

OCEANAGOLD CORPORATION

(OceanaGold)

TECHNICAL COMMITTEE CHARTER

1. ROLE

- 1.1. The Technical 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) reporting of the quantity and quality of the Company's mineral resources and reserves with respect to its material properties;
 - (b) the operating activities of the Company's material mines, including production forecasts, budgets, life of mine plans;
 - (c) the Company's technical activities relating to its material exploration and development projects; and
 - (d) the Company process for identifying and managing technical risks.
- 1.3. The Committee acts primarily in an advisory capacity to the Board. In making recommendations to the Board, the Committee does not, of itself, have the power or authority of the Board in dealing with the matter on which it advises except where certain powers are specifically set out in this Charter or are otherwise delegated by the Board. Day to day general management of technical and operational issues rests with OceanaGold management.

2. KEY RESPONSIBILITIES

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

2.1. Mineral Resources and Reserves

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

- (a) the Company's assumptions and methodology underpinning the mineral resources and reserves estimates; and
- (b) the Company's internal control structure over the mineral reserve and resource determination process and areas that represent high risk for material misstatement of the mineral reserves and resources.

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

- (c) approval of annual mineral resources and reserves statement;
- (d) approval of technical reports relating to the Company's material projects, including any preliminary results published in advance of filing of the technical report; and

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- (e) material policies relating to technical mining matters that are applicable at an OceanaGold group level and any amendments to those policies.

2.2. Oversight of Technical Activities

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

- (a) the technical aspects of the Corporation's exploration programs, project development life cycle and construction;
- (b) operating and production matters including mine production forecasts, budgets, life of mine plans; and
- (c) technical policies, systems and monitoring processes of the Company taking into consideration industry best practices

In discharging its responsibilities, the Committee will:

- (d) review Management's overall approach to establishing objectives relating to mining operations, development programs and exploration programs, including construction and operational activities, budgeting, allocation of resources
- (e) review Management's approach to technical matters relating to exploration, development, construction and/or operational activities of the Company in respect of material projects;
- (f) review life-of-mine plans and annual operating and production plans for the Company's existing mining operations and development and exploration programs, including the reasonableness of the underlying assumptions;
- (g) discuss with Management any exploration, geological, mining, metallurgical or other technical issues of significant concern; and
- (h) understand the Company's material assets, review plans to improve efficiencies; and monitoring and making recommendations as to the Company's development and exploration practices.

2.3. Management of Technical Risks

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

- (a) the Company's major operational risk exposure, including a regular review of the top technical risks identified by management, including exploration, geological, mining, geotechnical, metallurgical and other technical issues of concern; and
- (b) the policies and practices adopted by the Company to mitigate technical risks.

3. MEMBERSHIP AND MEETINGS

- (a) The Committee will comprise not less than three non-executive directors.
- (b) The Chairman of the Committee will be appointed by the Board and a majority of Committee members will be independent non-executive directors.
- (c) The Company Secretary or a delegate shall act as the secretary of the Committee.
- (d) A standing invitation to Committee meetings will be extended to all non-executive directors.
- (e) The Committee may invite any member of management, or any other person, to attend a meeting of the Committee, as the Committee thinks appropriate.

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- (f) The Committee will meet as frequently as required but not less than four times per financial year. Any Committee member or the Company Secretary may convene a Committee meeting and two independent non-executive directors shall constitute a quorum. Each Committee member will have one vote and the Chairman will not have a casting vote.
- (g) The Chairman of the Committee (or delegate) shall provide a report to the Board following each Committee meeting.
- (h) The Committee may hold a closed session in the absence of management as and when the Committee deems appropriate.
- (i) All recommendations of the Committee are to be referred to the Board, the Audit and Financial Risk Management Committee, Remuneration, People and Culture Committee, the Governance and Nominations Committee or the Sustainability Committee as appropriate.

4. AUTHORITY

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

5. REVIEW

5.1. Performance

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

5.2. Review of Terms of Charter

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

Approved by:
Technical Committee
The Board of OceanaGold Corporation
18 February 2022