

Notice of 2021 Annual General and Special Meeting of Shareholders

We invite you to attend the Annual General and Special Meeting of the shareholders of OceanaGold Corporation (the **Company**).



Tuesday 29 June 2021
(Canada)



5:00pm
(Eastern Daylight Time)



Virtual Meeting via live
audio webcast

Webcast link: <https://web.lumiagm.com/323819791>
Meeting ID: 323-819-791

The Board recognises the importance of the Annual General and Special Meeting (**Meeting**) as an opportunity for shareholders to meet and engage with the directors. This year, with the continuing COVID-19 situation, in order to mitigate risks to the health and safety of our shareholders, employees and communities we will hold our Meeting in a virtual only format, which will be conducted via live webcast. Further information on how to participate online and to vote at the Meeting is provided in the section headed Voting Information.

The Meeting will be held for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the year ended 31 December 2020, together with the auditor's report therein;
2. to elect and re-elect the directors of the Company to hold office until the close of the next annual meeting of shareholders;
3. to appoint PricewaterhouseCoopers as the auditor of the Company to hold office until the next annual meeting of shareholders;
4. to consider and, if thought advisable, pass an ordinary resolution to approve, confirm and endorse the Advance Notice Policy;
5. to approve the Amended and Restated Performance Share Rights Plan for Designated Participants of the Company and its affiliates;
6. to consider and, if thought advisable, pass a non-binding advisory resolution on the Company's approach to executive compensation; and
7. transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Meeting Materials

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

Your vote is important to us. The record date for the determination of the shareholders entitled to receive this Notice and to vote at the Meeting has been established as **28 May 2021 (Record Date)**.

While a registered shareholder or a duly appointed proxyholder can vote at the virtual Meeting live, we encourage you to vote by Proxy or VIF in advance of the Meeting so we can secure as large a representation as possible of our shareholders at the Meeting.

For information on how to vote, please refer to the Voting Information section of this Circular set out below. We encourage you to learn more about the Company by reading the enclosed Circular. Voting exclusion statements under applicable Australian Securities Exchange (**ASX**) requirements in relation to the advisory resolution on the approach to executive compensation are set out in the enclosed Circular.

Shareholders are also encouraged to submit questions in advance of the Meeting by emailing questions to ir@oceanagold.com by Monday 28 June 2021.

If it becomes necessary to make further changes to the arrangements for the AGM, OceanaGold will update shareholders through its website and by making an announcement on Toronto Stock Exchange (**TSX**) and ASX.

DATED 28 May 2021

BY ORDER OF THE BOARD OF DIRECTORS OF OCEANAGOLD CORPORATION



Liang Tang
Company Secretary
Melbourne, Australia