaining capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of the development of new mines, costs and timing of future exploration and drilling programs, timing of filing of updated technical information, anticipated production amounts, requirements for additional capital, governmental regulation of mining operations and exploration operations, timing and receipt of approvals, consents and permits under applicable mineral legislation, environmental risks, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of pending litigation and regulatory matters. Often, but not always, forward-looking statements and information can be identified by the use of words such as “may”, “plans”, “expects”, “projects”, “is expected”, “budget”, “scheduled”, “potential”, “estimates”, “forecasts”, “intends”, “targets”, “aims”, “anticipates” or “believes” or variations (including negative variations) of such words and phrases, or may be identified by statements to the effect that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements and information involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company and/or its subsidiaries and/or its affiliated companies to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, future prices of gold; general business, economic and market factors (including changes in global, national or regional financial, credit, currency or securities markets), changes or developments in global, national or regional political and social conditions; changes in laws (including tax laws) and changes in GAAP or regulatory accounting requirements; the actual results of current production, development and/or exploration activities; the outcome of any pending litigation and regulatory matters; the ability to obtain required consents, permits or approvals; conclusions of economic evaluations and studies; fluctuations in the value of the United States dollar relative to the Canadian dollar, the Australian dollar, the Philippines Peso or the New Zealand dollar; changes in project parameters as plans continue to be refined; possible variations of ore grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; impacts arising from natural disasters, including extreme weather events; political instability or insurrection or war; labour force availability and turnover; adverse judicial decisions; delays in obtaining financing or governmental approvals, or in the completion of development or construction activities, or in the commencement of operations; as well as those factors discussed in the section entitled “Risk Factors” in this document. Readers are cautioned that the foregoing list of factors is not exhaustive. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements and information, there may be other factors that cause actual results, performance, achievements or events to differ from those anticipated, estimated or intended. Also, many of the factors are outside or beyond the control of the Company, its officers, employees, agents or associates. Forward-looking statements and information contained herein are made as of the date of this Annual Information Form and, subject to applicable securities laws, the Company disclaims any obligation to update any forward-looking statements and information, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements and information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and information due to the inherent uncertainty therein. All forward-looking statements and information made herein are qualified by this cautionary statement. This Annual Information Form may use the terms “Measured”, “Indicated” and “Inferred” Resources. U.S. investors are advised that while such terms are recognised and required by Canadian regulations, the Securities and Exchange Commission does not recognise them. “Inferred Resources” have a great amount of uncertainty as to their existence and as to their economic and legal feasibility. It cannot be assumed that all or any part of an Inferred Resources will ever be upgraded to a higher category. Under Canadian rules, estimates of Inferred Resources may not form the basis of feasibility or other economic studies. U.S. investors are cautioned not to assume that all or any part of Measured or Indicated Resources will ever be converted into reserves. U.S. investors are also cautioned not to assume that all or any part of an Inferred Resource exists, or is economically or legally mineable. This document does not constitute an offer of securities for sale in the United States or to any person that is, or is acting for the account or benefit of, any U.S. person (as defined in Regulation S under the United States Securities Act of 1933, as amended (the “Securities Act”)) (“U.S. Person”), or in any other jurisdiction in which such an offer would be unlawful.

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1 Technical Disclosure

The estimates of Mineral Resources and Mineral Reserves contained in this Annual Information Form (“AIF”) were calculated as at December 31, 2018 (unless stated otherwise) and prepared in accordance with the standards set out in the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves dated December 2012 (the “JORC Code”) and in accordance with National Instrument 43-101 of the Canadian Securities Administrators (“NI 43-101”). The JORC Code is the accepted reporting standard for the Australian Stock Exchange Limited (“ASX”).

The definitions of Ore Reserves and Mineral Resources as set forth in the JORC Code have been reconciled to the definitions set forth in the CIM Definition Standards. If the Mineral Reserves and Mineral Resources were estimated in accordance with the definitions in the JORC Code, there would be no substantive difference in such Mineral Reserves and Mineral Resources.

Unless stated otherwise, in respect of the mineral projects of the Company referred to in this AIF, the scientific and technical information (including disclosure regarding Mineral Resources and Mineral Reserves, data verification, key assumptions, parameters and methods used to estimate the Mineral Resources and Mineral Reserves, and risk and other factors) is based upon the following NI 43-101 compliant technical reports (collectively, the “Technical Reports”) and the Blackwater Preliminary Economic Assessment (“Blackwater PEA”) released by the Company on 21 October 2014, prepared by J.G. Moore, Chief Geologist of OceanaGold, and S. Griffiths, M. Smith, and T. Hughes, former employees of OceanaGold:

- (a) “Technical Report for the Macraes Project located in the Province of Otago, New Zealand” dated February 12, 2010, prepared by: R. Redden, Development and Technical Services Manager; and J.G. Moore, Group Mine Geology Manager, both of Oceana Gold (New Zealand) Limited (the “Macraes Technical Report”);
- (b) “Technical Report for the Reefton Project located in the Province of Westland, New Zealand” dated May 24, 2013, prepared by: K. Madambi, Technical Services Manager of Oceana Gold (New Zealand) Limited up until January 2018; and J. G. Moore, Chief Geologist, of Oceana Gold (New Zealand) Limited (the “Reefton Technical Report”);
- (c) “Technical Report for the Didipio Gold / Copper Operation Luzon Island” dated October 29, 2014, prepared by: Simon Griffiths, General Manager of Studies, of Oceana Gold (New Zealand) Limited up until March 2017; J. G. Moore, Chief Geologist, of Oceana Gold (New Zealand) Limited; and Michael Holmes, Chief Operating Officer of OceanaGold Corporation (the “Didipio Technical Report”);
- (d) “Technical Report for the Waihi Gold Mine, New Zealand” dated March 28, 2019, prepared by: T. Maton, Study Manager; D. Townsend, Technical Service Superintendent; D. Carr, Chief Metallurgist; and P. Church, Principal Resource Development Geologist, all of Oceana Gold (New Zealand) Limited (the “Waihi Technical Report”); and
- (e) “Technical Report Haile Gold Mine Lancaster County, South Carolina” dated August 9, 2017, prepared by: David Carr, Bruce Van Brunt, John Jory, Paul Howe, Joanna Poeck, Jeff Osborn, Jay Newton Janney-Moore, John Tinucci, Bret C. Swanson, Derek Kinakin, Grant Malensek, David Bird, Bart A. Stryhas, Brian S. Prosser (the “Haile Technical Report”).

Reference is made to the Company’s Technical Reports and the Blackwater PEA which have been filed with the Canadian securities regulatory authorities and are available for review electronically from the Canadian System for Electronic Document Analysis and Retrieval (“SEDAR”) at www.sedar.com under the Company’s profile.

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Where the Mineral Reserve and Mineral Resource estimates of the Company's Macraes, Waihi, Haile and Didipio operations, Reefton and Blackwater Project set out in this AIF differ from those set out in the Technical Report for the relevant property or the Blackwater PEA, such differences arise from updates to such Mineral Reserve and Mineral Resource estimates as a result of either depletion through production, addition due to exploration activities or revised economic assumptions.

Any updates of Mineral Resources for Macraes, Reefton and Blackwater have been verified and approved by S. Doyle while the updates of Mineral Resources for Waihi have been verified and approved by, or are based on information prepared by, or under the supervision of, P. Church. The updates of Mineral Resources for Didipio and Haile have been verified and approved by, or are based on information prepared by, or under the supervision of, J. G. Moore. The updates of Mineral Reserves for Haile open pits have been verified and approved by, or are based on information prepared by, or under the supervision of, G. Hollett, the Mineral Reserves for Haile underground have been verified and approved by or are based upon information prepared by, or under the supervision of J. Poeck. The updates of Mineral Reserves for Macraes open pits have been verified and approved by, or are based on information prepared by, or under the supervision of, P Doelman, the Mineral Reserves for Macraes underground have been verified and approved by or are based upon information prepared by, or under the supervision of, T. Cooney, while the Mineral Reserves for Waihi have been verified and approved by, or are based on information prepared by, or under the supervision of, T. Maton for open pit and David Townsend for underground. The Mineral Reserves for Didipio have been verified and approved by, or are based on information prepared by, or under the supervision of, T. Cooney.

Messrs, Church, Doyle, Doelman, Maton and Townsend, Cooney, Hollett and Moore are full-time employees of the Company or its subsidiaries. J. Poeck is a full-time employee of SRK Consulting (U.S.), Inc. Ms Poeck is a registered member of the Society for Mining, Metallurgy, and Exploration (SME) and a qualified professional through the Mining and Metallurgical Society of America (MMSA) G. Hollett is a Professional Engineer (P.Eng) registered with Engineers and Geoscientists of British Columbia (P.Eng). Messrs Church, Cooney, Doelman, Doyle, Maton, Moore and Townsend are Members and Chartered Professionals with the Australasian Institute of Mining. All such persons are "qualified persons" for the purposes of NI 43-101 and have sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as a "competent person" as defined in the JORC Code.

Messrs Church, Doyle, Cooney, Doelman, Maton, Moore, Townsend and Hollett and Ms Poeck consent to inclusion in this public release of the matters based on their information in the form and context in which it appears. The estimates of Mineral Resources and Mineral Reserves contained in this public release are based on, and fairly represent, information and supporting documentation prepared by the named qualified and competent persons in the form and context in which it appears.

Mr Redden was a full-time employee of Oceana Gold (New Zealand) Limited until February 2012. Mr van Brunt was a full-time employee of Haile Gold mine until January 2019. Mr Holmes is a full-time employee of OceanaGold Corporation. Mr Jory is a full-time employee of Haile Gold Mine Inc. Mr Griffith was a full-time employee of Haile Gold Mine Inc. until March 2017. Ms Poeck, Messrs Osborne, Tinucci, Swanson, Malensek, Bird, Stryhas, and Prosser are full time employees of SRK Consulting. Mr Howe is a full-time employee of CDM Smith. Mr Janney Moore is an employee of NewFields. Mr Kinakin is an employee of BGC Engineering.

Messrs Griffith, Holmes and Redden are Chartered Professionals with the Australasian Institute of Mining. Mr van Brunt is a Fellow of the AusIMM. Mr Jory is a Certified Professional Geologist with the American Institute of Professional Geologists. Ms Poeck is a registered member of the society for Mining, Metallurgy, and Exploration (SME) and a qualified professional through the Mining and Metallurgical Society of America (MMSA). Mr Swanson is a qualified professional (QP) member of the Mining & Metallurgical Society of America. Dr.Tinucci is a registered member of the society for Mining, Metallurgy, and Exploration (SME). Mr. Grant



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Malensek is a Professional Engineer of the Association of Professional Engineers and Geoscientists of British Columbia. Mr. Osborn is a qualified professional through the Mining and Metallurgical Society of America (MMSA). Dr Stryhas is a certified professional geologist with the American Institute of Professional Geologists. Mr Swanson is a qualified professional (QP) member of the Mining & Metallurgical Society of America.

Scientific and technical information in this AIF not contained in the Technical Reports has been reviewed, approved and verified by the persons listed above, each of whom is a “qualified person” for the purposes of NI 43-101 and having sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as a “competent person” as defined in the JORC Code.

The environmental matters disclosed in this AIF include events and circumstances subsequent to the preparation of the Technical Reports. To this extent, such disclosures are based on the Company’s own knowledge.



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2 Basis of Presentation

Unless the context otherwise requires, references to “OGC”, “OceanaGold”, the “Company”, “we”, “us” or “our” include OceanaGold Corporation and each of its subsidiaries (save that, where appropriate, Oceana Gold Pty Ltd is defined separately as “OGL”).

Please refer to the “Technical Glossary” for the meanings of certain technical terms used in this AIF. Where applicable, terms with a technical meaning related to mineral extraction are defined by the Canadian Institute of Mining, Metallurgy and Petroleum (“CIM”) – Definitions and Guidelines adopted by the CIM Council on August 20, 2000, as those definitions may be amended from time to time by the CIM (the “CIM Standards”).

All references to Mineral Reserves and Mineral Resources are references to the gross Mineral Reserves and Mineral Resources per project or property, unless reference is made to “attributable” Mineral Reserves and/or Mineral Resources which refers only to the Company’s attributable portion of the Mineral Reserves and Mineral Resources on any project or property. All information with respect to Mineral Resources and Mineral Reserves is reported in accordance with NI 43-101 and the CIM Standards and, unless otherwise indicated, is also consistent with the JORC Code.

For the year ended December 31, 2018 and for the comparative prior periods identified in this AIF, the Company prepared its financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”). The audited consolidated financial statements of the Company for the year ended December 31, 2018 (the “Consolidated Financial Statements”) are available electronically at www.sedar.com.

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3 Currency and Exchange Rates

Unless otherwise indicated, the information in this AIF is given as of December 31, 2018. All amounts in this AIF are expressed in United States dollars unless otherwise indicated.

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

		AUD:USD	CAD:USD	NZD:USD	PHP:USD
2018	End rate	0.7049	0.7333	0.7333	0.0190
	Average rate	0.7476	0.7719	0.7719	0.0190
	High	0.8110	0.8151	0.8151	0.0201
	Low	0.7033	0.7332	0.7332	0.0184
2017	End rate	0.7809	0.7955	0.7098	0.0201
	Average rate	0.7668	0.7711	0.7109	0.0198
	High	0.8060	0.8258	0.7520	0.0202
	Low	0.7184	0.7273	0.6809	0.0193
2016	End rate	0.7208	0.7440	0.6934	0.0202
	Average rate	0.7441	0.7548	0.6973	0.0211
	High	0.7813	0.7981	0.7451	0.0218
	Low	0.6864	0.6859	0.6411	0.0200
2015	End rate	0.7286	0.7226	0.6831	0.0213
	Average rate	0.7523	0.7831	0.7001	0.0220
	High	0.8223	0.8613	0.7836	0.0227
	Low	0.6908	0.7164	0.6259	0.0211
2014	End rate	0.8175	0.8605	0.7797	0.0224
	Average rate	0.9023	0.9057	0.8305	0.0225
	High	0.9497	0.9406	0.8823	0.0231
	Low	0.8105	0.8570	0.7653	0.0220

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4 Corporate Structure

4.1 OceanaGold Corporation

OGC is a multinational gold mining and exploration company that has (taken together with OGL) been listed on the ASX and on the Toronto Stock Exchange ("TSX") since June 27, 2007. OGC was listed on the New Zealand Stock Exchange ("NZX") from 2004 until December 30, 2016. The registered office address of OceanaGold Corporation is 2900-550 Burrard Street, Vancouver, British Columbia, V6C 0A3, Canada. The head office address of the Company is Level 14, 357 Collins Street, Melbourne, Victoria, 3000, Australia.

In 2007, OGC was incorporated under the Business Corporations Act (British Columbia) as the Canadian holding company for the purpose of carrying on the business of Oceana Gold Pty Ltd pursuant to a court-approved arrangement under Australian law.

The Company's ownership structure consists of three primary wholly-owned subsidiary entities which indirectly house its assets:

- OceanaGold (Singapore) Pte. Ltd. – Holds the Company's interests and operations in the Philippines;
- Oceana Gold Pty Ltd – Holds the Company's interests and operations in New Zealand; and
- Romarco Minerals Inc. – Holds the Company's interests and operations in the USA.

OGC's asset portfolio consists of the following material operations:

- the Macraes Operations (or "Macraes" or "Macraes Mine"), which include operating open pit gold mines and the Frasers underground gold mine;
- the Didipio Operations (or "Didipio" or "Didipio Mine"), which include a completed open pit mine, and an underground mine that is currently being developed;
- the Waihi Gold Mine Operation (or "Waihi"), which includes the currently non-operational Martha open pit and an operational underground gold mine; and
- the Haile Gold Mine Operation (or "Haile" or "Haile Gold Mine" or "Haile Operations"), which is an open pit operation that commenced commercial production on October 1, 2017.

In 2018, OGC produced:

- 131,819 ounces of gold with sales of 130,499 ounces at an All-In Sustaining Cost ("AISC") of US\$903 per ounce (net of by-product credits) at the Haile Gold Mine;
- 114,985 ounces of gold with gold sales of 116,898 ounces at an ASIC of US\$427 per ounce sold (net of by-product credits) from Didipio;
- 83,492 ounces of gold with gold sales of 86,469 ounces at AISC of US\$763 per ounce sold (net of by-product credits) from Waihi; and
- 202,990 ounces of gold with gold sales of 198,850 ounces at AISC of US\$879 per ounce sold from Macraes.

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With a goal of providing further transparency into the costs associated with producing gold, the World Gold Council (“WGC”) issued a Guidance Note in 2013 (updated in 2018) outlining a series of cost items against which gold producing companies could categorise spend. With this information, governments, investors and other stakeholders would have a baseline against which to compare producers. OceanaGold, a member of the WGC, elected to adopt the principles and has since issued quarterly guidance to the market which it believes to be a representation of its cost to produce an ounce of gold from current operations.

OceanaGold includes all operations costs, general and administration costs of its national offices and capital spent to sustain the current operations including land and building acquisitions, on-site exploration, project spend and general operations expenditure including finance lease principle repayments. Completed on a ‘by-product’ basis, the calculation offsets the gold production costs with the income from the silver and copper by-products achieved at its various mines.

Whilst the guidance encourages consistency in cost reporting, it excludes some cash costs such as financing charges, capital expenditure associated with business growth including exploration and projects, merger and acquisition spend and joint ventures and therefore is not reflecting of the total cash expenditure at OceanaGold. The AISC measure is not in accordance with IFRS standards and should therefore not be read in isolation. It is an accompaniment to the financial statements and Management Discussion and Analysis documents issued.

A reconciliation of Cash Costs and All-In Sustaining Costs is presented below.

		2018	2017 ⁽¹⁾
Cost of sales, excl. depreciation and amortisation ^{(1) (2)}	US\$m	355.5	275.4
Deduct adjustment on adoption of IFRS 15	US\$m	(3.0)	N/A
Cost of sales, excl. depreciation and amortisation	US\$m	352.5	275.4
Selling costs and other non-cash adjustments	US\$m	13.3	15.4
By-product credits	US\$m	(105.1)	(118.9)
Total Cash Costs (net of by-product credits)	US\$m	260.7	171.9
Gold sales from operating mines	Koz	532.7	495.4
Cash Costs	US\$/oz	489	347
Sustaining capital expenditure	US\$/oz	196	166
Corporate general & administration	US\$/oz	58	63
Other	US\$/oz	24	41
All-In Sustaining Costs	US\$/oz	767	617

1) Excludes gold sales from the Haile Gold Mine for the nine months ended September 30, 2017 given that the associated costs were capitalised

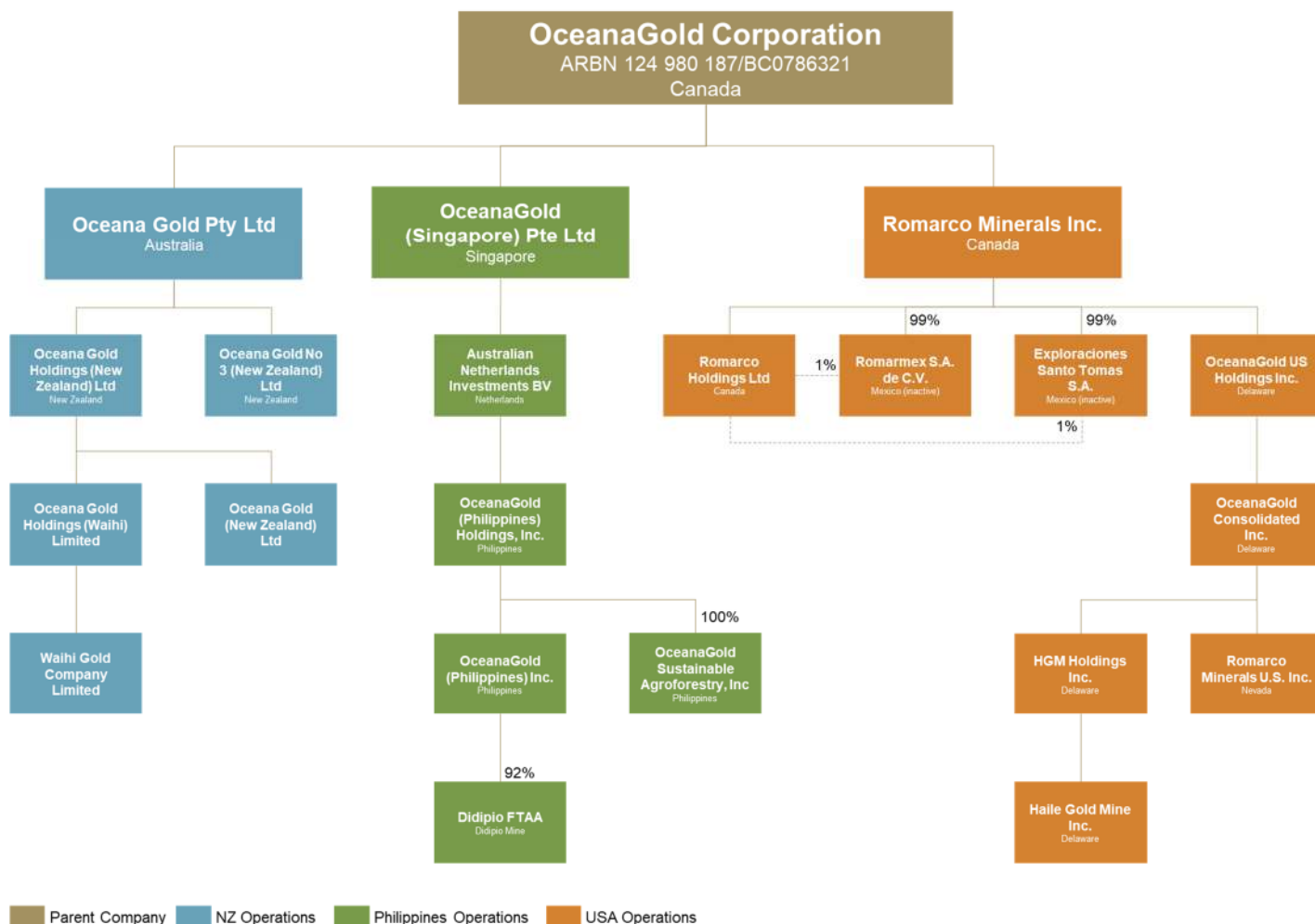
2) The Company's consolidated results for 2018 reflect adjustments on adoption of IFRS 15 effective from January 1, 2018.

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4.2 Intercompany Relationships

As at the date of publication, the Company's material assets are owned through a series of primary subsidiaries, as shown on the organisational chart below. A full listing is contained in "Appendix B". All subsidiaries, operations and projects referred to in the chart are 100% owned, unless otherwise noted.



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5 General Development of the Business

In 2015, the Company acquired Waihi Gold Mine from Newmont Mining Corporation. In the same year, the Company acquired Haile Gold Mine through its acquisition of Romarco Minerals Inc. and also made strategic investment in Gold Standard Ventures Corporation (“GSV”).

In 2016, the Company made strategic investment in NuLegacy Gold Corporation (“NuLegacy”) and decided to delist from the New Zealand Stock Exchange given a lack of liquidity, to simplify its listing structure, and reduce compliance costs.

In 2017, the Company successfully commenced commercial production at the Haile Gold Mine, continued development of the Didipio underground mine, and made progress on exploration targets, most notably the Martha underground project at Waihi and WKP (Wharekirauponga) in the Hauraki region, near Waihi.

In 2018, for the seventh consecutive year, the Company achieved its full year production and cost guidance. The Company produced 533,286 ounces of gold, which was in line with the full year guidance range of 515,000 to 545,000 ounces of gold, a range that was increased twice over the course of the year in 2018. The Company also produced 14,999 tonnes of copper, also in line with guidance. For the full year, the Company recorded an AISC of \$767 per ounce and cash costs of \$489 per ounce, both net of by-products and on sales of 532,716 ounces of gold and 14,527 tonnes of copper.

For the full year, the Haile Gold Mine produced 131,819 ounces of gold, representing an 11% increase on 2017 production and the first full year of commercial operations. The AISC for Haile was \$903 per ounce on gold sales of 130,499 ounces. The Haile operation was adversely impacted by several storm events and sustained heavy rainfall in the fourth quarter, which hampered mining operations and impacted the mining schedule.

The Company is also focused on driving improved mine productivity at the Haile operation. It has focused a significant amount of effort on recruitment, training and retention and is also in the process of replacing its mining fleet with larger equipment. The Company believes it will be able to increase mine productivity while lowering mining unit costs over the next few years.

In 2018, the Company continued to invest in the expansion of the Haile process plant with the installation of a pebble crusher, which is designed to allow higher throughput rates when processing harder ore. In the second half of the year, the Company commenced the installation of the upgraded regrinding circuit including the Tower Mill and IsaMills™, which are designed to enhance gold recoveries by achieving the designed grind sizes at higher throughput rates. In 2018, the Company milled approximately 40% more ore than in 2017 and expects to further increase mill feed to 3.2 million tonnes of ore processed in 2019 and plans to process between 3.5 million and 4.0 million in 2020 and beyond.

In 2018, the Company commenced the permitting process for the Horseshoe Underground and expanded open pit design at Haile. The primary regulatory agency, the US Army Corps of Engineers, issued a notice of intent prior to the end of 2018. The Company continues to work with the regulators and other key stakeholders in advancing the permitting process. Upon receipt of the permit, the Company intends on commencing construction of the Horseshoe Underground, which carries the highest grade of gold currently in the Haile Mineral Resource.

At the Didipio Mine in the Philippines, the Company reported annual gold production of 114,985 ounces and produced 14,999 tonnes of copper. The operation’s AISC was \$427 per ounce (net of by-product credits) for the year on sales of 116,898 ounces of gold and 14,527 tonnes of copper.

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Ramp-up of underground operations at Didipio continued to advance well with nearly 630k tonnes mined for the year, slightly higher than originally planned. In 2019, the Company expects to double mining rates and upon completion of development of panel two in the underground, mining rates are expected to increase to 1.6 million tonnes per year thereafter. The Company processes high-grade underground ore together with lower grade ore from existing mined stockpiles. As at the end of 2018, the operation had over 19 million tonnes of ore stockpiled on surface for future processing.

At Waihi in New Zealand, the Company produced 83,492 ounces of gold which was within the full year production guidance while the AISC was \$763 per ounce on sales of 86,469 ounces of gold. During the year, the Company continued extensive exploration drilling at Waihi with the focus on drilling underground targets from two underground drill drives.

Subsequent to the year end, the Company received the permit for the Martha Underground Project, which is currently the main organic growth opportunity at Waihi and designed to significantly increase the mine life of the operation. In August 2018, the Company announced a significant increase to the Mineral Resource at the Martha Underground which was followed up with an Initial Resource announced on the WKP prospect on February 25, 2019 and then a full Resource and Reserve update with the release of this document.

In 2016, the Company did not have any Resources associated with the Martha Project nor the WKP prospect. As at the end of March, the Company had approximately 331,000 ounces of gold in the Indicated category and 667,000 ounces of gold in the Inferred category. At WKP, the Company's initial reported Resource stood at approximately 234,000 ounces of gold in the Indicated category and 401,000 ounces of gold in the Inferred category.

The Company is currently drilling multiple vein structures in the Martha Underground and has an exploration target of five to eight million tonnes at a grade of between four and six grams per tonne.

In addition to exploration at Waihi, the Company has also drilled the WKP prospect, located 10-kilometres to the north of the Waihi process plant. Early exploration results have been encouraging with significant intercepts achieved and an initial Mineral Resource released on February 22, 2019.

The Macraes Gold Mine produced 202,990 ounces of gold with AISC of \$879 per ounce on sales of 198,850 ounces. Production at Macraes was strong throughout the year with higher-grades mined and processed from Coronation North. The Company expects lower production in 2019 on slightly lower grades. In November 2018, the Company announced encouraging drill results that could support additional resource conversion and discovery. The exploration program along with mine planning are key tools the Company is employing to further extend the mine life of the operation. One of these opportunities is a potential for a standalone underground operation at Golden Point.

As at the end of 2018, the Company held an equity share of 15.6% in Gold Standard Ventures Corporation and 16.2% in NuLegacy Gold Corporation, both publicly traded junior exploration companies listed on the Toronto Venture Exchange. The Company has entered into letters of intent for joint venture agreements with Rio De Oro S.A. on two projects located in Argentina. Late in 2018 and in early 2019, the Company signed three additional earn-in agreements with junior exploration companies that have projects in Nevada, United States.

The Company continues to pursue and review internal and external growth opportunities that would further enhance shareholder wealth. The Company will remain disciplined in its use of capital and investing in growth opportunities and will convert opportunities that align with the corporate strategy of investing in high quality assets.

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6 Description of Business

6.1 Business Strategy

OceanaGold is a high-margin, multinational gold producer with four operating assets and a pipeline of exploration opportunities. Its vision is to be the gold mining company of choice, operating high quality assets and delivering superior returns in a responsible manner. It is focused on operating to the highest of standards in health, safety, environment and social performance.

OceanaGold remains committed to maintaining its consistent track record of profitability from its business. The Company focuses on maintaining high margins and delivering strong returns. Over the past nine years, the Company has consistently delivered a positive return on invested capital.

The Company strategy is to drive operational efficiencies at each of its operations and to do so in a safe and responsible manner. The strategy includes creating additional value for its shareholders through prudent capital investments on organic growth opportunities and targeted exploration.

The Company will continue to leverage nearly 30 years of operating experience to identify new value-creating opportunities in the Americas, Australasia and Asia-Pacific regions.

Additionally, the Company intends to:

- advance plans to extend the mine life at Waihi through the Martha Underground Project;
- advance the Haile expansion including the advancement of the permitting process for larger open pits and the Horseshoe underground;
- continue the ramp-up of the Haile process plant while improving mining productivity rates;
- increase the reserve base net of depletion while identifying new exploration targets to further increase the Company's resource base;
- continue to strengthen its balance sheet;
- continue to provide returns to Shareholders via the payment of dividends;
- seek opportunities to invest in value creating technologies to drive operational efficiencies, reduce costs and further improve on safety and environmental performance;
- continue to work closely with its stakeholders in the United States, the Philippines and New Zealand;
- invest in early stage exploration opportunities that could deliver value in the long-term; and
- improve its social performance towards its vision of becoming the partner, employer and gold company of choice with communities, governments and investors.

OceanaGold will also pursue other growth opportunities via accretive investments in high quality exploration, development and/or producing assets that would complement its existing portfolio of assets, increase the diversification of the business to mitigate risk, and strengthen the Company's long-term profitability.

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6.2 Production and Operations

The table below summarises the total production and operating information for the year ended December 31, 2018.

	First Quarter 2018	Second Quarter 2018	Third Quarter 2018	Fourth Quarter 2018	Year Ended 2018	Year Ended 2017	Year Ended 2016	Year Ended 2015
Group Production								
Gold Produced (ounces)	125,647	142,950	138,034	126,656	533,286	574,606	416,741	419,153
Copper Produced (tonnes)	3,889	3,919	4,310	2,881	14,999	18,351	21,123	23,109
Silver Produced (ounces)	123,904	125,321	139,535	98,019	486,779	539,413	505,563	274,308
Gold Sold (ounces)	127,473	138,948	134,134	132,161	532,716	555,632	437,146	401,350
Copper Sold (tonnes)	3,192	3,979	4,232	3,124	14,527	18,091	21,413	22,764
Silver Sold (ounces)	121,549	127,955	134,140	99,975	483,619	520,137	524,880	247,707
Cash operating cost (US\$/oz)	483	414	501	563.0	489.0	347	452	458
Average Gold Price received (US\$/oz)	1,340	1,293	1,202	1,239.0	1,268.0	1,261	1,225	1,136
Average Copper Price Received (\$/lb)	3.03	3.12	2.95	3.04	3.10	2.78	2.22	2.35
Haile, United States								
Gold Produced (ounces)	37,049	38,644	28,598	27,528	131,819	118,466	-	-
Silver Produced (ounces)	27,373	33,842	22,289	14,539	98,043	33,040	-	-
Mill Feed (dry milled tonnes)	504,447	626,812	578,841	682,374	2,392,474	1,863,086	-	-
Mill Feed Grade (grams/tonnes)	2.77	2.34	1.85	1.62	2.11	3.05	-	-
Didipio, Philippines								
Gold Produced (ounces)	25,657	33,140	32,844	23,344	114,985	176,790	147,150	127,086
Copper Produced (tonnes)	3,889	3,919	4,310	2,881	14,999	18,351	21,123	23,109
Silver Produced (ounces)	48,756	47,184	53,945	35,777	185,662	225,823	253,161	274,308
Mill Feed (dry milled tonnes)	952,266	911,713	958,886	677,044	3,499,909	3,500,000	3,499,584	3,581,471
Mill Feed Grade Gold (grams/tonnes)	0.95	1.25	1.19	1.42	1.18	1.72	1.50	1.24
Mill Feed Grade Copper (%)	0.45	0.47	0.49	0.40	0.46	0.56	0.61	0.68
Macraes, NZ								
Gold Produced (ounces)	44,419	50,368	49,973	58,231	202,990	160,266	149,086	150,877
Silver Produced (ounces)	-	-	-	7,424	7,424	6,323	5,842	-
Mill Feed (dry milled tonnes)	1,445,206	1,478,151	1,458,743	1,515,095	5,897,195	5,877,501	5,866,286	5,964,836
Mill Feed Grade (grams/tonnes)	1.12	1.22	1.23	1.38	1.24	1.04	0.94	0.98
Reefton, NZ								
Gold Produced (ounces)	-	-	-	-	-	-	4,477	71,216
Mill Feed (dry milled tonnes)	-	-	-	-	-	-	201,512	1,787,075
Mill Feed Grade (grams/tonnes)	-	-	-	-	-	-	1.40	1.51
Waihi, NZ								
Gold Produced (ounces)	18,522	20,798	26,619	17,553	83,492	119,084	116,028	69,973
Silver Produced (ounces)	47,775	44,295	63,301	40,279	195,650	249,217	246,560	-
Mill Feed (dry milled tonnes)	90,649	117,216	117,994	103,490	429,349	472,450	489,300	282,658
Mill Feed Grade (grams/tonnes)	6.99	6.27	7.86	6.11	6.82	8.61	8.07	8.46

*Note: The information in the above table is derived from the Company's consolidated financial statements and Management Discussion & Analysis for the year ended December 31, 2018, which are available on SEDAR. In addition, silver produced and sold has been updated in this table to include silver from New Zealand for the year ended December 31, 2017.

1. Includes the actual results for Waihi Gold for the six months and three months ended December 31, 2015. This disclosure is for information purposes only, reflecting what the costs would have been, had the legal close of the Waihi Gold acquisition been on July 1, 2015.
2. Commercial production commenced on October 1, 2017.
3. Net of by-product credits.

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6.3 Resources and Reserves

The Company has estimated Mineral Resources and Mineral Reserves for its Macraes, Waihi, Didipio and Haile Operations as at December 31, 2018. The Company also has an Inferred Resource at Blackwater and a minority interest in the Sam's Creek Project, both on the South Island, New Zealand.

The reporting of all reserves is based on US\$1,300/oz gold and resources is based on US\$1,500/oz gold. At Macraes, Waihi and Reefton, a NZD/USD FX rate of 0.72 is assumed (NZ\$2,083/oz) and at Didipio, a copper price of US\$3.50/lb is assumed.

All reported Measured and Indicated Resources are reported inclusive of Mineral Reserves.

On a consolidated basis, the Company has offset 2018 mining depletion with resource growth, mainly at Waihi, resulting in Measured and Indicated ("M&I") Resources totalling 8.59 Moz of gold, 5.52 Moz of silver and 0.16 Mt of copper, a small year-on-year decrease of 0.09 Moz Au, due to 2018 mining depletion largely being offset by the addition of the new Martha and WKP underground resources.

Consolidated Inferred Resources increased to 3.6 Moz of gold, 3.5 Moz of silver and 0.03 Mt of copper. This represents a 42% year on year increase mainly due to resource growth at Waihi.

Measured and Indicated Mineral Resources (as at 31 December 2018)

PROJECT AREA	Cut-Off	MEASURED				INDICATED				MEASURED & INDICATED							
		Mt	Au g/t	Ag g/t	Cu %	Mt	Au g/t	Ag g/t	Cu %	Mt	Au g/t	Ag g/t	Cu %	Au Moz	Ag Moz	Cu Mt	
MACRAES Open Pit	0.4 g/t Au	16.3	1.12	.	.	65.1	0.98	.	.	81.4	1.01	.	.	2.64	.	.	
MACRAES Underground	1.2 g/t Au	3.7	3.12	.	.	3.5	2.71	.	.	7.2	2.92	.	.	0.68	.	.	
BLACKWATER																	
WAIHI Open Pit	0.5 g/t Au	0.2	3.05	30.46	.	2.1	2.38	12.44	.	2.2	2.43	13.69	.	0.17	0.98	.	
WAIHI Underground	2.15 g/t Au	0.3	5.63	11.25	.	2.8	6.75	18.69	.	3.1	6.63	17.88	.	0.67	1.80	.	
NEW ZEALAND		20.5	1.58			73.4	1.32			94.0	1.38			4.16	2.78	.	
DIDIPIO Open Pit	0.4 g/t AuEq	24.7	0.34	2.00	0.29	.	.	.	.	24.7	0.34	2.00	0.29	0.27	1.58	0.07	
DIDIPIO Underground	1.17 g/t AuEq	9.5	2.33	2.37	0.55	6.6	1.45	2.05	0.46	16.1	1.97	2.24	0.51	1.02	1.16	0.08	
PHILIPPINES		34.1	0.89			6.6	1.45			40.8	0.99			1.29	2.74	0.16	
HAILE Open Pit	0.45 g/t Au	10.5	1.84	.	.	42.6	1.48	.	.	53.0	1.55	.	.	2.64	.	.	
Haile Underground	1.17 g/t Au	.	.	.	.	2.7	5.68	.	.	2.7	5.68	.	.	0.49	.	.	
USA		10.5	1.84			45.3	1.73			55.7	1.75			3.14	.	.	
TOTAL		65.1	1.26			125	1.48			190	1.40			8.59	5.52	0.16	

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Inferred Mineral Resources (as at 31 December 2018)

PROJECT AREA	Cut-Off	INFERRED						
		Mt	Au g/t	Ag g/t	Cu %	Au Moz	Ag Moz	Cu Mt
MACRAES Open Pit	0.4 g/t Au	34	0.8	.	.	0.9	.	.
MACRAES Underground	1.2 g/t Au	0.4	2.8	.	.	0.0	.	.
BLACKWATER		0.9	23	.	.	0.7	.	.
WAIHI Open Pit	0.5 g/t Au	0.3	1.3	2.0	.	0.0	0.0	.
WAIHI Underground	2.15 g/t Au	5.6	6.0	17	.	1.1	3.0	.
NEW ZEALAND		41	2.0			2.6	3.1	.
DIDIPIO Open Pit	0.4 g/t AuEq	.	.	.	.	.	.	.
DIDIPIO Underground	1.17 g/t AuEq	7.7	1.3	1.9	0.4	0.3	0.5	0.03
PHILIPPINES		7.7	1.3			0.3	0.5	0.0
HAILE Open Pit	0.45 g/t Au	14	1.0	.	.	0.5	.	.
Haile Underground	1.17 g/t Au	1.2	5.0	.	.	0.2	.	.
USA		15	1.4			0.7	.	.
TOTAL		64	1.8			3.6	3.5	0.0

- Notes:
- Mineral Resources include Mineral Reserves.
 - Macraes open pit resources constrained by a NZ\$2,083/oz gold price pit shell.
 - Haile open pit resources constrained by a US\$1,500/oz gold price pit shell.
 - Waihi open pit resources are reported within a pit design to the 890mRL.
 - WKP Resources which were prepared on the basis of drilling and geological information compiled in 2018, were publicly released on 22nd February 2019
 - Martha Underground Resources which were prepared on the basis of drilling and geological information compiled in 2018, were publicly released on 7th March 2019
 - 50% of Waihi Measured & Indicated Resources are from Martha Underground reported at a 2.15 g/t Au cut-off, 35% from WKP reported at a 3.0 g/t Au cut-off and 15% from Correnso reported at a 2.9 g/t Au cut-off
 - 62% of Waihi Inferred Resources are from Martha Underground which are reported at a 2.15 g/t Au cut-off & 39% from WKP reported at a 3.0 g/t Au cut-off
 - For Didipio, all in-situ open pit resources have been depleted. Only stockpiles remain. Underground resources reported between the 2,460mRL and 1,980mRL with gold equivalence (AuEq) cut-off based on US\$1,500/oz gold and US\$3.50/lb copper.

Minority Interest in Assets (as at 31 December 2018)

OceanaGold maintains a 20% interest in the Sams Creek Project, in the northwest of the South Island, New Zealand.

PROJECT AREA	MEASURED			INDICATED			INFERRED		
	Mt	Au g/t	Moz	Mt	Au g/t	Moz	Mt	Au g/t	Au Moz
SAMS CREEK	.	.	.	2.0	1.77	0.11	2.0	1.3	0.1
TOTAL	.	.	.	2.0	1.77	0.11	2.0	1.3	0.1

- Notes:
- OceanaGold has a 20% interest in the Sams Creek Project. Reported at a 0.7 g/t Au cut-off and factored by the percentage ownership.

Mineral Reserves (as at 31 December 2018)

PROJECT AREA	Cut-Off	PROVEN				PROBABLE				PROVEN & PROBABLE						
		Mt	Au g/t	Ag g/t	Cu %	Mt	Au g/t	Ag g/t	Cu %	Mt	Au g/t	Ag g/t	Cu %	Au Moz	Ag Moz	Cu Mt
MACRAES Open Pit	0.4 g/t Au	10.8	1.11	.	.	22.2	0.94	.	.	33.0	0.99	.	.	1.05	.	.
MACRAES Underground	1.2 g/t Au	0.5	2.74	.	.	0.97	2.06	.	.	1.47	2.29	.	.	0.11	.	.
BLACKWATER																
WAIHI Open Pit	0.5 g/t Au	0.2	3.05	30.46	.	0.7	2.91	29.11	.	0.8	2.94	29.37	.	0.08	0.77	.
WAIHI Underground	2.9 g/t Au	0.3	5.63	11.25	.	0.3	4.88	9.76	.	0.6	5.31	10.61	.	0.10	0.20	.
NEW ZEALAND		11.8	1.33			24.1	1.08			35.9	1.16			1.34	0.97	.
DIDIPIO Open Pit	0.4 g/t AuEq	19.4	0.39	2.08	0.33	.	.	.	.	19.4	0.39	2.08	0.33	0.24	1.29	0.06
DIDIPIO Underground	1.3 g/t AuEq	9.9	2.09	2.19	0.50	7.3	1.23	1.79	0.40	17.2	1.73	2.02	0.46	0.95	1.12	0.08
PHILIPPINES		29.2	0.97			7.3	1.23			36.6	1.02			1.20	2.41	0.14
HAILE Open Pit	0.45 g/t Au	10.2	1.86	.	.	41.1	1.50	.	.	51.3	1.57	.	.	2.59	.	.
Haile Underground	1.5 g/t Au	.	.	.	.	3.1	4.38	.	.	3.1	4.38	.	.	0.44	.	.
USA		10.2	1.86			44.2	1.70			54.4	1.73			3.03	.	.
TOTAL		51.3	1.23			75.5	1.46			127	1.36			5.56	3.38	0.14

- Notes:
- Mineral Reserves are reported within current mine designs based upon US\$1,300/oz gold, US\$3.25/lb copper and US\$17/oz silver.
 - Reported estimates of contained metal do not make allowances for processing losses.

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On a consolidated basis, the Company's Proven and Probable ("P&P") Reserves stand at 5.56 Moz of gold, 3.38 Moz of silver and 0.14 Mt of copper. Year-on-year, growth in reserves has offset approximately 50% of 2018 mining depletion.

The estimates of Mineral Resources and Mineral Reserves are materially dependent on various assumptions including gold price, the projected cost of recovering and processing minerals at the individual mine sites, exchange rates, life of mine planning, mineralization of the area and interpretations of geological data obtained from drill holes and other sampling techniques. There are no undisclosed metallurgical, environmental, permitting, legal and regulatory compliance, taxation, socio-economic, marketing, political and other issues that the Company is aware of that may materially affect the Mineral Resources and Mineral Reserves estimates.

6.4 Gold Market and Price

Gold is used for production and fabrication in multiple sectors including jewellery and electronics and as a medium of currency exchange and investment. Gold is traded on international markets and individual buyers and sellers generally are unable to influence prices.

6.5 Employee Relations and Personnel

As at December 31, 2018, excluding contractors, the Company engaged 2,287 permanent employees in Canada, Australia, the United States, New Zealand, Singapore and the Philippines. The Company also engaged a number of contractors to work on specific projects. New Zealand and the Philippines based operations staff are members of various unions and subject to collective agreements. The Company considers its employee relations to be amicable. There were some disruptions at our Waihi Mine in 2018, however they did not impact overall business targets.

6.6 Competition

The Company competes with other mining companies for acquiring mineral claims, permits, concessions and other mineral interests as well as for recruiting and retaining qualified employees. There is significant competition for the limited number of gold acquisition opportunities and, as a result, OGC may be unable to acquire attractive gold mining properties on terms it considers acceptable.

6.7 Foreign Operations

The Company's mineral properties are subject to the risks inherent in operating in a foreign country. In this regard, please refer to the "Risk Factors" section and "Emerging Market Operation" section of this document.

6.8 Environmental Protection

New Zealand

New Zealand's principal environmental protection law is the *Resource Management Act 1991* ("RMA"). Territorial authorities and regional councils have primary responsibility for administering the RMA. OceanaGold's use of land, water, and air in the course of its mining operations must be permitted by a rule in a district or regional plan, or sanctioned under resource consents. Consents are granted subject to various conditions such as the requirement to lodge an environmental bond; conditions to avoid, remedy, or mitigate significant adverse effects on the environment; and monitoring and periodic reporting on environmental effects. Failure to comply with the conditions of consent may lead to payment of fines, prosecution, and in most severe cases, the cancellation of the consent. OceanaGold holds a range of resource consents relating to its New Zealand operations, which are periodically varied and extended by application to the relevant local

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authorities. Its operations are monitored and have a history of general compliance. Access to Reefion's Globe Progress Mine site is subject to additional conditions concerned with protection of the environment due to Reefion being located in a conservation area. These conditions for access are imposed by agreement with the New Zealand Department of Conservation. Similarly, access to OceanaGold's Waihi regional exploration permits located on conservation land are subject to access arrangement with the Department of Conservation including comprehensive conditions to protect the environment, such as a requirement to operate a Kauri Dieback Disease Risk Management Plan to limit spread of a disease which threatens the survival of kauri trees in New Zealand.

Philippines

Except during the exploration period, mining projects in the Philippines are required to secure environmental clearance, or an Environmental Compliance Certificate ("ECC") from the DENR. The ECC for Didipio was originally granted in August 1999 and subsequently amended in January 2000, August 2004, and December 2012. The ECC specifies the project mining methods, production rate, processing methods, and other aspects of the mining operation. It also specifies the environmental management and protection requirements, including the submission of the Environmental Protection and Enhancement Program as well as a Social Development and Management Program.

The operations of the Didipio Mine are also governed by an Environmental Management System that is ISO-certified (with dual certification under OHSAS 18001:2007 or Occupational Health and Safety Management System). In addition to regular monitoring, inspection and verification mine visits by the Mines and Geoscience Bureau ("MGB"), Environmental Management Bureau ("EMB") and the DENR, the operations of the Didipio Mine are also monitored for, among others, compliance with the Annual Environmental Protection and Enhancement Program and environmental laws by the Mine Rehabilitation Fund Committee, and the Multipartite Monitoring Team composed of fourteen (14) members representing national government agencies, local government units and communities in Nueva Vizcaya and Quirino, and non-governmental organizations.

United States – South Carolina

The principal federal permit applicable to the Haile Gold Mine is the 404 (which falls under the Clean Water Act of 1972 ("CWA")), which governs "dredge or fill" activities in Waters of the U.S, including most wetlands and streams. As a delegated state, South Carolina's Department of Health and Environmental Control ("SCDHEC") has primary authority for enforcing the CWA's National Pollutant Discharge Elimination System ("NPDES") requirements, which govern discharges of pollutants to Waters of the U.S. The principal state environmental protection law applicable to the Haile Gold Mine is the South Carolina Mining Act of 1990, which is enforced by SCDHEC. All impacts to land, water and air must be permitted. Permits are issued subject to various conditions such as the requirement to post an environmental bond; conditions to avoid, minimize, or mitigate significant adverse effects on the environment; and monitoring and periodic reporting on environmental effects. Failure to comply with the conditions of a permit may lead to payment of fines, prosecution (both civil and criminal), and/or suspension or revocation of the permit. Haile possesses a range of permits relating to its mining operation, which will be periodically reviewed and extended by application to the relevant federal, state or local authorities. Haile's construction operations have been heavily monitored by SCDHEC and have been found in compliance.

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6.9 Reorganisation

In September 2018 two wholly-owned U.S. subsidiaries, OceanaGold Exploration (Carolina) Inc. and Haile Gold Mine Inc. were merged to allow Haile Gold Mine Inc. to continue as the amalgamated entity and becoming the holder of certain parcels of land previously held by OceanaGold Exploration (Carolina) Inc. In December 2018 two wholly-owned New Zealand subsidiaries, Oceana Gold (Waihi) Limited and Waihi Gold Company Limited, were amalgamated with Waihi Gold Company Limited being the continuing amalgamated entity. These amalgamations were implemented to simplify group structure and improve administrative efficiency.

6.10 Social and Environmental Policies and Standards

OceanaGold is committed to operating in a way that protects and supports social integrity, environmental biodiversity, and equitable development. The Company has maintained a focus on achieving these outcomes the implementation of specific and detailed Policies for Health and Safety, Environment, Communities and Human Rights.

The OGC Environment Policy pledges to responsibly manage the environmental impacts associated with its activities, to comply with all statutory requirements applicable to its operations, to rehabilitate the mine sites so they do not pose any unacceptable risk to the environment, and to develop an end of mine land use that aims to leave a positive legacy.

The Community and Human Rights Policies emphasise the importance of managing the company's impacts on the communities and society in general, and outlines the Company's commitment to respect human rights, undertake community engagement and achieve sustainable economic and social development.

These Policies are underpinned by a set of Operational Standards to ensure that processes and procedures are implemented to deliver the Policy requirements. All Policies and Standards are reviewed every 2 years to maintain currency. Business units are audited against the Standards annually.

In 2018, OceanaGold began a two-year process to refresh training on the Human Rights Policy and enhance implementation across the business. In addition, the company is reviewing its Community and Human Rights policy to ensure a comprehensive approach and alignment with stakeholder expectations and international best practice.

A Responsible Mining Committee made up of Corporate and Operational Health, Safety, Environment, Community and Technical professionals is responsible for the development and review of the Policies and Standards and to maintain the OceanaGold Responsible Mining governance framework in alignment with globally recognised frameworks and Standards.

A Board Sustainability Committee assists the Board in furthering the Company's commitments to positively impact communities through environmentally sound and responsible resource development and healthy and safe work environments.

6.11 Emerging Market Operation: Corporate Governance and Internal Controls

Climax Mining Pty Ltd (now a wholly owned subsidiary of OceanaGold) and its predecessor has conducted or participated in mining, development and exploration activities through its wholly-owned subsidiaries in the Philippines since the 1990s. Climax merged with OceanaGold in 2006 and OceanaGold has successfully developed and operated the Didipio mine since 2013. It has organisational and governance structures and protocols in place to manage the regulatory, legal, and cultural challenges and risks associated with operating in Didipio, Philippines. For a detailed discussion of the risks associated with operating in the Philippines, please refer to the "Risk Factor" section and "The Didipio Operations" section of this Annual Information Form.



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OceanaGold holds its Didipio mine and other assets in the Philippines through wholly-owned subsidiaries which are locally incorporated for the purposes of complying with the local law. These operating subsidiaries are in turn held through holding companies incorporated in jurisdictions with well-developed and reliable legal and taxation systems. OceanaGold has complete control over all these wholly-owned subsidiaries as the directors on the boards and officers of the Philippines subsidiaries are all members of OceanaGold's senior management team. As the ultimate sole parent company of the Philippines subsidiaries, OceanaGold appoints the directors of its direct wholly owned subsidiaries, which appoint directors of its wholly owned indirect Philippines subsidiaries. The appointment and removal of directors and officers of the Philippines subsidiaries are governed by their constitutive documents and the Corporations Code in Philippines, which provides for the removal of directors by approval of shareholders holding 2/3 of the outstanding shares of such company. The boards of the Philippines subsidiaries can appoint or remove their corporate officers.

Day to day management of the Philippines operation is delegated to the CEO subject to reserved powers set out in the Board Charter. The CEO in turn appoints the directors and officers of the Philippines subsidiaries who oversee the management of the assets of the Philippines subsidiaries. The General Manager of the Didipio operations is responsible for the day to day management of the operational assets of Didipio and reports to Chief Operating Officer ("COO"), who is a member of the executive management of OceanaGold and is a director of the Philippines subsidiaries. The OGC Board also receives monthly operational, financial reports and material issues report with respect to its operations in the Philippines.

OceanaGold maintains and uses corporate controls to ensure that a process and mechanism of approvals is maintained and followed for the disbursement of corporate funds and operating capital and to ensure that investment decisions are reviewed and approved in accordance with the authority framework approved by the OGC Board. The Philippines subsidiaries are also required to comply with all applicable policies and procedures of the Company as well all site-specific policies and procedures which provide further controls. The Board Charter together with the Corporate and Financial Authority Framework of OceanaGold set out, amongst other controls, the authority levels required for any OceanaGold group entity to enter into any financial commitments.

The Company carries out regular internal audits on its controls environment and compliance with policies and procedures regularly in the Philippines and its independent external auditor, PricewaterhouseCoopers, also reviews the control environment when auditing of the financial accounts of the Company in accordance with International Financial Reporting Standards.

In addition, the senior management of the Company regularly visits the Didipio operation and during these visits, they interact local employees, government officials and other stakeholders.

Based on the foregoing and the disclosure herein, the Company is of the view that there are no material risks associated with its corporate structure and that any risks are effectively managed based on the controls described above and elsewhere in this Annual Information Form.

Ownership and Property Interests and Assets

The Company's history of how it acquired and owns its interests in the Didipio operation is set out in "The Didipio Section" of this Annual Information Form. The Didipio Mine is held under a Financial or Technical Assistance Agreement (the "FTAA"), which grants title, exploration and mining rights to the Issuer within a fixed fiscal regime. The FTAA was originally granted to OceanaGold (Philippines) Exploration Corporation (then known as Arimco Mining Corporation) on June 20, 1994, which was then assigned to OceanaGold (Philippines), Inc. (then known as Australasian Philippines Mining, Inc.) pursuant to an Assignment, Accession and Assumption Agreement entered into by the parties on December 23, 1996, as amended and restated on



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September 15, 2004. The assignment was approved on December 9, 2004 by the Department of Environment and Natural Resources.

With respect to access to the land and rights to occupy and utilise the land for the mining operations at Didipio, these rights are granted under the FTAA and individual agreements (Easement Agreements and Agreements to Vacate) entered into with landowners and former occupants of the land. There are hundreds of such Easement Agreements and Agreements to Vacate. The Company's external counsel in the Philippines has provided title opinion in 2012 regarding the validity of these arrangements.

Books and Records

All of the minute books and corporate records of the Philippine subsidiaries are kept at the office of the Company's regional counsel and company secretary for these local subsidiaries, who is appointed by the Company. The minute books and corporate records are all accessible by the Company.

Banking and Accounts

The Company conducts its banking in Philippines through banks of international repute, which are subject to international standards. All material disbursements of corporate funds and operating capital from and to the Philippine subsidiaries are reviewed and approved by the Group Treasury, and/or relevant executive committee member or by the OGC Board in accordance with the authority framework.

In addition, the Company maintains sufficient liquidity from its multinational operations, including its operations in the U.S. and New Zealand, to at all times meet its obligations as required as a going concern. Funds held in the Philippines are free from restrictions or controls outside of OceanaGold.

Cultural and Language

OceanaGold manages the differences in cultures and practices in the Philippines by employing competent staff in Philippines who are familiar with the local business culture, standard practices and local language proficiency and are experienced in working in that jurisdiction and dealing with the relevant Government authorities and have experience and knowledge of the local banking systems and treasury requirements and laws. The local employees at Philippines are mostly fluent in English.

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7 The Macraes Operations

The Macraes Mine, located on the South Island of New Zealand, is the country's largest gold producing operation. The wholly-owned Macraes Operations include the Macraes Coronation and Coronation North open pit mines and the Frasers underground mine, as well as an adjacent processing plant including a pressure oxidation plant for the processing of sulphide ore. The Macraes Operations has been in mining and processing since 1990, and is expected to produce its 5 millionth ounce of gold during 2019.

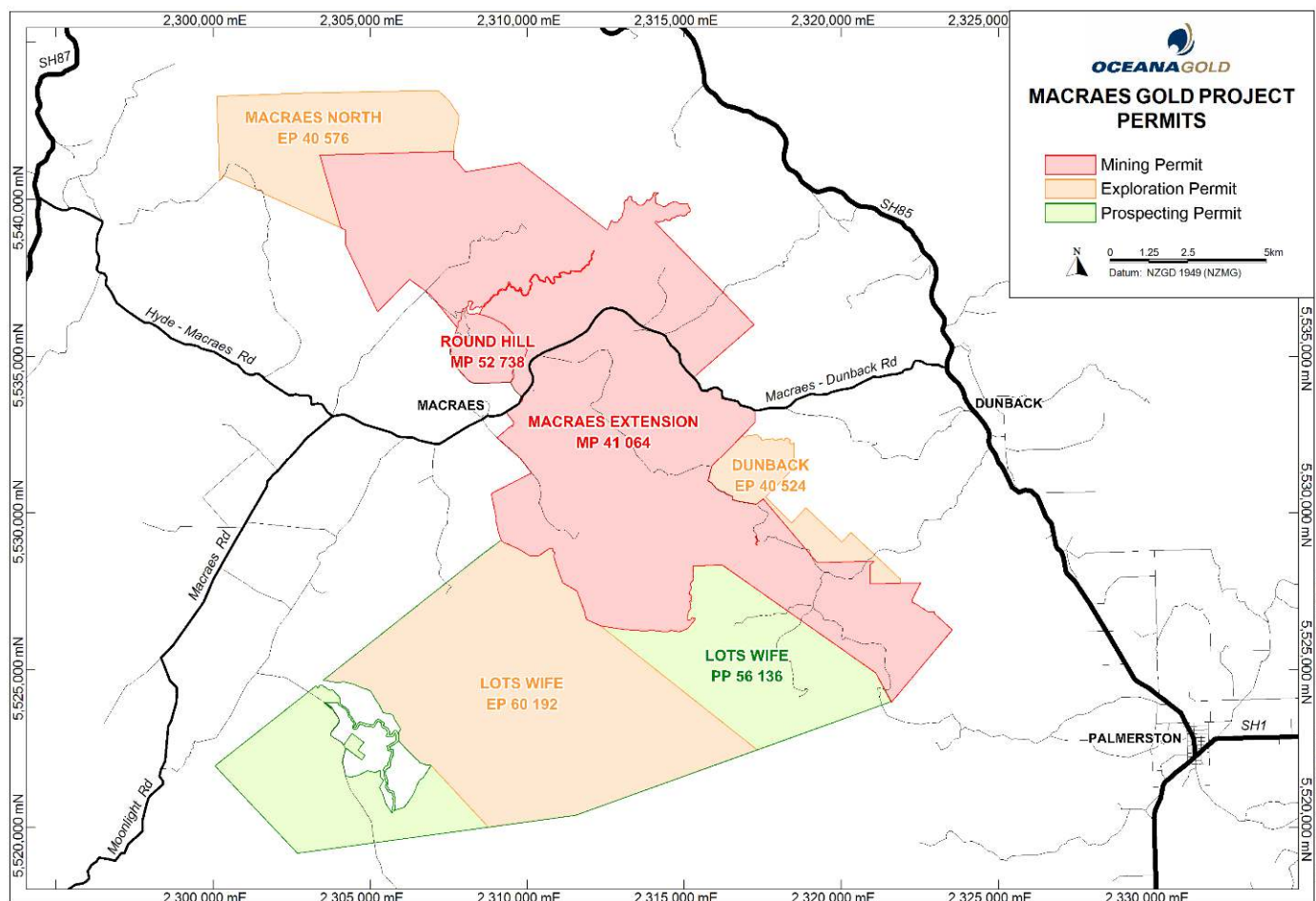
The combined open pit and underground Proven and Probable Mineral Reserves currently support an approximate five and a half year mine life at the Macraes Mine at current gold prices.

7.1 Property Description and Location

The Macraes Operations are located approximately 60 kilometres north of Dunedin and 30 kilometres to the northwest of Palmerston in the Otago Region of the South Island, New Zealand. The mining operation occurs approximately two kilometres to the east of the Macraes Flat township and is predominantly surrounded by farmland.

7.2 Mineral Permits and Regulatory Matters

OceanaGold holds a contiguous group of permits to the north-west and south-east of Macraes Flat, covering approximately 35 kilometres of strike of the mineralised Hyde-Macraes Shear Zone ("HMSZ").



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The Company's permits comprise two mining permits, three exploration permits and a prospecting permit granted under the Crown Minerals Act 1991 (New Zealand) (the "Crown Minerals Act"), which governs the prospecting, exploration and mining of Crown-owned minerals in New Zealand, as set forth in the following table.

Permit No	Location Name	Term	Expiry Date	Area (Hectares approx.)
MP 52 738	Round Hill	10 years	October 30, 2020	395
MP 41 064	Macraes Extension	36 years	January 31, 2030	12,648
EP 40 524	Dunback	2 nd Appraisal term	May 17, 2021	724
EP 40 576	Macraes North	2 nd Appraisal term	October 27, 2019	1,942
EP 60 192	Lots Wife	1 st term	June 28, 2021	6,380
PP 56 136	Lots Wife	4 years	February 10, 2019	45
Total Area				26,685

The Macraes Operations are fully permitted for its current operations.

The Company is the owner of the majority of land in the immediate vicinity of the Macraes Mine, and most of the land within permits MP 52 738 and MP 41 064. The Company also owns land within EP 40 576 and PP 56 136.

With respect to gold and silver recovered from MP 52 738, a royalty of 2% ad valorem is payable to the reigning monarch of New Zealand or the Government acting on behalf of that monarch (the "Crown") annually. A royalty in an amount that is yet to be fixed will also be payable in respect of any scheelite recovered from the permit area. A royalty is payable to OW Hopgood on any gold, scheelite, or other minerals recovered from a specified project area in an amount equal to 5% of recovered minerals if recovered by open pit mining, and 3% of recovered minerals if recovered by underground mining.

With respect to MP 41 064, royalties to a maximum of 1% ad valorem, or 5% of accounting profits, whichever is greater, are payable to the Crown annually for gold, silver and (for parts of the permit area) other minerals including scheelite.

7.3 Environmental Matters

Environmental management and mitigation measures are maintained at Macraes, including ongoing monitoring to ensure compliance with resource consent conditions. These consents are issued by the Otago Regional Council ("ORC"), the Waitaki District Council ("WDC") and the Dunedin City Council ("DCC"). Tailings disposal facilities are maintained and managed in line with NZ SOLD guidelines, and waste rock disposal is managed on an ongoing basis to ensure geochemical and geotechnical stability. Progressive rehabilitation is ongoing.

The extensive volume of environmental data continues to be collected for the compliance and operational purposes at Macraes, including surface water, groundwater, noise, vibration, dust, and terrestrial and aquatic ecology. The data gathered as part of the environmental monitoring program assists in assessing the effectiveness of mitigation strategies and understanding residual impacts from the Project. In 2018, OceanaGold set aside an additional 388ha of land for conservation purposes as a response to residual effects to biodiversity, taking the total area under of land under conservation to 655 ha.

In obtaining and operating within the granted resource consents to mine and mitigate the environmental effects of mining for the Macraes Mine, the Company is deemed to have met the purpose and requirements of New Zealand's Resource Management Act 1991 ("RMA"). A key process of the resource consenting process is consulting with stakeholders, understanding their concerns and where possible integrating those concerns into

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project design and execution. OceanaGold is continually engaging with affected individuals and groups on its operational plans and activities in order to ensure it maintains its social licence to operate. In 2018, a series of studies have been implemented, with the assistance of University of Otago and Landcare (a Government funded research organisation) to engage stakeholders on issues related to land use and land management in the Macraes district.

OceanaGold remains in partnership with Otago Fish and Game, a semi-government organisation, to manage a Trout Hatchery on the Macraes mine site, which provides over 20,000 fingerlings to reservoirs on the South Island annually. OceanaGold has consents for the expansion of the Macraes Mine through to 2021. The closure strategy includes expenditure focussed on community projects with the establishment of a Macraes Community Development Trust.

7.4 Accessibility, Climate, Local Resources, Infrastructure and Physiography

Access to the mine is by sealed roads from Dunedin, Middlemarch and Ranfurly. There is adequate access along sealed roads and farm tracks throughout the mine area.

The Macraes mine is within short driving distance of a number of populated centres, including Dunedin, a city with a population of 120,000. Many employees live in the nearby towns of Palmerston and Waikouaiti, or in the city of Dunedin.

The Macraes Operations area is approximately 500 metres above sea level, exposed, windy and dry, with high evaporation in the warmer part of the year. It experiences a rainfall average of 600mm per year and is subject to two to three year draught periods every 10 to 20 years. In 2018, Macraes experienced a very wet year, recording 914mm, which puts the year above the 96th percentile for the 59 year rainfall record. The Macraes mining schedule allows for 26 days per annum of weather related delays. Vegetation is comprised of a combination of improved pasture and tussock grassland, with low trees and bushes in the streams and gullies. The predominant land use is stock grazing, with small areas covered by pine plantations. Relic indigenous vegetation is commonly found in the steep sided gullies, and ephemeral wetlands exist in favourable ground conditions.

The Macraes Operations are connected to the local power grid which supplies electrical power. The power line has adequate capacity to supply the mine at full operating limits. Water supply has not been a significant problem in the history of the operations.

7.5 History

The original permits comprising the Macraes Operations were owned by Golden Point Mining Limited, and by BHP Gold Mines (New Zealand) Ltd. In December 1989, the Macraes Mining Company Limited obtained 100% ownership of these permits. In December 1998, Macraes Mining Company Limited amalgamated with Macraes Mining Company Holdings Limited, which immediately thereafter changed its name to Macraes Mining Company Limited. This company subsequently changed its name to Gold and Resource Developments (NZ) Limited, and then to GRD Macraes Limited. In 2004, the name was changed to Oceana Gold (New Zealand) Limited.

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7.6 Geological Setting

7.6.1 Regional and Local Geology

The Macraes Operations are in a major, low-angle structure known as the Hyde Macraes Shear Zone (“HMSZ”). This regionally continuous, late metamorphic deformation zone cuts greenschist facies metasedimentary rocks of the Otago Schist, a metamorphic belt that was formed by collisional amalgamation of the Caples and Torlesse terranes in the Early-Middle Jurassic.

The HMSZ is one of the largest Mesozoic structures mapped in the Otago Schist, traceable for at least 30 kilometres along strike in east Otago. Mining to date has occurred along a continuous strike length of 6 kilometres in numerous staged pits, three smaller discrete satellite pits 5 to 6 kilometres to the north and at Golden Bar, a further 6 kilometres to the south. The HMSZ consists of variably altered, deformed and mineralised schist up to 150 metres thick, known as the Intrashear Schist. The thickest part of the shear zone consists of several mineralised zones stacked on metre-thick shears. These shears have ductile deformation textures overprinted by cataclasis. A shear known as the Hangingwall Shear, defines the upper limit of the Intrashear Schist. This shear, which can be up to 25 metres thick, is the most strongly mineralised structure at the Macraes Operations.

7.6.2 Deposit Geology

The Coronation and Coronation North deposits are located 5 to 6 km to the north east of the Macraes process plant. Coronation consists of a 15 to 20 degrees dipping Hangingwall shear that is between 3 and 10 metres thick. Immediately beneath (1 to 10 metres) the Hangingwall shear is a thinner lode structure that parallels Hangingwall. Unlike deposits to the south, there is very little development of stockwork mineralisation beneath the Hangingwall. Mineralogically, the Coronation deposit is very similar to previously mined deposits to the south. Located 1km to the north of Coronation is the Coronation North deposit which was discovered in 2015. Coronation North differs from most of the previously mined ore bodies along the HMSZ. Pit mapping and grade control data have delineated a left-hand lateral bend in the strike of the HWS coincident with a high-grade zone of mineralisation that plunges to the ENE. Traversing along the shear from southeast to northwest the dip of the HWS gradually decreases whereas the strike bends towards the west. This bend coincides with a zone of steeply dipping en-echelon style mineralised splays beneath the HWS, whose dip steepens to near vertical as they approach the FWF. Zones of finely laminated mineralised quartz veins also form beneath this WSW-striking segment of the HWS, perpendicular to its strike. Compared to the other deposits in the goldfield, the WSW-strike of Coronation North, the relatively narrow approximately 100 m width of the mineralised zone and its steep dip are currently unique in the goldfield.

At the Frasers open pit and Frasers underground, deposits are centred on mining the Hangingwall shear. In outcrop, the shear typically dips at 15 to 20 degrees to the east and is approximately 5 metres thick. At depth, the dip of the shear flattens to approximately 5 to 10 degrees and develops into an approximately 20 to 30 metres thick mineralised high-grade zone of quartz cataclasite, and mineralised schist. Within the open pit, gold mineralisation comprises mineralised schist and cataclasite, shear-parallel quartz veins and arrays of sub-vertical quartz veins. Hangingwall shear and arrays of sub-vertical quartz veins account for the majority of mineralisation within the open pit, although there are a number of shear-parallel quartz veins. These veins typically splay off the base of the Hangingwall Shear and dip at between 5 and 10 degrees to the west.

A large amount of erratic mineralisation occurs between the base of the Hangingwall Shear and the footwall fault. At the resource drilling stage, this mineralisation manifests as poorly developed clusters of elevated gold grades, which often appear discontinuous. During mining however, these typically present as extensive zones of quartz vein arrays and mineralised shears. The footwall fault lies between 80 metres and 120 metres below

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the Hangingwall Shear and is identified as a cataclastic zone up to 10 metres thick. To date, no economic mineralisation has been located below the footwall fault.

The Frasers underground encompasses the down-dip continuation of the Hangingwall shear mined in the open pit, which is known to extend approximately 600 metres beyond the limit of the open pit design. The thickest, most mineralised part trends approximately northeast and tapers in length from approximately 350 metres at its western end to approximately 150 metres at the eastern limit of drilling, where it abuts the Macraes Fault Zone. Mineralisation is contained within the Intrashear Schist which is generally 80 metres to 100 metres thick, with the higher gold grades confined to the upper part, which is dominated by cataclasite, lode schist and local stockwork pelite lithologies. Numerous drill holes have penetrated through the Intrashear Schist into the Footwall Psammite, particularly at the western end where the Footwall Fault is relatively shallow, at depths of less than 500 metres. Mineralisation is consistent with the ore delineated in the Frasers open pit. The highest gold grades are contained within the strongly developed and visually distinguishable zone within the upper Hangingwall, characterised by quartz cataclasite and silicified breccias. This typically forms a well mineralised, continuous zone up to 15 metres thick, with a grade of approximately 3 g/t Au. Less intensely mineralised lode schist is typically developed lower in the Hangingwall package.

7.6.3 Mineralisation

The Macraes deposit is a classic example of an orogenic style gold deposit, with mineralisation broadly synchronous with deformation, metamorphism, and magmatism during lithospheric-scale continental-margin orogeny. Most orogenic gold deposits like Macraes occur in greenschist facies rocks. Orogenic deposits typically formed on retrograde portions of pressure-temperature time paths during the last increments of crustal shortening, and thus postdate regional metamorphism of the host rocks. The following four types of mineralisation occur within the HMSZ at Macraes:

- (a) *Mineralised schist.* This style of mineralisation involves hydrothermal replacement of schist minerals with sulphides and microcrystalline quartz. Mineralisation is accompanied by only minor deformation.
- (b) *Black sheared schist.* This type of schist is pervaded by small scale anastomosing fine graphite, and sulphide bearing microshears. This type of mineralisation is typically proximal to the Hangingwall shear.
- (c) *Shear-parallel quartz veins.* These veins lie within, and/or, adjacent to the black sheared schist and have generally been deformed with the associated shears. The veins locally cross-cut the foliation in the host schist at low to moderate angles. Veins are mainly massive quartz, with some internal lamination and localised brecciation. Sulphide minerals are scattered through the quartz, aligned along laminae and stylolitic seams. These veins range from 1 centimetre to more than 2 metres.
- (d) *Stockworks.* These veins occur in localised swarms that are confined to the Intrashear Schist. Individual swarms are up to 2,000 square metres in area and consist of numerous subparallel veins. Most of these veins formed sub perpendicular to the shallow east dipping shear fabric of the Intrashear Schist. Stockwork veins are typically traceable for 1 metre to 5 metres vertically with most filling fractures that are 5 centimetres to 10 centimetres thick but can be up to 1 metre thick.

7.7 Exploration

7.7.1 Macraes Surface Exploration

Detailed geological mapping, geophysical surveys (including seismic surveys, magnetic and electromagnetic surveys), geochemical surveys (including stream sediment sampling, soil sampling and trenching), remote sensing and aerial photography, have been completed along the strike of the HMSZ. Target areas with favourable characteristics for gold mineralisation have been systematically tested with drilling (as described

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below). Current exploration is targeting increasing the existing open pit gold resource down dip of the previously mined Golden Point/Round Hill pits, defining an underground resource further down dip of any defined open pit, also defining a tungsten resource in the same area.

7.7.2 Frasers Underground Exploration

Diamond drilling will continue on an intermittent basis from drill platforms in the Frasers underground to test for extensions to known mineralisation.

7.7.3 Drilling

As at December 31, 2018 over 935,000 metres in approximately 7,305 holes have been drilled from surface at the Macraes Operations. In addition, over 64,500 metres have been drilled in 360 exploration diamond drill holes from the Frasers underground mine since late 2008.

During 2018, resource development and exploration drilling were ongoing at the Macraes Operations. Resource development drilling to improve resource confidence was undertaken at Deepdell, Coronation North, Coronation, Golden Point and Frasers underground mine. In 2019, further resource development and exploration drilling is planned for Golden Point / Round Hill and the Frasers areas.

Holes generally have been surveyed at 30 metre intervals to the end of the hole. RC holes and diamond core was generally logged and classified at one metre intervals.

Drill hole information is stored in an electronic database. For holes prior to 1994, only collar, interval and assay information has been entered into the database, while the database contains all logged information for all holes post 1994.

7.7.4 Projects

Historically (1862 to 1953), the Macraes Gold Project produced both gold and scheelite and in the early 1980's the project was initially being explored by Homestake and BP Minerals (NZ) Ltd for the Tungsten potential. The change to gold exploration was triggered by the rapid rise of the gold price in the mid 1980's.

In 2013, OceanaGold commenced a program of retrieving and re-assaying assay pulps derived from the previous 20 years of drilling on the Round Hill / Golden Point deposits and by year end approximately 18,000 pulps had been assayed. In mid-2014, an updated resource estimate for both gold and tungsten was produced and formed the basis a scoping study was completed in 2016 which indicated marginal economics. In 2018 following further drilling a preliminary non JORC compliant tungsten resource estimate was compiled and optimised. On the basis of this work further pXRF, drilling, metallurgical sampling, resource estimation and project optimisation studies are planned for 2019 with the objective of completing a Preliminary Feasibility Study.

7.7.5 Sampling, Analysis and Sample Security

The sampling approach at Macraes consists of drill cuttings (RC percussion drilling) and half cut core samples (diamond drill core). The diamond drilling sampling has remained relatively constant over the life of the project, while the sampling of the percussion drilling has changed dependant on the drilling method.

Sampling of the RC percussion drilling has been completed by trained employees and is supervised by technical staff. The sampling, splitting, tagging, bagging and storage of RC percussion drill holes has been carried out in accordance with protocols considered acceptable and consistent with industry standards.

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After drill core has been logged and photographed, the sections of core considered to be mineralised, or proximal to mineralised zones, are cut in half using a core saw and sampled by trained and supervised technicians and geologists in accordance with sampling and quality control protocols.

Sample recovery from RC percussion drilling and diamond drill core is routinely recorded in geological logs and recovery data is stored in a database.

Half cut core (in the case of diamond drill core) and drill cuttings (in the case of RC percussion drilling) samples from drilling programs at Macraes were collected from the source drill samples by employees of the Company. Subsequent sample preparation and assay was not conducted by any employee, officer, director or associate of the Company.

Between 1990 and 2009, RC percussion drill chips and diamond drill core samples from the drilling programs at the Macraes mine typically underwent sample preparation and assay by Amdel Limited (“Amdel”) at the Macraes Flat laboratory. Preparation of geological samples by Amdel routinely comprised drying, crushing, splitting (if required) to a maximum of 1kg, and pulverising to obtain an analytical sample of 25g.

Drill samples were sampled and submitted to the Amdel laboratory by trained Company staff. Amdel staff processed the samples and completed all aspects of the assaying independent of the Company’s personnel once the samples had been submitted to the laboratory.

Between 2009 and mid-2011, all diamond core samples from surface exploration drilling, and the majority of RC percussion drill samples were processed and analysed by SGS New Zealand Limited laboratories in Ngakawau (Westport) and Waihi (“SGS”). Samples were dried, crushed, split and then pulverized. One 50g pulp split was sent to SGS Waihi and analysed for gold by fire assay. A second 50g subsample was retained in Ngakawau and used to make pressed powder pellets for x-ray fluorescence spectrometry analysis for arsenic and tungsten.

In mid-2011, SGS opened a new laboratory facility in Westport and took ownership of the laboratory services contract at the Macraes mine site.

All the RC percussion chips and diamond core drill samples during 2014 were analysed by SGS at the Macraes laboratory for gold in New Zealand using the process described above.

From 2010 until 2012, ALS Laboratory Group Minerals Laboratory, Brisbane (“ALS”) was retained to analyse high value (deep) diamond drill holes from surface drills to test the down dip extent of the Frasers underground mineralisation and potential blind ore shoots. Half-core (NQ or HQ) samples were cut and sampled by the Company’s personnel and delivered to ALS Brisbane laboratory by freight companies. All sample preparation and analysis were completed by ALS employees. After crushing and pulverising, all samples were analysed by fire assay.

The Company does not have any relationship with the external laboratories (ie, ALS, SGS or Amdel) performing assaying and analytical procedures.

Diamond core samples from underground exploration drilling were processed and analysed for gold by Amdel at the Macraes Flat laboratory. The assay contractor changed to SGS in June 2011 but continued using the same Macraes Flat laboratory. Sample preparation and analytical techniques are as described above.

During 2013, selected sample pulps without existing tungsten (W) analyses from Round Hill/Southern Pit and the Frasers 6 areas were retrieved from storage and analysed for tungsten. The samples were retrieved and were initially analysed in-house using OceanaGold’s portable XRF analyser (pXRF).

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Orientation studies were conducted and sampling protocols were developed to ensure consistent presentation of the samples to the pXRF analyser.

The quality control database is incomplete for the Macraes Operations, in part due to the long exploration and mining history at Macraes. Where available, the recovery and Quality Assurance/Quality Control data indicates the assay data is accurate and precise. The risk associated with the incomplete data is mitigated by the available mining and reconciliation data which supports the quality of the information. The data is considered to be suitable for the purposes of grade estimation. The bias associated with the wet RC percussion drilling has been addressed using the sampling procedure described above.

Macraes runs a metallurgical ore testing program using core from recently drilled areas to determine ore recovery parameters. The data produced from the testwork feeds into the recovery models used in the Life of Mine document. Testwork checks ore amenability to the Macraes flowsheet of grinding/flotation and leaching.

7.8 Mining Operations

Operating costs for Fraser's underground mining ("FRUG") include lateral ore and waste development, stoping costs, mine services and mine overheads.

Open cut mining costs consist of stripping, grade control and blast drilling, blasting/explosives, ore load and haul costs, haul road and pit wall maintenance, technical services and overheads.

Operating costs associated with ore processing include crushing and grinding, flotation, thickening, pressure oxidation (autoclave), carbon-in-leach costs, elution, electro-winning, gold smelting, water treatment, tailings disposal, and plant operation and maintenance.

The table below summarises Macraes operations' (combined underground and open pit's) operating and capital costs for 2018.

Macraes	
Cost and Capital Summary 2018	
Operating Costs	US\$m
Mining costs (before capitalised mine development costs)	99.7
Mining costs (after capitalised mine development costs)	62.6
Process plant costs	43.6
General and administrative costs	11.2
Freight, handling and refining costs	0.8
Capital and Exploration Expenditure	US\$m
Sustaining Capital (including capitalised mine development costs)	43.8
Non-sustaining Capital	1.9
Exploration	4.5
Unit Metrics	US\$/tonne
OP Mining cost per tonne mined (incl. Pre-strip)	1.30
UG Mining cost per tonne mined	41.14
Processing cost per tonne milled	7.39
G&A cost per tonne milled	1.90

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7.8.1 Open Pit Mining

Mining to date at Macraes has come from thirteen pits comprising (from north to south), Coronation North, Coronation, Deepdell North, Deepdell South, Golden Point, Northwest Pit, Round Hill, Southern Pit, Innes Mills, Innes Mills West, Frasers, Golden Ridge and Golden Bar. Current operations are based in Coronation North and Coronation Pits. The Round Hill, Innes Mills and Southern pits were mined to what were considered to be their economic limits. Round Hill and Innes Mills pits were subsequently backfilled, and Southern Pit was used for tailings disposal. Following updated geologic interpretation and economic analysis, as part of its ongoing program to convert Mineral Resources to Mineral Reserves at Macraes, the Company has added these deposits back to its Mineral Resources and Mineral Reserves.

The bulk of the future open pit tonnage from Macraes will be sourced from the Coronation North, Coronation, Frasers West, Frasers Slip Pit, Deepdell and Innes Mills deposits.

Mineralisation has also been outlined to the north at the Nunns/NZGT, Longdale, Mt Highlay and Mareburn deposits, and to the south at the Taylors, Wilsons, Shaws and Ounce deposits. Further drilling programs are required to upgrade these deposits.

Open pit mining at Macraes is carried out by Company personnel using owned mining equipment. Ore concentration is carried out at the Macraes site by Company personnel. A standard refining contract is in place for the transportation and refining of the doré bullion into fine gold.

The current life of mine (“LOM”) plan for the Macraes Operations ends in Q3 2024. Based on the current drilling program, it is possible the Company will extend the LOM plan if additional Mineral Reserves are defined in the interim.

7.8.2 Underground Mining

The Company commissioned the FRUG mine in January 2008 and is now mining via a decline from within the Frasers open pit. The underground operation is scheduled to produce ore at approximately 1,000,000tpa. The Macraes open pit production will run in parallel with the underground operation, with all ore being processed through the Macraes processing plant.

As at December 31, 2018, the FRUG mine had Mineral Reserves of 1.47Mt @ 2.29 g/t for 0.11Moz and is projected to generate gold production of approximately 65,000 to 70,000 ounces per annum up to 2020 with rates reducing towards projected mine closure in Q4 2021. During 2018, revised Panel 1 and Panel 2 resource estimates and sampling of remnant ore drives continued to add ounces to the resource to reduce the effect of mining depletion in the Measured and Indicated categories. Exploration drilling in 2019 will target remaining prospective areas from underground locations.

FRUG ore is crushed and treated through the processing plant, blended into the plant feed with open pit ore. Flotation test work has generally confirmed that the FRUG ore is similar in its treatment characteristics to the open pit ore.

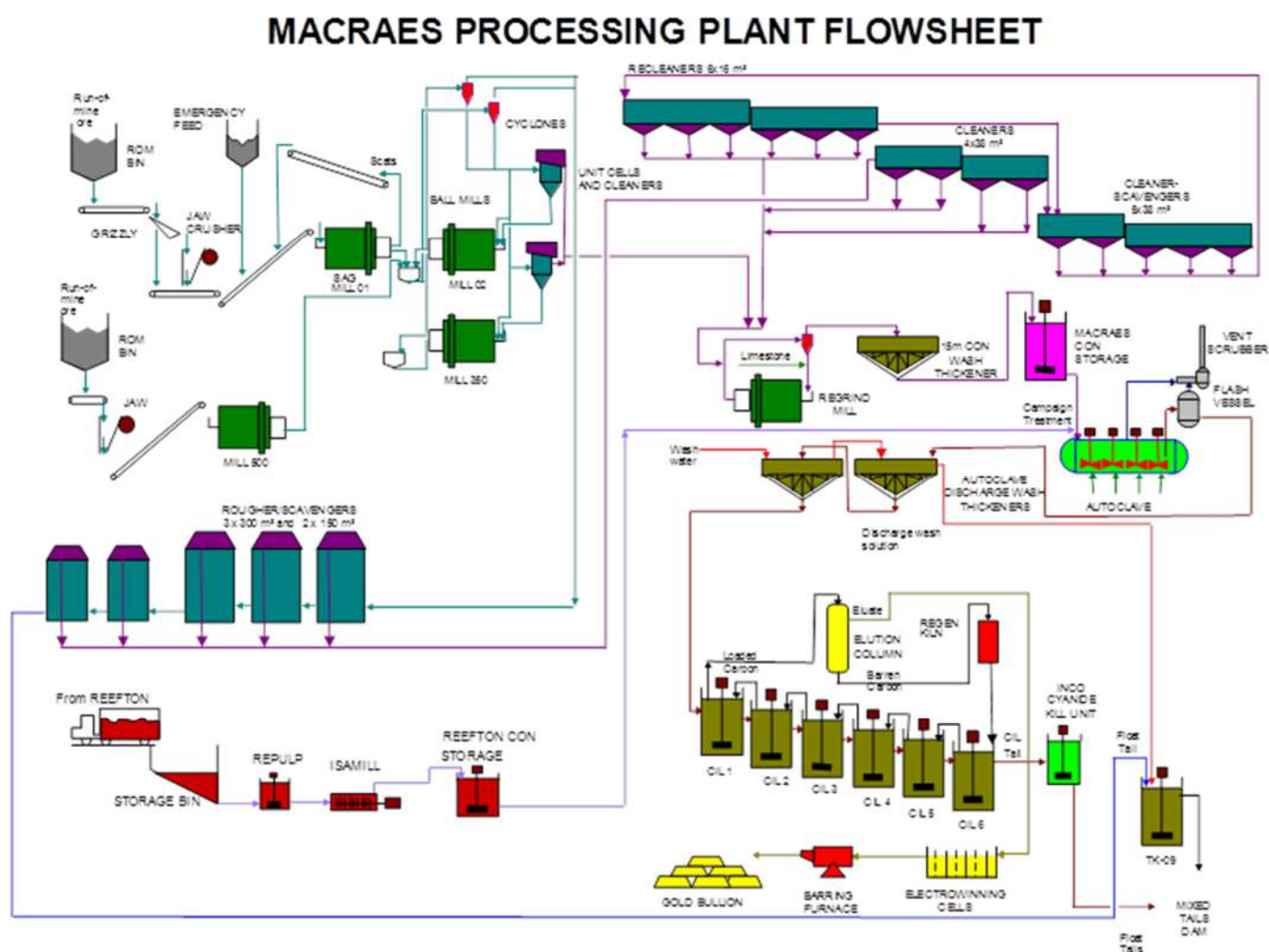
Since June 2010, development and production mining has been carried out by Company personnel using a combination of leased and owned mining equipment.

As part of the 2018 LOMP, a review of the underground mining potential in the Golden Point and Round Hill areas was completed, with a view to replacing production from FRUG following scheduled mine closure. The extent of the mineralisation is not yet closed off giving the potential for further extension. Additional work is planned for 2019 to define the mineralisation extents. The company is planning to undertake a feasibility study and implementation plan in H2 2019.

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The process plant comprises a crushing and grinding circuit that reduces ROM (“Run of Mine”) ore to a nominal particle size of 80% passing 120 µm at a treatment rate of 5.8 Mtpa. The sulphide ore is then recovered through the flotation circuit to produce a concentrate, which is reground down to an 80% passing size of 20 µm. Grinding of the flotation concentrate is required to make it suitable for treatment in the pressure oxidation process (“POX”). In the pressure oxidation circuit the sulphide ore in the concentrate is oxidised suitably for gold recovery in the carbon in leach (“CIL”) circuit. The CIL and elution processes recover the gold into a concentrated solution from where the precious metal is recovered through electrowinning, with final smelting of the electrowinning cathodes into gold bullion.

Flotation recovery of the primary ore is expected to range generally between 86 to 88% and the CIL recovery of concentrate is 95-96%. This gives an overall gold recovery of approximately 82 to 84%.



7.10 Infrastructure

The Macraes site is connected to the national grid via a 43 km long 66 kV dedicated line. Current load of the operations is 22.5 MW however a possible supply capacity of 26 MW is available. Macraes currently has access to raw water extraction rights from the Taieri River totalling 120 litres per second (L/s). The currently installed pumping system can deliver 83 L/s to the mine site top office area where it is metered and then flows by a gravity channel to the Lone Pine water dam via the trout hatchery.

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8 The Didipio Operation

The Didipio Mine is held under a Financial or Technical Assistance Agreement (“FTAA”), a form of mining title which was granted under the Philippine mining legislation by the Philippine Government in 1994. In collaboration with the Philippine Government, the FTAA grants title, exploration and mining rights to the Company within a fixed fiscal regime.

Construction activities at site commenced in 2008, but Didipio was placed on care and maintenance in December of that year following the deterioration of global financial markets and project funding constraints. The Didipio Mine was re-scoped in 2010 - 2011 with construction of the project completed in December 2012 and the commissioning of the plant with ore commenced in mid-December 2012. Commercial production was declared on 1 April 2013.

The Didipio open pit mine was completed to final design in May 2017 after five years of mining. The underground project commenced in March 2015 with the construction of the underground portal and continued development occurring since then.

At the end of 2018, a total of 16.5 km (of underground works) had been developed project-to-date, consisting of 3.3 km of decline and 13.2 km ancillaries. Underground activities in 2018 focused on production stoping, establishment of services, capital dewatering and paste fill systems. A total of seven production stopes were completed in 2018. Production from the underground mine is scheduled to ramp up to full LOM capacity of approximately 1.6 Mtpa by 2020. The underground mine development is planned to be completed in year 2032.

The Didipio Mine received an order from the DENR on 14 February 2017 calling for the suspension of the operations. Subsequent to receiving the order, OceanaGold filed an appeal directly with the Office of the President which, in accordance with the rules and regulations, stays the execution of the suspension order. Didipio has, and is expected to continue to operate, during the appeal process which continues to date.

The Company remained steadfast in implementing best practices in all areas of its operation and won several awards and recognition from both local and international organisations for achievements in safety, environment, and sustainability.

8.1 Property Description and Location

Didipio is in the north of Luzon Island, approximately 270 kilometres northeast of the capital Manila. The FTAA currently covers approximately 102.66 km² located in the provinces of Nueva Vizcaya and Quirino. The nearest significant towns to the Didipio Operation are Cabarroguis, located approximately 20 kilometres to the north and Kasibu to the west. The main road access to Didipio is via a concrete sealed road to Dibibi in Cabarroguis, and from Dibibi there is a 22-kilometre all-weather concrete-gravel road to the mine site. A secondary access connects Didipio by an all-weather gravel road to Kasibu, which is in turn connected by concrete road to the Pan-Philippine Highway at Bambang, Nueva Vizcaya.

Portions of the property covered by the original FTAA have been relinquished under its terms, which generally requires a minimum of 10% relinquishment per annum until 50 km² or less (or such larger area as the Government approves) remains. From the original FTAA area of approximately 370 km², the property has now been reduced to approximately 102.66 km² after an area relinquishment made in December 2018. Of the remaining FTAA area, the mining area comprises approximately 9.75 km² with a direct impact zone of approximately 3.94 km² situated inside the mining area.

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8.2 Mineral Permits and Regulatory Matters

8.2.1 Financial or Technical Assistance Agreement

The FTAA application was lodged in February 1992, and subsequently the format and content of the approval process and the FTAA was negotiated in various meetings held between representatives of OceanaGold (Philippines) Exploration Corporation (“OGPEC”) (then known as Arimco Mining Corporation), its external counsel, the DENR, Mines and Geosciences Bureau (“MGB”) and the Office of the President and other concerned government agencies.

The FTAA, the very first FTAA awarded by the Republic of the Philippines, was originally granted to OGPEC (then Arimco Mining Corporation) on June 20, 1994 under Executive Order No. 279 and the DENR Administrative Order No. 63, Series of 1991. On December 23, 1996, OGPEC (then known as Climax-Arimco Mining Corporation) entered into an Assignment, Accession and Assumption Agreement with OGPI (then known as Australasian Philippines Mining, Inc.), (as amended and restated on September 15, 2004) involving the transfer of all of OGPEC’s rights and obligations under the FTAA to OGPI. This transfer was approved on December 9, 2004 by an Order of the DENR. OGPI is the current holder of the Didipio FTAA.

The FTAA carries a minimum expenditure commitment of US\$50 million (which the Company has exceeded) and sets forth the fiscal regime for development and operation of the Didipio Mine. The FTAA has an initial term of 25 years and is renewable for another period of twenty-five (25) years under the same terms and conditions in June 2019. In March 2018, OGPI lodged an application for the renewal of the FTAA with the DENR which was formally accepted. MGB Regional Office No. II was tasked with reviewing the renewal application and has endorsed it to the MGB Central Office who will review the endorsement and coordinate the renewal process moving forward. OGPI continues to work with the Government of the Philippines and its stakeholders and partners to complete the renewal process.

8.2.2 PDMF and Development/Utilization Work Program

The Partial Declaration of Mining Feasibility (“PDMF”) was approved under a DENR Order dated October 11, 2005, and OGPI was deemed to have satisfied all conditions required for its approval. The declaration, covering 9.75 km², was defined as only ‘partial’ as it applied specifically to the current development zone around the Didipio deposit. OGPI retains the right to seek further partial declarations of mining feasibility in the future over other deposits in the broader Didipio FTAA area. In effect, this provides the permit to operate and develop Didipio. The PDMF approval allows for, among other matters, open pit and underground workings, a tailings dam and impoundment, waste rock stacks, a mill plant, an explosives magazine and watersheds. The DFS specifies the project mining methods, production rate, processing methods and other aspects of the mining operation.

To accommodate certain areas necessary for the mining operations, the PDMF area was redefined in 2015 and the pertinent mineral land survey map was approved on November 4, 2016.

A new UWP was submitted to the DENR and the MGB on March 28, 2016 which was revised in October 2017. The Revised Three-Year Utilisation Work Program to cover the 2017-2019 commercial production was approved on 25 January 2018.

8.2.3 Exploration Period

On February 20, 2002, OGPI requested an extension of the FTAA exploration period. A five-year extension was granted by the DENR on August 15, 2005. On June 28, 2010, OGPI applied for a further five-year extension of the exploration period. The application process was deferred, along with most other similar applications from mining companies, pending an announcement of an Executive Order relating to mining from

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the Office of the President. Executive Order 79 was announced in July 2012, and the MGB recommenced receiving new exploration permit applications and other approvals in March 2013. The further five-year extension of the exploration period was granted on March 10, 2016. The terms state that this extension constitutes the final term of the Exploration Period. Further, the terms provide for full implementation of the approved Exploration and Environmental Work Programs, compliance with the terms and conditions of the FTAA, including the filing of the Declaration of Mining Project Feasibility during the last and final term. An annual performance guarantee bond was also required as part of the terms of the extended exploration period.

Immediately after the Company obtained the required approval for a 2-Year community development program on November 2, 2016, the exploration activities recommenced using a range of exploration techniques from reconnaissance mapping to diamond drilling.

8.2.4 Didipio FTAA Requirements

The Didipio FTAA was the first of its kind issued in the Philippines. It was awarded to OGPI in 1994 (pursuant to the Mineral Resources Development Decree of 1974 and as contemplated in the Republic's Constitution of 1987) before an amended FTAA regime was implemented through the Philippine Mining Act of 1995 ("PMA"). FTAAs awarded after the implementation of the Mining Act are governed by the Mining Act, which has a separate regime to the Didipio FTAA.

There are various ongoing obligations under the FTAA that are required of OGPI to ensure that Didipio is delivered in accordance with the social and environmental policies developed by the Philippine Government and enacted under the PMA.

Of particular importance are the obligations of OGPI to the community of Didipio. These include:

- preferred employment to local personnel; and
- development of the host and neighbouring communities with self-sustaining income-generating activities.

In addition, other approvals required to be maintained under the FTAA contain conditions relating to community consultation that are required to be satisfied, namely:

- the Environmental Compliance Certificate ("ECC"); and
- the PDMF.

These have been received by OGPI. Please refer to sections 8.3.1 and 8.3.2 for further details.

Compliance with the FTAA is measured by the implementation of the approved work programs, submission of periodic reporting requirements and payment of fiscal obligations among other obligations.

8.2.5 Third-Party Royalties

The Company has an agreement (known as the "Addendum Agreement") with a Philippine claim owner syndicate (the "syndicate") which covers that portion of the FTAA previously included in a block of mineral claims held by the syndicate (the "area of interest"), including the PDMF area in its entirety. Once certain conditions have been met, the Addendum Agreement provides that the syndicate will be entitled to an 8% interest in the operating vehicle to be established to undertake the management, development, mining and processing of ores, and the marketing of products from the area of the mining interest.

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The interest will entitle the syndicate to a proportionate share of any dividends declared from the net profits of the operating vehicle, but not until all costs of exploration and development have been recovered. The syndicate is also entitled to a 2% net smelter royalty on production from the area of interest. There is currently a legal proceeding involving the claim owner syndicate and a third party regarding beneficial ownership of the mining claims. See “Legal Proceedings” section of this document.

8.2.6 Recovery of Expenses

Under the terms of the FTAA, the Company has a period of up to five years from April 1, 2013 during which it can recover its pre-operating expenses and property expenditures from “net revenues” (as referred to below) from the project area. At the end of that period, the Government of the Republic of the Philippines commences to accrue a 60% share of the net revenue. If such pre-operating and property expenses are not fully recovered by the end of such five-year period, the Company can allocate the unrecovered portion as a depreciation allowance, deductible from net revenues over the next three years.

For the purposes of the FTAA, “net revenue” is generally the gross mining revenue from commercial production from mining operations, less allowable deductions for, among other items, expenses relating to mining, processing, marketing and continuing mineral exploration, consulting fees, mine development, depreciation of capital assets, and certain specified overheads and interest on loans.

In addition, all taxes, duties, fees, costs, levies, and imposts paid to the Philippine Government, including excise, customs, sales, corporate income tax and value added taxes, as well as the 2% net smelter royalty payments and any distributions made to the addendum claim owners and surface owners as referred to above, are also deducted from the Governments share of net revenues.

The Company has been granted an income tax holiday for a period of 6 years from April 1, 2013, extendible for an additional maximum period of 2 years upon fulfillment of certain conditions. On February 1, 2019, OGPI filed an application for the extension of the income tax holiday.

8.3 Environmental and Community Development Matters

8.3.1 Environmental Compliance Certificate (“ECC”)

On August 11, 1999, the Company obtained an ECC (No. 9801-001-301) for the project. The ECC specifies the environmental management and protection requirements including the submission of an Environmental Protection and Enhancement Program (“EPEP”), an annual EPEP, a Final Mine Rehabilitation and/or Decommissioning Plan (“FMR/DP”), as well as Social Development and Management Program (“SDMP”). The ECC was amended in 2000 and 2004 to accommodate project modifications.

Following further optimization studies conducted in the last quarter of 2010 and early part of 2011, OGPI identified certain changes that could be made to optimise the returns of Didipio. The changes included revised capacity - from 2.5Mtpa up to 3.5Mtpa, and the change in the mining methodology - from a limited open pit operation followed by underground mining operation utilising sub-level caving and benching, to an open pit for most of the mine life followed by an underground sub-level open-stoping with paste backfill operation commencing in Year 8 of operation. Considering these modifications, the ECC was further revised and the amended ECC denominated as ECC-CO-1112-0022 was issued on December 10, 2012. An additional amendment was approved by the DENR on July 15, 2015 allowing for the construction of approximately 3.35km of Overhead Power Line (“OHPL”) and the High Voltage (“HV”) Sub-station within the FTAA Area (approximately 1500m²). A further 55km of OHPL extends from the FTAA Area Boundary back to the NUVELCO Tapping Point at Bambang, Nueva Vizcaya. A separate ECC was also approved for the

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establishment and operation of onsite Sanitary Landfill under ECC No. ECC-OL-RO2-2016-0083 issued on 28 June 2016 in addition to the main project ECC.

On July 4, 2016, the Company applied for the amendment of the ECC-CO-1112-0022 to cover further potential increases in mill throughput from 3.5mtpa to 4.3mtpa, amongst others. The application, however, was impacted by the moratorium under DENR Memorandum Order No. 2016-01 which also includes the processing of any ECC-related applications. Following issuance of the DENR's clarificatory memorandum dated December 22, 2017 eliminating the processing of ECC applications from the coverage of the moratorium, the ECC amendment application was resubmitted on February 19, 2018 and the first review was completed on 21 January 2019 followed by the conduct of the public hearing on March 7, 2019. The consolidation of the report of the public hearing and other additional information is ongoing.

8.3.2 EPEP and FMR/DP

The Company obtained the approval for an EPEP in January 2005. To accommodate the series of project modifications from optimisation studies, and in line with the ECC amendments, the Company lodged a revised EPEP accompanied by the FMR/DP. After a series of deliberation by the Contingent Liability and Rehabilitation Fund Steering Committee ("CLRFSC"), after endorsement by the Mine Rehabilitation Fund Committee ("MRFC"), Certificate of Approval No. 129-2018-08 was issued on 20 March 2018 approving both the EPEP and FMR/DP covering year 2016-2019 and the Company established a trust fund for the FMR/DP. OGPI subsequently submitted an addendum to the EPEP and FMR/DP dated 19 November 2018 incorporating its Underground Operation. The EPEP and FMR/DP covering the Project's Mine Life from calendar year 2019 were submitted on 19 April 2018.

For the yearly implementation of the EPEP, an Annual EPEP is being submitted in compliance with the terms and conditions of the ECC. The 2018 Annual EPEP was submitted to MGB and was approved on 16 May 2018. The Company's accomplishment under the Annual EPEP are being submitted to DENR-MGB on a quarterly basis. The Annual EPEP for 2019 has been submitted for approval by the MGB.

8.3.3 Responsible Mining Recognition

The Didipio Mine is an award-winning high-grade gold and copper mine and is committed to responsible mining and aims to exceed industry benchmarks in achieving excellence. It emphasizes the importance of effective environmental management system to address potential impacts in all areas of operation. In doing so, the project has been consistently recognized, receiving environmental awards from both national award-giving bodies and international organisations. Significant awards received in 2018 were the following:

- 3rd Place in Best Mining Forest Program Award under the metallic Category during the 65th Annual National Mine Safety and Environment Conference in November 2018;
- Winner during the 2018 Excellence in Ecology and Economy Award for Large Enterprise Category by the Philippine Chamber of Commerce and Industry on 18-19 October 2018; and
- Mother Nature Award, Top Pollution Control Officer for Mr. Manuel S. Ordoñez Jr. and Success Story Award (Finalist) given by the Pollution Control Association of the Philippines Inc. during its 38th Annual Convention held in Bacolod City in 09 May 2018.

The Didipio Mine also maintained its Integrated Management Systems Accreditation on ISO 14001:2015 Environmental Management System and OHSAS 18001:2007 Occupational Health and Safety Management System after the recertification audit conducted by SOCOTEC Certification International in December 2018.

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8.3.4 Social Development and Management Program (SDMP)

From a legal and regulatory perspective, OGPI has complied with all its existing obligations under the FTAA and PMA to obtain community support for Didipio. OGPI has obtained the requisite support of the local community to the satisfaction of the DENR. Whilst OGPI is under no further legal or regulatory obligations to seek or obtain further resolutions of the local councils or community, in the spirit of maintaining a cohesive relationship with the local community, OGPI is continuing to seek the full support of the Didipio community and address any concerns through an open negotiation process. In addition, it is committed to assisting the long-term development of the Didipio community beyond the life of the mine through its social development programs.

OGPI continues to hold regular information meetings for community members to discuss any concerns and resolve any issues in an open forum. It has established a grievance mechanism process to properly address any community issues, complaints and concerns.

Under the PMA, OGPI is required during mining operations to allot annually a minimum of 1.5% of its operating costs whereby 75% of the 1.5% shall be apportioned to the implementation of the SDMP. The remainder of the amount would be utilised for the development of mining technology and geosciences and for institutionalisation of public awareness and education on mining and geosciences. Prior to its mining operations and in February 2005, the DENR approved the first five-year SDMP. On September 17, 2013, the MGB approved the first five-year SDMP commencing in January 2013, with a total estimated SDMP fund in the amount of PHP215 Million.

The SDMP is intended to provide a sustained improvement to the living standards of the host and neighbouring communities by helping them to define, fund and implement development programs before commercial production at Didipio begins, during the life of the mine and after mine closure.

In December 2011, ten barangays comprising of the host barangay, and nine adjacent barangays from the FTAA host provinces of Nueva Vizcaya and Quirino, signed a Memorandum of Agreement reiterating their support to Didipio and agreeing on the sharing of the SDMP fund.

In 2015 and after consultation with the host and adjacent barangays, Memorandum of Agreement was executed for the inclusion of one (1) additional adjacent barangay. This new adjacent barangay began participating in the SDMP in 2016 and will continue until the end of mine life.

In addition to SDMP, OGPI continued to undertake different community programs and activities to benefit the inhabitants of the communities under the additional Company Commitment executed with various local government units.

In 2018, a total of PHP268.5M was spent for community development initiatives covering the SDMP and corporate social responsibility funded programs. The SDMP fund covered the mandatory social investment for host and 10 adjacent communities while the other programs covered the expenditures pursuant to various agreements with local government units including the Company's 2013 commitment to the host community, and other infrastructure commitments to Quirino and Nueva Vizcaya.

8.3.5 Community Development Program (CDP)

Further, the Company is required under the PMA to allocate a fund which is equivalent to a minimum of the 10% of the budget of the approved Exploration Work Program for Community Development Program ("CDP") whilst undertaking exploration activities in the communities. Following the approval of the Five-Year Extension of Exploration Period of the FTAA, a two-year CDP covering 2016 and 2017 was approved by the MGB in

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November 2016, The CDP amounted to about PHP5.6 million for various programs and projects supporting the development needs of the nine (9) barangays/communities covered by the FTAA exploration area.

The community programs consist of investing in the areas of infrastructure, education, health, human resource development or capacity building, sports, socio cultural and enterprise development, and livelihood. In 2016, infrastructure programs remained as the highest expenditure category, which involved the construction and maintenance of road networks, school buildings, educational facilities, water systems, and irrigation channels.

Following consultation with the community, another two-year CDP was lodged with the MGB covering the years 2018 and 2019 and this was approved on June 11, 2018.

8.4 Accessibility, Climate, Local Resources, Infrastructure and Physiography

8.4.1 Topography

The project area is bounded on the east by the Sierra Madre Range, on the west by the Luzon Central Cordillera range and on the south by the Caraballo Mountains.

The geomorphology of the project area is diverse. The project can be generally subdivided into at least six geomorphic units: ridges-and-spurs, escarpment zones, hills-and-slopes, valley-and-gully sides, in-filled valley bottom and mass movement zones. In-filled valley bottoms occur as narrow strips of low and flat-lying areas within the project area. These areas occupy the main Didipio Valley. Morphological associations include the floodplain and terraces along the Didipio River. The valley floor near the project centre is at 690-700 metres above sea level with the surrounding ridge-lines rising another 150-200 metres above this.

8.4.2 Access

Access to most parts of the Didipio Operations is from the north, commencing at the national highway at Cordon in the Province of Isabela, and continuing along a concrete paved road to Cabarroguis in the Province of Quirino, and thereafter by another concrete paved road to a concrete bridge over Dibibi River.

A 22km two-way traffic all-weather road connects from Dibibi Bridge to the project site. This road is being paved with concrete under a continuous program over the next 5 years funded by OGPI. To date, a total of 12.28km or about 56% of the 22km has been concreted in different areas. In total, over 209km of roads have been improved in Nueva Vizcaya and Quirino. OGPI has also constructed a helipad site within the secured Finger 15 area and is improving a second road access to the mine through the Municipality of Kasibu from the west.

8.4.3 Climate

The mine site area experiences a tropical climate consisting of three main seasons: the south-west monsoon season in June-September; the north-west monsoon in October-January; and a transition period in February-May. Didipio receives most of its rainfall during the monsoon seasons, experiencing a mean annual rainfall of 2,786.2 mm. The mean annual temperature at the project site in 2018 is 22.98°C, with May as the hottest month and the coldest month is January.

The Didipio region is subject to the effects of an average of two tropical typhoons a year. So far, the effect of typhoons on operations has been minimal. The Company monitors typhoon and tropical storm development and progress and has developed emergency planning to protect personnel and equipment in the event of a typhoon impacting the site.

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8.4.4 Power

The construction of the OHPL was completed in September 2015 and was followed by commissioning. Since November 5, 2015 the Didipio mine site has been operating on National Grid Power as its main operational power supply. A HV Transformer was installed as part of the HV Sub-station to step down the National Grid Power to the Didipio mine site voltage of 13.8 kV.

8.4.5 Water

Most of the water used in the processing plant is recycled using the overflow water from thickeners and the decant water from the TSF tailings pond. Any fresh makeup water was sourced previously from the five deep bores around the perimeter of the open pit mine. In Q3 of 2018, these boreholes have been decommissioned. The current source of domestic and raw water supply for the camp and processing plant, respectively comes from underground mine dewatering.

8.4.6 History

The Didipio area was first recognised as a gold province in the 1970s, when alluvial gold deposits were discovered in the region. There had been no large-scale mining at Didipio then and there were no records of artisanal mining.

In May 1975, Victoria Consolidated Resources Corporation and Fil-Am Resources Inc. entered into an exploration agreement with a syndicate of claim owners who had title to an area covering the Didipio valley and undertook exploration activities, including a stream geochemistry program between 1975 and 1977. Marcopper Mining Corporation investigated the region in 1984, and Benguet Corporation examined the Didipio area in September 1985. In April 1985, the property area was explored (with work including geological mapping, panning of stream-bed sediments and ridge and spur soil sampling) by a consultant geologist engaged by local claim owner Jorge Gonzales. Geophilippines Inc. investigated the Didipio area in September 1987 and made mining lease applications in November 1987. In 1989, Cyprus Philippines Corporation ("Cyprus") and subsequently Arimco NL (as Arimco Mining Corporation in the Philippines) ("AMC") entered into an agreement with Geophilippines Inc. and the local claim owner, Jorge Gonzales, to explore the Didipio area. Between April 1989 and December 1991, an exploration program was carried out. Subsequently, Climax acquired control of AMC (renamed Climax-Arimco Mining Corporation ("CAMC")) and the entire Cyprus-Arimco NL interest in the Didipio Mine in 1992. The FTAA was executed in 1994 and was subsequently assigned from CAMC to Australasian Philippines Mining Incorporated ("APMI") (a subsidiary of Climax and now renamed OceanaGold (Philippines) Inc.). By the time of ownership transfer to APMI, CAMC had drilled 94 drill holes for a total of 35,653 metres into the Didipio gold-copper deposit.

8.5 Geology and Mineralisation

8.5.1 Regional and Local Geology

The regional geology comprises late Miocene volcanic, volcanoclastic, intrusive and sedimentary rocks overlying a basement complex of pre-Tertiary age tonalite and schist, which have been interpreted to represent an island arc depositional and tectonic setting. Regionally, the volcanics and sediments are folded about meridional anticlinal and synclinal axes and are cut by prominent, steeply dipping, north-west and north-trending faults sub-parallel to the major Philippine fault zone. Recent geological mapping in the Didipio region has been interpreted to indicate the Didipio deposit is hosted within the multiphase Dinkidi Stock, which is in turn part of a larger alkalic intrusive body, the Didipio Igneous Complex.

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The Didipio deposit is hosted by a series of hydrothermally altered and structurally controlled Miocene intrusives which were emplaced along the regional Tatts Fault structure. Mineralisation is predominantly hosted by the Tunja monzonite, which intrudes the Dark Diorite.

8.5.2 Deposit Geology

The primary deposit has been identified as an alkalic gold-copper porphyry system, roughly elliptical in shape at surface (450 metres long by 150 metres wide) and with a vertical pipe-like geometry that extends to at least 800 metres below the surface. The porphyry-style mineralisation is closely associated with a zone of K-feldspar alteration, the extent of which is marked by the Didipio ridge, which is approximately 400 metres long and rising steeply to about 100 metres above an area of river flats and undulating ground.

Chalcopyrite and gold, along with pyrite and magnetite, are the main metallic minerals in the deposit. Higher grade gold and copper mineralisation is closely associated with the Quan Porphyry and Bugoy Breccia, both of which are elongate in plan-view along the north-south trending, steeply north-east dipping Tatts Fault Zone.

8.5.3 Mineralisation

Porphyry style gold-copper mineralisation has been recorded over a strike length of approximately 450 metres, a width of up to 150 metres, and to a vertical depth of greater than 800 metres. The tabular composite intrusive and associated alteration and mineralisation strike in a north west – south east direction and dip steeply (80 to 85 degrees) north east. Higher grade gold and copper mineralisation is closely associated with the Quan Porphyry and Bugoy Breccia, both of which elongate in plan view along the Tatts Fault Zone. This mineralisation is surrounded by stockwork mineralisation that extends as a steeply east-dipping ellipsoidal shaped body, 110 metres to 140 metres wide, from the surface to a depth of 650 metres. Below a depth of 650 metres, the mineralisation is more tightly constrained forming a carapace around the Bufu Syenite, with extensions of higher-grade mineralisation continuing southwards along discrete structures. Higher gold-copper grades are also localised within the footwall (west) skarn, which is 5 metres to 15 metres wide, sub-vertical, open at depth and contains vein-type mineralisation over a strike length of 150 metres.

The deposit is oxidised from the surface to a depth of between 15 metres and 60 metres, averaging 30 metres. The oxide zone forms a blanket over the top of the deposit. A 5 metre to 15 metre thick transition zone is present over most of the deposit.

Brecciation of the QFC at the top of the Leached Zone (Bugoy Breccia) is characterised by high gold-copper grades. The gold and copper may have been remobilised and concentrated within the breccia matrix. Within the QFC Zone, highest grade mineralisation is generally coincident with an overlap of Mixed Zone alteration. Grades are typically low where the Mixed Zone does not coincide with the QFC Zone at depth. The Mixed Zone is also notable in that it includes significant disseminated chalcopyrite-bornite-pyrite mineralisation, a feature not common in other alteration zones. Very high-grade gold-copper mineralisation is also a feature of the Skarn Zone where it occurs typically as coarse (2 mm to 4 mm) disseminations of chalcopyrite-bornite-magnetite overprinting the calc-silicate matrix. Outside the QFC Zone, chalcopyrite and gold mineralisation are generally lower-grade. Minor disseminated chalcopyrite may also occur with magnetite and chlorite as retrograde alteration of mafic grains. Locally, there is strong development of disseminated mineralisation.

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8.6 Exploration and Drilling

The 2018 exploration program has concentrated on low-cost and low-impact activities to support recommendation for future high-cost and high-impact exploration on some projects and to identify other areas for annual relinquishment requirements. This entailed reconnaissance mapping and geochemical sampling within the greater FTAA area. Prospects covered by this activity included Bongo-bongo, Binugawan and Mogambos. Detailed mapping and sampling at Radio prospect were also completed in 2018 that led to identification of three discrete gold anomalies in the prospect.

Desktop review, re-logging of core samples and re-processing of geochemical data were likewise conducted to further evaluate potential of the prospects for drilling. Areas covered with this program include True Blue, D'Fox, Morning Star, Luminag, Chinichinga and San Pedro.

Resource definition drilling of the UG Didipio resource totalled 21,140 meters completing resource definition of Panel 1. 2018 drilling utilised two drill rigs. RDUG138 tested extensions of mineralization below Panel 2 boundary and intersected down-hole 21m @ 1.4 g/t, 0.5% Cu, indicating potential vertical extensions of ore below Panel 2. Resource definition holes on the 1250mE section intersected mineralization north of the syenite and returned in hole RDUG286 22m @ 3.73 g/t Au, 1.3% Cu and in RDUG287 17m @ 1.76 g/t Au, 0.7% Cu.

Exploration will continue within the FTAA area and may include detailed mapping, geochemical sampling and drilling. These activities will focus in areas recognised to have high prospectively based on follow-up studies that have been completed.

8.7 Sampling, Analysis and Sample Security

Operational samples were submitted for analysis to the independent SGS contractor laboratory located on site. The exploration samples were submitted for analysis to independent Intertek contractor laboratory in Manila.

Quality Assurance / Quality Control ("QA/QC") comprised standardised use of Certified Reference Material (CRM) as supplied from OREAS, blank samples, duplicate sample splits, repeat assays, and resubmission of pulps. Assay results of CRMs are within acceptable limits. Results of blanks indicate no contamination of samples. All other QA/QC results were confirmed to be within acceptable limits.

All exploration drill core is stored in the core storage facility at Didipio.

For metallurgical test programs which consist of surveys and laboratory test works from samples taken in the plant and samples provided by the geology team depending on the required sample quality, (ie. grade, lithology, oxidation rate, depth, etc). Core samples for future ore were taken at 1-2m intervals, while rejects of grade control samples were collected from the SGS laboratory. Quarterly surveys are being conducted in the critical plant areas such as grinding, flotation and gravity, to check for circuit efficiency changes and their effect to recoveries and throughput. Sudden changes in the plant would also require investigative surveys or diagnostic tests to confirm effects to plant performance and apply parameter adjustments if necessary.

Metallurgical laboratory equipment and methods are acceptable and appropriate for the processing plant requirements. Standard tests are well established and optimisation tests are determined based on specific test objectives. Sample assays are determined in the SGS laboratory with quality control procedures conducted as with the mill shift samples used for production reporting. Sample duplicates are available should assay confirmation is required.

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Test works required but not available in Didipio metallurgical laboratory such as plant modelling and simulation, ore comminution characteristics test programs, mineralogy investigations, and reagent screening from various vendors are coordinated with external laboratories. Methods used, and test results are thoroughly discussed and established to ensure that objectives are achieved.

8.8 Mining Operations

The Didipio open pit mine was completed to final design in May 2017 after five years of mining. The underground project commenced in March 2015 with the construction of the underground portal and has continued development since. A total of 16,489 meters lateral development has been completed from start of project until end of year (EOY) 2018. This includes about 3.3 km of decline development, as well as other capital and ore drive development. In 2018, an equivalent to seven single stopes have been completed. The underground mine, along with processing of stockpiled open pit ore, is planned to be completed in year 2032.

The processing plant has a capacity of 3.5 Mtpa and produces, on average, approximately 100,000 ounces of gold and 14,000 tonnes of copper in concentrate per annum. On October 12, 2012, OGPI signed an Offtake Agreement with Trafigura in relation to the sale and purchase of copper concentrate from the Didipio Mine. The first concentrate shipment from the site occurred in January 2013 with the first ship leaving port in February 2013. OGPI has been issued a Copper Export Clearance by the Philippine Board of Investments for the export of copper concentrate until October 31, 2021.

The table below summarises Didipio's operating and capital costs for 2018:

Didipio	
Cost and Capital Summary 2018	
Operating Costs	US\$m
Total mining costs (after capitalised Pre-strip/UGMD)	49.9
Total process plant costs	24.1
Total administrative costs	21.2
Total royalties, freight handling & refining costs	22.9
Capital and Exploration Expenditure	US\$m
Operation sustaining capital	7.4
Operation non-sustaining capital	32.2
Exploration	-
Unit Metrics	US\$ / tonne
UG Mining cost per tonne mined	42.94
Processing cost per tonne milled)	6.88
G&A cost per tonne milled	6.07

8.8.1 Open Pit Mining

A 60 m tall crown pillar has been designed below the base of the final pit, between 2460 m RL and 2400 m RL, and is scheduled to be extracted at the end of the mine life. During the 2nd and 3rd quarter of 2018, mining activities were undertaken in the base of the completed pit in order to extract a portion of the breccia material part of the crown pillar (2460 m RL to 2425 m RL) as part of a stabilisation project. The mined-out material was replaced with cemented rock fill and paste fill to improve geotechnical stability and reduce the risk of water ingress to stopes during underground mining. The project was completed in October 2018.

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The rest of the crown pillar is planned to be mined once a suitable and geotechnically-sound method of extraction has been finalised.

8.8.2 Underground Mining

The current underground mine design and plan is based on the 2014 Didipio Technical Report (for open pit and underground) which shifted crown pillar up, pushed the mining schedule forward, and increased the production rate from 1.2 Mtpa to 1.6 Mtpa.

8.8.3 Groundwater Management

The underground mine is projected to have a peak inflow of 450 L/s based on the groundwater modelling study conducted in 2015. The dewatering system for Didipio underground is comprised of three main pump stations at successively higher levels in the mine- at 2010L, 2280L and 2540L (surface). Each pump station has 3 sets of pumps running in duty, back-up and stand-by mode, and designed to handle the projected inflow in the mine. The system is designed to stage-pump from the lowest level to the sediment ponds adjacent to the green tank at the surface. In 2018, the topmost pump station, CPS3 (2540L) and CPS2 (2280L) have already been completed.

The dewatering approach for Panel 2 was revised with the major change moving Capital Pump Station 1 from 2010 m RL to 2150 m RL. Interim pump systems would be used to dewater the section below Capital Pump Station 1. In 2018, Capital Pump Station 3 was upgraded to increase pumping capacity to 600 L/s. Further increase in pumping capacity at Capital Pump 2 will be implemented in 2019 with the installation of a third rising main.

In 2017, installation of life of mine electrical pumping system commenced. The pit dewatering system consists of 2 x Truflow pumps installed on pontoons in the sump and two identical pumps installed at the 2560 m RL as booster pumps to evacuate the water out of the pit.

8.8.4 Processing Methods and Metallurgical Tests

Ore processing continues with conventional SAG and Ball mill grinding circuit and a secondary pebble crusher circuit, followed by froth flotation for recovery of gold/copper concentrate. A gravity circuit is incorporated within the grinding circuit to produce gold bullion on site.

Flotation test work on stockpile samples has been undertaken to accurately determine rate of oxidation and impacts on recoverability.

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9 The Waihi Operations

The Waihi Gold Mine is located on the North Island of New Zealand and was acquired by the Company from Newmont Mining Corporation in 2015. The Waihi Gold Mine comprises two areas of mineralisation which are at different stages of development. Open pit operations are currently suspended following a localised ramp failure in April 2015 and a larger failure of the north wall in April 2016. The second area referred to as the Correnso project, commenced production in 2015. The Correnso project comprises the main Correnso underground mine and the up-dip and down-dip extensions of the Correnso underground mine and the addition of the Daybreak, Christina and Empire veins referred to as the Correnso extensions.

As at December 31, 2018, Mineral Reserves stood at 0.18 million ounces gold, at an average ore grade of 3.94 g/t Au. The current mine plan concludes in mid-2020.

9.1 Property Description and Location

The Waihi Gold Mine is located within the township of Waihi, 142 km southeast of Auckland, in the North Island of New Zealand.

Waihi is located at the foot of the Coromandel Peninsula. To the west are the hills of the Kaimai Ranges. Road access along State Highway 2 from this direction is through the winding Karangahake Gorge road. Waihi has an unusually wet microclimate for New Zealand's east coast with an average annual rainfall of 2,147mm.

The operation is managed by Oceana Gold (New Zealand) Ltd, a 100% owned subsidiary of the OceanaGold Corporation. The Martha open pit operation commenced in 1988 in accordance with Mining Licence 32 2388 which is an existing privilege, as defined by section 106 of the Crown Minerals Act 1991 ("CMA"). The Licence was granted in July 1987 and expired in July 2017 when it was fully covered by an extension of land to the Favona Mining Permit MP 41 808.

The Martha Mine Extended Project (the "Extended Project") commenced in 1999. The consenting process for the Extended Project was partly by way of applications for new resource consents, including Land Use Consent 97/98-105 granted by Environment Court decision A114/99, and partly by way of applications for variations to the existing Mining Licence. These consents cover the layback to the east wall of the pit. ML 32 2388 and/or the conditions of Land Use Consent 97/98-105 includes activities within the Mining Licence and Extended Project areas such as stockpiling, the processing of ore and the disposal of tailings to existing tailings storage facilities. While ML 32 2388 expired in July 2017 and Land Use Consent 97/98-105 expires in June 2019, the land use regime for mining and related activities set out in these existing authorizations is continued after their respective expiry dates through the permitted activity rule framework set out in the Proposed District Plan. Similarly, the provisions for renewal of permits under the CMA provide for the continuation of mineral extraction rights, following the expiry of the mining licence, under a mining permit. An application for a mining permit was made in January 2017 and has been granted as an Extension of Land to the existing Favona Mining Permit 41 808.

The Favona Mining Permit 41 808 (MP 41 808), allowing the commencement of underground operations, was granted in March 2004, under the provisions of the CMA, for a duration of 25 years. An Extension of Land to Favona MP 41 808 was granted and extended in area in March 2006. Before the addition of the Mining Licence land area containing Martha Pit, the permit covered an area of approximately 121.4 hectares and in addition to Favona underground mine, covers the Trio and Correnso Underground Mines. Resource consents for the Favona exploration decline were granted in 2003 and work began on the decline in 2004. Resource consents for the Favona Mine underground operations were granted in 2004 with the extraction of ore commencing in late 2006. Resource consents for the Trio development were granted in September 2010 and for the Trio underground mine in December 2010. Resource consents for the Correnso development were granted in

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October 2013. A further resource consent was granted in October 2016 by Hauraki District Council to continue underground mining operations outside of the Correnso land use consent area. This allowed mining to be extended along the strike of the Correnso Extensions in an area known as the Slevin Underground Project area (SUPA). In July 2017 Hauraki District Council granted consent for construction and use of two exploration tunnels located between the western extent of the SUPA and the Martha Pit (the Martha Drill Drive Project/MDDP). These exploration drives were almost complete at the end of 2018.

Oceana Gold (New Zealand) Limited also holds a suite of resource consents from Waikato Regional Council which covers all mining and associated discharge activities for the Mining Permit and Extended Project areas.

The various resource consents include consent for discharge from ventilation shafts servicing the underground mining operations, discharge of groundwater for flooding the mine workings, placing rock underground for backfill and undertaking dewatering, as well as capping of the tailings storage facilities and eventual closure of the open pit as a lake.

In 2018, applications were made for resource consents to allow the mining of an underground mine below the current Martha open pit (the Martha underground mine) and for a further phase to mine the north wall failure area of the Martha open pit (the Martha Phase 4 open pit). Collectively, the project was known as Project Martha and consents were granted in December 2018.

9.2 Mineral Permits and Regulatory Matters

9.2.1 Favona Mining Permit MP 41 808

The provisions of the CMA cover the allocation of rights to explore for and mine Crown-owned minerals, including gold and silver. Under the CMA, Favona MP 41 808 was granted on March 22, 2004 for the duration of 25 years. Work began on the Favona decline in 2004 while the extraction of ore commenced in late 2006.

An Extension of Land to MP 41 808, obtained in March 2006, takes in the Trio project and potential resource extensions on the Martha vein system. This also provides for mining the Correnso Project. A further Extension of Land was obtained in July 2017 to cover the open pit and TSF activities on ML32 2388 when it expired in 2017.

The development of the Trio underground mine commenced in December 2010 and was completed in 2014. The Correnso Project lies wholly within the Favona permit area and commenced development in July 2014.

9.2.2 Exploration Permits

The following table details the full set of permit interests held by Oceana Gold (New Zealand) Limited within the Hauraki Goldfield as at December 31, 2017 including rights to explore for minerals in the vicinity of the Waihi mine and within the wider Hauraki and Thames-Coromandel area. An application for a 2108.73 ha extension of land to EP51771 Waihi North was lodged and granted during 2018. An application for a 4 year appraisal extension of duration to EP51630 Ohui was lodged on the 19 December 2018 and is being assessed by NZPAM.

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Permit	Permit type	Location	Legislation	Granted	Term	Expires	Area (ha)
41808	Mining	Favona	Crown Minerals Act 1991	22/03/2004	25	21/03/2029	1,485.380
40598	Exploration	Hauraki	Crown Minerals Act 1991	22/05/2003	18	21/05/2021	3,762.940
40767	Exploration	Waihi West	Crown Minerals Act 1991	21/12/2005	14	20/12/2019	280.400
40813	Exploration	Glamorgan	Crown Minerals Act 1991	07/09/2006	14	06/09/2020	2,777.005
51041	Exploration	White Bluffs	Crown Minerals Act 1991	15/10/2008	14	14/10/2022	450.973
51630	Exploration	Ohui	Crown Minerals Act 1991	22/06/2009	10	21/06/2019	1,490.261
51771	Exploration	Waihi North	Crown Minerals Act 1991	28/04/2010	10	27/04/2020	3,089.320
52804	Exploration	Twin Hills	Crown Minerals Act 1991	17/12/2010	10	16/12/2020	3,223.786
60148	Exploration	Dome Field South	Crown Minerals Act 1991	01/05/2017	5	30/04/2022	9,658.176
60149	Exploration	Dome Field North	Crown Minerals Act 1991	01/05/2017	5	30/04/2022	6,787.488
60372	Exploration	Waimata	Crown Minerals Act 1991	06/12/2017	5	05/12/2022	330.675

9.3 Environmental Matters

The Waihi Operation holds all the permits, water rights, certificates, licences and agreements required to conduct its current operations.

Environmental data has been collected over the last 30 years of the Waihi Gold Mine Operation and baseline data was collected prior to the start of operations and reported in the original mining licence application. Data is routinely collected for noise levels, blast vibration, air quality, and surface and ground water discharge quality from various sources, ground settlement and ground water levels. This data is reported to various regulatory bodies as required by the Company's various consents and permits. External independent experts are engaged by OceanaGold to assist in the preparation and review of these reports. The reports are then reviewed and approved by various regulators who utilise independent expert reviewers to assist them.

The Company has established various stakeholder engagement structures for the representation of stakeholders and project affected people including Iwi, resident groups, community based organisations and local government.

The operation has established complaints and grievance systems / procedures for the on-going management of all project grievances.

The permits are prescriptive in terms of stakeholder engagement with the community. Consultation is an ongoing component of the existing operation. From a community perspective, there are impacts to be managed associated with conducting mining activities in close proximity to homes.

9.4 Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Waihi site is located within the township of Waihi in the North Island of New Zealand and close to the major cities of Auckland (150km north), Tauranga (60km south) and Hamilton (100km west). Waihi enjoys a temperate climate with high rainfall (2m per annum). Road access from Auckland and Tauranga is via State Highway 2. No rail access is available to the site.

The climate is temperate. Mean temperatures range from 8 °C (46 °F) in the South Island to 16 °C (61 °F) in the North Island. January and February are the warmest months, July the coldest. New Zealand does not have a large temperature range, but the weather can change rapidly and unexpectedly. Winds in New Zealand are predominantly from the West and South West, in winter, when the climate is dominated by regular depressions. In summer, winds are more variable with a northerly predominance associated with the regular large anti cyclones which cover all the country.

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New Zealand is seismically active. In the Waihi region:

- Earthquakes are common, though usually not severe, averaging 3,000 per year mostly less than 3 on the Richter scale.
- Volcanic activity is most common on the central North Island Volcanic Plateau approximately 200 to 300km from Waihi.
- Tsunamis would not have any direct impact on Waihi due to its elevation.
- Droughts are not regular and occur less frequently over much of the North Island between January and April.
- Flooding is the most regular natural hazard.

Almost all of the employees reside in the nearby towns of Waihi, Waihi Beach, Katikati, Thames and Paeroa. The Katikati Waihi Beach Ward 2013 Consensus shows that the total population in the region is 12,009 with approximately 53% of people in labour force.

A local service industry has established itself over the last 30 years to support the Waihi Gold Mine Operation comprising engineering, cleaning, maintenance, rental, tyre and consumable suppliers, security, labour hire and other services. More technically advanced services are available from the regional centres in terms of heavy engineering, large equipment hire and other specialized services. Most suppliers are privately run and not affiliated with Waihi Gold Mining Company Limited.

The Waihi Gold Mine Operation has been in full production since 1988 and all mine site infrastructure has been completed to support the open pit and underground operations including; tailings storage facility, workshops, water treatment plant, waste dumps and ore processing facilities.

Construction of the Correnso underground mine access and infrastructure has been completed.

9.5 Contracts and Royalties

Contracts are in place covering underground mining, transportation and refining of bullion, and the purchase and delivery of fuel, electricity supply, explosives and other commodities. These agreements conform to industry norms.

OceanaGold (New Zealand) Ltd maintains a number of operating permits for the importation of reagents into New Zealand. New Zealand has an established framework that is well regulated and monitored by a range of regulatory bodies. Risk associated with renewal of importation permits, is upon that basis regarded as manageable.

With respect to MP 41 808, annual royalties to a maximum of 1% ad valorem on net sales revenues or 5 % of accounting profits, whichever is higher, are payable to the Crown for gold and silver.

A private third-party royalty of 2.5% of spot price of gold and silver, which was previously payable to Coeur d'Alene Mines of Idaho in respect of part of the Favona tenement including the Correnso project area, was terminated for consideration in July 2016. In accordance with the Sale and Purchase Agreement between OceanaGold and Newmont Mining Corporation ("Newmont") for the acquisition of the Waihi operations, a "contingent payment" of US\$5Million is payable to Newmont in respect of ore extracted using certain pre-existing open pit design or methodology prior to the end of October 2017. This date has now lapsed and the "contingent payment" is no longer applicable.

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A group of OceanaGold's minerals exploration permits (EP 40598, EP 40813 and EP 40767) are subject to a 2% royalty payable to BCKP Limited with respect to certain 'target' areas.

9.6 History

Waihi is a historic mining centre. The original Martha mine began as an underground operation in 1879 and by 1952, about 12 million tonnes of ore had been mined to yield 1,056 tonnes of gold-silver bullion. The historic mine extracted four main parallel lodes (the Martha, Welcome, Empire and Royal) together with numerous branch and cross lodes. All lodes dip steeply and are fillings of extensional faults and fractures. Early stoping employed the cut and fill method but this was phased out and largely replaced after 1914 by the shrink stoping method. Stopes were generally not backfilled after 1914 but left open. The workings reached a total depth of 600m from surface on sixteen levels. Man and supply access was by 7 known shafts and IGNS, (2002) report numerous other shafts were developed for ventilation and exploration purposes. In 1894, the Waihi Gold Mining Company adopted the cyanide process for gold extraction, which was first trialled at a nearby mine in Karangahake.

Exploration drilling between 1979 and 1984 by Waihi Mining and Development Ltd. and AMAX Exploration Ltd. identified large open pit reserves within the confines of the historic mining area. Following the granting of permits, the Martha mine open pit operation commenced operation in 1988 as an unincorporated joint venture between subsidiaries of Normandy Mining Limited Group and Otter Gold Mines Ltd. The Otter Gold Mines Ltd. holding was acquired by Normandy in 2002 and the Newmont Mining Corporation acquired full ownership of the Waihi Gold Mine Operation in 2002 through the acquisition of the Normandy Mining Group. OceanaGold obtained economic interest in the Waihi property as an operating open pit and underground mine and process plant on July 1, 2015.

9.7 Geological Setting

9.7.1 Regional and Local Geology

The Waihi area is situated at the southern end of the Coromandel range which is part of an andesite, rhyolite, and dacite sub-aerial volcanic sequence. Quartz veins in the andesite rocks at Waihi contain alteration zones and epithermal gold-silver deposits. The upper portions of these older rocks are frequently highly to partially weathered. Overlying these sequences is younger volcanic rocks (ignimbrites, rhyolite tephra's and occasional inter-bedded paleosols and boulder alluvium) infilling surface depressions eroded into the andesite rocks. Volcanic ash and pumice showers blanket the area to depths of 1m to 8 m. The Hauraki Goldfield is characterised by low-sulphidation epithermal gold-silver deposits hosted in quartz veins within sub-aerial andesitic to rhyolitic volcanics of the extinct Coromandel Arc. Mid-Miocene to Pliocene volcanics of the Coromandel Group, predominantly andesites and dacites, host the majority of Coromandel epithermal gold-silver mineralisation within NNW to NE-trending vein systems. A smaller number of epithermal deposits are associated with Late Miocene to Early Pliocene rhyolites and ignimbrites of the overlying Whitianga Group, which often occupy small volcano-tectonic depressions on the eastern side of the Coromandel Range, refer below to Figure 1

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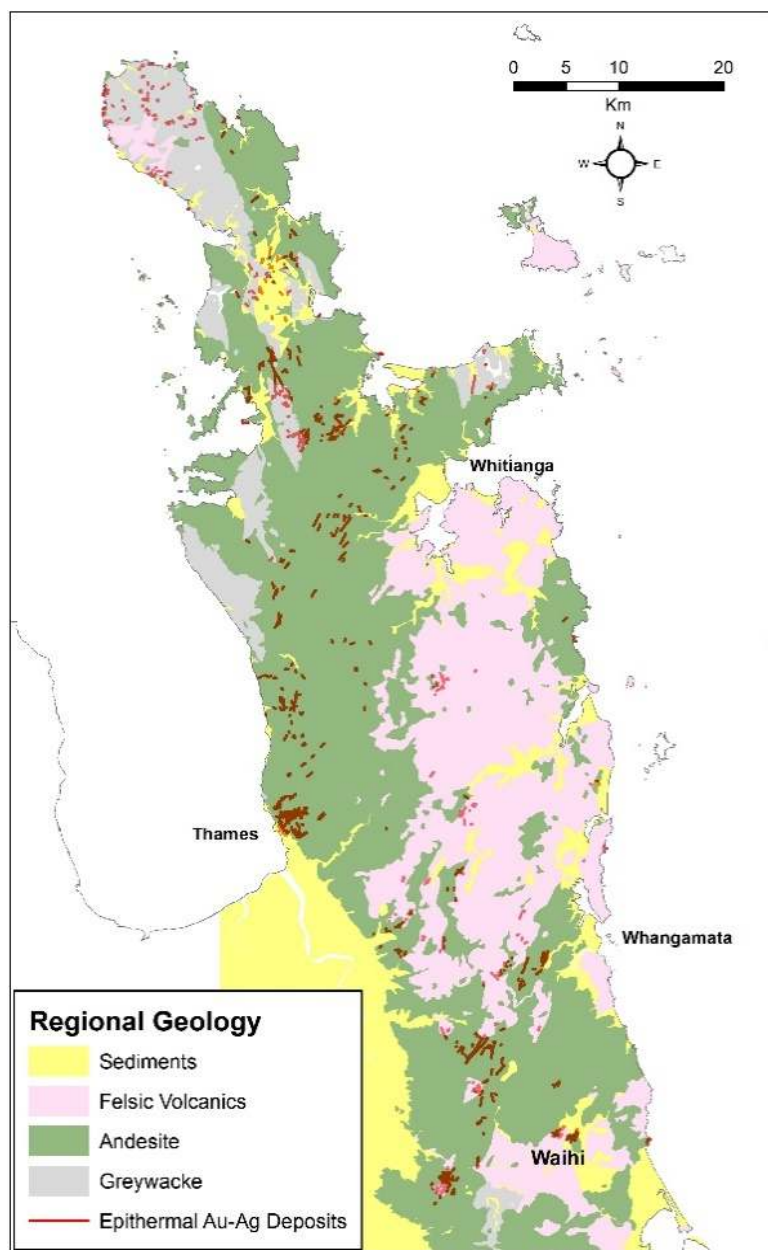


Figure 1: Regional Geological Plan

In the Waihi district, greywacke basement is not exposed but is assumed to underlie the volcanic pile at depths of 2-3km. Jurassic greywacke basement and intruded granitic stocks and dikes are only exposed in the northern part of Coromandel, becoming progressively down-faulted to the south beneath younger volcanics. The oldest rocks in the Waihi area are Late Miocene (7.9 to 6.3Myr) Coromandel Group andesites, unconformably overlain by a post-mineral succession of andesitic to rhyolitic volcanics and volcanic-derived sediments. The Miocene geology is overlain by up-to 1.5 km of Pliocene - Pleistocene lake sediments and locally derived ignimbrite, which infill an inferred fault-controlled caldera structure. K-Ar dates indicate that hydrothermal alteration and related epithermal gold mineralisation (6.6 to 7.2Myr) followed soon after eruption of host andesite at Waihi (Brathwaite & McKay, 1989). The major gold - silver deposits of the Waihi District are classical low sulphidation adularia-sericite epithermal quartz vein systems associated with north to northeast trending faults. Larger veins have characteristically developed in dilational sites in the steepened upper profile of extensional faults with narrower splay veins developed in the hanging wall of major vein structures. Moderate to steeply dipping veins or vein systems are characterised by 200 to 2000m of strike, 170 to 700m vertical range and upwards of 30m individual vein widths; but more typically 1-5m. Mineralised veins are typically

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bordered by zones of quartz - adularia – illite alteration that grade outwards and upwards into extensive argillic (illite-smectite dominant) and propylitic (calcite - chlorite dominant) zones. The main ore minerals are electrum and silver sulphides with ubiquitous pyrite and variable though usually minor sphalerite, galena and chalcopryite in a gangue consisting of quartz, locally with calcite, chlorite, rhodochrosite and adularia. Base metal sulphides increase with depth.

9.7.2 Martha Deposit Geology

The quartz vein system at Martha is hosted by hydrothermally altered quartz bearing andesite flows and flow breccias inter-bedded with thin tuffaceous sediments, dipping South-East at about 40 degrees. These are unconformably overlain by a post-mineral sequence of late Pliocene to Quaternary ignimbrite and alluvial units. These units thicken to the south and east and are inferred to infill a caldera-like structure. Oxidation extends down the vein margins to over 250m below surface.

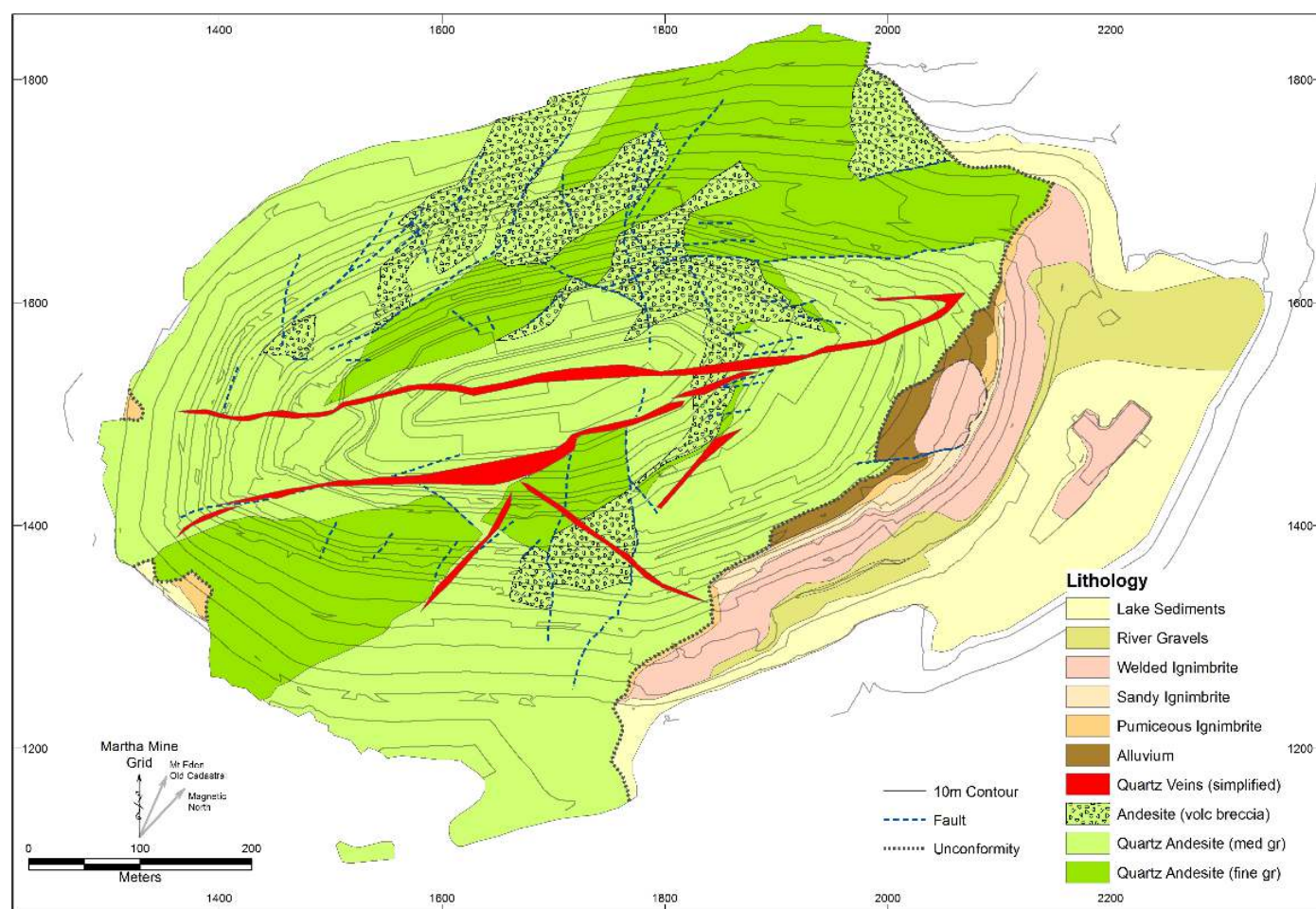


Figure 2: Geological Plan, Martha Area

The system comprises of four main northeast trending veins (Martha, Welcome, Empire and Royal) and two north trending cross-cutting vein structures, the Edward and Albert. The main veins are enveloped by a stockwork of subsidiary veins. Mineralisation extends for 1600 metres along strike with a width of 500 metres and was historically mined to over 600 metres below surface. Multiple stages of vein filling are recognised with sulphide bearing crustiform-banded quartz being the main ore-bearing type. Electrum (averaging 38% silver) is the main gold mineral and occurs as both free grains in the quartz and as inclusions in sulphides (pyrite, chalcopryite, and sphalerite). Acanthite associated with pyrite and galena is the main silver mineral.

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There are two main types of hydrothermal alteration; an outer zone of propylitic type calcite-chlorite alteration is overlapped by quartz-adularia-illite alteration adjacent to the veining. Ore is also associated with historically mined stopes. Cut and fill was the predominant stoping method in the upper levels of the Martha mine. A significant amount of ore loss into stope fill occurred with this method, effectively upgrading the barren soil type material used as fill. Stope fill makes up approximately 7% of total tonnes and 12.5% of contained gold in the open pit reserve.

9.7.3 Correnso Project

The Correnso epithermal vein system is part of the greater Waihi epithermal vein system. It trends northerly and lies between the Martha Hill deposit to the west and the Union/Amaranth/Trio and Favona deposits to the south and southeast. The dominant host lithology is quartz phryic andesite lava, also the main host lithology for the Martha Vein System. The quartz andesite unit attains thicknesses in excess of 400m in the Union Hill – Waihi East area with only minor variation in texture or modal composition. The Correnso system comprises a main lode with smaller splays veins on both the hanging wall and footwall sides. The main mineralized lode is interrupted to the north by a NE trending calcite-quartz (barren) structure. The grade distribution to the north is increasingly complicated by bands / lobes of low grade calcite-quartz which appear to have flooded the system post Au mineralization. The main gold mineralisation lies between 900mRL and 775mRL. Gold-silver mineralisation is dominantly hosted in localized bands within multiphase quartz veins. There is an association of sphalerite, galena and chalcopyrite with gold-silver mineralisation throughout the deposit. The lower part of the deposit is base metal rich with galena (up to +3% Pb) and sphalerite (up to +1% Zn).

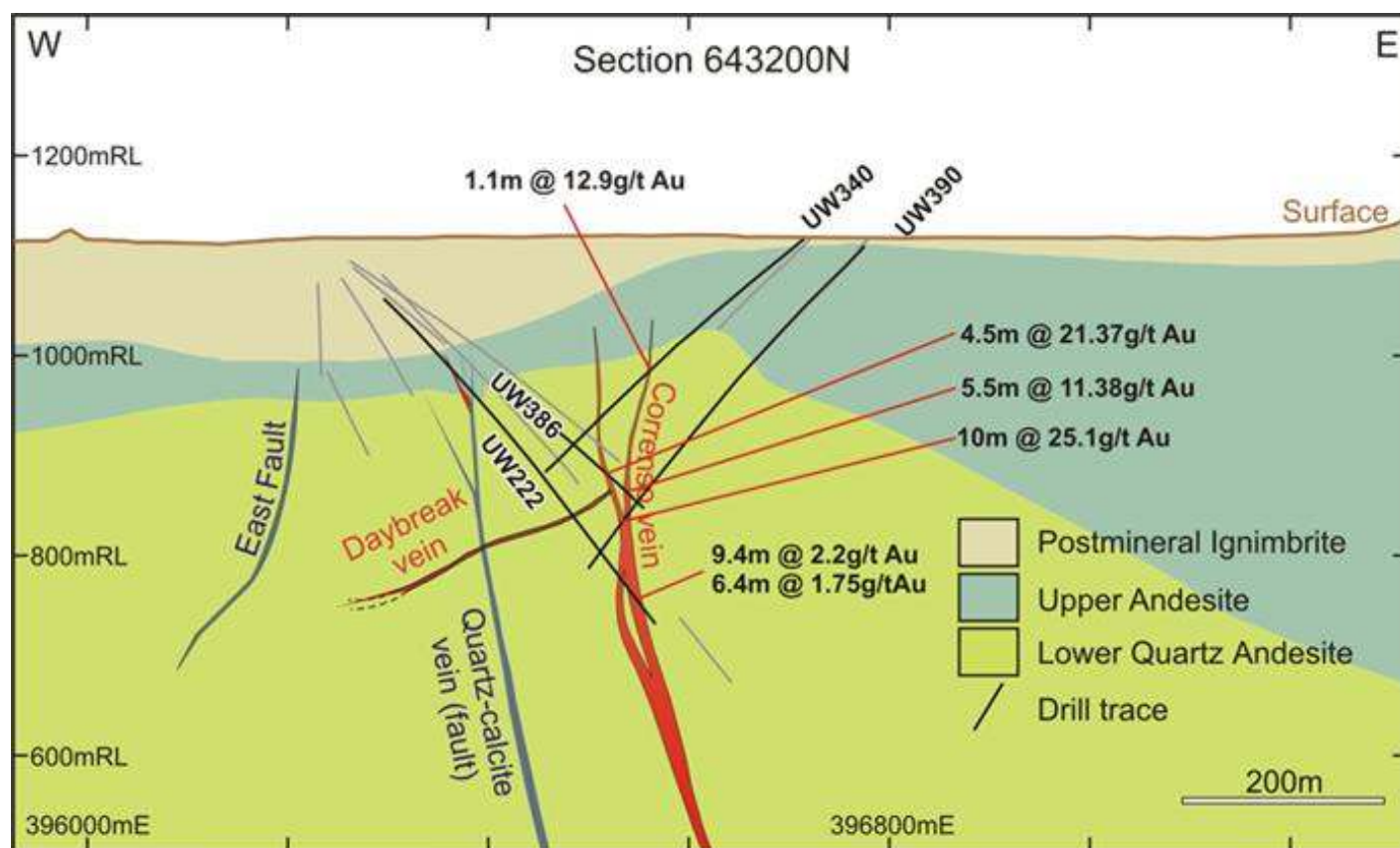


Figure 3: Geological Section, Correnso Project (643200mN)

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9.8 Exploration

9.8.1 Waihi Brownfield Exploration

Work completed since 1986 has comprised surface reconnaissance exploration, geological and structural mapping, geochemical sampling, airborne, ground and down-hole geophysical surveys, surface and underground drilling, engineering studies and mine development.

During 2018, OceanaGold completed 45,943m of diamond drilling and plans to sustain this level of drilling for the calendar year 2019. Resource conversion drilling is continuing on the Martha Vein System where remnant underground mining options below the existing Martha Pit represent an exploration target of 5 to 8 million tonnes grading 4.0 and 6.0 grams per tonne. Drilling on this target commenced from two underground drill drives in Q3 2017 and, complemented by surface drilling, 33,274m of diamond drilling was completed for the 2018 calendar year. The upper 920 level drill drive was completed in 2018 with a breakthrough drive to the open pit and the lower 800 level drill drive scheduled for completion in Q1 2019.

The exploration programs completed to date are appropriate to the style of the deposit and prospects.

9.8.2 Drilling

Approximately 420,000m have been drilled in 3,342 core and exploration RC drill holes on the Waihi Gold Mine Project since 1980. Most surface diamond drill holes were drilled by triple tube wireline methods with some holes pre-collared through post-mineral rocks by tricone or stratapac. Surface holes are collared using large-diameter PQ core, both as a means of improving core recovery and to provide greater opportunity to case off and reduce diameter when drilling through broken ground and historic stopes. Drill hole diameter is usually reduced to HQ at the base of the post-mineral stratigraphy. All drill core was routinely oriented below the base of the post-mineral stratigraphy, either by plasticine imprint or using the Ezimark or Reflex core orientation tool.

Additionally, 88,000m have been drilled in 4,445 reverse circulation grade control holes during the open pit Southern Stability Cut and Eastern Layback projects between May 2007 and May 2015, using a 114mm hole diameter and rig-mounted cyclone sampler.

Exploration drilling is continuing throughout the Waihi Epithermal Vein camp on MP 41 808, EP 51771 and EP 40767.

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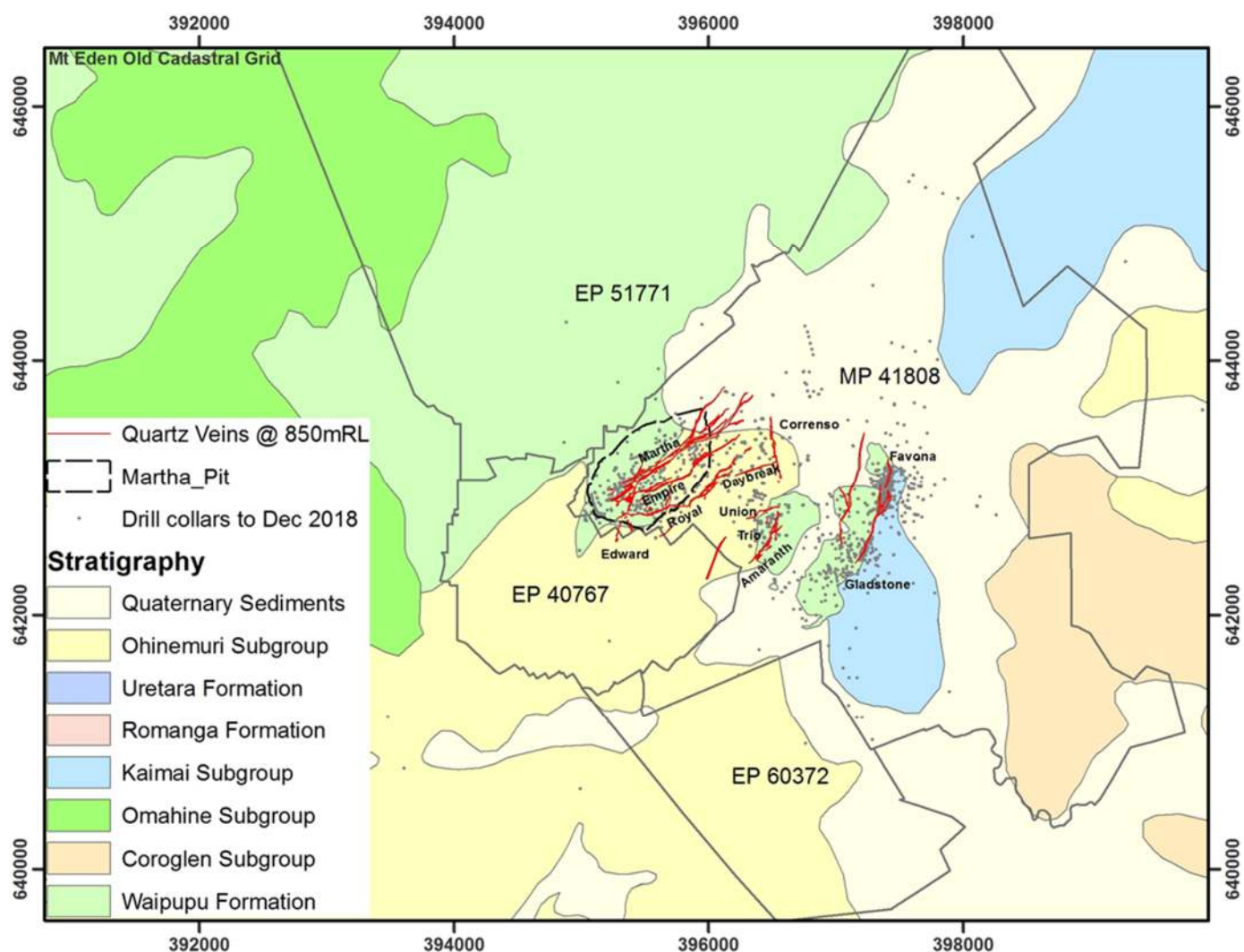


Figure 4: Drill Hole Location Plan

9.8.3 Waihi Greenfield Exploration

Greenfield exploration is ongoing on 7 exploration permits held by the Company comprising a range of programmes from grass roots prospecting to advanced resource definition drill campaigns following up on high grade intercepts. Noteworthy is the Wharekirauponga (WKP) project that lies approximately 10 kilometres north of Waihi and where 12,000m of diamond drilling was completed in 2018 and an Indicated Resource of 234koz gold and Inferred Resource of 401koz has been defined. Resource definition and exploration drilling is ongoing with 14,500m planned for 2019.

9.9 Sampling, Analysis and Sample Security

Since mid-2006, sample preparation has been carried out at the SGS Waihi laboratory. Prior to then the sample preparation facility was located at the Martha mine site and operated by Waihi Gold personnel. SGS has continued to use the same methods and protocols that were established by the Martha Mine geologists. Current standardised sample preparation consists of crushing to 80% passing 3.3mm, rotary splitting to 800g, then ring pulverising to 80% passing 75µm. Of the pulverised material, approximately 300g is sent for analysis. Pulps are assayed by SGS for Gold and Silver by 30 g Aqua Regia Digest ("RC") or 50g fire assay ("Core").

Underground face samples are determined by the Geologist according to changes in lithology, vein texture and/or alteration. The minimum sample interval size is 0.3m with a maximum interval of 2.0m. Intervals greater than 2.0m should be sub-sampled. The Geologist assigns three quality assurance/quality control samples per

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face. The sample is taken by chipping rock into the collection hoop on a continuous line across the interval, starting with the first interval on the left-hand side of the face.

Drill core quality assurance/quality control sample preparation at the SGS Waihi lab is monitored through sieving of jaw crush and pulp products, routine generation of duplicate samples from a second split of the jaw crush and calculation of the fundamental error. One or two standards and a blank are inserted for every 20 samples.

The Waihi protocol requires CRM to be reported to within 2 standard deviations of the Certified Value. The extraction method used by SGS for gold was by fire assay followed by AAS determination, whereas silver has been extracted by Aqua Regia and analysed by AAS (UW212, UW222, UW310, UW313) or by ICP-MS (UW320 onwards).

In addition to routine quality control procedures, umpire assays are carried out at Ultratrace Laboratories in Perth and/or ALS in Brisbane. Multi-element data is obtained routinely from the Waihi SGS laboratory for all exploration assay samples for the elements silver, copper, arsenic, lead, zinc and antimony, which are potential pathfinders for epithermal mineralisation. For samples with over-range silver and lead, these elements are found to be extracted more efficiently by using a more dilute Aqua Regia digest (1 gram sample weight rather than the standard 10 gram per 50 ml. Samples from greenfield drilling is submitted to ALS in Brisbane for multi-element analysis.

The sampling methods are acceptable, meet industry-standard practice, and are acceptable for Mineral Resource and Mineral Reserve estimation and mine planning purposes. The quality of the analytical data is reliable and sample preparation, analysis, and security are performed in accordance with exploration best practices and industry standards.

A number of data verification programs and audits have been performed over the project history, primarily in support of compilation of technical reports on the project and in support of mining studies. This work supports the geological interpretations and the database quality, and therefore supports the use of the data in Mineral Resource and Mineral Reserve estimation, and in mine planning.

9.10 Metallurgical Test Work

Metallurgical test work has been conducted in a number of programs since 1980. Composites of various ore types were developed using drill core samples. Metallurgical testing programs continue to be conducted as required to evaluate possible changes in feed types from new mining areas, proposed changes in processing to improve recoveries and to investigate factors causing lower than desired recoveries.

Metallurgical test work and associated analytical procedures were appropriate to the mineralization type, appropriate to establish the optimal processing routes, and were performed using samples that are typical of the mineralization styles found within the project. Samples selected for testing were representative of the various types and styles of mineralization. Samples were selected from a range of depths within the deposit. Sufficient samples were taken so that tests were performed on sufficient sample mass. Test work results have been confirmed by production data.

9.11 Mining Operations

9.11.1 Open Pit Mining

The Martha open pit operations were suspended following a localised ramp failure in April 2015 and a larger failure of the north wall in April 2016. Earthworks to stabilise the north wall failure were undertaken in 2017 over an 8-month period. During this period, the crest of the failure was unloaded and the majority of the



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excavated material was crushed and conveyed to the waste rock stockpiles adjacent to the tailings storage facilities. The remainder of the material excavated was either tipped over the crest of the pit wall or stockpiled adjacent the crusher. No ore was mined during this period and open pit operations currently remain suspended.

The method for conversion of Mineral Resource to Mineral Reserve involved a 2010 pit optimisation study using the “Whittle” Lerch-Grossman algorithm to determine the economic limits of the Ore Reserve. Mining of the current layback was commenced in 2010.

Because of the wall failure mentioned above, studies are in progress to regain access to the bottom of the pit.

The open pit mining process at Martha is determined largely by the land use consents granted to the Company. Ore and waste is mined by conventional drill, blast, load and haul methods from the open pit. Waste and ore is categorised into hard and soft material. Waste is further categorised into potentially acid forming or non-acid forming rock. Ore sampling is conducted in-pit by RC drilling. Ore blocks are blocked out on the basis of this sampling and take into account the capacities of the equipment to selectively mine these blocks.

Soft material is ripped by D9 dozer whereas hard material is blasted. Strict controls on blast vibration determine the blast hole spacing and the maximum allowable charge weight per delay. Generally, ore is blasted in 5 metre vertical intervals (two flitches), but blast vibration limitations may require blast holes to be drilled at 2.5metre vertical intervals. Electronic detonators are used in all holes to ensure detonation of charges occur as per the design sequence. The Company monitors each blast vibration for conformance.

All ore and waste is loaded via 190 tonne backhoe excavators into 85 tonne rear dump trucks and trucked via a 1 in 10 ramp and generally direct tipped to a Jaw Crusher or Stamler Breaker station. Small quantities of ore and waste are stockpiled close to the jaw crusher. The presence of historic workings in the open pit requires probe drilling to identify voids or weak pillars which create both a safety hazard and an operating constraint. Underground voids are either banded off or marked with hazard tape. Excavators and trucks must operate around the void working in towards the void. This process can at times influence the bench extraction sequence. All ore and waste is crushed. Ore is conveyed 1.5 km to the process plant and placed in a stockpile.

The minimum mining width has been set at 3 metres wide, determined by the observed width of many of the small narrow veins that are being mined. Equipment has been sized to suit these design parameters. The selective mining unit developed for the geological block model is a bench height of 2.5 metres, and east west dimension of 3 metres and north south dimension of 10 metres reflecting the drill spacing and the main trend of the mineralised veins in an east westerly direction.

Reverse Circulation grade control drilling has been used since 2006 and is drilled to an approximate 10m x 5m pattern with 1.5m down hole sample lengths. Drill holes are currently inclined to the north but this will be continually reviewed in the light of routine pit mapping.

The ore zones are broad on each mining bench, and the overall dilution edge effects are minimal, with the result that there is little difference between the overall in situ and diluted tonnes and grade. The Mineral Resource block model has a block dimension which is larger than the optimum selective mining unit for the equipment operating at Waihi. When estimating open pit Ore Reserves there is no requirement for additional mining dilution subsequent to the geological modelling stage. OceanaGold will continue to monitor dilution assumptions should operations resume.

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9.11.2 Underground Mining

Correnso is accessed via the existing Favona Mine and Trio Mine, the portal is close to the ore processing plant, refer below to Figure 6.

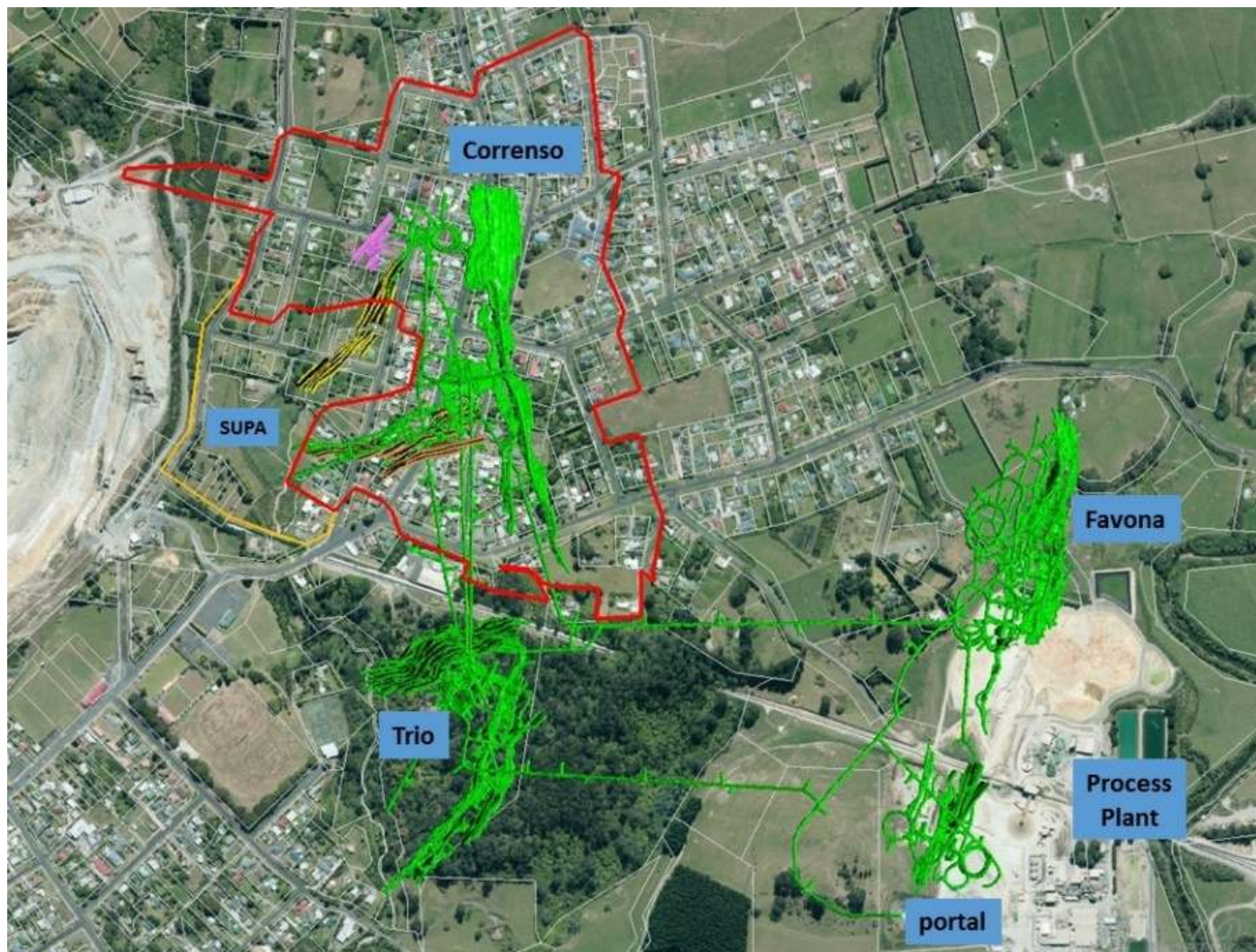


Figure 5: Location of Correnso Ore Reserve

Mining options available for Correnso were limited because of the permit conditions, blasting and backfill constraints and modified Avoca mining was selected as the preferred mining method. Correnso has been designed with a 15m level spacing, floor to floor primarily to limit blast vibration but this also assists hanging wall and footwall stability, refer below to Figure 6.

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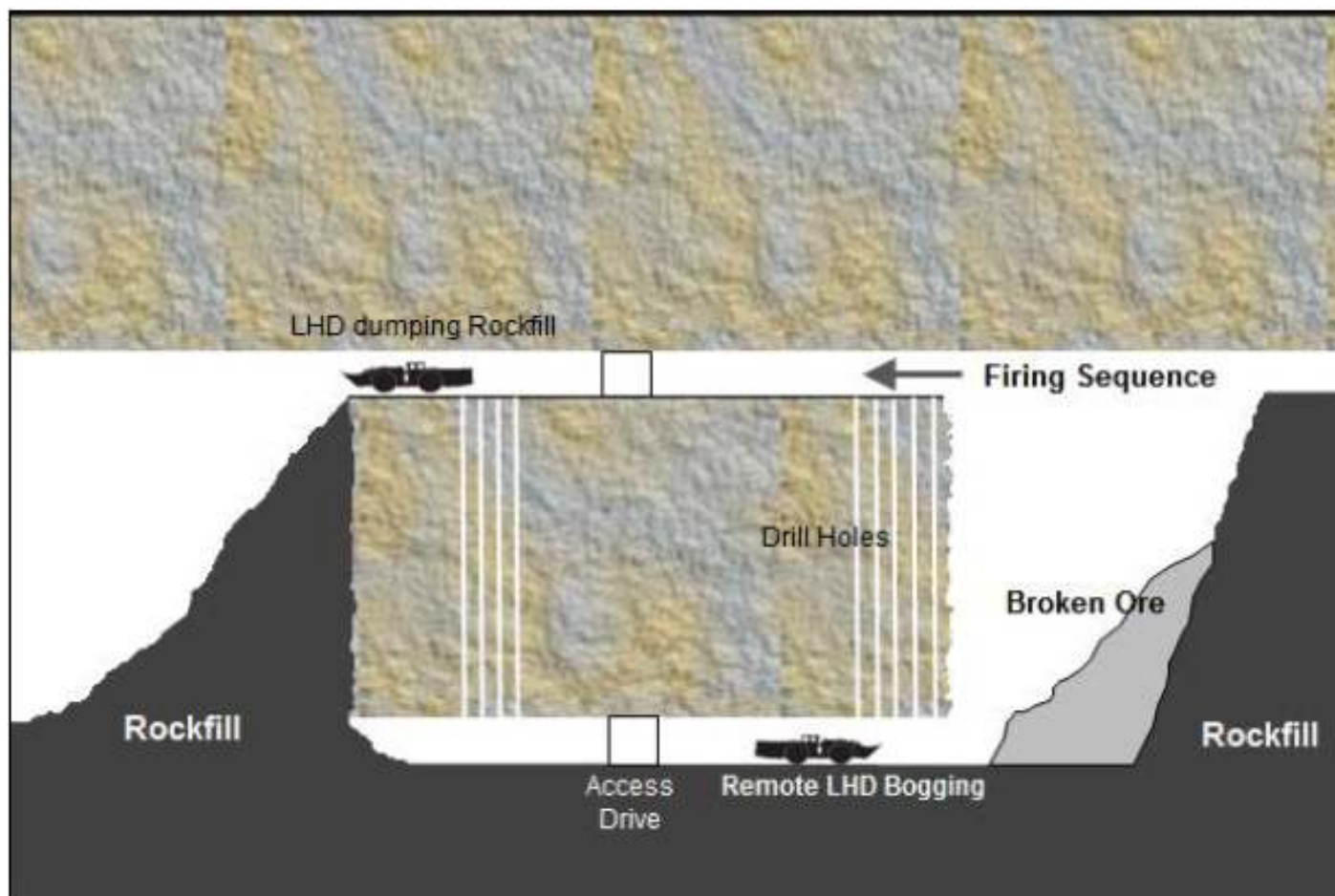


Figure 6: Modified Avoca Mining Method

Access to the Correnso underground is via a decline from previously mined areas, and also serves as a fresh air intake. Two primary exhaust raises and a single fresh air raise has been raise bored to surface and equipped. The portal is located close to the processing plant. The mine layout for Correnso can be summarised as follows:

- primary accesses via the existing lower trio access drive, the 844 exploration drive and from the Trio 953 level;
- exhaust ventilation development from the 972 and running parallel with the 953 access exhausting levels via a dedicated return air raise adjacent to the spiral decline;
- ore and level waste development at 15m level intervals;
- ventilation rise adjacent to the spiral decline; and
- ore passes and waste passes to all levels throughout the mine.

Conventional cross cut accesses are designed for the stoping levels. Ore and waste passes are planned to assist with efficient materials handling. Exhaust ventilation is provided from the 972 Trio development to the existing Union Hill ventilation rise. Mining is located approximately 200 metres below residential housing and the mining reserve is approximately 120 metres high by 600 metres long.

The Permit and mining method requires all stopes and selected development to be backfilled. Mine waste and supplement from Waste Rock Embankment is being used.

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9.12 Recovery Methods

Recovery of gold at Waihi is achieved from the use of leaching and adsorption following a conventional SAG Mill-Ball Mill grinding circuit. The plant has been successfully running for 30 years with a well-established workforce and management team in place. The processing plant has the capacity to treat up to 1.25 million tonnes of Martha ore or 800,000 tonnes of Correnso ore per annum.

Ore from the surface and underground mine is stockpiled at the ore pad before being fed to a jaw crusher located directly above the mill into the SAG mill. Ore is fed to the SAG mill along with lime, water and steel balls. As the ore moves through the SAG mill it is broken into finer particles. Particles greater than a few millimetres are returned to the SAG mill and the rest go to the ball mill for further grinding until they reach a final product size of less than 100 microns for surface ore and 50 microns for underground ore. Once the ore has reached the final product size it is thickened to higher density slurry in a thickener before the leaching process begins.

The 500mm cyclone overflow gravitates to the ball mill discharge hopper, whereby the slurry is combined with the ball mill discharge and pumped to a hydrocyclone distributor, which consists of fourteen Weir Warman Cavex cyclones. The cyclone underflow reports to the ball mill for further grinding, while the cyclone overflow reports to a trash screen to remove mining detritus prior to reporting to the pre-leach thickener.

The pre-leach thickener increases slurry density to approximately 37 to 40% solids prior to the CIP circuit, which comprises of five leach and seven adsorption tanks. The leaching tanks capacity are 700 m³ and the adsorption tanks have 300 m³, providing a total residence leach/adsorption time of 24 hours for Martha ore and 48 hours for Correnso ore.

Wedge wire cylindrical inter-stage screens are installed in each adsorption tank to achieve counter current carbon movement. The cyanide is dosed into the first leach tank and the concentration is maintained at 280 ppm for Martha and 240 ppm for Correnso. Oxygen is added via a shear reactor located on the first leach tank. The slurry decreases in gold and silver concentration until it is barren, once the slurry leaves the last tank it is called tailings and pumped to the Tailings Storage Facility.

The “loaded” carbon is fed into an elution column where the carbon is washed at high temperature and pressure to remove the gold and silver from the carbon and into the water (pregnant eluant). The pregnant eluant is then passed through electrowinning cells where gold and silver is electroplated onto stainless steel cathodes. Once the gold and silver have been removed from the carbon it is reactivated and recycled to the adsorption tanks. The cathodes are periodically harvested and rinsed to yield a gold and silver bearing sludge which is dried, mixed with fluxes and put into a furnace at 1200°C. Once the sludge is molten it is poured as bars of doré (unrefined alloy of gold and silver) bullion ready for shipment to the Mint.

9.13 Capital and Operating Costs

Operating costs for underground mining includes lateral ore and waste development, stoping costs, backfilling costs, mine services and mine overheads.

Operating costs associated with ore processing includes crushing and grinding, thickening, gold leaching and adsorption, elution, electro-winning, gold smelting, water treatment, tailings disposal, ore stockpiling, and plant operation and maintenance.

Capital costs for the Waihi Correnso project comprise mainly capital mine development and installation of fixed underground equipment such as pump stations and substations. Sustaining capital for housing purchases for properties directly above the Correnso underground mine, ongoing construction of the tailings storage facility and general capital expenditure is still required.

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The table below summarises Waihi operations' operating and capital costs for 2018:

Waihi	
Cost and Capital Summary 2018	
Operating Costs	US\$m
Mining costs (before capitalised mine development costs)	38.0
Mining costs (after capitalised mine development costs)	31.3
Process plant costs	12.8
General and administrative costs	9.4
Freight, handling and refining costs	0.4
Capital and Exploration Expenditure	US\$m
Sustaining Capital	8.2
Non-sustaining Capital	13.2
Explorations	19.1
Unit Metrics	US\$ / tonne
Mining cost per tonne mined (incl. capitalised mining costs)	58.39
Processing cost per tonne milled	29.85
G&A cost per tonne milled	21.97

The Company has released an updated Technical Report for Waihi on 29 March 2019 which includes a more detailed economic analysis with forecasts of annual cash flow, net present value, internal rate of return, and payback period for Waihi.

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10 The Haile Operation

10.1 Property Description and Location

The Haile Gold Mine (Haile or HGM) is 100% owned and operated by OceanaGold. Haile is located 3 miles northeast of the town of Kershaw in southern Lancaster County, South Carolina. Lancaster County lies in the north-central part of the state. The HGM property site is approximately 17 miles southeast of the city of Lancaster, the county seat, which is approximately 30 miles south of Charlotte, North Carolina. It is also approximately 50 miles northeast of Columbia, South Carolina. Geologically, Haile is situated in the Carolina terrane, which also hosts the past-producing Ridgeway and Brewer Gold Mines. The Carolina terrane was the location of the first gold rush in the United States in the early 1800s.

The Haile Gold Mine is subject to a South Carolina Department of Health and Environmental Control (SCDHEC) Mining Permit, and 401 Water Quality Certification and a US Army Corps Of Engineers 404 Wetland Permit. The current permits for the Haile Gold Mine expire around December 2039.

Haile owns or controls all land associated with the Haile Gold Mine and within the mining permit boundary (approximately 14,978 acres of land at December 31, 2018, including leased exploration parcels). The Company's interest in the fee simple properties includes surface, water and mineral rights with no associated royalties and is free of all claims and access restrictions.

10.2 Environmental Permits and Regulatory Matters

The following outlines the future required commitments related to the issuance of the environmental permits:

- As part of the land mitigation plan associated with the Federal Clean Water Act 404, Haile will provide total cash payments of \$5.7million in equal annual instalments over the next 14 years for the maintenance and management of mitigation properties donated to the State of South Carolina ("State") for the benefit of conservation, and protection of the endangered Heelsplitter mussel.
- In late 2014, Haile entered into an agreement with South Carolina Conservation Community to provide on-going protection for lands in the Lynches River Watershed of South Carolina. Under the agreement, 368 acres (149 hectares) of currently owned land valued at approximately \$2.0 million within a designated critical habitat for the Carolina Heelsplitter mussel was transferred to a land conservation organisation in early 2018. In addition, the Company will make four annual instalments of \$1.0 million each (\$4.0 million total) to the Lynches River Conservation Fund. The final payment under this agreement will be made in January 2020.
- The mine operating permit which became final and effective during the first quarter of 2015 includes a schedule for estimated financial assurance of \$65.0 million over the mine life consisting of \$55.0 million in surety bonds or other mechanisms and \$10.0 million in an interest-bearing cash trust. The Company has satisfied its current financial assurance payment requirements by using a surety bond of \$37.5million. In addition, the Company has paid \$1.8million in trust funding, as at December 2018.
- The remaining estimated financial assurance of \$27.5million will be paid over the life of the mine with the next financial assurance payment anticipated to occur during 2019. The timing and amounts of these payments may change due to a number of factors including changes in regulatory requirements, changes in scope and timing of closure activities.

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- The surety bond and other financial assurance must be maintained in force continuously throughout the life of mining operation and may only be released, partially, or in full, after the State of South Carolina ("State") approves release of financial assurance.

10.3 Accessibility, Climate, Local Resources, Infrastructure and Physiography

10.3.1 Accessibility

The Haile property site is located 3 miles (4.8 km) northeast of the town of Kershaw in southern Lancaster County, South Carolina; Lancaster County lies in the north-central part of the state. The Haile Gold Mine is approximately 17 miles (27 km) southeast of the city of Lancaster, the county seat, which is approximately 30 miles south of Charlotte, North Carolina. The Haile property is accessible by via U.S. Highway 601 northeast from the town of Kershaw for approximately 2 miles (3.2 km), with the main access via Snowy Owl Road.

10.3.2 Climate

The Kershaw area of South Carolina has a humid sub-tropical climate. Summers are hot and humid with daytime temperatures averaging 85°F (29°C) to 95°F (35°C). Winters are mild and wet, but overnight temperatures can be below freezing. Average annual precipitation approaches 50 inches (1,270 mm) while annual evaporation is only 30 inches (762 mm). Precipitation is abundant throughout the year with March being the wettest month. Snowfall annually is often insignificant and averages less than 3 inches (76.2 mm) per year. Regionally, South Carolina averages 50 days of thunderstorm activity and 14 tornadoes per year. The operating season is year-round.

10.3.3 Local Resources and Infrastructure

Local resources (labour force, manufacturing, housing, etc.) and infrastructure are already in place and available for the operation of the Haile project. Several towns exist within 30 miles (48 km) of the Haile mine. Equipment and sources of both logistical and professional expertise can be obtained from the major cities of Charlotte, North Carolina, and Columbia, South Carolina. Industrial contractors of the south-eastern USA are in close proximity to the site and provided a skilled workforce for the construction project.

The plant power source is a 24.9 kV, 3-phase, 60-Hz overhead transmission line extension from the utility owned substation located adjacent to the mine site main substation. The supply source is via a 69 kV transmission line. The mine site main substation provides the step down from 69 kV to 24.9 kV with the 25 kV main circuit breaker.

The 25 kV feeders exit the mine site main substation with both overhead and underground supply power to the electrical rooms around the plant.

10.3.4 Physiography

The Haile Gold Mine and its surroundings occur within the Sand Hills sub-province of the Piedmont physiographic province of the south-eastern United States. This province trends from southwest to northeast and is bound by the Coastal Plain to the southeast and the Appalachian Mountains to the northwest. Gentle topography and rolling hills, dense stream networks, and white sand to red-brown lateritic soils characterize the province.

The elevation of the property ranges from 400 ft. (122 m) to 550 ft. (168 m) above mean sea level. The topography is the result of dissection by the perennial, southwest-flowing Haile Gold Mine Creek and by its intermittent, southeast and northwest-flowing tributaries. The surface ground slopes within the drainages are gentle to moderate (1 to 13%) and the slopes above the drainages are gentle to nearly flat (less than 1%). Haile Gold Mine Creek enters the southeast-flowing Little Lynches River 1 mile (1.6 km) southwest of the mine.

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The property is heavily wooded with pine and hardwood forests. Pine timber harvesting occurs frequently in and around the property area as each harvestable tract matures.

10.4 History

Gold was first discovered in 1827 near Haile by Colonel Benjamin Haile, Jr. in the gravels of Ledbetter Creek (now the Haile Gold Mine Creek). This led to placer mining and prospecting until 1829; in 1837, a five-stamp mill was built on site. Gold production and pyrite-sulfur mining for gun powder continued through the Civil War. General Sherman's Union troops invaded the area and burned down the operations near the war's end.

In 1882, a twenty-stamp mill was constructed and operated continuously until a fatal boiler explosion killed the mine manager in 1908. From mid-1937 to 1942, larger-scale mining was undertaken on site by the Haile Gold Mines Company and was shut down by presidential decree (L208) in 1942 because of World War II. By this time, the Haile Gold Mine had produced over \$6.4 million worth of gold (in 1940 dollars).

Between 1981 and 1985 Piedmont Land and Exploration Company (later Piedmont Mining Company), explored the historic Haile Mine and surrounding properties. Piedmont mined the Haile deposits from 1985 to 1992, producing 85,000 ounces of gold from open pit heap leach operations that processed oxide and transitional ores. New areas mined by Piedmont included the Gault Pit (next to Blauvelt), the 601 pits (by the US 601 highway), and the Champion Pit. They also expanded the Chase Hill and Red Hill pits and combined the Haile-Bumalo zone into one pit. They also discovered the large Snake deposit sulfide gold resource and mined its small oxide cap. Piedmont extracted gold ores from a mineralized trend a mile long, from east to west. Amax and Piedmont entered into a Joint Venture agreement and established the Haile Mining Company ("HMC") in May 1992.

At the end of the Amax / HMC program in 1994, a gold reserve estimate was prepared, but due to unfavourable economic conditions at the time, Amax did not proceed with mining, but began a reclamation program to mitigate acid rock drainage conditions at the site.

Kinross acquired Amax in 1998, assumed Amax's portion of the Haile joint venture, and later purchased Piedmont's interest. Because Haile was a low priority compared to larger and more profitable prospects, Kinross decided not to reopen the mine but did continue the closure/reclamation effort.

Romarco Minerals Inc. acquired the Haile property from Kinross in October of 2007 and began a confirmation drilling program in late 2007. The Company completed the confirmation drill program in early 2008 and began infill and exploration drilling. The drill program was accelerated in early 2009 with a major reverse circulation drilling program and was discontinued in April 2013 due to low gold prices. Drilling restarted in April 2015. Data from the drill program that was available as of November 17, 2011 has been used in the most current update of the Mineral Resource estimate.

The Company acquired Romarco Minerals Inc. in 2015 which holds the Haile Gold Mine through its subsidiary, Haile Gold Mine Inc.

10.5 Geological Setting and Mineralisation

10.5.1 Regional and Local Geology

The largest gold deposits in the southeastern USA are located in the Carolina terrane in the north-central portion of South Carolina. Details are available in the Haile NI 43-101 Technical Report of August 2017. The largest gold deposits are the Haile (4.4 M oz resource), Ridgeway (1.44 M oz resource) and Brewer (0.2 M oz resource) deposits (Foley and Ayuso, 2012).

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The Brewer mine is located 12 km northeast of Haile and the Ridgeway mine is located 50 km southwest of Haile. Haile and Brewer are hosted in the upper Persimmon Fork Formation in sedimentary and volcanic rocks respectively. Ridgeway is hosted in sheared metasediments of the basal Richtex Formation. Haile is classified as a sediment-hosted intrusion-related disseminated gold deposit with proximal quartz-sericite-pyrite alteration and distal sericite-chlorite alteration. Ridgeway is geologically similar to Haile in that it is dominantly sediment-hosted with some mineralized volcanic rocks. Brewer is a high sulphidation (pyrite-enargite-chalcopyrite-topaz) volcanic-hosted, breccia pipe overprinted by argillic alteration (pyrophyllite-andalusite).

10.5.2 Stratigraphy

Stratigraphy at Haile is described from mapping and core drilling over a thickness of about 1 km. The volcanic and interbedded epiclastic rocks of the Haile area are assigned to the ~3 km thick Persimmon Fork Formation that formed 555 to 551 Ma (Hibbard et al., 2002). The Richtex Formation conformably overlies the Persimmon Fork and consists of ~3 km of thin-bedded siltstone, argillite, conglomerate, sandstone and greywacke deposited in a submarine slope environment (Secor and Wagener, 1968). The Persimmon Fork-Richtex boundary marks the ~550 Ma change from volcanic-dominated arc terrane to basinal sedimentary facies. Stratigraphic reinterpretation has reassigned the metasedimentary package at Haile from the Richtex Formation to the uppermost section of the Persimmon Fork Formation. This is supported by fining upward sedimentary cycles, cross bedding, gradational contacts, rapid facies changes, tuffaceous interbeds, and the common occurrence of 1-3% plagioclase crystals in volcaniclastic units. Local peperite beds tens of meters thick consist of alternating 15 cm to 3 m bands of laminated siltstone and crystal-poor felsic tuff. The conformable ENE-trending contact between the Persimmon Fork and the overlying Richtex Formation is located about 0.5 km south of Haile. Reinterpretation of stratigraphy at Haile simplifies the structural model with a folded volcanic-sedimentary package that is not complicated by overturning or regional thrusting of older rocks over younger rocks.

10.5.3 Structure

The structural history of Haile is complex and long-lived and is characterized by strong ductile deformation. Penetrative strain overprints the Richtex and Persimmon Fork rocks with strong foliation, slaty cleavage, open to isoclinal folding, and local shearing. The foliation surface results from alignment of mica minerals. The more massive portions of the Persimmon Fork are less foliated but micas within them are aligned. Foliation generally strikes northeast and dips moderately northwest. Foliation intensity increases along the sedimentary-volcanic contact, and is strongest in the laminated siltstones where gold mineralization is best developed. Gold-pyrite-silica-rich fluids were preferentially precipitated in more permeable and structurally deformed metasediments.

The Haile gold deposits are exposed along the axis and limbs of a 5 km long by 1.5 km wide ENE-trending asymmetric anticlinorium. The flatter northwest limb of the anticlinorium dips 30 to 50 degrees northwest and includes the Champion and Mustang deposits and portions of the Ledbetter deposit. The steeper southeast limb of the Haile anticlinorium dips 60 to 80 degrees southeast and contains the Palomino, Red Hill, Snake and Horseshoe deposits. The anticline core consists of strongly folded and foliated metasediments that host the largest gold deposit at Ledbetter, and also is mineralized at the 601, Small, Mill Zone, and Chase Hill deposits. Axial planar shearing is manifested as ENE-striking, 40-600NW-dipping faults that focus high-grade zones > 3 g/t Au. Fold axes generally strike N400E to N700E and fold wavelengths range from meters to hundreds of meters. Fold axes typically have shallow to moderate ENE plunges. Brittle deformation is less common at Haile and includes shears zones and minor faults with ENE and NW trends. Brittle deformation is most intensive along NW-trending swarms of diabase dikes.

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10.5.4 Mineralisation and Alteration

Haile gold mineralization occurs as an en echelon 5 km long by 1.5 km wide cluster of moderately to steeply-dipping ore lenses within an ENE-trending anticlinorium. Eleven named gold deposits are recognised at Haile. From west to east these include Champion, 601, Small, Mill Zone, Haile, Ledbetter, Mustang, Red Hill, Palomino, Snake and Horseshoe. Ore body geometry, depth, size, grade, mineralogy and alteration are variable between deposits. Ore zone geometry is strongly controlled by post-mineral folding and position within the Haile anticlinorium. Some of the deposits coalesce, especially in the central part of the district around the large Ledbetter deposit. Ore lenses are typically 50 to 300 m long, 20 to 100 m wide, and 5 to 30 m thick. Gold mineralization at Haile is mostly hosted by folded laminated siltstone and greywacke of the upper Persimmon Fork Formation and is capped by less permeable volcanic rocks. Mineralization is typically within 100 meters of the sediment-volcanic contact. Mineralized zones at Ledbetter, Red Hill and Snake are partly hosted in volcanic rocks.

Gold mineralization at Haile is disseminated and occurs in silicified and pyrite-rich metasediments with local K feldspar and molybdenite. Mineral zonation is a quartz-sericite-pyrite+K feldspar+gold (QSP) →, sericite + pyrrhotite → propylitic (chlorite-calcite-epidote) haloes. QSP mineralized zones are tens of meters wide. Sericite envelopes range in thickness from tens to hundreds of meters and are controlled by protolith, structural permeability and post-mineral folding. Within the mineralized zones, quartz is dominant (60% to 80%), pyrite is moderate (1% to 10%), and sericite is variable at 5% to 20%. Two silicification events are observed in the mineralized zones. Early massive silicification is finely disseminated to diffuse. Later silicification is manifested as matrix fill in tectonic and hydrothermal breccias and as stockwork veinlets. Sericite alteration is commonly expressed as sericite schists due to sericite replacement of micaceous layers in metasediments, imparting a tannish white color. Bleaching and/or argillization are weakly developed within and adjacent to sericite zones. Propylitic alteration is characterized by increased chlorite (5% to 20%) and a mottled texture with blebs of 3-5mm calcite aggregates. Late calcite + quartz veining is focused along fault zones. High-grade zones >3 g/t Au are characterized by intense silicification, anastomosing quartz veins, hydrothermal breccias and >1% fine-grained pyrite. High grade zones are focused where ENE faults coincide with anticline axes in folded metasediments adjacent to the overlying metavolcanic rocks. High grade zones >3 g/t Au occur in strongly silicified and pyritic rocks and are enclosed by lower grade haloes with weaker or absent silicification and 0.5% pyrite. The only exception is where diabase dikes cut mineralized zones, which create very sharp ore-waste boundaries.

Oxidation at Haile extends to depths of 20 to 60 meters and is deepest along faults and in folded volcanic rocks. Hematite and goethite are strongest near surface, accompanied by saprolite, and decreased at depth as joint stains. Gold spatially correlates with molybdenite, silver, arsenic, antimony, molybdenum, and tellurium at Haile (Mobley et al., 2014). Arsenopyrite, chalcopyrite, galena, and sphalerite are rarely associated with gold mineralization.

10.5.5 Exploration

OceanaGold purchased the Haile property from Romarco in October 2015 and continued the drilling programs designed to expand resources and reserves at Haile. Brownfields extensional and infill drilling is ongoing. Exploration is focused at Haile and within the NE-trending Carolina terrane.

Resource definition drilling at Haile has increased the resources more than fivefold since 2007. Reserve growth resulted from 3D geologic modelling, higher gold prices, and aggressive and deeper drilling of a robust and previously underexplored mineral system. This has been recently exemplified by pre-development of the Horseshoe underground deposit and its inclusion as an underground resource and reserve. Exploration and resource delineation drilling by OceanaGold continues at a rate of ~30 km of drilling per annum, targeting open

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pit and high-grade underground mineralization in sheared metasediments proximal to the sedimentary-volcanic contact. Underground development of the Horseshoe deposit will facilitate access for underground drill stations along the prospective 1 km long Horseshoe-Palomino trend. Additionally, regional exploration target generation and land acquisition for Haile-like deposits continues.

Geological mapping and drill hole logging of lithological, structural, alteration data have been compiled in 3D space in Vulcan software to produce district-wide geological models. This work has led to revised interpretations and a better understanding of geological controls on gold mineralisation. These models have been used to constrain the Haile block model.

10.5.6 Drilling

The Haile database includes 4,417 holes in the Haile district which are securely stored and verified OceanaGold's acQuire database. Drill hole collar locations, downhole surveys, geological logs, geotechnical logs and assays have been verified and used to build 3D geological models and in grade interpolations. Geologic interpretation is based on structure, lithology and alteration as logged in the drill holes. The disseminated style of gold mineralization at Haile enables relatively robust geologic models to be produced, despite complexities by folding. Significant gold mineralization has been recorded in drill holes at eleven named gold deposits at Haile within a 3.5 km by 1 km area since drilling commenced in the 1970s. Drill hole spacing typically ranges from 30 to 60 meters, and drill gaps are wider between mineralized zones. Resource drilling at Haile has predominantly been conducted by core holes. A total of 116 core holes were drilled at Haile in 2018 for resource confirmation and extension purposes. Drilling in 2018 was successful in identifying resource extensions at Mill Zone, Snake, Mustang and Ledbetter. Hole depths mostly range from 120 to 500 meters. Sample interval lengths average 1.5 meters (5 feet) but can vary based on geological logging.

10.5.7 Sample Preparation, Analysis and Security

The Company released the updated Haile Technical Report in August 2017, which documents geology, mineralization, drilling, sample preparation, analysis, QAQC, and security in detail. Drill core is cleaned, measured, and photographed as OceanaGold on site core shed. Geotechnical and geologic logging are completed on the whole core. All logging and sampling handling is conducted by OceanaGold personnel. Data collecting during core logging include structure, rock type, alteration, mineralogy, Rock Quality Designation (RQD), core recovery, hardness and joint condition. Alteration is logged as relative intensity and includes weak, moderate and strong categories. Mineralogy is visually estimated to the nearest 0.1%. Standardized templates are used for all logging with drop down menus. Geologists routinely review core together and compare notes to ensure accuracy and consistency. Density samples are collected every 10 meters (30 feet) and use the water immersion method to measure specific gravity. Competent core at Haile does not require plastic or wax coatings for density measurements. Paper logs are entered into an Excel spreadsheet and then imported in the acQuire database by the admin assistant. Logs are periodically checked by the geologists for accuracy and completeness. Tablet-based geology logging in Excel was initiated in 2017 and enables logs to be directly uploaded into acQuire. Core is prepared and assayed at the ALS laboratory in Tucson, AZ and Reno, NV, USA.

Sample collection, preparation and analysis are according to industry standards. All labs used by Romarco and OceanaGold are certified to ISO-9001 standard or 17025 accredited for gold and silver through the Standards Council of Canada. The primary external labs used for check assays at ALS Reno and ALS Tucson are both ISO-9001 certified and 17025 accredited

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Core, pulp and RC sample storage are considered secure based on the opinion of John Jory, Director of Exploration, Haile gold mine. Sample transport is by company personnel between secure facilities and by approved couriers to external labs. No significant risks have been identified for sample contamination or sample exchange.

All Haile drill hole data (assays, logs, surveys) are stored in the secure acQuire database which is managed by the senior database geologist. Assay data can only be imported by the senior database geologist. This geologist has no direct reporting relationships to the Haile geologists or to the Head of Exploration. Strict data importing and verification protocols must be followed to avoid, for example, overlapping or missing intervals, mismatched hole depths in different fields, duplicate hole IDs or sample numbers, and invalid logging codes.

10.6 Mineral Processing and Metallurgical Testing

Samples of ore were collected by the Haile Gold Mine for metallurgical testing which indicated that the ore will respond to flotation and direct agitated cyanide leaching technology to extract gold.

Comminution test work on mineralized samples was performed by Resource Development Inc. (“RDi”), and ALS Limited (“ALS”). Tests included Bond work indices and Sag Mill Comminution (“SMC”) and JK Drop Weight impact testing. The results of the test work were used to develop the expanded plant comminution circuit design.

Laboratory testing on ore composite samples demonstrated that the mineralization was readily amenable to flotation and cyanide leaching process treatment. A conventional flotation and cyanide leaching flow sheet can be used as the basis of process design.

The relative low variability of test work indicates that the different mineralized zones are similar in terms of ore grindability, mineral composition, and flotation and cyanide leaching response.

Overall gold recovery will be in the range of 65% to 92% dependent primarily on head grade to the mill and less related to which zone the ore is mined from.

The data developed in the test programs has been used to establish a relationship between overall gold recovery and head grade.

10.7 Mining Methods

10.7.1 Open Pit Mining Methods

Haile is currently being mined using conventional open pit methods. The open pits are located in gently undulating topography intersecting natural drainages that will require diversion to withstand high rainfall events during the summer months. Waste dumps are managed according to the AP and are located on high ground and lined for control of drainage (contact water) if required.

The open pits that forms the basis of open pit reserves and LOM production schedule is approximately 2.5 km from east to west, 1.25 km north to south with a maximum depth of 370 m. Total material movement is estimated at 493Mt comprised of 56Mt of ore and 437Mt waste giving a strip ratio of 7.80 (Waste:Ore). Ore grade averages 1.49g/t Au yielding over 2.7Moz of gold in situ.

2018 production rates were 1.4 Mt of ore delivered to the mill and 16.7 Mt of total material movement. Over the next 12 months, open pit production will ramp up to 4.9Mtpa of ore and 29.7Mtpa of total material movement.

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10.7.2 Underground Mining Methods

Geotechnical

A geotechnical field characterization program has been undertaken to assess the expected rock quality. This program included logging core, laboratory strength testing, in situ stress measurements and oriented core logging of jointing. The results of this program have provided adequate quantity and quality data for feasibility-level design of the underground workings.

A geotechnical assessment of the orebody shape and ground conditions has determined that long-hole open stoping mining is an appropriate mining method. Stopes have been sized to maintain stability once mucked empty. A primary/secondary extraction sequence with tight backfilling allows optimisation of ore recovery while maintaining ground stability. Primary stopes will be backfilled with cemented rockfill, while secondary stopes will be backfilled with uncemented waste rock.

The design has been laid out using empirical design methods based on similar case histories. The stability of the design has been checked with 3D numerical stress-strain models of the workings which included consideration for mine-scale faulting. The modelling results confirm that stopes and access drifts are predicted to remain stable during active mining.

Mine Design

Stope optimisation within Vulcan software was used to determine potentially economically minable material. The mining method is transverse sublevel open stoping with cemented rockfill ("CRF"). Stope sizes, used in the optimisation were 25 m high, 15 m wide and a minimum of 10 m long.

Stope optimiser shapes were used as a basis for the design work. Each stope has a 5 m x 5 m access located at the bottom of the stope. Top accesses (also 5 m x 5 m) are designed to give access to stopes on the next level and to allow for backfilling. The stopes are drilled from the top and rings are blasted from the end of a stope toward the footwall access. The blasted material is remotely mucked from the stope access. A primary/secondary stoping sequence will be used. The stope accesses are connected to a level access located in waste material. The level accesses connect to the main ramp which is located in the footwall. Each level access is connected to an intake and exhaust ventilation system. Ore will be remotely mucked from the bottom stope access using a 14-t LHD (6.2 m³) and loaded into 40-t trucks for haulage to surface.

The mine is accessed via decline and two raises (5.0 m diameter, blind sink and/or raisebored) connect the mine to the surface (one intake, one exhaust). The intake raise is outfitted with a hoisting system for emergency egress.

The production and development schedule was completed using iGantt software. A delay of seven days was used prior to operating equipment on CRF and a 14-day delay prior to mining adjacent to a CRF filled stope. A production rate of 1,923 t/d was targeted with ramp-up to full production as quickly as possible.

The current assumption is the successful permitting of underground mining by QTR1 2020 with portal development beginning QTR2 2020. The open pit is expected to be able to meet this timeframe for stripping and opening the portal bench area. Portal development is assumed to take six weeks after which mining of the decline can begin. First production from the stopes is expected to occur in QTR4 2021 and lasts through mid-year 2026.

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10.8 Recovery Methods

The processing methods will remain the same as the currently operating plant for the proposed expansion. A conventional flotation and cyanide leaching flow sheet will continue to be used at Haile.

Additional equipment will be installed in some areas of the plant to meet the expanded duty and some reconfiguration of existing apparatus will be completed. In 2018, a Pebble crusher was installed on the existing SAG mill scats recycle.

Further key additions to the process plant for the expanded capacity required include a new primary regrinding stage using a combination of a tower mill and Isa Mill and additional thickening capacity.

As well as these key changes, throughout the plant general pump and piping upgrades are required.

10.9 Infrastructure

The permitted Duckwood Tailings Storage Facility ("TSF") will be expanded to store plant tailings by raising the crest height. The permitted Johnny's PAG ("JPAG") Overburden Storage Area ("OSA") will be expanded to store additional PAG material and an additional PAG OSA ("East PAG") will be developed to store the remaining PAG material that will be generated by the pits. The water from upper Haile Gold Mine Creek will be diverted around the proposed pits via a detention dam and pumping facility. The existing 69 kV electrical system will require upgrades to meet the site power demand.

The underground infrastructure required to support underground mining will include general buildings, upgrade and extension of the power lines and water supply. An underground run-of-mine ("RoM") pad area will contain the stockpiles, CRF plant as well as a truck shop and laydown area.

10.10 Capital and Operating Costs

Haile commenced commercial production beginning of October 2017. Operating Costs for the open pit operation includes ore and waste movement, rehandle, grade control, drill and blast, dewatering, fleet maintenance, road maintenance, technical services and mine overheads.

Operating costs associated with ore processing includes crushing, grinding, flotation, carbon-in-leach, elution, gold smelting, tailings disposal, water treatment, plant maintenance, metallurgy and mill overheads. Capital costs for Haile project include "sustaining" and "growth" drilling and geology activities within the contingent property boundaries, continued focus on plant improvement, and pit development work such as drilling of dewatering wells.

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The table below summarises the 2018 operating and capital costs:

Haile	
Cost and Capital Summary	
Operating Costs	US\$m
Mining costs (before capitalised mine development costs)	53.5
Mining costs (after capitalised mine development costs)	29.4
Process plant costs	35.7
General and administrative costs	13.7
Freight, handling and refining costs	0.3
Capital and Exploration Expenditure	US\$m
Sustaining Capital	33.5
Non-sustaining Capital	37.5
Exploration	6.3
Unit Metrics	US\$ / tonne
Mining cost per tonne mined (incl. Pre-strip)	3.20
Processing cost per tonne milled	14.92
G&A cost per tonne milled	5.74



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11 Other Projects

11.1 Gold Standard Ventures Corp.

In May 2015, OGC acquired 24,997,661 shares being a 14.9% stake in Gold Standard Ventures Corp. (“GSV”) at a cost of C\$0.65 per common share, by way of private placement. In Q4 2015, OGC increased its equity position in GSV to 15.2% through the purchase of 513,000 shares on the open market. In February 2016, OGC elected to purchase an additional 13,831,931 common shares of GSV at C\$1.00 per common share and increased its equity position in GSV to 19.9% immediately following the purchase of the additional shares. In May 2017, OGC sold 2,539,940 common shares at C\$3.45 per share of GSV.

In February and September 2018, OGC supported GSV’s financing by acquiring a total of 2,680,900 shares and 975,609 shares respectively at C\$2.05 per common share.

As at December 31, 2018, OGC held in aggregate 40,459,161 common shares of GSV, representing 15.6% of the issued and outstanding shares of GSV.

GSV currently owns the second largest contiguous land package in the Carlin trend, one of the most prolific gold belts globally. GSV has indicated it will continue to test oxide and sulphide mineralisation in 2019 as it seeks to expand on its current resource.

11.2 NuLegacy Gold Corp.

In April 2016, OGC acquired 47,663,228 common shares of NuLegacy at a price of C\$0.14 per share for gross proceeds of C\$6.67 million, by way of a private placement. This amounted to approximately 19.9% of NuLegacy’s issued and outstanding shares on an undiluted basis, prior to giving effect to any shares purchased by Barrick Gold Corporation (“Barrick”) and/or Waterton Precious Metals Fund II Cayman, LP (“Waterton”) pursuant to their existing equity participation rights to maintain their current equity ownership interests in NuLegacy. In August 2018, OGC supported NuLegacy’s financing by acquiring an additional of 2,099,538 shares and warrants in NuLegacy to maintain our equity position in NuLegacy.

As at December 31, 2018, OGC holds approximately 16.2% of the issued and outstanding shares in NuLegacy. NuLegacy is a Nevada exploration company focused on discovering additional Carlin-style gold deposits on its premier district scale 108 sq. km (41.7 sq. mile) Red Hill Project in the prolific Cortez gold trend of Nevada.

11.3 Locrian Resources Inc.

In 2014, the Company’s Board of directors approved an investment in Locrian Resources Inc. – a private Canadian company focused on exploration activities predominantly in Laos and Myanmar.

Under the terms of the investment, OGC made an initial equity placement to Locrian of CAD\$1 million which resulted in an equity holding of 13.5% of Locrian’s issued and outstanding shares on a fully diluted basis. In November 2015, June 2016 and March 2017, following further review and assessment of the opportunity, OGC’s Board resolved to approve further investments in Locrian. As at December 31, 2018, OGC now holds 18,929,416 shares in Locrian, representing approximately 30.4% of Locrian’s issued and outstanding shares on a fully diluted basis.



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11.4 Exploration projects in Argentina

The Company has entered into a letter of intent to enter into letters of intent to enter into joint venture agreements with Rio De Oro S.A. to earn up to a 75% interest in two exploration projects in Argentina by completing a series of exploration investments and making staged option payments.

11.5 Sams Creek

In New Zealand, OceanaGold holds a 20% interest in the Sams Creek project, which consists of exploration on a near surface, mineralised, porphyritic felsic dyke in the northwest region of New Zealand's South Island. Although only a small part of the dyke has been explored to date with diamond drilling, exploration results have been encouraging, with the resource remaining open at depth and along strike. The Sams Creek project is a joint venture with ASX listed MOD Resources Ltd ("MOD") which earned its 80% interest in the project by solely funding staged exploration programs. A New Zealand subsidiary of OGC was also issued 17 million MOD shares as part of MOD's consideration for the 80% interest in the project. As of the date of this document, the Company holds a 20% interest in Sams Creek.

11.6 Exploration projects in Nevada

In December 2018 the Company entered into an exploration earn-in agreement with Bravada Gold to earn up to 75% interest in the Highland Project, an early stage exploration project located in Nevada, USA. Again in January and February 2019, the Company entered into exploration earn-in agreements with Renaissance Gold Inc.'s subsidiaries to earn up to 75% interest in the Spring Peak and Fat Lizard Projects respectively, which are also both early stage exploration projects located in Nevada, USA.

11.7 Reefton

The Reefton Mine was placed into Care and Maintenance in May 2016 after the processing of all stockpiled ore and a decision to close the operation was made in December 2017. During 2018, rehabilitation works continued with ground preparation including waste rock reshaping and backfilling operations and seedling coverage on a seasonal basis. Closure plans and schedules continue to be reviewed as options for the disposal of the processing plant are evaluated. The Water Treatment Plant continues to be operated so as to meet regulatory requirements for the discharge of site collected water sources to the environment. Passive water treatment options are being investigated and trialled with the intention that they will assist to achieve water discharge requirements and will ultimately replace the Water Treatment Plant. Consultation with the landholders, the New Zealand Department of Conservation and Reefton township stakeholders are continuing to enable a best practise closure plan to be actioned.

11.8 Other Projects

In addition to Didipio, OGC has a portfolio of prospective exploration properties in the Philippines. This portfolio includes interests the Didipio region (outside of the FTAA area); two gold-copper porphyry exploration properties in Northern Luzon; and three exploration properties in the Surigao Peninsula area of northern Mindanao including the Paco tenement where the Company received its exploration renewal in 2014. These interests comprise direct holdings of, and options over, eleven granted tenements, with ten currently being considered for renewal by the Mines and Geosciences Bureau.

OGC also holds an interest in an unincorporated joint venture copper-gold project located near Orange, New South Wales, Australia.



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12 Dividends and Distributions

12.1 Dividends Declared in Respect of Previous Three Financial Years

In February 2019, the Board declared a semi-annual dividend of US\$0.01 per common share or CDI in respect of the second half of 2018. Shareholders of record at the close of business in each jurisdiction on March 7, 2019 will be entitled to receive payment of this dividend on April 26, 2019. At the election of the security holder, the Company will pay the dividend in US Dollars, Australian Dollars or New Zealand Dollars for ASX listed CDIs, and US Dollars or Canadian Dollars for TSX listed common share.

In 2018, the Board declared and paid two semi-annual dividends totalling US\$0.03 per common share or CDI in respect of the preceding periods (for an aggregate of approximately US\$18.6 million).

In 2017, the Company declared and paid two semi-annual dividends totalling US\$0.02 per common share or CDI in respect of the preceding periods (for an aggregate of approximately US\$12.3million).

In 2016, the Company declared and paid a dividend of US\$0.04 per share in respect of the preceding periods (for an aggregate dividend of approximately US\$24 million).

The amount and timing of any dividends is within the discretion of OGC's Board of Directors. The Board of Directors reviews the dividend policy periodically based on, among other things, the Company's current and projected performance and liquidity profile.

12.2 Current Policy

In February 2015, the Company established a dividend policy under which two base ordinary semi-annual dividends of US\$0.01 per share each are intended to be paid annually. In addition, the policy allows for an additional discretionary amount at the discretion of the Board based on financial and operating conditions while taking into account capital and investment requirements for growth opportunities.

Any decision to pay dividends or distributions on Common Shares in the future will be made by the Board of Directors of the Company on the basis of the earnings, capital and other financial requirements and other conditions existing at such time. There is no guarantee that the Company will continue to pay dividends. Prior to this dividend policy, the Company did not have a dividend policy.

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13 Description of Share Capital

OGC is authorised to issue an unlimited number of Common Shares, and an unlimited number of preferred shares, issuable in series. As at December 31, 2018, there were 618,623,496 Common Shares and no preferred shares issued and outstanding. All Common Shares are fully paid and have no par value.

13.1 Classes of Shares

13.1.1 Common Shares

Each Common Share entitles the holder to receive notice of any meetings of shareholders of OGC, to attend and to cast one vote per Common Share at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Holders of Common Shares are entitled to receive on a pro-rata basis such dividends, if any, as and when declared by the Board of Directors at its discretion from funds legally available therefore and, upon the liquidation, dissolution or winding up of OGC, are entitled to receive on a pro-rata basis the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking in priority to, or equally with, the holders of Common Shares with respect to liquidation, dissolution or winding up. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

13.1.2 Preferred Shares

The company currently has no preferred shares on issue. Preferred shares may, at any time or from time to time, be issued in one or more series. The Board of Directors shall fix before issuance, the designation, number and consideration per share (in addition to any provisions attaching to the shares of each series). Except as required by law or as otherwise determined by the Board of Directors in respect of a series of shares, the holder of a preferred share shall not be entitled to vote at meetings of shareholders. The preferred shares of each series rank on a priority with the preferred shares of every other series and are entitled to preference over the Common Shares and any other shares ranking subordinate to the preferred shares with respect to priority and payment of dividends and distribution of assets in the event of liquidation, dissolution or winding-up of OGC.

13.2 CHESS and CDIs in Australia

OGC participates in the Clearing House Electronic Sub-register System ("CHESS") in Australia.

13.2.1 CHESS

Settlement of trading of quoted securities on the ASX market takes place on CHESS, which is the ASX's electronic transfer and settlement system. CHESS allows for, and requires the settlement of transactions in securities quoted on the ASX to be effected electronically. No share or security certificates are issued in respect of shareholdings or security holdings which are quoted on the ASX and settled on CHESS, nor is it a requirement for transfer forms to be executed in relation to transfers which occur on CHESS.

It is not presently possible for securities issued by OGC to be settled electronically on CHESS. Accordingly, OGC CDIs have been created and issued to enable OGC shareholders to trade on ASX.

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13.2.2 CDIs

CDIs are units of beneficial ownership in securities registered in the name of CHESS Depositary Nominees Pty Ltd ("CDN"), a wholly-owned subsidiary of the ASX. The main difference between holding CDIs and Common Shares is that the holder of CDIs has beneficial ownership of the underlying Common Shares instead of legal title. Legal title is held by CDN. The Common Shares are registered in the name of CDN for the benefit of holders of the OGC CDIs. Holders of OGC CDIs will have the same economic benefits of holding the underlying Common Shares. In particular, holders of OGC CDIs will be able to transfer and settle transactions electronically on the ASX.

Holders of OGC CDIs are entitled to all dividends, rights and other entitlements as if they were legal owners of Common Shares and will receive notices of general meetings of OGC shareholders. As holders of OGC CDIs are not the legal owners of the underlying Common Shares, CDN, which holds legal title to the Common Shares underlying the OGC CDIs, is entitled to vote at OGC shareholder meetings at the instruction of the holder of the OGC CDIs. Alternatively, if a holder of an OGC CDI wishes to attend and vote at shareholder meetings, they may instruct CDN to appoint the holder (or a person nominated by the holder) as the holder's proxy for the purposes of attending and voting at an OGC shareholder meeting.

13.3 Employee Equity Incentive Plans

The Company's shareholders have approved the issue of up to 3.3% of the Company's issued and outstanding shares under securities-based employee compensation arrangements.

13.3.1 Performance Share Rights

In June 2015, shareholders of the Company approved the Performance Share Rights Plan for designated participants. Eligible participants, including executives and various senior employees, who are eligible to participate in the Performance Share Rights Plan. Subject to the performance of the Company relative to its peer group, the Performance Rights may or may not vest at the end of a three-year performance period. In circumstances where some or all of the Performance Rights become vested at the end of the performance period, they will be redeemable for Common Shares without any payout by the designated participant. As at December 31, 2018, 12,922,011 Performance Rights were on issue and outstanding.

13.3.2 Share options scheme

The Company had a share option scheme under which options to subscribe for Common Shares in the future had been granted to executives and senior employees. The share options scheme expired in June 2013 and has not been renewed. As at December 31, 2018, 185,729 executive options were on issue with exercise prices of between A\$2.40 and A\$2.68.

13.3.3 Pacific Rim Options

In 2013, OGC successfully completed a statutory plan of arrangement under the Business Corporations Act (British Columbia) for the purpose of acquiring all of the issued and outstanding common shares of Pacific Rim.

Pursuant to this arrangement each Pacific Rim option became exercisable for 0.04006 Common Shares. As at December 31, 2018, all Pacific Rim options had either been exercised or lapsed and there were nil Pacific Rim options outstanding. The options were originally granted under a Pacific Rim option plan; however, following the acquisition of Pacific Rim, the options which were previously exchangeable into Pacific Rim common shares, became exchangeable into Common Shares.



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13.3.4 Romarco Options

In 2015, OGC successfully completed a statutory plan of arrangement under the Business Corporations Act (British Columbia) for the purpose of acquiring all of the issued and outstanding common shares of Romarco. A replacement stock option plan was introduced into the Company following this acquisition.

Pursuant to the Romarco Arrangement, each outstanding Romarco option was exchanged for a replacement option from OGC that is exercisable for that number of OGC shares equal to 0.241 multiplied by the number of Romarco shares subject to such Romarco option. As at December 31, 2018, 281,991 replacement options were outstanding with exercise prices of between C\$2.06 and C\$3.24.

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14 Market for Securities

14.1 Trading Price and Volume

The following table sets forth the high and low sales price and volume of sales of the Common Shares of OGC on the TSX and of the CDIs of OGC on the ASX for the periods indicated.

14.1.1 TSX & ASX

2018	TSX (CAD)			ASX (AUD)		
	High	Low	Volume (m)	High	Low	Volume (m)
December	4.98	3.82	77.7	4.86	3.89	13.6
November	4.04	3.67	54.9	4.18	3.83	5.1
October	4.04	3.68	66.8	4.34	4.05	5.5
September	3.93	3.60	53.7	4.20	3.81	5.9
August	4.05	3.60	60.4	4.17	3.82	8.6
July	4.04	3.60	53.9	4.15	3.64	10.0
June	3.68	3.18	76.5	3.78	3.21	17.0
May	3.45	3.15	69.9	3.62	3.23	4.7
April	3.52	3.38	58.4	3.64	3.47	3.3
March	3.70	3.30	57.9	3.70	3.29	5.3
February	3.53	3.04	60.0	3.50	3.11	6.7
January	3.61	3.09	71.2	3.61	3.15	8.7

14.2 Prior Sales

Other than as described below, during the most recently completed financial year, the Company has not issued any Common Shares, nor securities that are convertible into Common Shares.

In March 2018, the Company issued 986,399 Common Shares pursuant to the vesting of Performance Share Rights granted to the employees of the Company in 2015.

In May 2018, pursuant to the Performance Share Rights Plan, 5,404,751 performance rights were granted to the eligible participants, including executives and senior employees, who are eligible to participate in the Performance Share Rights Plan.

The following table summarises the options outstanding which are convertible into Common Shares by the Company within the 12 months during the Company's most recently completed financial year 2018. All of the securities referred to in the below table were issued under the Company's management and employee incentive schemes.

Date Issued	Number of Securities	Security	Exercise Price
2-Jan-18	16,535	Romarco replacement options	CAD \$1.96
19-Feb-18	123,384	Oceana stock options	AUD \$2.68
26-Feb-18	4,882	Oceana stock options	AUD \$2.68
2-Mar-18	60,000	Oceana stock options	AUD \$2.40
8-Mar-18	33,334	Oceana stock options	AUD \$2.40
15-May-18	6,774	Oceana stock options	AUD \$2.68
16-May-18	289,200	Romarco replacement options	CAD \$1.96
17-May-18	18,075	Romarco replacement options	CAD \$1.96
6-Jun-18	14,460	Romarco replacement options	CAD \$1.96
6-Jun-18	4,875	Romarco replacement options	CAD \$2.06
6-Jun-18	2,692	Romarco replacement options	CAD \$2.41
7-Jun-18	7,000	Oceana stock options	AUD \$2.68
22-Jun-18	30,000	Oceana stock options	AUD \$2.50
1-Aug-18	508,799	Romarco replacement options	CAD \$3.24
8-Aug-18	400,000	Oceana stock options	AUD \$2.13
1-Oct-18	19,617	Romarco replacement options	CAD \$3.24

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Date Issued	Number of Securities	Security	Exercise Price	
4-Oct-18	20,149	Oceana stock options	AUD	\$2.68
16-Nov-18	14,460	Romarco replacement options	CAD	\$1.96
21-Nov-18	300	Romarco replacement options	CAD	\$1.96
22-Nov-18	14,160	Romarco replacement options	CAD	\$1.96
24-Dec-18	87,000	Romarco replacement options	CAD	\$3.24
27-Dec-18	8,700	Romarco replacement options	CAD	\$3.24
27-Dec-18	19,617	Romarco replacement options	CAD	\$3.24

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15 Directors and Officers

In accordance with the Articles of the Company, the directors of the Company are elected by the shareholders at each annual meeting and typically hold office until the next annual meeting at which time they may be re-elected or replaced. Casual vacancies on the Board are filled by the remaining directors and the persons filling those vacancies hold office until the next annual general meeting at which time they may be re-elected or replaced.

15.1 Board of Directors

The following table and subsequent biographical information identifies the directors of the Company and provides additional information on their location of residence, offices held within the Company and principal occupation.

Name and Province/State of Residence/Principal Occupation ⁽¹⁾	Position Held
James E. Askew / Denver, USA / Director	Chairman of OGL then OceanaGold since November 2006
Ian M. Reid / Edmonton, Canada / Director	Director of OceanaGold since April 2018
Michael F. Wilkes / Brisbane, Australia / Executive & Director	CEO of OceanaGold since January 2011 Managing Director of OceanaGold since April 2011
Paul B. Sweeney / Vancouver, Canada / Director	Director of OceanaGold since July 2014
Geoffrey W. Raby / Beijing, China / Director	Director of OceanaGold since August 2011
Nora Scheinkestel / Melbourne, Australia / Director	Director of OceanaGold since April 2018
Craig Nelsen / Colorado, USA / Director	Director of OceanaGold since February 2019

1: Mr. Jose P. Leviste Jr., Mr. William H Myckatyn and Ms Diane R. Garrett were also directors of the Company during the year until the June 2018 Annual General Meeting.

In 2013, shareholders of OceanaGold approved an amendment to the Articles of the Company which will now require the Company to hold annual elections for all directors. Accordingly, all directors' term of office will expire at the 2019 AGM unless re-elected. On 21 February 2019, the Company announced that Mr. Jim Askew, Non-Executive Chairman of the Company has indicated his intention to retire at the June 2019 Annual General Meeting with his planned retirement and that Mr. Ian Reid who has been a director with the Company since April 2018 has been appointed as the new Non-Executive Chairman for the Company effective June 2019.

The following is biographical information relating to each of the directors of OceanaGold Corporation:

James E. Askew is the Chairman of the Board of directors of OceanaGold (appointed November 2006) and a member of the Audit Committee of the Company. Mr Askew is a mining engineer with over 45 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. He holds a Bachelor of Mining Engineering (Honours) and a Masters Degree, Engineering Science. Mr. Askew has served on the board of a number of public companies, currently including Evolution Mining Limited and as Chairman of Syrah Resources Ltd.

Ian Reid is a director of OceanaGold (appointed 26 April 2018). He is an independent board director for a number of publicly traded and privately held corporations such as Canadian Western Bank, Stuart Olson Inc., Fountain Tire Ltd, Associated Engineering and Voice Construction OPCO ULC. He has served as a member of the Provincial Audit Committee for the Province of Alberta, on the Board of Governors of the Northern Alberta Institute of Technology, the Board of Governors for Junior Achievement of Northern Alberta and NWT, and the Boards of Economic Development Edmonton, Alberta Chamber of Resources, the Canadian Chamber of

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Commerce, and numerous volunteer organisations. Mr. Reid held multiple senior and management positions at Caterpillar equipment distributors, R. Angus Alberta Limited and Finning International Inc. from 1977-1995 before advancing to Vice President, Operations, for Finning (Canada), then appointed President from 1997-2008.

Mr. Reid graduated from the University of Saskatchewan and has completed the Advanced Management Program at Harvard. He supports many charities and has been awarded the Alberta Centennial Medal 'for outstanding service' to the people and province of Alberta.

Michael F. Wilkes is President and Chief Executive Officer of the Company. Mr Wilkes is a mining engineer with approximately 30 years of broad international experience, predominantly in precious and base metals across Asia and Australia. As Executive General Manager of Operations at OZ Minerals Ltd, he had responsibility for the evaluation studies, construction and operation of the Prominent Hill copper gold project in South Australia. Preceding this, he was General Manager for the development of the Sepon gold copper project for Oxiana in Laos. His 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. In January 2011, he was appointed Chief Executive Officer, and was appointed to the Board of Directors as Managing Director in April 2011. He is also a non-executive director of Kingston Resources.

He 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. He is also on the Administration Committee and Chairman of the Governance Committee for the World Gold Council.

Paul B. Sweeney is a director of OceanaGold (appointed July 2014) and chairs the Company's Audit Committee. Mr. Sweeney joined the Board on July 30, 2014 and brings with him substantial international experience across mining and renewable energy industries. An independent business consultant since May 2011 and a non-executive director of Adventus Zinc Corporation, listed on TSXV. Mr. Sweeney is an immensely experienced finance and mining executive, and more lately, company director.

Dr. Geoff W. Raby is a director of OceanaGold (appointed August 2011) and a member of the Audit Committee of the Company. 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 iSentia Limited and Yancoal Australia Ltd.

Dr. Nora Scheinkestel a director of OceanaGold (appointed 1 April 2018). Dr Scheinkestel is an experienced Company Director, serving for over 25 years as a Non-Executive Chairman and Director of companies across a wide range of private and public sectors, including significant resource sector experience, having served as a Non-Executive Director of North Ltd, Newcrest Ltd and Orica Ltd between 1996 and 2015. Dr. Scheinkestel is currently the Chairman of Atlas Arteria Ltd and Atlas Arteria International Ltd, and a non-executive director of Telstra Corporation Limited and Ausnet Services Ltd. She is also a Trustee of the Arts Centre Trust. In addition, Dr. Scheinkestel has held international senior executive roles in project financing responsible for the development of major mining and infrastructure projects across Australasia and South East Asia. She is also a former member of the Australian Takeovers Panel and in 2003, was awarded a centenary medal for services to Australian Society in Business Leadership.

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Craig Nelsen is a director of OceanaGold (appointed February 2019). Craig Nelsen is a geologist with over 40 years of experience in the mining business. Craig was Founder, CEO and Director of Avanti Mining. Formerly, Craig was Executive Vice President, Exploration of Gold Fields Limited; Founder, Chief Executive Officer and Chairman of the former Metallica Resources (now New Gold), and has also held a variety of strategic positions at Lac Minerals Ltd, culminating in Executive Vice President Exploration. Craig currently serves as a Director of Golden Star Resources Ltd. Craig holds a M.S. degree in geology from the University of New Mexico and a B.A. in geology from the University of Montana

Michael F. Wilkes is Chief Executive Officer of the Company (appointed in January 2011) and Managing Director (appointed in April 2011). Please refer to section 15.2 below for further details.

15.2 Executive Officers

The following table and subsequent biographical information identifies the executive officers of the Company as at December 31, 2018 and provides additional information on their location of residence, offices held within the Company and principal occupation.

Name and Province/State of Residence/Principal Occupation	Position Held
Michael F. Wilkes / Brisbane, Australia / Executive & Director	President and Chief Executive Officer of OceanaGold since January 2011 Managing Director of OceanaGold since April 2011
Scott A. McQueen/ Melbourne, Australia / Executive	Executive Vice President and Chief Financial Officer since July 2017 (joined OGC in December 2016)
Michael H. L. Holmes / Brisbane, Australia / Executive	Executive Vice President and Chief Operating Officer since November 2012
Mark Cadzow / Dunedin, New Zealand / Executive	Executive Vice President and Chief Development Officer since August 2012 (Joined OGL in April 1991)
Yuwen Ma / Melbourne, Australia / Executive	Executive Vice President and Head of Human Resources since July 2011
Sharon Flynn / Brisbane, Australia / Executive	Executive Vice President and Head of External Affairs and Social Performance since September 2017.
Liang Tang / Melbourne, Australia / Executive	Executive Vice President, General Counsel and Company Secretary since January 2013 (joined OGC in April 2009)
Craig Feebrey / Brisbane, Australia / Executive	Executive Vice President and Head of Exploration since November 2015
Cody Whipperman / Denver, US / Executive	Executive Vice President and Head of Corporate Development since May 2018

The following is biographical information relating to each of the executive officers of OceanaGold Corporation:

Michael F. Wilkes is President and Chief Executive Officer of the Company - refer to section 15.1 for further details.

Scott McQueen is Executive Vice President and Chief Financial Officer of the Company (appointed on 3 July 2017). Mc McQueen has over 25 years of experience in finance and general management initially in public practice and later in the energy and mining sectors. Mr McQueen joined OceanaGold in December 2016. In addition to roles in Australia, he has also worked in Asia and Europe. Prior to joining OceanaGold he was at Iluka Resources Limited for over 7 years where he was General Manager Commercial. He has a Bachelor of Commerce, a Masters Degree in Taxation Law and is a CPA.

Michael Holmes is Executive Vice President and Chief Operating Officer of the Company (appointed November 2012). Mr Holmes is a mining engineer with over 30 years' experience working in Australia and Argentina. Michael has broad operational experience in underground and open pit gold, copper, lead, zinc and nickel

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mines. Most recently, as General Manager of Minera Alumbrera Operations in Argentina (Xstrata Copper), he was responsible for the large open pit, processing, transport and port facilities and for the management of the feasibility study for the Agua Rica Project. Previous to this, Mr Holmes was the General Manager of the Mount Isa Copper Operations (Xstrata Copper), based in Mount Isa, managing the large scale underground mine and concentrator. Prior, he has had various other mine management positions in Australia. Mr Holmes holds a Bachelor of Engineering (Mining) degree from the University of Queensland and is a member of the Australian Institute of Mining and Metallurgy.

Mark Cadzow is Executive Vice President and Chief Development Officer (and initially joined OGL in April 1991). Mr Cadzow is a metallurgist with over 35 years of experience in mineral processing, precious metals, sulphide minerals and coal. He spent 8 years with BP Australia in coal and mineral research and development, which resulted in a number of patented processes for the recovery of gold and other minerals. Mr Cadzow joined OGL in 1991 and held the position of Senior Metallurgist and Processing Manager for 10 years, during which time he developed the Macraes processing plant from a 1.5 Mtpa sulphide leach plant into one of Australasia's most complex gold processing plants treating 4.5 Mtpa. In 2002, his appointment to Project Manager saw him bring on the 0.5 Mtpa oxide plant. He was also acting Mining Manager during the commissioning of the Owner Mining Fleet, before being appointed as Environmental and Sustainable Manager in 2003. In October 2005, he was appointed New Zealand Development Manager, and was appointed Chief Operating Officer of OceanaGold in October 2010. In Mr Cadzow's current role, he is responsible for overseeing technical studies, expansions and new developments, including the commissioning of the Haile Gold Mine Project. He holds a Bachelor of Applied Science (Metallurgy).

Yuwen Ma is Executive Vice President and Head of Human Resources (appointed July 2011). Mr Ma is responsible for managing the Human Resources function of the organisation and lead talent and organisation development initiatives to support OceanaGold operations and growth. Prior to joining OceanaGold, he served as Human Resources Director of Eldorado Gold China Operations between 2009 and 2011. Mr Ma has over 20 years human resources management experiences with multinationals building high performance organisations including Sino Gold Mining Ltd., Kimberly-Clark China and Nestle China.

Mr Ma holds a Bachelor degree with a major in English Language Teaching from the University of Heilongjiang and Diploma in International Business Administration at Harbin Institute of Technology in China.

Sharon Flynn is Executive Vice President and Head of External Affairs and Social Development (appointed on 8 September 2017). Ms Flynn has over 20 years of experience designing and implementing sustainability strategies with global multi-nationals in the mining, oil & gas, construction and forestry sectors. Sharon has also worked in the non-profit sector in community development, biodiversity conservation and peace building. Prior to joining OceanaGold, Sharon worked with the One Earth Future Foundation, Rio Tinto, Bechtel, GrupoNueva and Conservation International, among others. She holds a Masters in International Relations and Management from the University of California, San Diego.

Liang Tang is Executive Vice President, General Counsel and Company Secretary, taking on this role in January 2013 (having initially joined the Company in 2009). Ms Tang is a practising lawyer with a broad range of legal and corporate experiences in the gold mining sector, including capital markets, debt financing, and corporate and commercial law. She joined OceanaGold's legal and company secretariat team in April 2009, and is currently responsible for legal affairs, compliance and corporate governance. Prior to joining OceanaGold, Liang was a commercial lawyer in private practice. She also worked as an accountant and tax consultant at a global accounting firm. Liang holds a Bachelor of Commerce and a Bachelor of Laws from the University of Melbourne. She is fluent in Chinese Mandarin.

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Craig Feebrey is Executive Vice President and Head of Exploration (appointed November 2015). Mr. Feebrey is a geologist with over 20 years of global exploration and commercial experience. He has held senior technical and management positions across major international mining organisations and junior exploration companies. His focus has been in gold and copper exploration and mining across Australia, Asia-Pacific and South America.

Mr Feebrey's most recent position was as Vice President of Exploration – Australasia – with Gold Fields Ltd, where he was responsible for leading all exploration activities. He was also a member of the Gold Fields Regional Leadership Team, and Director of several Gold Fields subsidiary companies.

Mr Feebrey holds a Bachelor of Science and Graduate Diploma of Science from the University of New England, Australia, as well as a Doctor of Philosophy (Geology) and Master of Science degree from Hokkaido University, Japan. Mr. Feebrey is a Chartered Professional Geologist, a Fellow of the Society of Economic Geologists, and a member of both the Australian Institute of Mining and Metallurgy and the Australian Institute of Company Directors.

Cody Whipperman is Executive Vice President and Head of Corporate Development (appointed May 2018). Prior to joining OceanaGold, Cody spent the last three years as regional Chief Financial Officer for Barrick Gold Corporation in Santiago, Chile responsible for planning, business development, valuation modelling, finance and accounting functions in Chile, including the Pascua-Lama project. Prior to this, Cody served as General Manager of Business Development for Rio Tinto Iron Ore in Perth Australia. Cody spent the first decade of his career working for CONSOL Energy, a multi-commodity energy company based in the eastern United States as Vice President of Corporate Strategy, Business Development, and M&A. Cody has Bachelor of Science in Mining Engineering from the University of Utah and a Juris Doctor of Laws from Duquesne University in Pittsburgh, Pennsylvania.

As of the date hereof, the directors and executive officers of the Company, as a group, beneficially own, directly or indirectly, or exercise control or direction over 4,937,635 Common Shares, representing approximately 0.79% of the issued and outstanding Common Shares as of the date hereof.

15.3 Cease Trade Orders and Bankruptcies

No director or executive officer of the Company is, or within ten years prior to the date hereof has been, a director, chief executive officer or chief financial officer of any company (including the Company) that: (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days and that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days and that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer, but which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to materially affect control of the Company: (i) is, or within ten years prior to the date hereof has been, 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



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appointed to hold its assets; or (ii) has, within ten years prior to the date hereof, 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 director, executive officer or shareholder.

15.4 Penalties or Sanctions

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to: (i) 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 (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

15.5 Conflicts of Interest

To the Company's knowledge, and other than as disclosed in this AIF, there are no known existing or potential conflicts of interest among the Company, its directors and executive officers, or other members of management, or of any proposed director, officer or other member of management as a result of their outside business interests, except that certain of the directors and officers serve as directors and officers of other Mineral Resource companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies. See "Interest of Management and Others in Material Transactions" and "Risk Factors".

The directors of the company are required by law to act honestly and in good faith, with a view to the best interests of the company, and to disclose any interests that they may have in any material contract or material transaction. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict is required to disclose his interest and abstain from voting on such matter. The directors and officers of the company are aware of the existence of laws governing accountability of directors and officers for corporate opportunity, and, requiring disclosure by directors of conflicts of interest in respect of the company. The directors and officers are required to comply with such laws in respect of any conflicts of interest, or in respect of any breaches of duty by any of its directors or officers.



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16 Corporate Governance and Board Committees

Three committees have been established to assist the Board in discharging its responsibilities as follows:

- Audit and Financial Risk Management Committee (“Audit Committee”);
- Remuneration and Nomination Committee; and
- Sustainability Committee.

Each Committee contained a majority of independent non-executive directors at all times during the period under review.

Each Committee is governed by a formal charter approved by the Board documenting the committee's composition and responsibilities. Copies of these charters can be viewed under the Governance section of the Company's website.

The Remuneration and Nomination Committee is responsible for making recommendations to the Board in relation to the remuneration arrangements for the Chief Executive Officer, for reviewing and approving the Chief Executive Officer'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 are J.E. Askew (Chairman), N. Scheinkestel and P. B. Sweeney. W.H. Myckatyn was the Chairman of the Committee during the period under review until June 2018.

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. Member of the Sustainability Committee are J. E. Askew (Chairman); G.W. Raby and I.M. Reid. D.R. Garrett and W.H. Myckatyn were members of the Committee during the period under review until June 2018.

The Audit 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 Committee are P.B. Sweeney (Chairman), I.M. Reid and G. W. Raby. J.E. Askew was a member of the Committee during the period of review until June 2018.

Each member of the Audit Committee is independent and financially literate within the meaning of National Instrument 52-110 – Audit Committees. Details of the education and experience of each committee member is set out in the biographical information in the “Directors and Officers” section within the AIF.

A copy of the current Audit Committee Charter is attached in Appendix A.

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16.1 External Auditor Service Fees

The aggregate fees billed for professional services rendered by the Company's auditors, PricewaterhouseCoopers, to it for our last two financial years are as follows:

Remuneration of the Auditor	FY Dec 2018 USD\$000	FY Dec 2017 USD\$000
PwC in Australia		
Audit Fees	556	535
Audit-Related Fees	-	-
Tax Fees	357	418
All Other Fees*	19	19
Total Auditor Remuneration	932	972
PwC outside Australia		
Audit Fees	520	520
Audit-Related Fees	-	-
Tax Fees	295	340
All Other Fees*	24	6
Total Auditor Remuneration	839	866
TOTAL	1,771	1,838
AUD / USD rate	0.7477	0.7669

*Tax Fees" include fees associated with annual tax compliance, and with tax consulting advices obtained in relation to ad-hoc projects such as funding restructuring.

** All Other Fees relate to legal, company secretarial and other advisory services.

16.2 Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

16.3 Pre-Approval Policies and Procedures

Pursuant to the Audit Committee Charter, the Audit Committee is responsible for pre-approving the retention of the external auditor for any permitted non-audit service to be provided to the Company or its subsidiaries, provided that the Audit Committee is not required to approve in advance non-audit services where: (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than 5% of the total amount of revenues paid by the Company to the external auditor during the fiscal year in which the non-audit services are provided; (ii) such services were not recognised by the Company at the time of the engagement to be non-audit services; and (iii) such services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee, or by one or more members of the Audit Committee to whom authority to grant such approvals has been delegated by the Audit Committee.



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17 Risk Factors

Investment in the securities of the Company involves a high degree of risk and should be regarded as speculative due to the nature of the Company's business. Prior to making an investment in the Company's securities, prospective investors should carefully consider the risk factors set out below. Such risk factors could have a material adverse effect on, among other matters, the operating results, earnings, properties, business and condition (financial or otherwise) of the Company. The risks described below are not the only ones facing the Company. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair OceanaGold's operations.

The FTAA may not be renewed, or may not be renewed prior to the end of the initial term, or may not be renewed under the same terms and conditions

Pursuant to the FTAA, the initial 25-year term is stated to be "*renewable for another period of twenty-five (25) years under the same terms and conditions*". The FTAA is due to be renewed on 20 June 2019. In March 2018, OGPI lodged an application for the renewal of the FTAA with the DENR which has been accepted. MGB Region 2 was tasked to review the renewal application and has now endorsed it to the MGB Central Office who will coordinate the ongoing renewal process.

There is a risk that the Government may (a) not renew the FTAA; (b) delay the renewal of the FTAA; and/or (c) seek amendment to certain provisions of the FTAA (including to key fiscal terms). There is no assurance that the Company will be able to renew the FTAA, renew the FTAA by the required time, or renew the FTAA on the same terms and conditions. The Didipio operations may be adversely affected or may be required to cease operations following the end of the initial 25-year term, and this may in turn adversely affect the financial performance of the Company.

Please also refer to the discussion below in relation to sovereign risks and the risks generally associated with operations in foreign jurisdictions.

There is no assurance that the Company will continue to successfully produce gold, that the Company will be able to meet any gold production forecasts, or that it will be able to successfully bring new gold and/or gold-copper mines into production.

The Company's ability to sustain or increase the current level of production is dependent on the continued economic operation and development of its Haile, Didipio, Waihi and Macraes operations. No assurances can be given that planned development and expansion projects will result in additional Mineral Reserves, that planned development timetables will be achieved, that gold production forecasts will be achieved, or that the development projects will be successful.

Increased costs, changes in commodity prices, adverse currency fluctuations, availability of construction services and equipment, labour shortages, cost of inputs or other factors could have a material adverse effect on the Company's business, financial condition, results of operations and prospects, and could impede current gold production or the Company's ability to bring new gold and copper mines into production, or expand existing mines.

There is no assurance that the Company will be able to complete development of its mineral projects on time or to budget due to, amongst other matters, changes in the economics of the mineral projects, the delivery and installation of plant and equipment, cost overruns, and the adequacy of current personnel, systems, procedures and controls to support the Company's operations. Any of these would have a material adverse effect on the Company's business, financial condition, results of operations and prospects.



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The Company's objective of producing 500,000 – 550,000 ounces of gold, as well as 14,000 – 15,000 tonnes of copper for the 2019 calendar year requires the Company to continue to successfully operate its existing producing assets in New Zealand, US and the Philippines at a similar scale of complexity, and activities, as achieved by the Company in recent operating periods. Achieving such scale of activities requires continuing adequate and appropriate resourcing, staffing and management of the Company's business processes, systems and information technology, and, any diminution of resources and management could adversely affect the Company's performance.

The suspension order on the Didipio operation may be executed

The Company received an order from the DENR of Philippines in February 2017 calling for the suspension of the Didipio operations. The order referred to various allegations citing "... petition of the Local Government of Nueva Vizcaya for the cancellation of the FTAA; alleged damages to houses caused by the blasting operation; and the potential adverse impact to the agricultural areas of the Province..." The Company was also given a period of up to three months to address the issues raised against it. Subsequent to receiving the order, the Company filed an appeal directly with the Office of the President which, in accordance with the rules and regulations, stays the execution of the suspension order. Didipio has continued to operate during this appeal process without interruption. There is no assurance that the appeal will be successful and a prolonged suspension of operations in Didipio may adversely affect the financial performance of the Company.

The Company may not achieve its production estimates

The Company prepares estimates of future gold and copper production for its existing and future mines. The Company cannot give any assurance that it will achieve its production estimates. The failure of the Company to achieve its production estimates could have a material adverse effect on any or all of its future cash flows, profitability, results of operations and financial condition. The realization of production estimates are dependent on, among other matters: the accuracy of Mineral Reserve and Resource estimates; the accuracy of assumptions regarding ore grades and recovery rates; ground conditions (including hydrology and water mitigation measures); physical characteristics of ores; the presence or absence of particular metallurgical characteristics; and the accuracy of estimated rates and costs of mining, ore haulage and processing.

Actual production may vary from estimates for a variety of reasons, including: the availability of certain types of ores; actual ore mined varying from estimates of grade or tonnage; dilution and metallurgical and other characteristics (whether based on representative samples of ore or not); short-term operating factors such as the need for sequential development of ore bodies and the processing of new or adjacent ore grades from those planned; mine failures, slope failures or equipment failures; industrial accidents; natural phenomena, such as inclement weather conditions, floods, droughts, rock slides and earthquakes; encountering unusual or unexpected geological conditions; changes in power costs and potential power shortages; shortages of principal supplies needed for mining operations, including explosives, fuels, chemical reagents, water, equipment parts and lubricants; plant and equipment failure; the inability to process certain types of ores; labour shortages or strikes; lack of required labour; civil disobedience and protests; and restrictions or regulations imposed by government agencies or other changes in the regulatory environment. In addition to adversely affecting mineral production, such occurrences could also result in damage to mineral properties or mines, interruptions in production, injury or death to persons, damage to property of the Company or others, monetary losses and legal liabilities. These factors may cause a mineral deposit that has been mined profitably in the past to become unprofitable, forcing the Company to cease production. Each of these factors also applies to the Company's mines not yet in production, and to operations that are to be expanded. In these cases, the Company does not have the benefit of actual experience in verifying its estimates and there is a greater likelihood that actual production results will vary from the estimates.



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The Company may not be able to generate sufficient cash to service all of its indebtedness

The Company's ability to make scheduled payments on, or refinance its debt obligations, depends on its financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond its control. The Company may be unable to maintain a level of cash flows from operating activities sufficient to permit it to pay the principal, premium, if any, and interest on its indebtedness.

If the Company's cash flows and capital resources are insufficient to fund its debt service obligations, it could face substantial liquidity problems, and could be forced to reduce or delay investments and capital expenditures, or to dispose of material assets, seek additional debt or equity capital or restructure or refinance its indebtedness. The Company may not be able to effect any such alternative measures, if necessary, on commercially reasonable terms or at all and, even if successful, those alternatives may not allow it to meet its scheduled debt service obligations.

Capital and operating cost estimates may not be accurate

Capital and operating cost estimates made in respect of the Company's mines and development projects may not prove accurate. Capital and operating costs are estimates based on the interpretation of geological data, feasibility studies, cost of consumables, anticipated climatic conditions and other factors at the time of making such estimates. Any of the following events, among the other uncertainties described in this document, could affect the ultimate accuracy of such estimates: unanticipated changes in grade and tonnage of ore to be mined and processed; incorrect data on which engineering assumptions are made; delays in construction schedules; unanticipated transportation costs; the accuracy of major equipment and construction cost estimates; labour negotiations; changes in government regulation (including regulations regarding prices, cost of consumables, royalties, duties, taxes, permitting, greenhouse gas emissions and restrictions on production quotas for exportation of minerals) and title claims.

Changes in the market price of gold and copper, which in the past have exhibited high volatility, will affect the profitability of the Company's operations and its financial condition

The Company's revenues, profitability and viability depend on the market price of gold and copper produced from the Company's mines. The market price of these commodities is set in the world market and is affected by numerous factors beyond the Company's control, including: the demand for precious metals; expectations with respect to the rate of inflation; interest rates; currency exchange rates; the demand for jewellery and industrial products containing precious metals; gold production; inventories; costs; change in global or regional investment or consumption patterns; sales by central banks and other holders; speculators and producers of gold and other metals in response to any of the above factors; and global and regional political and economic factors.

A decline in the market price of gold or copper below the Company's production costs for any sustained period would have a material adverse impact on the actual and anticipated profit, cash flow and results of the Company's current and anticipated future operations. Such a decline could also have a material adverse impact on the ability of the Company to finance the exploration and development of its existing and future mineral projects. A decline in the market price of gold or copper may also require the Company to write-down its Mineral Reserves, which would have a material adverse effect on the value of the Company's securities. Further, if revenue from gold or copper concentrate declines, the Company may experience liquidity difficulties. The Company will also have to assess the economic impact of any sustained lower gold or copper price on recoverability and, therefore, on cut-off grades and the level of its Mineral Reserves and Resources.



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Canadian investors may have difficulty in the enforcement of statutory civil liability

Although OceanaGold is a company existing under the laws of British Columbia, a majority of its assets are located outside of Canada. As a result, it may be difficult for Canadian investors to realize a judgment obtained in Canada with respect to the enforcement of statutory civil liability under applicable Canadian securities laws against assets of the Company located in the Philippines and other foreign jurisdictions.

Canadian investors may be having difficulty effecting service of process on the Company's Directors and Officers

Since certain of the Company's directors or officers live outside of Canada, it may not be possible to effect service of process on them and since all, or a substantial portion of their assets are located outside Canada, there may be difficulties in enforcing judgments against them obtained in Canadian courts. Similarly, essentially all of the Company's assets are located outside Canada and there may be difficulties in enforcing judgments obtained in Canadian courts.

Mining sector enterprises face many operating risks

In common with other enterprises undertaking business in the mining sector, the Company's mineral exploration, project development, mining and related activities are subject to conditions beyond the Company's control that can reduce, halt or limit production or increase the costs of production.

The success of the Company's mining operations is dependent on many factors including: the discovery and/or acquisition of Mineral Reserves and Mineral Resources; successful conclusions to feasibility and other mining studies; access to adequate capital for project development and to sustaining capital; design and construction of efficient mining and processing facilities within capital expenditure budgets; the securing and maintaining of title to tenements; obtaining permits, consents and approvals necessary for the conduct of exploration and mining; compliance with the terms and conditions of all permits, consents and approvals during the course of mining activities; access to competent operational management and prudent financial administration, including the availability and reliability of appropriately qualified employees, contractors and consultants; the ability to procure major equipment items and key consumables in a timely and cost-effective manner; the ability to access full power supply; and the ability to access road and port networks for the shipment of gold and copper concentrate.

Increases in oil prices, and in turn diesel fuel prices, and the cost of equipment would add significantly to operating costs. These are all beyond the control of the Company. An inability to secure ongoing supply of such goods and services at prices assumed within the short and long term mine plans, and assumed within feasibility studies, could have a material and adverse effect on the results of the Company's costs, results of operations and financial condition. This could render a previously profitable project unprofitable.

Costs can also be affected by factors such as changes in market conditions, government policies and exchange rates, all of which are unpredictable and outside the control of the Company. The operations are also exposed to industrial disruption, which can be beyond the Company's control.

The figures for the Company's Mineral Reserves and Mineral Resources are estimates based on interpretation and assumptions and may yield less mineral production under actual conditions than is currently estimated

The Mineral Resource and Mineral Reserve figures presented herein are calculated by Company personnel. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be unreliable. There can be no assurance that these



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estimates will be accurate or that this mineralization could be mined or processed profitably. If the Company encounters mineralization or formations different from those predicted by past drilling, sampling and similar examinations, Mineral Reserve estimates may have to be adjusted in a way that might adversely affect the Company's operations. The Mineral Reserve estimates of the Company have been determined based on assumed gold and copper prices, cut-off grades and costs that may prove to be inaccurate.

An extended period of operational underperformance, including increased production costs or reduced recovery rates, may render Mineral Reserves containing relatively lower grades of mineralization uneconomic to recover and may ultimately result in the restatement of Mineral Reserves and/or Mineral Resources.

The inclusion of Mineral Resource estimates should not be regarded as a representation that these amounts can be economically exploited and no assurances can be given that such Mineral Resource estimates will be converted into Mineral Reserves.

Mining operations involve a high degree of risk and numerous inherent hazards

The Company's mining operations are subject to a number of risks and hazards, including: environmental hazards; industrial accidents; labour disputes; catastrophic accidents; fires; blockades or other acts of social activism; changes in the regulatory environment; impact of non-compliance with laws and regulations; natural phenomena, such as inclement weather conditions (including rainfall), earthquakes, seismicity, natural disasters, open pit and underground floods, pit wall failures, ground movements, tailings dam failures and cave-ins; pipeline failures; encountering unusual or unexpected geological conditions; and technological failure of mining methods. There is no assurance that the foregoing risks and hazards will not result in any or all of: damage to, or destruction of, the properties of the Company; personal injury or death; environmental damage; delays in, or interruption of, the development of the projects of the Company; monetary losses; potential legal liability; and adverse governmental action. All of these factors could have a material adverse impact on the Company's cash flows, earnings, results of operations and financial condition.

Fluctuations in metal prices have created uncertainty in relation to the demand for, and cost of, exploration, development and construction services and equipment

Recent movements in commodity prices have created uncertainty in relation to the costs of exploration, development and construction activities, which have resulted in material fluctuations in the demand for, and cost of, exploration, development and construction services and equipment (including mining fleet equipment). Varying demand for services and equipment could cause project costs to alter materially, resulting in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability, and could increase potential scheduling difficulties.

There is no assurance that exploration and development activities will be successful

Mineral Resource exploration and the development of mineral projects into mines is a highly speculative business, characterised by a number of significant risks including, among other matters, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. There is no assurance as to the Company's ability to sustain or increase its Mineral Reserves and Mineral Resources. To sustain or increase the current Mineral Reserves and Mineral Resources, further Mineral Reserves and Mineral Resources must be identified and existing ones brought into production. Any gold and copper exploration program entails risks relating to the location of ore bodies that are economically viable to mine, the development of appropriate metallurgical processes, the receipt of necessary governmental permits, licences and consents and the construction of mining and processing facilities at any site chosen for mining. No



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assurance can be given that any exploration program will result in the discovery of new Mineral Reserves or Mineral Resources or that the expansion of existing Mineral Reserves or Mineral Resources will be successful.

Currency fluctuations may affect the Company's costs and margins

Gold and copper are each sold throughout the world based principally on the U.S. dollar price. The Company pays for goods and services in U.S. dollars and other currencies. Adverse fluctuations in these other currencies relative to the U.S. dollar could materially and adversely affect the Company's operating results, profitability and financial position.

Global financial conditions have been subject to increased volatility which may impact on the Company's ability to source debt facilities

The Company, as a borrower of money, is potentially exposed to adverse interest rate movements that may increase the financial risk inherent in its business, and could have a material adverse impact on profitability and cash flow. Project financing may additionally expose the Company to adverse gold and copper price movements (depending on the type and quantity of commodity hedging policies entered into as a requirement of the project financing). Such investments may significantly increase the financial risk inherent in the Company's business and could have a material impact on profitability and cash flow.

The Company, in the ordinary course of its operations and developments, is required to issue financial assurances, particularly bonding/bank guarantee instruments, to secure statutory and environmental performance undertakings and commitments to local communities. The Company's ability to provide such assurances is subject to external financial and credit markets and assessments, and its own financial position.

Regulatory, consenting and permitting risks may delay or adversely affect gold and any future copper production

The business of mineral exploration, project development, mining and processing is subject to extensive national and local laws and plans relating to: permitting and maintenance of title; environmental consents; taxation; employee relations; heritage/historic matters; health and safety; royalties; land acquisitions; and other matters. There is a risk that the necessary permits, consents, authorizations and agreements to implement planned exploration, project development or mining, including but not limited to tree cutting permits, mineral ore export permits and mineral ore transportation permits, may not be obtained under conditions or within time frames that make such plans economic. There is also a risk that applicable laws, regulations or governing authorities will change and that such changes will result in additional material expenditures or time delays. Failure to obtain required permits and/or to maintain compliance with permits once obtained could result in injunctions, fines, suspension or revocation of permits and other penalties. The permitting and consent process in the Philippines requires extensive consultation and enables many interested third parties to participate in the process. This imposes additional risk that permits and consents may be delayed or rejected and the Company's operations may be materially impacted as a result.

Under the provisions of the FTAA relating to Didipio in the Philippines, the operating entity has a period of five years to recover its pre-operating expenses. Any residual unrecovered balance of pre-operating expenses is recoverable over the subsequent three years after the recovery period as a depreciation allowance. The claim for pre-operating expenditure is subject to examination by the relevant government department and an independent audit. There is a risk that some items of expenditure may not be deemed eligible for cost recovery.



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Tenement applications are uncertain and the Company is subject to consenting and permitting risk

The Company has been granted mining tenements and has made applications for other mining tenements, and for renewals of granted tenements, over particular exploration properties. There can be no assurance that the Company will be granted all the mining tenements and renewals for which it has applied.

The resource consenting process requires extensive stakeholder consultation, including public notification by the consenting authorities. This enables interested third parties to participate in the consenting process. Nongovernmental organisations are active in the Company's areas of operation and are regarded as key stakeholders with whom communication is critical.

Although the Company has experience with consenting frameworks and maintains a policy of early consultation with key stakeholders to identify and, where possible, address concerns, there is a risk of consents being delayed or rejected, which may adversely impact on the Company's ability to develop its mines and expand its production. In the Philippines, a subsidiary of the Company currently has a pending application for the extension of the exploration permit under the FTAA for areas outside of the permitted mining area.

The Company's principal exploration, development and mining activities are situated in only three countries

The Company is conducting its principal exploration, development and mining activities in New Zealand, the United States and the Philippines. There is a sovereign risk in investing in foreign countries, including the risk that the mining concessions may be susceptible to revision or cancellation by new laws or changes in direction by the government of the day. These are matters over which the Company has no control. Whilst the Company believes that the governments and populations of these countries support the development of natural resources, there is no assurance that future political and economic conditions in such countries will not result in the adoption of different policies or attitudes affecting the development and ownership of Mineral Resources. Any such changes in policy or attitudes may result in changes in laws affecting ownership of assets, land tenure and mineral concessions, taxation, royalties, rates of exchange, environmental protection, labour relations, repatriation of income and return of capital. This may affect the Company's ability to undertake exploration, development and mining activities in respect of current and future properties.

Foreign investments and operations are subject to numerous risks associated with operating in foreign jurisdictions

The Company's foreign mining investments are subject to the risks normally associated with the conduct of business in foreign countries. The occurrence of events associated with these risks could have a material and adverse effect on the Company's profitability, or the viability of its affected foreign operations, which could have a material and adverse effect on the Company's future cash flows, earnings, results of operations and financial condition. Risks may include, among others: labour disputes; invalidation of governmental orders and permits; corruption; uncertain political and economic environments; sovereign risk; war; civil disturbances and terrorist actions; arbitrary changes in laws or policies of particular countries (including tax laws); the failure of foreign parties to honour contractual relations; delays in obtaining, or the inability to obtain, necessary governmental permits, authorizations and consents such as tree cutting permits, mineral ore export permits, mineral ore transportation permits and the like; opposition to mining from environmental or other non-governmental organisations; limitations on foreign ownership; limitations on the repatriation of earnings; limitations on gold exports; instability due to economic under-development; inadequate infrastructure; and increased financing costs. In addition, the enforcement by the Company of its legal rights to exploit its properties may not be recognised by any foreign government, or by the court system of a foreign country. These risks may limit or



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disrupt the Company's operations, restrict the movement of funds, or result in the deprivation of mining-related rights or the taking of property by nationalization or expropriation without fair compensation.

The Company's insurance coverage does not cover all of its potential losses, liabilities, and damages related to its business and certain risks are uninsured or uninsurable

While the Company may obtain insurance against certain risks, the nature of these risks is such that liability could exceed policy limits or could be excluded from coverage. There are also risks against which the Company cannot insure, or against which it may elect not to insure. The potential costs that could be associated with any liabilities not covered by insurance, or that are in excess of insurance coverage, or associated with compliance with applicable laws and regulations, may cause substantial delays and require significant capital outlays. This could adversely affect the future earnings and results of operations of the Company and its financial condition.

The Company may become subject to liability for pollution or other hazards against which it has not insured or cannot insure, including those in respect of past mining activities. The Company is also exposed to the liability of the costs of meeting rehabilitation obligations on the cessation of mining operations.

U.S. Foreign Corrupt Practices Act and similar applicable worldwide anti-bribery laws

The U.S. Foreign Corrupt Practices Act, the Canadian Corruption of Foreign Public Officials Act, the Australian Criminal Code Act and other applicable anti-bribery laws in various jurisdictions, generally prohibit companies and their intermediaries from making improper payments for the purpose of obtaining or retaining business or other commercial advantage. The Company's policies mandate compliance with these anti-bribery laws, which often carry substantial penalties. The Company operates in jurisdictions that have experienced governmental and private sector corruption to some degree, and, in certain circumstances, strict compliance with anti-bribery laws may conflict with certain local customs and practices. There can be no assurance that the Company's internal control policies and procedures will always protect it from reckless or other inappropriate acts committed by the Company's affiliates, employees or agents. Violations of these laws, or allegations of such violations, could have a material adverse effect on the Company's reputation, as well as business, financial position and results of operations and could cause the market value of the Company's Common Shares to decline.

Increased competition could adversely affect the Company's ability to acquire suitable producing properties or prospects for mineral exploration in the future

There is a limited supply of mining rights and desirable mining prospects available in the areas where the Company's current projects are situated. Many companies are engaged in the mining and mine development business, including large, established mining companies with substantial financial resources, operational capabilities and long earnings records. The Company may be at a competitive disadvantage in acquiring mining, exploration and development rights, as many of its competitors have greater financial resources and larger technical staffs. Accordingly, there can be no assurance that the Company will be able to compete successfully against other companies in acquiring new prospecting, development or mining rights.

The Company may not be profitable

The Company has a history of operating losses and there can be no assurance that the Company will be profitable. The Company may sustain losses in the near future. There is no guarantee that increased production will reverse the past operating losses, or that the Company will be consistently profitable.



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The Company's properties are subject to environmental risks

Mining operations have inherent risks and liabilities associated with the pollution of the environment and the disposal of waste produced as a result of mineral exploration and production. Open pit and underground mining, and processing copper and gold ores are subject to risks and hazards, including environmental hazards, industrial accidents, and discharge of toxic chemicals, breach of tailings dams, fire, flooding, rock falls and subsidence. The occurrence of any of these hazards can delay production, increase production costs or result in liability to the Company. Such incidents may also result in a breach of the conditions of a mining lease or other consent or permit or relevant regulatory regime, with consequent exposure to enforcement procedures, including possible revocation of leases, consents or permits. The Company cannot give any assurance that it will have, or be able to obtain, all necessary environmental approvals, licenses, permits or consents, or be in compliance therewith or that, notwithstanding its precautions, breaches of environmental laws (whether inadvertent or not) or environmental pollution will not materially and adversely affect its financial condition and results from operations. The lack of, or inability to obtain, any such approvals, licenses, permits or consents, or any breaches of environmental laws, may result in penalties including fines or other sanctions, including potentially having to cease mining operations.

An increase in prices of power and water supplies, including infrastructure, could negatively affect our business, financial condition and results of operations

Our ability to obtain a secure supply of power and water at a reasonable cost depends on many factors, including: global and regional supply and demand; political and economic conditions; problems that can affect local supplies; delivery; and relevant regulatory regimes, all of which are outside our control. We can provide no assurance that we can obtain secure supplies of power and water at reasonable costs at all of our facilities and the failure to do so could have a material adverse effect on our business, financial condition and results of operations.

Use of derivatives

The Company uses certain derivative products to manage the risks associated with gold and copper price volatility, changes in other commodity input prices, interest rates, foreign currency exchange rates and energy prices. The use of derivative instruments involves certain inherent risks including: (i) credit risk – the risk that the creditworthiness of a counterparty may adversely affect its ability to perform its payment and other obligations under its agreement with the Company or adversely affect the financial and other terms of the counterparty is able to offer the Company; (ii) market liquidity risk – the risk the Company has entered into a derivative position that cannot be closed out quickly, by either liquidating such derivative instrument or by establishing an offsetting position; and (iii) unrealised mark-to-market risk – the risk that, in respect of certain derivative products, an adverse change in market prices for commodities, currencies of interest rates will result in the Company incurring an unrealised mark-to-market loss in respect of such derivative products.

There is no assurance that future changes in environmental regulation will not adversely affect the Company's operations

Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties. The Company may incur unanticipated costs associated with the reclamation or restoration of mining properties. In addition, the Company may incur costs from reclamation activities in countries where the Company has mining and exploration operations in excess of any bonds or other financial assurances which the Company may be required to give, which costs may have a material adverse effect on the Company's profitability, results of operation and financial condition.



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The Company is subject to litigation risks

All industries, including the mining industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company is or may become subject could have a material effect on its financial position, results of operations, or the Company's mining and project development operations. The Company is currently subject to the material legal proceedings described in the section entitled "Legal Proceedings".

Shareholders' interests may be diluted in the future

The Company may require additional funding for exploration and development programs and potential acquisitions. If it raises additional funding by issuing additional equity securities (including upon conversion of its outstanding convertible notes) or hybrid securities that are convertible into equity securities, such financing may substantially dilute the interest of existing shareholders. Sales of substantial amounts of the Company's Common Shares, or the availability of Common Shares for sale, could adversely affect the prevailing market prices for the Company's Common Shares. A decline in the market prices of the Company's Common Shares could impair the Company's ability to raise additional capital through the sale of securities should it desire to do so.

The market price for the Company's Common Shares cannot be assured

Securities markets have experienced volatility in prices and volumes and the market prices of securities of many companies have experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that such fluctuation will not adversely affect the price of the Company's securities, and, the market price of the Company's Common Shares may decline below the price paid by shareholders for their securities. As a result of this volatility, investors may not be able to sell their Common Shares at or above the price they paid. In the past, following periods of volatility in the market price of a company's securities, shareholders have often instituted class action securities litigation against those companies. Such litigation, if instituted, could result in substantial cost and diversion of management attention and resources, which could significantly harm the Company's profitability and reputation.

Dividend Policy

In February 2015, the Company established a dividend policy under which two ordinary semi-annual dividends of a minimum of US\$0.01 per share each are intended to be paid annually. In addition, the policy allows for an additional discretionary amount at the discretion of the Board based on financial and operating conditions while taking into account capital and investment requirements for growth opportunities. The Company's dividend policy is comparable to those of its peers and is reviewed on a periodic basis. Any decision to pay cash dividends or distributions on Common Shares in the future will be made by the Board of Directors of the Company on the basis of the earnings, financial requirements and other conditions existing at such time. There is no guarantee that the Company will continue to pay dividends.

The Company conducts its major operations through subsidiaries. The Company's ability to obtain dividends or other distributions from subsidiaries may be subject to restrictions on dividends or repatriation of earnings under applicable local law, monetary transfer restrictions and credit facilities. There can be no assurance that there will be no future restrictions on repatriation, the payment of dividends or other distributions from subsidiaries which are necessary to enable the Company to pay dividends in the future.



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The Company is dependent on key personnel, including employees, contractors and consultants, who have been employed in the development and operation of mining assets owned by the Company

There is intense competition for qualified personnel in the worldwide mining industry and there can be no assurances that the Company will be able to attract and retain personnel. While the Company has, where possible, either contracts for services for a term of years or, in the case of any employee, employment agreements with its personnel, it cannot ultimately prevent any of these parties from terminating their respective contracts in accordance with agreed conditions. Any future loss of key personnel or the inability to recruit and retain high calibre staff to manage future operations and exploration and development activities could materially impact on the profit and cash flow of the Company.

Conflicts of interest may arise between directors and officers of the Company

Certain directors and officers of the Company are directors, officers or shareholders of other natural resource companies and, to the extent that such other companies may participate in ventures with the Company, the directors and officers may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation.



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18 Legal Proceedings

The Company and its subsidiaries are, from time to time, involved in various legal proceedings and claims arising in the ordinary course of business. The Company cannot predict with reasonable certainty, the likelihood or outcome of these matters. Legal proceedings that are pending against the Company and/or its subsidiaries, as well as claims that may have a material effect on the Company's financial condition or future results of operations, are outlined below.

18.1 Gonzales and Liggayu

A subsidiary of the Company is party to an addendum agreement with a syndicate of original claim owners, led by Mr J. Gonzales, in respect of a portion of the FTAA area ("Addendum Agreement"). Certain disputed claims for payment and other obligations under the Addendum Agreement made by Gonzales are subject to arbitration proceedings, which are presently suspended due to the irrevocable resignation of the arbitrator.

A third party (Liggayu) is also disputing the terms of the Addendum Agreement and the rights of Gonzales to claim an interest in the project. In view of the death of Mr. Gonzales in 2014, there are pending proceedings in the third party case for Mr. Gonzales to be substituted by the two (2) alleged assignees of his interest in the Addendum Agreement.

18.2 FTAA Constitutional Challenge

The DENR, along with a number of mining companies (including OceanaGold Philippines, Inc.), are parties to a case that began in 2008 whereby a group of Non-Governmental Organisations ("NGOs") and individuals challenged the constitutionality of the Philippines Mining Act ("Mining Act") and the FTAA in the Philippines Supreme Court. The petitioners initiated the challenge despite the fact that the Supreme Court had upheld the constitutional validity of both the Mining Act and the FTAA's in an earlier landmark case in 2005. The parties made various written submissions in 2009 and 2010, and there were no significant developments in the case between 2011 and 2012. In early 2013, the Supreme Court requested the parties to participate in oral debates on the issue. The case is now with the Supreme Court for a decision.

Notwithstanding the fact that the Supreme Court has previously upheld the constitutionality of the Mining Act and FTAA's, the Company is mindful that litigation is an inherently uncertain process and the outcome of the case may adversely affect the operation and financial position of the Company.

18.3 DENR Suspension Order

Didipio Mine received an order from the DENR on 14 February 2017 calling for the suspension of the operations. Subsequent to receiving the order, OceanaGold filed an appeal directly with the Office of the President which, in accordance with the rules and regulations, stays the execution of the suspension order. Didipio is expected to continue to operate during the appeal process, which continues to date.



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19 Regulatory Actions

Other than the suspension order relating to the Didipio operations discussed in section 8, there are no: (a) penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during its most recently completed financial year; (b) other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision in the Company; and (c) settlement agreements the Company entered into before a court relating to securities legislation or with a securities regulatory authority during its most recently completed financial year.



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20 Interest of Management and Others in Material Transactions

None of the directors or officers of OGC, nor any associate or affiliate thereof, has had a direct or indirect material interest in any transaction within the three years prior to the date hereof, or proposed transaction which has materially affected or will materially affect OGC.



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21 Auditors, Transfer Agent and Registrar

The auditors of OGC as at December 31, 2018 were PricewaterhouseCoopers, located at 2 Riverside Quay, Southbank, Victoria, 3006, Australia.

OGC has retained Computershare Investor Services Inc. as its Transfer Agent and Registrar at its principal offices in the cities of Vancouver and Toronto in Canada and in the city of Melbourne in Australia. Common Shares will be issued in registered form.



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22 Material Contracts

Except for contracts entered into in the ordinary course of business, there were no material contracts that we have entered into within the most recently completed financial year, or before the most recently completed financial year (but after January 1, 2002), and still in effect.

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23 Names and Interest of Experts

Our auditors, PricewaterhouseCoopers, report that they are independent of the Company in accordance with applicable professional conduct rules. The following is a list of persons or companies whose profession or business gives authority to a statement made by the person or company named as having prepared or certified a report, valuation, statement or opinion described in this AIF, or in a filing, or referred to in a filing, made by us under National Instrument 51-102 – Continuous Disclosure Obligations:

- (1) D. Carr, OceanaGold Corporation.
- (2) P. Church, Oceana Gold (New Zealand) Ltd.
- (3) T. Cooney, OceanaGold Corporation
- (4) P. Doelman, Oceana Gold (New Zealand) Ltd.
- (5) S. Doyle, Oceana Gold (New Zealand) Ltd.
- (6) L. Gochmour, Gochmour & Associates Inc.
- (7) S. Griffiths, Haile Gold Mine Inc. up until March 2017.
- (8) G. Hollett, OceanaGold Corporation
- (9) M. Holmes, OceanaGold Corporation.
- (10) J. Jory, Haile Gold Mine Inc.
- (11) K. Madambi, Oceana Gold (New Zealand) Ltd up until January 2018.
- (12) G. Malensek, SRK Consulting.
- (13) T. Maton, Oceana Gold (New Zealand) Ltd.
- (14) J.G. Moore, OceanaGold Corporation.
- (15) J. Osborn, SRK Consulting.
- (16) E. Patterson, M3 Engineering & Technology Corporation.
- (17) J. Poeck, SRK Consulting.
- (18) B. Prosser, SRK Consulting.
- (19) R. Redden, Oceana Gold (New Zealand) Ltd. at the time of writing the report
- (20) R. Schreiber, CDM Smith.
- (21) J. Snider, M3 Engineering & Technology Corporation at the time of writing the report
- (22) B. Stryhas, SRK Consulting.
- (23) B. Swanson, SRK Consulting.
- (24) J. Tinucci, SRK Consulting.
- (25) D. Townsend, Oceana Gold (New Zealand) Ltd.
- (26) P. Williamson, SRK Consulting.

To the knowledge of the Company, none of the persons referred to above owns in excess of 1% of the issued and outstanding Common Shares of the Company.



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24 Additional Information

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, options to purchase securities and a statement of interests of insiders in material transactions will be contained in our Management Information Circular for our annual meeting that involves the election of directors and will be made in respect of the year ended December 31, 2018. Further additional financial information is provided in our audited comparative financial statements and related management discussion and analysis for the year ended December 31, 2018. Additional information relating to the Company may be found on SEDAR at www.sedar.com under the Company's name. We will also provide this information upon request to our Company Secretary.

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25 Technical Glossary

“ad valorem” in relation to a royalty payable under the Mining Act or the Crown Minerals Act, means a royalty calculated as a percentage of the net sales revenue earned on the relevant minerals.

“As” means Arsenic.

“Au” means gold.

“AuEq.” means gold equivalent.

“bcm” means bank cubic metres.

“CIM” means the Canadian Institute of Mining, Metallurgy and Petroleum.

“CIM Definition Standards”. The CIM Definition Standards on Mineral Resources and Reserves (CIM Definition Standards) establish definitions and guidance on the definitions for Mineral Resources, Mineral Reserves, and mining studies used in Canada. The Mineral Resource, Mineral Reserve, and Mining Study definitions are incorporated, by reference, into National Instrument 43-101 – Standards of Disclosure for Mineral Projects (NI 43-101). The CIM Definition Standards were initially approved by CIM Council in August 20, 2000 and after various CIM Committees compiled and published more extensive documentation on mining industry standard practices for estimating Mineral Resource and Mineral Reserves were amended in 2005. The current version of the CIM Definition Standards was adopted by CIM Council on May 10, 2014.

“cm” means centimetre.

“Cu” means copper.

“EP” means an exploration permit granted under the Crown Minerals Act.

“g” means grams.

“g/t” means grams per metric tonne.

“ha” means hectares.

“Indicated Mineral Resource” as defined by JORC 2012 is that part of a Mineral Resource for which quantity, grade (or quality), densities, shape, and physical characteristics, can be estimated with sufficient confidence to allow the appropriate application of Modifying Factors in sufficient confidence to support mine planning and evaluation of the economic viability of the deposit.

Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing gathered through appropriate techniques such as outcrops, trenches, pits, workings and drill holes, and is sufficient to assume geological grade (or quality) continuity between points of observation where data and samples are gathered.

An Indicated Mineral Resource has a lower level of confidence than that applying to a measured Mineral Resource and may only be converted to a probable Mineral Reserve.

“Inferred Mineral Resource” as defined by JORC 2012 is that part of a Mineral Resource for which quantity and grade (or quality) are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade (or quality) continuity. It is based on exploration, sampling and testing information gathered through appropriate techniques from locations such as

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outcrops, trenches, pits, workings and drill holes. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.

“JORC 2012” means Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves which became effective December 20, 2012 and mandatory from December 1, 2013. All companies reporting Exploration results, Resource Estimates or Ore Reserves to the Australian Stock Exchange (ASX). See <http://www.jorc.org/>.

“kg” means kilogram.

“km” means kilometre.

“km²” means square kilometres.

“lb” means one pound and is equal to 454 g.

“LOM” means life of mine.

“m” means metre.

“m³” means cubic metres.

“m³/h” means cubic metres per hour.

“Measured Mineral Resource” as defined by JORC 2012 is that part of a Mineral Resource for which quantity, grade (or quality), densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of Modifying Factors to support detailed mine planning and final evaluation of the economic viability of the deposit.

Geological evidence is derived from detailed and reliable exploration, sampling and testing gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes and is sufficient to confirm geological and grade continuity between point of observation where the data and samples are gathered.

A Measured Mineral Resource has a higher level of confidence than that applying to either an Indicated Mineral Resource or an Inferred Mineral Resource. It may be converted to a Proven Mineral Reserve or under certain circumstances to a Probable Mineral Reserve.

“Mineral Resource” as defined by JORC 2012 is a concentration or solid material of economic interest in the earth’s crust in such form, grade (or quality) and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade (or quality), continuity and other geological characteristics of a Mineral Resource are known, estimated, or interpreted from specific geological evidence and knowledge, including sampling. Mineral Resources are sub-divided in order of increasing geological confidence, into Inferred, Indicated, and Measured categories.

“Mineral Reserve” as defined by CIM Definition Standards, is the economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at Pre-Feasibility or feasibility level as appropriate that include application of modifying factors. Such studies demonstrate that at the time of reporting, extraction could be reasonably justified.

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The reference point at which Reserves are defined, usually the point at which the ore is delivered to the processing plant, must be stated. It is important that, in all situations where the reference point is different, such as for a saleable product, a clarifying statement is included to ensure that the reader is fully informed as to what is being reported. “**mineralisation**” means the concentration of minerals in a body of rock.

“**MP**” means Mining Permit.

“**mm**” means millimetre.

“**Moz**” means million ounces.

“**Modifying Factors**” as defined by JORC 2012 are considerations used to convert Mineral Resources to Ore Mineral Reserves. These include, but are not limited to, mining, processing, metallurgical, infrastructure, economic, marketing, legal, environmental, social and governmental factors.

“**Mt**” means million tonnes.

“**Mtpa**” means million tonnes per annum.

“**multiple indicator kriging**” or “**MIK**” is a grade estimation technique.

“**NMV**” means Net Metal Value.

“**NZPAM**” means New Zealand Petroleum and Minerals. The government organisation charged with managing the New Zealand mineral permits regime.

“**ordinary kriging**” or “**OK**” is a grade estimation technique.

“**Ore Reserve**” as defined by JORC 2012 is the economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at Pre-Feasibility or feasibility level as appropriate that include application of modifying factors. Such studies demonstrate that at the time of reporting, extraction could be reasonably justified.

The reference point at which Reserves are defined, usually the point at which the ore is delivered to the processing plant, must be stated. It is important that, in all situations where the reference point is different, such as for a saleable product, a clarifying statement is included to ensure that the reader is fully informed as to what is being reported.

“**oz**” means ounce.

“**polygonal method**” is a grade estimation technique.

“**PP**” means prospecting permit granted under the Crown Minerals Act.

“**ppm**” means parts per million.

“**Probable Mineral Reserve**”, as defined by CIM Definition Standards, is the economically mineable part of an Indicated, and in some circumstances, a Measured Mineral Resource. The confidence in the Modifying Factors applying to a Probable Mineral Reserve is lower than that applying to a Proven Mineral Reserve.

“**Probable Ore Reserve**” as defined by JORC 2012 is the economically mineable part of an Indicated, and in some circumstances a Measured Mineral Resource. The confidence in the modifying factors applying to a Probable Mineral Reserve is lower than that applying to a Proven Mineral Reserve.



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“Proven Mineral Reserve”, as defined by CIM Definition Standards, is the economically mineable part of a Measured Mineral Resource. A Proven Mineral Reserve implies a high degree of confidence in the Modifying Factors.

“Proved Ore Reserve” as defined by JORC 2012 is the economically mineable part of a Measured Mineral Resource. A Proved Mineral Reserve implies a high degree of confidence in the modifying factors.

“QA/QC” means quality assurance / quality control.

“RC” means reverse circulation.

“RL” means relative level.

“ROM” means run-of-mine.

“scheelite” is a calcium tungstate mineral.

“SAG” means semi-autogenous grinding

“SDMP” means social development and management program.

“ton” or **“short ton”** is a measure of weight equal to 2,000 pounds (907.18474 kg) most commonly used in the United States.

“t” or **“tonne”** is a measure of weight equal to 1,000 kg or 2,204 lbs.

“tpa” means tonnes per annum.

“tpd” means tonnes per day.

“tpm” means tonnes per month.

“TSF” means tailing storage facility.

“TSP” means the Total Suspended Particulate.

“XRF” means x-ray fluorescence.

Appendix A – Audit and Financial Risk Management Committee Charter

OCEANAGOLD CORPORATION

(“OceanaGold”)

AUDIT AND FINANCIAL RISK MANAGEMENT COMMITTEE CHARTER

1. ROLE

- 1.1 The Audit and Financial Risk Management 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 The Committee’s responsibilities are set out in this Charter and include assisting the Board in its oversight in the following key areas:
- (a) the quality and integrity of OceanaGold’s financial statements and reporting;
 - (b) internal and external audit;
 - (c) financial risk management and internal controls; and
 - (d) compliance.
- 1.3 The Committee acts primarily in an advisory and oversight 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, as required by applicable laws or the rules of any relevant stock exchange or are otherwise delegated by the Board.
- 1.4 It is not the duty or responsibility of the Committee or Committee members:
- (a) to plan or conduct audits;
 - (b) to determine that OceanaGold’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles; or
 - (c) to conduct other types of auditing or accounting reviews or similar procedures or investigations.
- 1.5 The Committee and its chairman are members of the OceanaGold Board appointed to the Committee to provide broad oversight of OceanaGold’s financial statements and the risk and control related activities of OceanaGold and to apply necessary and appropriate levels of due diligence, and are specifically not accountable or responsible for the day to day operations or performance of such activities.
- 1.6 Management is responsible for the preparation, presentation and integrity of OceanaGold’s financial statements. Management is also responsible for implementing appropriate accounting and financial reporting principles and policies and systems of risk management and internal controls and procedures designed to provide reasonable assurance that assets are safeguarded and transactions are properly authorised, recorded and reported and to assure the effectiveness and efficiency of operations, the reliability of financial reporting and compliance with accounting standards and applicable laws and regulations.

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2. KEY RESPONSIBILITIES

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

2.1 Financial Statements and Reporting

The Committee will review and recommend to the Board:

- (a) the draft annual, half-yearly and quarterly financial statements, including Management's Discussion & Analysis and any related media release or presentation pack; and
- (b) any other public disclosure document or regulatory filing containing or accompanying financial information of OceanaGold as requested by the Board from time to time.

In discharging its responsibilities, the Committee will:

- (a) verify that a robust system of corporate reporting processes and financial controls are in place to safeguard the quality and integrity of the financial statements including the process supporting the President and CEO and Chief Financial Officer certifications;
- (b) review and endorse judgements made by management that have a material impact on the financial statements as they relate to changes in accounting policy and standards;
- (c) review and discuss with management and the external auditor the financial statements and accompanying notes and related public disclosure documents prior to submission to the Board for approval; and
- (d) undertake such other due diligence and enquiries and discussions with management, the external auditor and the internal auditor as the Committee thinks otherwise necessary or appropriate in the circumstances with respect to OceanaGold's financial statements and other public disclosure documents of a financial nature.

2.2 External Audit

The Committee will review and recommend to the Board the appointment, termination and remuneration of the external auditor, who will report directly to the Committee.

In discharging its responsibilities, the Committee will:

- (a) verify the independence of the external auditor as and when required, including the pre- approval of non-audit engagements with a value greater than that permitted under OceanaGold's policy from time to time in relation to non-audit services provided by the external auditor;
- (b) review and endorse the scope of the external audit plan;
- (c) review the outcomes of the external audit plan, highlighting any material issues to the Board;
- (d) review and resolve disagreements between management and the external auditor regarding financial reporting or the application of any accounting principles or practices; and
- (e) review and approve OceanaGold's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor.

2.3 Internal Audit

In discharging its responsibilities, the Committee will:

- (a) approve management's appointment or termination of the internal auditor;
- (b) review and endorse the scope of the internal audit plan;
- (c) review the outcomes of the internal audit plan, highlighting any material issues to the Board; and
- (d) periodically review resourcing of the internal audit function to ensure its objectivity and independence.

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2.4 Financial Risk Management and Internal Controls

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

- (a) the adequacy and effectiveness of OceanaGold's framework, methodologies and systems of risk management to identify and manage existing, new and emerging material financial risks and verify that a robust and sound system of internal controls is in place and operating effectively;
- (b) management's performance against the risk management framework including whether it is operating within the risk appetite set by the Board; and
- (c) the adequacy of OceanaGold's insurance program.

Management is to provide regular reports to the Committee detailing material risks and mitigating strategies and controls.

2.5 Compliance and Complaints

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

- (a) the adequacy of the processes and systems in place across OceanaGold to ensure legal and regulatory compliance; and
- (b) the effectiveness of the processes and systems in place for detecting, reporting and preventing inappropriate business or employee conduct.

The Committee will establish and monitor a process and procedures for the receipt and treatment of complaints received by OceanaGold regarding accounting, internal accounting controls and audit matters and the submission, anonymously or otherwise, by employees of concerns regarding questionable accounting and auditing matters and shall review periodically with management those procedures and any significant complaints received.

3. MEMBERSHIP AND MEETINGS

- (a) The Committee will comprise not less than three non-executive directors. All Committee members must be "independent" and "financially literate" (or become financially literate within a reasonable period of time after their appointment to the Committee) as those terms are defined from time to time under relevant statutory and stock exchange listing rules, or if not so defined as interpreted by the Board in its business judgement.
- (b) The Chairman of the Committee will be appointed by the Board and cannot be the Chairman of the Board.
- (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 Sustainability Committee or the Remuneration and Nominations Committee as appropriate.

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4. AUTHORITY

- (a) In carrying out its responsibilities, the Committee has the authority to discuss directly with management, external or internal auditors, independent counsel or experts (including the authority to set and pay the compensation of such independent counsel or expert advisors) 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 to take any action required from time to time in relation to its composition, membership and activities to ensure compliance with any relevant statutory or stock exchange listing rule requirements from time to time; and
- (c) 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 each year evaluate its performance against this Charter and agree areas of focus and work program for the following year.

3.2 Review of Terms of Charter

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

Approved by:

Audit and Financial Risk Management Committee

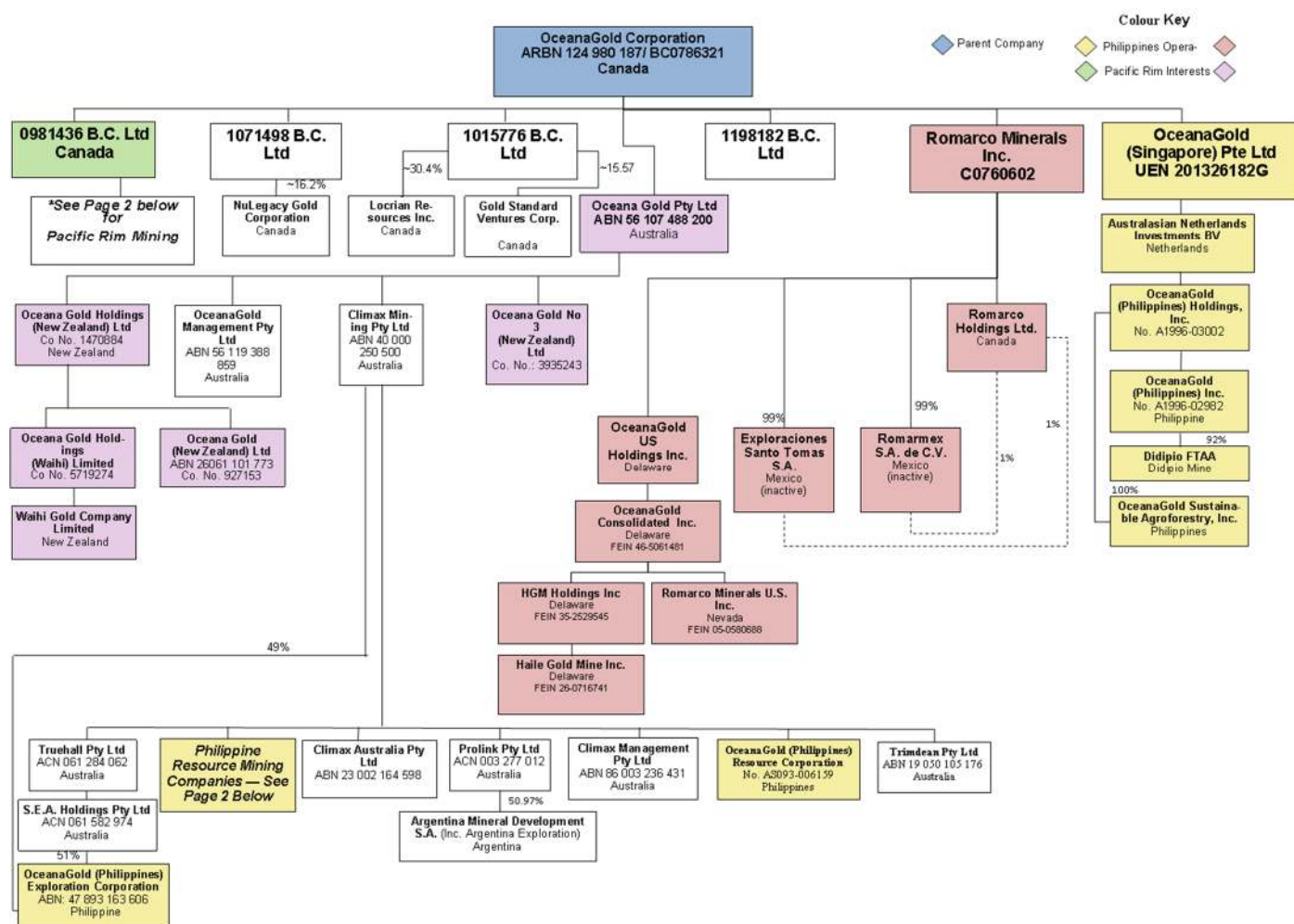
The Board of OceanaGold Corporation

18 February 2019

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Appendix B



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