



FINANCIAL AND GOVERNANCE STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

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SECTION A

**FINANCIAL REPORT
31 DECEMBER 2014**



OCEANAGOLD

OCEANAGOLD CORPORATION

FINANCIAL REPORT

DECEMBER 31, 2014

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The financial statements were authorised for issue by the directors on February 19, 2015. The directors have the power to amend and reissue the financial statements.

Management's Responsibility for Financial Reporting

The accompanying consolidated financial statements of OceanaGold Corporation were prepared by management in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") which are incorporated in the Handbook of the Canadian Institute of Chartered Accountants ("CICA Handbook"). Management acknowledges responsibility for the preparation and presentation of the consolidated financial statements, including responsibility for significant accounting judgements and estimates and the choice of accounting principles and methods that are appropriate to the circumstances of OceanaGold Corporation and the entities it controls ("the Group"). The significant accounting policies of the Group are summarised in Note 2 to the consolidated financial statements.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for reviewing and approving the consolidated financial statements and for ensuring that management fulfils its financial reporting responsibilities. An Audit and Financial Risk Management Committee assists the Board of Directors in fulfilling this responsibility. The members of the Audit and Financial Risk Management Committee are not officers of the Group. The Audit and Financial Risk Management Committee meets with management to review the internal controls over the financial reporting process, the consolidated financial statements and the auditor's report. The Audit and Financial Risk Management Committee reports its findings to the Board of Directors for its consideration in approving the consolidated financial statements for issuance to the shareholders.

Management recognizes its responsibility for conducting the Group's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.



Michael F. Wilkes
Managing Director and Chief Executive Officer
Melbourne, Australia
February 19, 2015



Mark N. Chamberlain
Chief Financial Officer
Melbourne, Australia
February 19, 2015

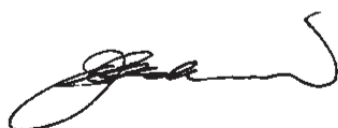
To the Shareholders of OceanaGold Corporation

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at December 31

<i>(in United States dollars)</i>	<i>Notes</i>	<i>2014</i> \$'000	<i>2013</i> \$'000
ASSETS			
Current assets			
Cash and cash equivalents		51 218	24 788
Trade and other receivables	8	31 544	27 665
Derivatives and other financial assets	9	5 867	7 783
Inventories	10	85 079	85 188
Prepayments		3 626	5 764
Total current assets		177 334	151 188
Non-current assets			
Trade and other receivables	8	54 928	44 501
Derivatives and other financial assets	9	5 341	3 004
Inventories	10	111 232	95 753
Deferred tax assets	6	9 092	5 506
Property, plant and equipment	11	295 697	312 414
Mining assets	12	264 666	284 460
Investments	14	906	-
Total non-current assets		741 862	745 638
TOTAL ASSETS		919 196	896 826
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Trade and other payables		63 466	55 993
Employee benefits	22	6 994	6 068
Interest-bearing loans and borrowings	16	14 995	67 417
Total current liabilities		85 455	129 478
Non-current liabilities			
Other obligations		1 797	1 965
Employee benefits	22	1 126	1 243
Deferred tax liabilities	6	-	9 565
Interest-bearing loans and borrowings	16	103 079	126 525
Asset retirement obligations	15	32 265	36 320
Total non-current liabilities		138 267	175 618
TOTAL LIABILITIES		223 722	305 096
SHAREHOLDERS' EQUITY			
Share capital	17	650 557	647 333
Accumulated losses		(32 376)	(143 911)
Contributed surplus	18	41 388	40 332
Other reserves	19	35 905	47 976
TOTAL SHAREHOLDERS' EQUITY		695 474	591 730
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		919 196	896 826

On behalf of the Board of Directors:



James E. Askew
Director
February 19, 2015



J. Denham Shale
Director
February 19, 2015

The accompanying notes to the Consolidated Financial Statements are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the years ended December 31

<i>(in United States dollars)</i>	<i>Notes</i>	<i>2014</i> \$'000	<i>2013</i> \$'000
Revenue	4	563 328	553 612
Cost of sales, excluding depreciation and amortization	5	(289 888)	(260 651)
Depreciation and amortization		(129 561)	(129 315)
General and administration expenses		(34 539)	(28 423)
Operating profit		109 340	135 223
Other expenses			
Interest expense and finance costs		(11 687)	(27 416)
Foreign exchange gain/(loss)		1 711	1 267
Gain/(loss) on disposal of property, plant and equipment		(140)	(2 663)
Gain/(loss) on fair value of available-for-sale assets		(980)	-
Total other expenses		(11 096)	(28 812)
Gain/(loss) on fair value of undesignated hedges		(876)	(2 083)
Interest income		481	438
Other income/(expense)		303	(782)
Impairment charge	13	-	(193 300)
Profit/(loss) before income tax		98 152	(89 316)
Income tax benefit/(expense)	6	13 383	41 459
Net profit/(loss)		111 535	(47 857)
Other comprehensive income that can be reclassified to profit and loss in a future period, net of tax:			
Currency translation gain/(loss)		(12 891)	16 652
Net change in fair value of available-for-sale assets		-	17
Available-for-sale reserve transferred to profit and loss		820	-
Total other comprehensive income (net of tax)		(12 071)	16 669
Comprehensive income/(loss) attributable to shareholders		99 464	(31 188)
Net earnings/(loss) per share:			
- basic	7	\$0.37	(\$0.16)
- diluted	7	\$0.36	(\$0.16)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the years ended December 31

<i>(in United States dollars)</i>	<i>Share Capital</i> \$'000	<i>Contributed Surplus</i> \$'000	<i>Other Reserves</i> \$'000	<i>Accumulated Losses</i> \$'000	<i>Total Equity</i> \$'000
Balance at January 1, 2014	647 333	40 332	47 976	(143 911)	591 730
Comprehensive income/(loss) for the period	-	-	(12 071)	111 535	99 464
Employee share options:					
Share based payments	-	2 621	-	-	2 621
Forfeiture of options	-	(325)	-	-	(325)
Exercise of options	3 224	(1 240)	-	-	1 984
Balance at December 31, 2014	650 557	41 388	35 905	(32 376)	695 474
Balance at January 1, 2013	636 189	38 418	31 307	(96 054)	609 860
Comprehensive income/(loss) for the period	-	-	16 669	(47 857)	(31 188)
Employee share options:					
Share based payments	-	2 554	-	-	2 554
Forfeiture of options	-	(458)	-	-	(458)
Exercise of options	211	(182)	-	-	29
Issue of shares (net of costs)	10 933	-	-	-	10 933
Balance at December 31, 2013	647 333	40 332	47 976	(143 911)	591 730

The accompanying notes to the Consolidated Financial Statements are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the years ended December 31

<i>(in United States dollars)</i>	2014	2013
	\$'000	\$'000
Operating activities		
Net profit/(loss)	111 535	(47 857)
<i>Charges/(credits) not affecting cash</i>		
Depreciation and amortization expense	129 561	129 315
Net (gain)/loss on disposal of property, plant & equipment	140	2 663
Other expense – reclassification of available-for-sale reserve	820	911
Non-cash interest charges	-	6 774
Unrealized foreign exchange (gains)/losses	(1 711)	(1 267)
Stock based compensation charge	2 295	2 097
(Gain)/loss on fair value of undesignated hedges	876	2 083
Non-cash transaction costs	1 552	5 415
Impairment charge	-	193 300
Future tax expense/(benefit)	(13 383)	(41 459)
Non-cash available for sale assets (gain)/loss	160	-
<i>Changes in non-cash working capital</i>		
(Increase)/decrease in trade and other receivables	(5 740)	(30 726)
(Increase)/decrease in inventory	(19 494)	(44 268)
(Decrease)/increase in accounts payable	10 041	(15 096)
(Decrease)/increase in other working capital	(1 711)	(2 456)
Net cash provided by/(used in) operating activities	214 941	159 429
Investing activities		
Payment for investments	(906)	-
Payment for acquisition of subsidiary, net of cash acquired	-	181
Proceed from sale of property, plant and equipment	-	1 024
Payment for property, plant and equipment	(9 871)	(17 809)
Payment for mining assets: exploration and evaluation	(2 553)	(4 442)
Payment for mining assets: development	(32 700)	(57 607)
Payment for mining assets: in production	(63 388)	(80 159)
Net cash used in investing activities	(109 418)	(158 812)
Financing activities		
Proceed from issue of shares	1 984	26
Payment for equity raising costs	-	(414)
Repayment of finance lease liabilities	(17 905)	(19 014)
Settlement of derivatives	-	(10 846)
Repayments of bank borrowings, convertible notes and other loans	(61 682)	(168 936)
Proceeds from borrowings	2 170	115 994
Net cash (used in)/provided by financing activities	(75 433)	(83 190)
Effect of exchange rates changes on cash gain/(loss)	(3 660)	10 859
Net increase/(decrease) in cash and cash equivalents	26 430	(71 714)
Cash and cash equivalents at beginning of period	24 788	96 502
Cash and cash equivalents at end of period	51 218	24 788
Cash interest paid	(7 057)	(20 373)
Cash interest received	481	438

Non-Cash Investing and Financing Activities – refer Note 28

The accompanying notes to the Consolidated Financial Statements are an integral part of these financial statements.

1 BASIS OF PREPARATION

OceanaGold Corporation (“OceanaGold”) (“The Company”) is a company domiciled in Canada. It is listed on the Toronto Stock Exchange, the Australian Stock Exchange and the New Zealand Stock Exchange. The registered address of the Company is c/o Fasken Martineau DuMoulin LLP, 2900-550 Burrard Street, Vancouver, British Columbia V6C 0A3, Canada.

The Company prepares its financial statements in accordance with IFRS as issued by the IASB which are incorporated in the CICA Handbook. The consolidated financial statements of the Company, as at and for the year ended December 31, 2014, include the results and financial position of the Company (in its capacity of ultimate parent) and its subsidiaries (together referred to as the “Group”). These financial statements have been prepared under the historic cost convention, as modified by the revaluation of available-for-sale financial assets and liabilities (including derivative instruments) at fair value through profit or loss.

The Group is engaged in exploration and the development and operation of gold and other mineral mining activities. OceanaGold operates two open cut mines and an underground mine in New Zealand. The Group also operates an open cut gold-copper mine at Didipio in the Philippines.

The preparation of the financial statements in conformity with IFRS requires use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the group's accounting policies. The areas involving a high degree of judgement or complexity, or areas where assumptions are significant to the consolidated financial statements are disclosed in Note 3.

The financial statements were authorised for issue by the directors on February 19, 2015.

2 SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies used in the preparation of these consolidated financial statements are described below. These policies have been applied consistently to all the years presented, unless otherwise stated.

Revenue

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Bullion Sales

Revenue from sales of gold and silver is recognized when there has been a passing of the significant risks and rewards of ownership, which means the following:

- The product is in a form suitable for delivery and no further processing is required by, or on behalf of the Group;
- The quantity and quality (grade) of the product can be determined with reasonable accuracy;
- The product has been despatched to the customer and is no longer under the physical control of the Group (or title of the product has earlier passed to the customer);
- The selling price is determinable;
- It is probable that the economic benefits associated with the transaction will flow to the Group; and
- The costs incurred or to be incurred in respect of the transaction are determinable.

Concentrate sales

The Group recognizes the sale of gold, copper and silver concentrate when the significant risks and rewards of ownership transfer to the buyer. Sales prices are provisionally set on a specified future date based on market prices. Revenue is recorded under these contracts using forward market gold, copper and silver prices on the expected date that the final sales prices will be fixed based on an agreed quotational period. Variations between the price recorded and the actual final price set are caused by changes in market prices and result in an embedded derivative in accounts receivable. The embedded derivative is recorded at fair value each period until final settlement occurs. The changes in fair value of this embedded derivative are classified as provisional price adjustments and included in revenue in the statement of comprehensive income. Changes in the fair value over the quotational period and up until final settlement are estimated by reference to forward market prices.

Interest Income

Interest income is recognized on a time proportion basis using the effective interest rate method.

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment

Non-current assets are reviewed for impairment if there is an indication that the carrying amount may not be recoverable. Impairment is assessed at the level of cash-generating units which, in accordance with IAS 36 'Impairment of Assets', are identified as the smallest identifiable group of assets that generates cash inflows, which are largely independent of the cash inflows from other assets.

When an impairment review is undertaken, the recoverable amount is assessed by reference to the higher of value in use (being the net present value of expected future cash flows of the relevant cash-generating unit in its current condition) and fair value less costs to sell ("FVLCS"). The best evidence of FVLCS is the value obtained from an active market or binding sale agreement. Where neither exists, FVLCS is based on the best information available to reflect the amount the Group could receive for the cash generating unit in an arm's length transaction. This is often estimated using discounted cash flow techniques.

Where recoverable amount is assessed using FVLCS based on discounted cash flow techniques, the resulting estimates are based on detailed "life of mine" and/or production plans. For value in use, recent cost levels are considered, together with expected changes in costs that are compatible with the current condition of the business and which meet the requirements of IAS 36.

The cash flow forecasts for FVLCS purposes are based on management's best estimates of expected future revenues and costs, including the future cash costs of production, capital expenditure, closure, restoration and environmental clean-up. For the purposes of determining FVLCS from a market participant's perspective, the cash flows incorporate management's price and cost assumptions in the short and long term. In the longer term, operating margins are assumed to remain constant where appropriate, as it is considered unlikely that a market participant would prepare detailed forecasts over a longer term period. The cash flow forecasts may include net cash flows expected to be realised from extraction, processing and sale of mineral resources that do not currently qualify for inclusion in proven or probable ore reserves. Such non-reserve material is only included where there is a reasonable degree of confidence in its economic extraction. This expectation is usually based on preliminary drilling and sampling of areas of mineralisation that are contiguous with existing reserves. Typically, the additional evaluation to achieve reserve status for such material has not yet been done because this would involve incurring costs earlier than is required for the efficient planning and operation of the mine.

As noted above, cost levels incorporated in the cash flow forecasts for fair value purposes are based on the current life-of-mine plan or long term production plan for the cash-generating unit. Because future cash flows are estimates for the asset in its current condition, value in use does not reflect future cash flows associated with improving or enhancing an asset's performance. Anticipated enhancements to assets may be included in FVLCS calculations.

Where the recoverable amount of a cash-generating unit is dependent on the life of its associated orebody, expected future cash flows reflect long term mine plans, which are based on detailed research, analysis and iterative modelling to optimise the level of return from investment, output and sequence of extraction. The mine plan takes account of all relevant characteristics of the orebody, including waste to ore ratios, ore grades, haul distances, chemical and metallurgical properties of the ore impacting on process recoveries and capacities of processing equipment that can be used. The life-of-mine plan is therefore the basis for forecasting production output and production costs in each future year.

The discount rates applied to the future cash flow forecasts represent an estimate of the rate the market would apply having regard to the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted. The Group's weighted average cost of capital is used as a starting point for determining the discount rates, with appropriate adjustments for the risk profile of the countries in which the individual cash-generating units operate as well as the stage of development of the cash generating unit.

For operations with a functional currency other than the US dollar, the impairment review is undertaken in the relevant functional currency. The great majority of the Group's sales are based on prices denominated in US dollars. To the extent that the currencies of countries in which the Group produces commodities strengthen against the US dollar without commodity price offset, cash flows and, therefore, net present values are reduced.

IAS 36 requires that value in use be based on exchange rates current at the time of the assessment.

Non-current assets other than goodwill that have suffered an impairment are tested for possible reversal of the impairment whenever events or changes in circumstances indicate that the impairment may have reversed.

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the consideration transferred and the amount of any non-controlling interest in the acquiree over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

When control of a subsidiary is acquired in stages, its carrying value prior to the acquisition of control is compared with the fair value of the identifiable net assets at that date. If fair value is greater than/less than carrying value, the gain/loss is recorded in the consolidated statement of income.

Consolidation

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Joint arrangements

Under IFRS 11 Joint Arrangements investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor has, rather than the legal structure of the joint arrangement.

Joint operations

The Group recognises its direct right to the, assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses.

Joint ventures

Interests in joint ventures are accounted for using the equity method. Under this method, the interests are initially recognised in the consolidated balance sheet at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income in profit or loss and other comprehensive income respectively.

When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint ventures), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been changed where necessary, to ensure consistency with the policies adopted by the Group.

Non-derivative financial assets

Available-for-sale financial assets

Available-for-sale assets are non-derivative financial assets that are designated as available for sale or are not classified as: Financial assets at fair value through profit or loss; Held-to-maturity financial assets; Loans and receivables; or Cash and cash equivalents. Available-for-sale financial assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses, and foreign currency differences on available-for-sale debt instruments, are recognized in other comprehensive income and presented in the available-for-sale equity reserve (which forms part of other reserves). When an investment is derecognized, the cumulative gain or loss in equity is reclassified to profit or loss.

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currency translation

These consolidated financial statements are expressed in United States dollars ("US\$") which is the reporting currency for OceanaGold Corporation. The functional currency is Australian dollars ("AUD"). The controlled entities of OceanaGold have either US dollars, Australian dollars, New Zealand dollars ("NZD"), Philippines pesos ("PHP") or Euros ("EUR") as their functional currency.

(i) Functional and presentation currency

The financial statements of entities that have a functional currency different from the reporting currency are translated into United States dollars as follows: assets and liabilities – at the closing rate at the date of the statement of financial position, and income and expenses – at the average rate of the reporting period (as this is considered a reasonable approximation to actual rates). All resulting changes are recognized in other comprehensive income as cumulative translation adjustments.

When an entity disposes of its entire interest in a foreign operation, or loses control, joint control, or significant influence over a foreign operation, the foreign currency gains or losses accumulated in other comprehensive income related to the foreign operation are recognized in profit or loss. If an entity disposes of part of an interest in a foreign operation which remains a subsidiary, a proportionate amount of foreign currency gains or losses accumulated in other comprehensive income related to the subsidiary are reallocated between controlling and non-controlling interests.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in currencies other than an operation's functional currency are recognized in the statement of income.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at bank and on hand and short-term deposits that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

Trade and other receivables

Trade and other receivables are initially recorded at the amount of contracted sales proceeds, and then subsequently carried at amortized cost using the effective interest method, less provision for impairment.

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Loans and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. If collection of the amount is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Due to the short term nature of the current receivables, their carrying amount is assumed to be the same as their fair value.

Inventories

Bullion and Ore and Concentrate

Inventories are valued at the lower of weighted average cost and net realisable value. Costs include mining and production costs as well as attributable commercial, environmental and health and safety expenses. Ore inventory that is not expected to be processed within one year is classified as non-current.

Gold in Circuit

Gold in circuit is valued at the lower of weighted average cost and net realisable value. The average cost of production for the month is used and allocated to gold that is in the circuit at period end. These include mining and production costs as well as attributable commercial, environmental and health and safety expenses.

Stores

Inventories of consumable supplies and spare parts are valued at cost less a provision for obsolescence. Cost includes all expenses directly related to the purchase of the stores inventory. Cost is assigned on a weighted average basis.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition of the item. In the event that all or part of the purchase consideration is deferred, cost is determined by discounting the amounts payable in the future to their present value as at the date of acquisition.

Subsequent costs are included in the asset's carrying amount, or recognized as a separate asset as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31 2014**

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance costs are charged to the profit or loss during the reporting period in which they are incurred.

Property, plant and equipment, except freehold land, are depreciated over their estimated useful lives on a straight line, reducing balance or units of production basis, as considered appropriate, commencing from the time the asset is held ready for use.

Depreciation rates used are as follows:

Buildings	5% - 6.25% per annum straight line
Mining equipment	unit of production based on reserves
Other plant and equipment	14.2% - 33.33% per annum straight line

The asset's residual values, useful lives and amortization methods are reviewed and adjusted if appropriate, at each financial year end.

An item of property, plant and equipment is derecognized upon disposal or when no further economic benefits are expected from its use.

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognized.

Mining assets

Exploration and Evaluation Expenditure

Exploration and evaluation expenditure is stated at cost and is accumulated in respect of each identifiable area of interest. Such costs are only carried forward to the extent that they are expected to be recovered through the successful development of the area of interest (or alternatively by its sale), or where activities in the area have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable resources, and where active work is continuing. Accumulated costs in relation to an abandoned area are expensed in profit or loss in the period in which the decision to abandon the area is made. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Mining Properties under Development

Mining properties under development are accounted for at cost and are not amortized until production has commenced. Cost includes expenditure that is directly attributable to the development of mining properties and preparing them for production. Mining properties under development also include some tangible assets which will be reclassified to property, plant and equipment upon completion of the construction project.

Mining Properties in Production

Mining properties in production (including exploration, evaluation and development expenditure) are accumulated and brought to account at cost less accumulated amortization in respect of each identifiable area of interest. Amortization of capitalized costs, including the estimated future capital costs over the life of the area of interest, is provided on the units of production basis, proportional to the depletion of the mineral resource of each area of interest expected to be ultimately economically recoverable.

Provisions

Provisions are recognized when the Group has a present obligation, it is probable that there will be a future sacrifice of economic benefits and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be recovered from a third party, the receivable is recognized as a separate asset but only when the reimbursement is virtually certain and it can be measured reliably. The expense relating to any provision is presented in the statement of comprehensive income net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability (if not built into the estimated cash flows). The increase in the provision due to the passage of time is recognized as an interest expense.

Asset Retirement and Environmental Rehabilitation

Asset retirement and environmental rehabilitation provisions include the dismantling and demolition of infrastructure and the removal of residual materials and remediation of disturbed areas. The provision is recognized in the accounting period when the obligation arising from the related disturbance occurs, whether this occurs during the mine development or during the production phase, based on the net present value of estimated future costs. The costs are estimated on the basis of a closure plan. The cost estimates are calculated annually during the life of the operation to reflect known developments and are subject to formal review at regular intervals.

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

The amortization or 'unwinding' of the discount applied in establishing the net present value of provisions is accounted for in the statement of income in each accounting period. The amortization of the discount is shown as an interest expense, rather than as an operating cost.

Other movements in the provisions for closure and restoration costs, including those resulting from new disturbance, updated cost estimates, changes to the lives of operations and revisions to discount rates are capitalized within property, plant and equipment or mining properties and development, to the extent that any such amount does not exceed the recoverable amount of the asset. Any amount in excess of the recoverable amount is recognized as a loss immediately.

If an adjustment results in an addition to the costs of the related asset, consideration will be given to whether an indication of impairment exists and the impairment policy will apply. These costs are then depreciated over the life of the area of interest to which they relate.

Trade and other payables

Trade and other payables are liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services.

Trade and other payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

Interest-bearing loans and borrowings

All loans and borrowings are initially recognized at the fair value of the consideration received, net of issue costs associated with the borrowing. After initial recognition, interest-bearing loans and borrowings are subsequently carried at amortized cost using the effective interest method by taking into account any issue costs and any discount or premium on settlement.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non cash assets transferred or liabilities assumed, is recognized in the statement of income as other income or finance costs. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Employee benefits

Wages, Salaries and Annual Leave

Liabilities for wages and salaries, including non-monetary benefits, and annual leave expected to be settled within 12 months of the reporting date are recognized in Other Payables and Employee Benefits in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

Defined Contribution Pension Funds

Contributions to defined contribution funds are recognized as an expense in the statement of income as they become payable.

Share based compensation

The Group provides benefits to employees (including directors and other designated persons) in the form of stock based compensation transactions, whereby employees render services in exchange for shares or rights over shares ('equity-settled transactions').

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the compensation at the date at which they are granted. The fair value of options issued is determined by using appropriate pricing model as per Note 21.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of OceanaGold Corporation ('market conditions').

The cost of equity-settled transactions is recognized, together with a corresponding increase in equity, over the period between the grant date and the date on which the relevant employees become fully entitled to the award ('vesting date').

The cumulative expense recognized for equity-settled transactions at each reporting date until vesting date reflects:

- (a) the extent to which the vesting period has expired, and
- (b) the number of awards that, in the opinion of the directors of the Group, will ultimately vest.

No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date.

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

Capital leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments.

Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in the statement of operations.

Capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognized as an expense in the statement of income on a straight-line basis over the lease term. Initial direct costs incurred in negotiating an operating lease are capitalized and amortized over the lease term.

Derivative financial instruments and hedge accounting

The Group, where deemed appropriate, uses derivative financial instruments to manage commodity price and foreign currency exposures.

Derivative financial instruments are initially recognized in the Statement of Financial Position at fair value and subsequently re-measured at their fair values at each reporting date.

The fair value of gold hedging instruments including forwards, put and call options is calculated by discounting the future value of the hedge contract at the appropriate prevailing quoted market rates at reporting date.

For the purposes of hedge accounting, hedges are classified as either fair value hedges when they hedge the exposure to changes in the fair value of a recognized asset or liability; or cash flow hedges where they hedge exposure to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a forecasted transaction.

The method of recognizing the resulting gain or loss is dependent on the nature of the item being hedged.

At the inception of the transaction, the Group documents the relationship between the hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. This process includes linking all derivatives designated as hedges to specific forecast gold sales.

Changes in the fair value of derivatives that are designated against future production qualify as cash flow hedges and, if highly effective, the gain or loss on the effective portion is recognized in accumulated other comprehensive income. The ineffective portion is recognized in the profit or loss within other income or other expenses. Amounts deferred in Accumulated Other Comprehensive Income are transferred to the income statement and classified as revenue in the same periods during which the hedged sales affect the profit or loss.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in Accumulated Other Comprehensive Income at that time would remain in Other Comprehensive Income and is recognized when the committed or forecast production is ultimately recognized in the income statement. However, if the committed or forecast production is no longer expected to occur, the cumulative gain or loss reported in Other Comprehensive Income is immediately transferred to the statement of income.

When the hedged commitment results in the recognition of an asset or a liability, the associated gains or losses, previously recognized in Accumulated Other Comprehensive Income, are included in the initial measurement of the acquisition cost or other carrying amount of the asset or liability. Cash received or paid on the settlement or maturity of gold derivatives are recorded as operating cash flows.

The net gains and losses that relate to contracts not designated for hedge accounting purposes are recognized in the income statement.

Borrowing costs

Borrowing costs are expensed as incurred with the exception of borrowing costs directly associated with the construction, purchase or acquisition of a qualifying asset, which are capitalized as part of the cost of the asset.

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

Earnings per share

Basic earnings/loss per share is calculated by dividing the profit/loss by the weighted average number of shares outstanding during the period. Diluted earnings/loss per share is calculated by dividing the earnings/loss by the weighted-average number of shares outstanding during the period, assuming that all potentially dilutive securities were exercised. The company's potentially dilutive securities comprise stock options granted to employees and directors.

Income tax

Income tax comprises current and deferred tax. Income tax is recognized in the Statement of Comprehensive Income except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

In general, deferred tax is recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except, in the case of subsidiaries, where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are presented as non-current.

Tax on income in interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred stripping

In open pit mining operations, it is necessary to remove overburden and other waste materials to access ore from which minerals can be extracted economically. The process of removing overburden and waste materials is referred to as stripping. During the development of a mine (or pit), before production commences, stripping costs are capitalised as part of the investment in construction of the mine (or pit) and are subsequently amortised over the life of the mine (or pit) on a units of production basis.

Production stripping activity is disclosed within Mining Assets in production. In order for production phase stripping costs to qualify for capitalisation as a stripping activity asset, three criteria must be met:

- it must be probable that economic benefit will be realised in a future accounting period as a result of improved access to the orebody created by the stripping activity;
- it must be possible to identify the "component" of the orebody for which access has been improved; and
- it must be possible to reliably measure the costs that relate to the stripping activity.

A "component" is a specific volume of the orebody that is made more accessible by the stripping activity. It will typically be a subset of the larger orebody that is distinguished by a separate useful economic life.

Components of an ore body are determined with reference to life of mine plans and take account of factors such as the geographical separation of mining locations and/or the economic status of mine development decisions. Capitalised stripping costs are initially measured at cost and represent an accumulation of costs directly incurred in performing the stripping activity that improves access to the identified component of the ore body, plus an allocation of directly attributable overhead costs.

Such deferred costs are then charged against the income statement on a systematic units of production basis over the expected useful life of an identified component of the ore body.

Changes to the life of mine plan, identified components of an ore body, stripping ratios, units of production and expected useful life are accounted for prospectively.

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

Sales taxes

Revenues, expenses and assets are recognized net of the amount of sales tax, unless the sales tax incurred is not recoverable from the relevant taxation authority. In this case, it is recognized as part of the cost of acquisition of the asset or as part of an item of the expense.

Receivables and payables are stated inclusive of the amount of sales tax receivable or payable. The net amount of sales tax recoverable from, or payable to, the relevant taxation authority is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The sales tax components of cash flows arising from investing and financing activities that are recoverable from, or payable to, the relevant taxation authority are classified as operating cash flows. Commitments and contingencies are disclosed net of the amount of sales tax recoverable from, or payable to, the relevant taxation authority. The net of sales tax payable and receivable is remitted to the appropriate tax body in accordance with legislative requirements.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Executive Officer who makes strategic decisions.

Contributed equity

Ordinary shares are classified as equity. Mandatorily redeemable preference shares are classified as liabilities.

Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the financial year but not distributed at balance date.

Adoption of new standards, amendments and interpretations

The Group did not adopt any new and/or revised standards, amendments and interpretation from January 1, 2014 which had a material effect on the financial position or performance of the Group.

Accounting standards effective for future periods

IFRS 9 – Financial instruments

This standard will replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 has two classification categories: amortized cost and fair value.

Classification of debt assets will be driven by the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. A 'simple' debt instrument is measured at amortised cost if: a) the objective of the business model is to hold the financial asset for the collection of the contractual cash flows, and b) the contractual cash flows under the instrument solely represent payments of principal and interest.

All other financial assets, including investments in complex debt instruments and equity investments must be measured at fair value.

All fair value movements on financial assets must be recognised in profit or loss except for equity investments that are not held for trading (short-term profit taking), which may be recorded in other comprehensive income (FVOCI).

For financial liabilities that are measured under the fair value option, entities will need to recognise the part of the fair value change that is due to changes in the entity's own credit risk in other comprehensive income rather than profit or loss.

New hedging rules are also included in the standard. These will make testing for hedge effectiveness easier which means that more hedges are likely to be eligible for hedge accounting. The new rules will also allow more items to be hedged and relax the rules on using purchased options and non-derivative financial instruments as hedging instruments.

It also contains a new impairment model which will result in earlier recognition of losses. The amendment also modifies the relief from restating prior periods. As part of this relief, the board published an amendment to IFRS 7, 'Financial instruments: Disclosure', to required additional disclosures on transition from IAS 39 to IFRS 9.

2 SIGNIFICANT ACCOUNTING POLICIES (continued)

This standard is effective for years beginning on/after January 1, 2018. The Group has not assessed the impact of this new standard.

IFRS 7 – Financial instruments – Disclosure

This standard has been amended to require additional disclosures on transition from IAS 39 to IFRS 9. It is effective on adoption of IFRS 9.

The mandatory effective date for IFRS 9 is for the years beginning on/after January 1, 2018. The Group will apply the standard accordingly.

IAS 38 – Intangible assets

This standard is amended to clarify that the use of a revenue-based amortization method is not appropriate and the presumption may only be rebutted in certain limited circumstances.

The standard is effective for years beginning on/after January 1, 2016. The Group does not expect any material impact of this amendment.

IFRS 11 – Joint arrangements

The standard is amended to provide specific guidance on accounting for the acquisition of an interest in a joint operation that constitutes a business. The amendments are applicable to both the acquisition of the initial interest in a joint operation and the acquisition of additional interest in the same joint operation.

This standard is effective for years beginning on/after January 1, 2016. The Group will apply the standard accordingly and does not expect any material impact of this amendment.

IFRS 15 – Revenue from contracts with customers

This standard deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service.

The standard replaces IAS 18 'Revenue' and IAS 11 'Construction contracts' and related interpretations. The standard is effective for annual periods beginning on or after 1 January 2017 and earlier application is permitted. The group is assessing the impact of IFRS 15.

IAS 27 – Separate Financial Statements

This standard is amended to restore the option to use the equity method to account for investments in subsidiaries, joint ventures and associates in an entity's separate financial statements.

This amendment is effective for years beginning on/after January 1, 2016. The Group does not expect any material impact of this amendment.

IAS 28 – Investments in associates and joint ventures

This standard is amended to address the inconsistency between IFRS 10 and IAS 28. The main consequence of the amendments is that a full gain or loss is recognised when the transaction involves a business combination, and whereas a partial gain is recognised when the transaction involves assets that do not constitute a business.

This amendment is effective for years beginning on/after January 1, 2016. The Group will apply the standard accordingly.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Group.

3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENT

The preparation of financial statements requires the use of accounting estimates and assumptions concerning the future, which by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) Mining assets

The future recoverability of mining assets (Note 12) including capitalized exploration and evaluation expenditure is dependent on a number of factors, including whether the Group decides to exploit the related tenements itself or, if not, whether it successfully recovers the related mining assets through sale.

Factors that could impact the future recoverability include the level of reserves and resources, future technological changes, which could impact the cost of mining, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices and foreign exchange rates.

3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENT (continued)

Exploration and evaluation expenditure (Note 12) is capitalized if activities in the area of interest have not yet reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves. These assets are allocated based on the geographical location of the asset. To the extent that capitalized exploration and evaluation expenditure is determined not to be recoverable in the future, profits and net assets will be reduced in the period in which this determination is made.

The Group defers mining costs incurred during the production stage of its operations, which are calculated in accordance with accounting policy Note 2 – Deferred stripping. Changes in an individual mine's design will result in changes to the life of component ratios of production. Changes in other technical or economic parameters that impact reserves will also have an impact on the life of component production and cost profile even if they do not affect the mine design. Changes to deferred mining resulting from change in life of component ratios are accounted for prospectively.

(ii) Impairment of assets

The Group assesses each Cash-Generating Unit (CGU), to determine whether there is any indication of impairment or reversal. Where an indicator of impairment or reversal exists, a formal estimate of the recoverable amount is made, which is deemed as being the higher of the fair value less costs to sell and value in use calculated in accordance with accounting policy. These assessments require the use of estimates and assumptions such as discount rates, exchange rates, commodity prices (gold, copper and tungsten), sustaining capital requirements, operating performance (including the magnitude and timing of related cash flows), and future operating development from certain identified exploration targets where there is higher degree of confidence in the economic extraction of minerals.

The recoverable amount of the New Zealand CGU is dependent on production from certain identified exploration targets. Should these projects prove to be uneconomic, the carrying value of the New Zealand CGU could be impaired by a significant amount. For information on prior year impairment charge, refer to Note 13.

(iii) Net realizable value of inventories

The Group reviews the carrying value of its inventories (Note 10) at each reporting date to ensure that the cost does not exceed net realizable value. Estimates of net realizable value include a number of assumptions and estimates, including grade of ore, commodity price forecasts, foreign exchange rates and costs to process inventories to a saleable product.

(iv) Asset retirement obligations

Decommissioning and restoration costs are a normal consequence of mining, and the majority of this expenditure is incurred at the end of a mine's life. In determining an appropriate level of provision, consideration is given to the expected future costs to be incurred, the timing of these expected future costs (largely dependent on the life of the mine), and the estimated future level of inflation.

The ultimate cost of decommissioning and restoration is uncertain and costs can vary in response to many factors including changes to the relevant legal requirements, the emergence of new restoration techniques and experience at other mine sites. The expected timing of expenditure can also change, for example in response to changes in reserves or to production rates.

Changes to any of the estimates could result in significant changes to the level of provisioning required, which would in turn impact future financial results. These estimates are reviewed annually and adjusted where necessary to ensure that the most up to date data is used. The carrying value of the asset retirement obligation liability has been disclosed in Note 15 to the financial statements.

(v) Determination of ore reserves and resources

Ore reserves and resources are based on information compiled by a Competent Person as defined in accordance with the Australasian Code of Mineral Resources and Ore Reserves (the JORC code) and in accordance with National Instrument 43-101-Standards of Disclosure for Mineral Projects ("NI-43-101") under the guidelines set out by the Canadian Institute of Mining, Metallurgy and Petroleum. There are numerous uncertainties inherent in estimating ore reserves and assumptions that are valid at the time of estimation may change significantly when new information becomes available. Changes in forecast prices of commodities, exchange rates, production costs or recovery rates may change the economic status of reserves and may, ultimately, result in the reserves being restated. Such changes in reserves could impact on depreciation and amortization rates, asset carrying values and provisions for rehabilitation.

3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENT (continued)

(vi) Taxation

The Group's accounting policy for taxation requires management's judgement in relation to the application of income tax legislation. There may be some transactions and calculations undertaken during the ordinary course of business where the ultimate tax determination is uncertain. The Group recognizes liabilities for tax, and if appropriate taxation investigation or audit issues, based on whether tax will be due and payable. Where the taxation outcome of such matters is different from the amount initially recorded, such difference will impact the current and deferred tax positions in the period in which the assessment is made.

In addition, certain deferred tax assets for deductible temporary differences and carried forward taxation losses have been recognized. In recognizing these deferred tax assets, assumptions have been made regarding the Group's ability to generate future taxable profits from current operations and successful development of certain identified exploration targets where there are higher degrees of confidence in the economic extraction of minerals.

Utilization of the tax losses also depends on the ability of the tax consolidated entities to satisfy certain tests at the time the losses are recouped. If the entities fail to satisfy the tests, the carried forward losses that are currently recognized as deferred tax assets would have to be written off to income tax expense. There is an inherent risk and uncertainty in applying this judgement and a possibility that changes in legislation will impact upon the carrying amount of deferred tax assets and deferred tax liabilities recognized on the statement of financial position. Deferred taxes are disclosed within Note 6 to the financial statements.

Moreover, in certain jurisdictions, tax losses may be restricted and only available to offset future profits generated from the same mining permit area. In this case, the recovery of the losses depends on the successful exploitation of the relevant project. Restricted losses could be forfeited if the project did not proceed. Disclosure of taxation is included in Note 6.

(vii) Non-Controlling Interest

A third party has a contractual right to an 8% interest in the operating vehicle that is formed to undertake the management, development, mining and processing of ore, and marketing of products as part of the Didipio mine in the Philippines. This 8% interest in the common share capital of the operating vehicle has similar voting and dividend rights to the remaining majority, subject to the operating vehicle having fully recovered its pre-operating costs. A subsidiary of the Company is currently involved in arbitration proceedings with the third party over certain payment claims.

At the same time, the third party is also involved in a legal dispute with another party over the ownership of the 8% interest. At December 31, 2014 no such equity has been issued to any third party due to the uncertainty. Consequently, no non-controlling interest has been recognised. A non-controlling interest is intended to be recognized after the issue of shares and after the full recovery of pre-operating expenses.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31 2014**

4 REVENUE

	<i>December 31 2014 \$'000</i>	<i>December 31 2013 \$'000</i>
Gold sales		
Bullion	290 308	363 830
Concentrate sales	115 691	58 212
	405 999	422 042
Copper sales		
Concentrate sales	177 496	157 223
Silver sales		
Concentrate sales	5 857	4 436
	589 352	583 701
Less concentrate treatment, refining and selling costs	(26 024)	(13 554)
Less concentrate sales capitalized	-	(16 535)
Total Revenue	563 328	553 612

Provisional Sales

The Group has provisionally priced gold and copper concentrate sales for which price finalization subject to quotational periods is outstanding at the reporting date. For the year ended December 31, 2014, the provisionally priced gold and copper concentrate sales included a provisional pricing loss of \$1.4 million (2013: \$0.8 million loss).

At December 31, 2014, the provisionally priced copper and gold sales subject to final settlement were recorded at average prices of \$6,349/t and \$1,188/oz, respectively.

5 COST OF SALES BY NATURE OF EXPENSES

	<i>December 31 2014 \$'000</i>	<i>December 31 2013 \$'000</i>
Cost of sales includes:		
Materials and consumables costs	178 477	177 434
Employee benefits expenses	67 730	64 401
Other direct costs	43 681	18 816
	289 888	260 651

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31 2014**

6 INCOME TAX

Major components of income tax (benefit)/ expense:

	<i>December 31</i>	<i>December 31</i>
	<i>2014</i>	<i>2013</i>
	<i>\$'000</i>	<i>\$'000</i>
Statement of operations		
<i>Current income tax</i>		
Income tax expense relating to tax losses utilized	2 433	19 266
<i>Deferred income tax</i>		
Origination and reversal of temporary differences	(15 022)	(62 353)
Adjustments in respect of deferred income tax of previous years	(794)	1 628
Income tax (benefit)/ expense reported in statement of comprehensive income	<u>(13 383)</u>	<u>(41 459)</u>

Numerical reconciliation between aggregate tax (benefit)/ expense recognized in the statement of operations and the tax (benefit)/ expense calculated per the statutory income tax rate

A reconciliation of income tax expense applicable to accounting profit before income tax at the statutory income tax rate to income tax expense at the Group's effective income tax rate for the years ended December 31 is as follows:

Accounting earnings/(loss) before tax from continuing operations	<u>98 152</u>	<u>(89 316)</u>
At the statutory income tax rate of 25% (2013: 25%)	24 538	(22 329)
Adjustments in respect of income tax of previous years	(794)	1 628
Expenditure/income not allowable/(assessable) for income tax purposes	217	(3 747)
Tax losses not recognized	1 507	1 013
Effect of differing tax rates between Canada, Australia, New Zealand and Philippines	(38 851)	(18 024)
Income tax expense/(benefit) reported in the statement of comprehensive income	<u>(13 383)</u>	<u>(41 459)</u>

The statutory income tax rates in Australia and New Zealand are respectively 30% and 28% (2013: 30% and 28%). In Philippines, the Company is currently subject to an Income Tax Holiday period.

<i>December 31</i>	<i>December 31</i>
<i>2014</i>	<i>2013</i>
<i>\$'000</i>	<i>\$'000</i>

Deferred income tax

Deferred income tax at December 31 relates to the following:

<i>Deferred tax assets</i>		
Losses available for offset against future taxable income	34 578	37 011
Provisions	9 795	12 210
Accrued expenses	61	-
Other	-	(1 624)
Gross deferred tax assets	<u>44 434</u>	<u>47 597</u>
Set-off deferred tax liabilities	(35 342)	(42 091)
Net non-current deferred tax assets	<u>9 092</u>	<u>5 506</u>
<i>Deferred tax liabilities</i>		
Mining assets	(9 039)	(16 365)
Property, plant and equipment	(24 785)	(35 291)
Inventory	(1 518)	-
Gross deferred tax liabilities	<u>(35 342)</u>	<u>(51 656)</u>
Set-off deferred tax assets	35 342	42 091
Net non-current deferred tax liabilities	<u>-</u>	<u>(9 565)</u>

The income tax paid for the year is \$nil (2013: \$nil).

Due to uncertainty in utilization of tax losses in the foreseeable future, a deferred tax asset has not been recognized in respect of tax losses in the Group and its Australian and Philippines subsidiaries, amounting to \$67.1m (2013: \$71.6m). The ability to use tax losses is subject to generating taxable income in future periods and complying with the tax legislation requirements prevailing at the time of utilization. During the year, tax losses of \$0.3m (2013: \$nil) were utilized which were not previously recognized as a deferred tax asset.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31 2014**

7 EARNINGS PER SHARE

Basic earnings per share are calculated by dividing net income for the year, attributable to common equity holders of the parent, by the weighted average number of common shares outstanding during the year.

Diluted earnings per share are calculated by dividing the net income attributable to common shareholders by the weighted average number of common shares outstanding during the year (adjusted for the effects of dilutive options where the conversion of potential common shares would decrease earnings per share or increase loss per share).

The following reflects the income and share data used in the basic and diluted earnings per share computations:

	<i>December 31</i> <i>2014</i> <i>\$'000</i>	<i>December 31</i> <i>2013</i> <i>\$'000</i>
<i>Numerator:</i>		
Net income/(loss) attributable to equity holders from continuing operations (used in calculation of basic and diluted earnings per share)	111 535	(47 857)
	<i>Thousands</i>	<i>Thousands</i>
<i>Denominator:</i>		
Weighted average number of common shares (used in calculation of basic earnings per share)	300 994	294 187
Effect of dilution:		
Share options	5 986	4 721
Adjusted weighted average number of common shares (used in calculation of diluted earnings per share)	306 980	298 908
Net earnings/(loss) per share:		
- basic	\$0.37	(\$0.16)
- diluted	\$0.36	(\$0.16)

8 TRADE AND OTHER RECEIVABLES

	<i>December 31</i> <i>2014</i> <i>\$'000</i>	<i>December 31</i> <i>2013</i> <i>\$'000</i>
Current		
Trade receivables	26 970	21 642
Other receivables	4 574	6 023
	31 544	27 665
Non-Current		
Other receivables	54 928	44 501
	54 928	44 501

Other receivables mainly consist of input tax credits, excise tax recoverable, deposits at bank in support of environmental bonds, deposits set out for rental of properties, and New Zealand carbon tax credits

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31 2014**

9 DERIVATIVES AND OTHER FINANCIAL ASSETS

	<i>December 31 2014 \$'000</i>	<i>December 31 2013 \$'000</i>
Current		
Gold put/call options ¹	4 057	7 501
Other assets ²	1 810	282
	<u>5 867</u>	<u>7 783</u>
Non-Current		
Gold put/call options ¹	5 285	2 619
Other assets ²	-	52
Available-for-sale financial assets ³	56	333
	<u>5 341</u>	<u>3 004</u>
	<u>11 208</u>	<u>10 787</u>

1. At December 31, 2014, this represents four series of bought gold put options with average price range from NZ\$1,500 to NZ\$1,628 per ounce and four series of sold gold call options with average price range from NZ\$1,600 to NZ\$1,787 per ounce. At December 31, 2014, 296,948 ounces of gold options were remained outstanding. These gold options are undesignated for hedging accounting purposes and accounted at fair value through the statement of comprehensive income.

Put options Strike price NZ\$	Call options Strike price NZ\$	Ounces of gold outstanding	Expiring
1,600	1,787	22,770	June 2015
1,500	1,600	101,000	December 2015
1,600	1,736	153,498	December 2016
1,628	1,736	19,680	December 2016

At December 31, 2013, this represented a series of bought gold put options with a strike price of NZ\$1,600 per ounce and a series of sold gold call options with a strike price of NZ\$1,787 per ounce expiring June 2015 for 84,690 ounces of gold remained outstanding at December 31, 2013.

2. Represents the unamortized portion of establishment fees and other costs incurred in obtaining US\$ banking facilities. These fees are being amortized to reflect an approximate pattern of consumption over the terms of the facilities.
3. Represents investments in listed companies.

10 INVENTORIES

	<i>December 31 2014 \$'000</i>	<i>December 31 2013 \$'000</i>
Current		
Gold in circuit	10 407	14 675
Ore – at cost	37 207	28 415
Gold on hand	1 268	667
Gold and copper concentrate	2 342	7 265
Maintenance stores	33 855	34 166
	<u>85 079</u>	<u>85 188</u>
Non-Current		
Ore – at cost	91 809	49 814
Ore – at net realizable value	19 423	45 939
	<u>111 232</u>	<u>95 753</u>
Total inventories	<u>196 311</u>	<u>180 941</u>

During the year, ore inventories were written down by \$2.6m (2013:\$17.6m).

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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11 PROPERTY, PLANT AND EQUIPMENT

	Year ended December 31, 2014				
	Land	Buildings	Plant and equipment	Rehabilitation	Total
	\$'000	\$'000	\$'000	\$'000	\$'000
Net book value					
At January 1, 2014:					
Cost	12 453	31 728	542 949	29 106	616 236
Accumulated depreciation	-	(4 771)	(287 268)	(11 783)	(303 822)
January 1, 2014	12 453	26 957	255 681	17 323	312 414
Movement for the year:					
Additions	-	-	9 187	-	9 187
Transfers	-	3 932	48 867	-	52 799
Disposals/write-off	-	-	(774)	(2 420)	(3 194)
Depreciation for the year	-	(2 137)	(62 682)	(5 398)	(70 217)
Exchange differences	(669)	(268)	(3 467)	(888)	(5 292)
At December 31, 2014	11 784	28 484	246 812	8 617	295 697
At December 31, 2014:					
Cost	11 784	36 649	584 283	24 855	657 571
Accumulated depreciation	-	(8 165)	(337 471)	(16 238)	(361 874)
	11 784	28 484	246 812	8 617	295 697

	Year ended December 31, 2013				
	Land	Buildings	Plant and equipment	Rehabilitation	Total
	\$'000	\$'000	\$'000	\$'000	\$'000
Net book value					
At January 1, 2013:					
Cost	15 562	9 368	357 497	23 985	406 412
Accumulated depreciation	-	(4 639)	(233 304)	(8 812)	(246 755)
January 1, 2013	15 562	4 729	124 193	15 173	159 657
Movement for the year:					
Additions	9	1 248	26 635	5 453	33 345
Additions through acquisition of entity	-	-	13	-	13
Transfers	-	22 710	169 160	-	191 870
Disposals/write-off	(3 059)	-	(934)	(350)	(4 343)
Depreciation for the year	-	(1 698)	(46 306)	(2 904)	(50 908)
Impairment charge*	-	-	(15 809)	-	(15 809)
Exchange differences	(59)	(32)	(1 271)	(49)	(1 411)
At December 31, 2013	12 453	26 957	255 681	17 323	312 414
At December 31, 2013:					
Cost	12 453	31 728	542 949	29 106	616 236
Accumulated depreciation	-	(4 771)	(287 268)	(11 783)	(303 822)
	12 453	26 957	255 681	17 323	312 414

Plant and equipment includes assets under capital lease net of accumulated depreciation of \$32.2m (2013: \$45.8m). The assets under capital leases are pledged as security for capital lease liabilities.

*At December 31, 2013, the impairment assessment for the New Zealand Cash-Generating-Unit resulted in an impairment charge of \$15.8m.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31 2014**

12 MINING ASSETS

	Year ended December 31, 2014			
	Exploration and evaluation phase \$'000	Development phase \$'000	In production \$'000	Total \$'000
Net book value				
At January 1, 2014:				
Cost	42 858	71 704	727 906	842 468
Accumulated amortization	-	-	(558 008)	(558 008)
At January 1, 2014	42 858	71 704	169 898	284 460
Movement for the period:				
Additions	2 553	33 457	66 944	102 954
Transfers	-	(86 581)	33 782	(52 799)
Disposals/write-off	-	-	(21)	(21)
Amortization for the period	-	-	(65 665)	(65 665)
Exchange differences	(762)	(409)	(3 092)	(4 263)
At December 31, 2014	44 649	18 171	201 846	264 666
At December 31, 2014:				
Cost	44 649	18 171	792 138	854 958
Accumulated amortization	-	-	(590 292)	(590 292)
	44 649	18 171	201 846	264 666
	Year ended December 31, 2013			
	Exploration and evaluation phase \$'000	Development phase \$'000	In production \$'000	Total \$'000
Net book value				
At January 1, 2013:				
Cost	21 051	373 565	578 400	973 016
Accumulated amortization	-	-	(365 528)	(365 528)
At January 1, 2013	21 051	373 565	212 872	607 488
Movement for the period:				
Additions	4 441	44 502	93 879	142 822
Addition through acquisitions of entity	17 654	-	-	17 654
Transfers	-	(327 636)	141 300	(186 336)
Capitalized revenue	-	(16 535)	-	(16 535)
Disposals/write-off	-	(2 205)	-	(2 205)
Impairment charge*	-	-	(160 094)	(160 094)
Amortization for the period	-	-	(112 530)	(112 530)
Exchange differences	(288)	13	(5 529)	(5 804)
At December 31, 2013	42 858	71 704	169 898	284 460
At December 31, 2013:				
Cost	42 858	71 704	727 906	842 468
Accumulated amortization	-	-	(558 008)	(558 008)
	42 858	71 704	169 898	284 460

The recovery of the costs deferred in respect of exploration and evaluation expenditure is dependent upon successful development and commercial exploitation of the respective areas of interest.

*At December 31, 2013, the impairment assessment for the New Zealand Cash-Generating-Unit resulted in an impairment charge of \$160m.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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13 PRIOR YEAR IMPAIRMENT OF ASSETS

At December 31, 2013, the Group identified two potential indicators of impairment. Firstly, the company's market capitalization was below the carrying value of net assets during the last six months in 2013. Secondly, market prices of gold were subdued and the Macraes and Reefton mine life was reduced.

The Group has two cash generating units (CGUs), New Zealand and Philippines. It is to be noted that the Philippines CGU is a low cost gold-copper mine still in its second year of operations with another 15 years of life to 2029 with potential for further cost optimisations. The Group had determined that there was no indicator of impairment for the Philippines CGU on the basis that the Company's long term outlook for gold and copper prices had not changed. The Group had further analysed the indicators of impairment and isolated the potential impairment to the New Zealand CGU. As a result of these indicators, an impairment assessment on the company's New Zealand CGU was performed which resulted in an impairment charge of \$193.3 million in 2013.

The Group assessed the existence of impairment indicators at December 31, 2014 and determined that there was no indicator of impairment.

14 INVESTMENTS

	<i>December 31</i> 2014 \$'000	<i>December 31</i> 2013 \$'000
Non-current		
Investments	906	-
	906	-

Represents shares in an unlisted private exploration entity.

15 ASSET RETIREMENT OBLIGATIONS

	<i>December 31</i> 2014 \$'000	<i>December 31</i> 2013 \$'000
Non-Current		
Rehabilitation	32 265	36 320
<i>Movement:</i>		
At January 1	36 320	30 752
Arising during the year/revised estimate	(2 420)	5 104
Accretion	271	1 281
Utilized	(1 119)	(834)
Exchange adjustment	(787)	17
At December 31	32 265	36 320

Rehabilitation

A provision for rehabilitation is recorded in relation to the gold/copper mining operations for the rehabilitation of the disturbed mining area to a state acceptable to various regulatory authorities. While rehabilitation is ongoing, final rehabilitation of the disturbed mining area is not expected until the cessation of mining for Macraes, Reefton and Didipio.

Rehabilitation provisions are based on rehabilitation plans estimated on survey data, external contracted rates and the timing of the current mining schedule. Provisions are discounted using a risk free rate with the cash flows adjusted for risks.

Rehabilitation provisions are subject to an inherent amount of uncertainty in both timing and amount and as a result are continuously monitored and revised.

Asset retirement obligations are initially recorded as a liability at present value of estimated future costs, assuming a risk free discount rate of 4.11% to 5% (2013: 3.55% to 6.11%). The liability for retirement and remediation on an undiscounted basis is estimated to be approximately \$43.3m (2013: \$42.6m).

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31 2014**

16 INTEREST-BEARING LOANS AND BORROWINGS

	<i>Maturity</i>	<i>December 31 2014 \$'000</i>	<i>December 31 2013 \$'000</i>
Current			
Capital leases ¹	(note 26)	14 234	16 427
Other loan	04/30/2015	761	990
US\$ banking facilities ²		-	50 000
		14 995	67 417
Non-current			
Capital leases ¹	(note 26)	15 279	28 725
US\$ banking facilities ²	various	87 800	97 800
		103 079	126 525

1. *Capital Leases*

The Group has capital lease facilities in place with ANZ Banking Group, Caterpillar Finance, GE Finance, and Cable Price. These facilities have maturities between January 2015 to March 2018.

2. *US\$ banking facilities*

On June 27, 2014, the Group refinanced its corporate debt whereby the previous facilities were consolidated into a \$200 million revolving credit facility for general working capital purposes. These facilities with a multinational banking syndicate involved a step down commitment to end by June 2017. At December 31, 2014, the Group had revolving credit facility outstanding of \$87.8 million and available undrawn facility of \$112.2 million. Under the step down commitment schedule, the \$87.8m outstanding amount is due to be repaid after December 31, 2015 and has been classified as non-current. As at January 1, 2015 the revolving credit facility limit decreased to \$175 million with undrawn facility of \$87.2 million.

Assets Pledged

As security for the Group's banking facilities, the Group's banking syndicate have been granted real property mortgages over titles relevant to the Macraes and Reefton Mines. They also have the ability to enter into real property and chattel mortgages in respect of the Didipio project, and be assigned the Financial or Technical Assistance Agreement, subject to the requirements of applicable laws. Furthermore, certain subsidiaries of the Group have granted security in favour of the banking syndicate over their assets which include shares that they own in various other subsidiaries of the Group.

17 SHARE CAPITAL

Movement in common shares on issue

	<i>December 31 2014 Thousand shares</i>	<i>December 31 2014 \$'000</i>	<i>December 31 2013 Thousand shares</i>	<i>December 31 2013 \$'000</i>
Balance at the beginning of the period	300 350	647 333	293 518	636 189
Shares issued	-	-	6 762	11 349
Options exercised	1 170	3 224	70	211
Share issue costs	-	-	-	(416)
Balance at the end of the period	301 520	650 557	300 350	647 333

Common shares holders have the right to receive dividends as declared and, in the event of the winding up of the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Common shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

Common shares have no par value and are all fully paid. The Company has not established a maximum number for authorized shares.

Each CHESS Depository Interests ("CDIs") represents a beneficial interest in a common share in the Company. CDI holders have the same rights as holders of common shares except that they must confirm their voting intentions by proxy before the meeting of the company.

The Company has share option and rights schemes under which options and rights to subscribe for the Company's shares have been granted to executives and management.

On November 27, 2013, the Company issued a total of 6,762,209 shares to Pacific Rim shareholders for the acquisition of the remaining issued and outstanding Pacific Rim shares that it did not already own. The Pacific Rim shareholders obtained 0.04006 of a common share of the Company for each Pacific Rim common share at an issue price of C\$1.77 per share.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31 2014**

18 CONTRIBUTED SURPLUS MOVEMENT

	<i>December 31</i> 2014 \$'000	<i>December 31</i> 2013 \$'000
Balance at start of period	40 332	38 418
Share based compensation expense	2 621	2 555
Forfeited options	(325)	(458)
Exercised options	(1 240)	(183)
Balance at end of period	<u>41 388</u>	<u>40 332</u>
Contributed surplus		
Employee stock based compensation	11 345	10 289
Shareholder options (lapsed on January 1, 2009)	18 083	18 083
Equity portion of convertible notes	11 960	11 960
	<u>41 388</u>	<u>40 332</u>

19 OTHER RESERVES

	<i>December 31</i> 2014 \$'000	<i>December 31</i> 2013 \$'000
Foreign currency translation reserve ¹	35 905	48 796
Available-for-sale equity reserve ²	-	(820)
Total other reserves	<u>35 905</u>	<u>47 976</u>

1. *Foreign currency translation reserve*

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

2. *Available-for-sale equity reserve*

The available-for-sale equity reserve is used to record fair value differences on available-for-sale equity instruments. When an investment is derecognized, the cumulative gain or loss in equity is reclassified to profit or loss.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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20 SEGMENT INFORMATION

The Group's operations are managed on a regional basis. The two reportable segments are New Zealand and the Philippines. The business segments presented below reflect the management structure of the Group and the way in which the Group's management reviews business performance. The Group sells its gold bullion to a mint in Australia and sells its copper-gold concentrate to a commodity trader in Singapore.

	New Zealand \$'000	Philippines \$'000	All other segments \$'000	Elimination \$'000	Total \$'000
Year Ended December 31, 2014					
Revenue					
Sales to external customers	266 790	296 538	-	-	563 328
Inter segment management and gold handling fees	-	-	5 481	(5 481)	-
Total segment revenue	266 790	296 538	5 481	(5 481)	563 328

Result

Segment result excluding impairment unrealized hedge losses and depreciation and amortization	77 137	181 823	(19 165)	-	239 795
Depreciation and amortization	(98 753)	(30 525)	(283)	-	(129 561)
Inter segment management and gold handling fees	(2 088)	(3 393)	5 481	-	-
Gain/(loss) on fair value of derivative instruments	(876)	-	-	-	(876)
Total segment result before interest and tax	(24 580)	147 905	(13 967)	-	109 358
Net interest expense					(11 206)
Income tax benefit/(expense)					13 383
Net profit/(loss) for the year					111 535

Assets

Additions to property, plant, equipment and mining assets	63 058	46 881	2 202	-	112 141
Total segment assets	284 315	606 186	28 695	-	919 196

	New Zealand \$'000	Philippines \$'000	All other segments \$'000	Elimination \$'000	Total \$'000
Year Ended December 31, 2013					
Revenue					
Sales to external customers	354 090	199 522	-	-	553 612
Inter segment management and gold handling fees	-	-	6 840	(6 840)	-
Total segment revenue	354 090	199 522	6 840	(6 840)	553 612

Result

Segment result excluding impairment unrealized hedge losses and depreciation and amortization	160 406	118 213	(16 260)	-	262 359
Depreciation and amortization	(109 462)	(19 819)	(34)	-	(129 315)
Inter segment management and gold handling fees	(6 840)	-	6 840	-	-
Gain/(loss) on fair value of derivative instruments	9 972	-	(12 055)	-	(2 083)
Impairment charge	(193 300)	-	-	-	(193 300)
Total segment result before interest and tax	(139 224)	98 394	(21 509)	-	(62 339)
Net Interest expense					(26 977)
Income tax benefit/(expense)					41 459
Net profit/(loss) for the year					(47 857)

Assets

Additions to property, plant, equipment and mining assets	119 023	56 833	311	-	176 167
Total segment assets	338 831	542 039	15 956	-	896 826

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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21 STOCK-BASED COMPENSATION

The total share based payment expense for 2014 was \$2.3m (2013: \$2.1m).

(a) Executive share options plan

Directors, executives and certain senior members of staff of the Group hold options over the common shares of the Company, OceanaGold Corporation. Each option entitles the holder to one common share upon exercise. The options were issued for nil consideration and have a maximum term of eight years. Granted options vest in three equal tranches over three years and vesting is subject only to continuity of employment.

The options cannot be transferred without the Company's prior approval and the Company does not intend to list the options. No options provide dividend or voting rights to the holders. Under the 2007 stock based compensation plan approved by OceanaGold shareholders the Company can issue up to 10% of issued common and outstanding shares under this plan.

(i) Stock option movements

The following table reconciles the outstanding share options granted under the executive share option scheme at the beginning and end of the year:

WAEP = *weighted average exercise price*

	<i>December 31, 2014</i>		<i>December 31, 2013</i>	
	No.	WAEP	No.	WAEP
Outstanding at the start of the year	5 785 975	A\$2.52	6 084 138	A\$2.51
Granted	-	-	-	-
Forfeited	-	-	(228 162)	A\$2.87
Expired	(881 976)	A\$2.58	(2)	A\$0.00
Exercised	(1 170 059)	A\$1.75	(69 999)	A\$0.43
Balance at the end of the year	3 733 940	A\$2.71	5 785 975	A\$2.52
Exercisable at the end of the year	3 607 274	A\$2.72	4 849 328	A\$2.53

Options granted were priced using a binomial option pricing model. Where options had a single exercise date the Black Scholes valuation model was used. Where options do not have a performance hurdle they were valued as American style options using the Cox Rubenstein Binomial model.

The expected life used in the model has been based on the assumption that employees remain with the company for the duration of the exercise period and exercise the options when financially optimal. This is not necessarily indicative of exercise patterns that may occur.

Historical volatility has been used for valuation purposes. Expected volatility is based on the historical share price volatility using three years of traded share price data. As a result it reflects the assumption that the historical volatility is indicative of future trends, which may not necessarily be the outcome.

Dividend yield had been assumed to be nil on the basis that no dividends had been declared previously.

(ii) Balance at end of the period

The share options on issue at the end of the financial period had an exercise price of between A\$0.00 and A\$3.94 and a weighted average remaining life of 2.99 years.

At December 31, 2014, \$nil (2013: \$0.3m) remains to be expensed over the life of the options.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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21 STOCK-BASED COMPENSATION (continued)

(b) Performance Share Rights Plan

The Managing Director and certain employees of the Group, as designated by the Board of Directors, have been granted rights to common shares of the Company, OceanaGold Corporation. Each right entitles the holder to one common share upon exercise. The rights were issued for nil consideration and are subject to market-based performance conditions (based on various Total Shareholder Return (TSR) hurdles) and continuity of employment. The rights cannot be transferred without the Company's prior approval and right holders are not entitled to dividends of unvested rights.

(i) Performance share rights movements

The following table reconciles the outstanding rights granted under the performance share rights plan at the beginning and the end of the year:

WAEP = weighted average exercise price

	December 31, 2014		December 31, 2013	
	No.	WAEP	No.	WAEP
Outstanding at the start of the year	3 582 625	A\$0.00	2 186 270	A\$0.00
Granted	1 886 923	A\$0.00	2 047 623	A\$0.00
Forfeited	(515 861)	A\$0.00	(651 268)	A\$0.00
Exercised	-	-	-	-
Balance at the end of the year	4 953 687	A\$0.00	3 582 625	A\$0.00
Exercisable at the end of the year	-	-	-	-

Rights granted were priced using Monte Carlo simulation (using the Black-Scholes framework) to model the Company's future price and TSR performance against the comparator group at vesting date. Monte Carlo simulation is a procedure for randomly sampling changes in market variables in order to value derivatives. This simulation models the TSR of the comparator group jointly by taking into account the historical correlation of the returns of securities in the comparator group.

The expected life used in the model has been based on the assumption that right holders will act in a manner that is financially optimal and will remain with the Company for the duration of the rights' life.

Historical volatility has been used for the purposes of the valuation. Expected volatility is a measure of the amount by which a price is expected to fluctuate during a period and is measured as the annualized standard deviation of the continuously compounded rates of return on the share over a period of time. The expected volatility of the Company and each company in the comparator group has been calculated using three years of historical price data. As a result it reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the outcome.

Dividend yield had been assumed to be nil on the basis that no dividends had been declared previously.

The following table gives the assumptions made in determining the fair value of the performance share rights granted in the financial year:

Grant Date	Dividend Yield	Expected Volatility	Risk-Free Interest Rate	Expected Life of Option (years)	Option Exercise Price	Share Price at Grant Date	Weighted Average Fair Value
18/02/2014	0%	64.92%	1.48%	3	0.00	2.52	1.8839
30/05/2014	0%	65.17%	1.46%	3	0.00	2.45	2.1663

(c) Stock Options

An evergreen incentive stock option plan was introduced into the Group following the acquisition of Pacific Rim. The plan was adopted by Pacific Rim on August 29, 2006, whereby the maximum number of shares reserved for grant to Eligible Parties under the 2006 Plan is equal to 10% of the number of shares outstanding at the time of the grant. This plan remains a Pacific Rim plan but the options are exercisable into OceanaGold shares at the ratio of 0.04006 for every Pacific Rim option in accordance with the Plan of Arrangement.

(i) Evergreen incentive stock option plan movements

The following table reconciles the outstanding rights granted under the evergreen incentive stock option plan at the beginning and the end of the year:

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21 STOCK-BASED COMPENSATION (continued)

WAEP = *weighted average exercise price*

	<i>December 31, 2014</i>		<i>December 31, 2013</i>	
	No.	WAEP	No.	WAEP
Outstanding at the start of the year	11,921,667	C\$0.16	16,235,000	C\$0.23
Granted	-	-	-	-
Forfeited	(581,667)	C\$0.18	(958,333)	C\$0.17
Expired	(7,545,000)	C\$0.16	(3,355,000)	C\$0.46
Balance at the end of the year	3,795,000	C\$0.17	11,921,667	C\$0.16
Exercisable at the end of the year	3,795,000	C\$0.17	11,921,667	C\$0.16

Options granted were valued using the Black-Scholes option pricing model. For employees, the Company recognizes stock-based compensation expense based on the estimated fair value of the options on the date of the grant. For non-employees, the fair value of the options is based on the fair value of services received and recognized at the time of services rendered. The fair value of the options is recognized over the vesting period of the options granted as stock-based compensation expense and corresponding adjustment to contributed surplus. The number of options expected to vest is periodically reviewed and the estimated option forfeiture rate is adjusted as required throughout the life of the option. Upon exercise these amounts are transferred to share capital.

The expected life of the option is based on the historical activity of each specific class of option holder which includes directors, officers, employees and consultants.

Historical volatility has been used for the purposes of the valuation. Expected volatility is a measure of the amount by which a price is expected to fluctuate during a period and is measured as the annualized standard deviation of the continuously compounded rates of return on the share over a period of time. The expected volatility of the Company has been calculated using historical price data based on the estimated life of the options. As a result it reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the outcome.

Dividend yield had been assumed to be nil on the basis that no dividends had been declared previously.

The risk-free rate for the expected term of the option was based on the Government of Canada yield curve in effect at the time of the grant.

(ii) Balance at end of the period

The share options on issue at the end of the financial year had an exercise price of between C\$0.11 and C\$0.21 and a weighted average remaining life of 1.45 years.

At December 31, 2014, the options had been fully expensed.

22 EMPLOYEE BENEFITS

(a) Leave entitlements liability

	<i>December 31 2014 \$'000</i>	<i>December 31 2013 \$'000</i>
Aggregate employee benefit liability is comprised of:		
Employee benefits provision - current	6 994	6 068
Employee benefits provision - non-current	1 126	1 243
	<u>8 120</u>	<u>7 311</u>

Employee Benefits Provision - Current

	<i>December 31 2014 \$'000</i>	<i>December 31 2013 \$'000</i>
Balance at beginning	6 068	6 971
Arising during the year	7 532	5 941
Utilized	(6 199)	(6 885)
Exchange rate adjustment	(407)	41
Closing Balance	<u>6 994</u>	<u>6 068</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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22 EMPLOYEE BENEFITS (continued)

Employee Benefits Provision - Non-Current

	<i>December 31 2014 \$'000</i>	<i>December 31 2013 \$'000</i>
Balance at beginning	1 243	504
Arising during the year	362	739
Utilized	(492)	-
Exchange rate adjustment	13	-
Closing Balance	1 126	1 243

(b) Defined Contribution Plans

The Group has defined contribution pension plans for certain groups of employees. The Group's share of contributions to these plans is recognized in the statement of comprehensive income in the year it is earned by the employee.

23 FINANCIAL INSTRUMENTS

Financial Risk Management

The Group has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk

This note presents information about the Group's exposure to each of the above risks and the Group's objectives, policies and processes for measuring and managing risk.

Financial Risk Management Objectives and Policies

The Board has the overall responsibility for the establishment and oversight of the Group's financial risk management framework. A Financial Risk Management Policy has been established, which has been approved by and is subject to annual review by the Board. This policy establishes a framework for managing financial risks.

In line with this policy, the Group does not enter into financial instruments, including derivative financial instruments for trade or speculative purposes. The term "derivative" has been adopted to encompass all financial instruments that are not directly traded in the primary physical market.

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's cash and cash equivalents, trade and other receivables and hedging instruments (specifically the gold call/put options that were in place during the year).

The Board approves all hedging transactions and has established a Financial Risk Management Policy which includes a hedging policy that limits the level and tenor of hedging activity.

Maximum credit risk of cash and cash equivalents, trade and other receivables and gold call/put options are the carrying amounts recorded in the statement of financial position.

The Group is not materially exposed to any individual counterparty because it has limited its exposure by spreading contracts for these instruments across several different counterparties.

At December 31, 2014, the Group's cash was mainly held with one major bank with AA- credit rating with an exposure of 89% (2013: 71%). At December 31, 2014, the Group's gold call/put options were with two financial institutions with credit ratings of A and A-.

No financial assets were deemed overdue or impaired.

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Group's approach to managing liquidity is to ensure cost effective continuity in funding and trading liquidity. Funding liquidity is maintained through the use of the US\$ revolving credit facilities, capital leases, operating leases and trade financing. Trading liquidity is maintained by an effective spread between the counterparties with which the Group enters into derivative transactions.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31 2014**

23 FINANCIAL INSTRUMENTS (continued)

The Group's funding liquidity risk policy is to source debt or equity funding appropriate to the use of funds. Examples include equipment leases to finance the mining fleet and the US\$ revolving credit facilities to finance the development of new mines and provide for general working capital needs.

The Group's trading risk policy is to ensure derivative transactions, if any, are spread between at least two counterparties acknowledging both volume and tenor of the derivative to reduce the risk of trading illiquidity arising as a result of the inability to close down existing derivative positions, or hedge underlying risks incurred in normal operations.

The following are the contractual maturities of financial liabilities, including the estimated interest payments and excluding the impact of netting arrangements:

Year ended December 31, 2014	<i>Carrying amount \$'000</i>	<i>Contractual cash flows \$'000</i>	<i>12 months or less \$'000</i>	<i>1-3 years \$'000</i>	<i>3+ years \$'000</i>
<i>Non-derivative financial liabilities</i>					
Capital leases	29 513	31 247	15 420	13 556	2 271
US\$ banking facilities	87 800	98 029	5 122	92 907	-
Insurance loans	761	761	761	-	-
	118 074	130 037	21 303	106 463	2 271
Year ended December 31, 2013	<i>Carrying amount \$'000</i>	<i>Contractual cash flows \$'000</i>	<i>12 months or less \$'000</i>	<i>1-3 years \$'000</i>	<i>3+ years \$'000</i>
<i>Non-derivative financial liabilities</i>					
Capital leases	45 152	48 705	18 798	25 518	4 389
US\$ banking facilities	147 800	158 091	57 143	100 948	-
Insurance loans	990	990	990	-	-
	193 942	207 786	76 931	126 466	4 389

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Commodity price risk and foreign exchange risk

Prices for the Group's commodity products (gold bullion and copper) are determined on international markets and quoted in US dollars. All hedging programs are managed in accordance with policies approved by the Board. Performance under these policies is regularly reported to the Board. More details on the hedges in place are found in Note 9.

The Group has entered into series of bought gold put options with average price range from NZ\$1,500 to NZ\$1,628 per ounce and series of sold gold call options with average price range from NZ\$1,600 to NZ\$1,787 per ounce to lower commodity price risk exposure. As at December 31, 2014 there were 296,948 ounces of gold options remaining for the period January 2015 to December 2016. In respect of managing copper price risk exposure due to typical long lead time in settling copper sales, the Group fixes the price of copper with the buyer on part of the shipment once the latter reaches the smelter.

Foreign exchange risk is managed by holding cash and cash equivalents in different currencies in line with the anticipated requirements of the business and achieving the diversified holding mainly through selling gold in the currencies needed.

Sensitivity analysis

At December 31, 2014 if the US dollar had depreciated/ appreciated by 10% with all other variables remaining constant, the effect on the profit before tax would be \$3.3m higher/lower (2013: \$1.0m loss lower/higher) due to exchange gains/ losses on cash and cash equivalents. The impact on other equity will be \$0.5m (2013: \$1.5m).

Interest rate risk

The Group's approach to managing the risk of adverse changes in interest rates is to manage the identified net exposure through variable and fixed rate arrangements.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31 2014**

23 FINANCIAL INSTRUMENTS (continued)

The Group's policy is to manage interest rate risk in a cost efficient manner having regard to the net interest rate exposure after offsetting interest bearing financial assets with interest accruing financial liabilities.

At the reporting date, the interest rate profile of the Group's interest bearing financial instruments was as follows:

Sensitivity analysis

At December 31, 2014 if interest rates had increased/decreased by 100 basis points from the year end rates with all other variables held constant, the profit before tax for the year would have been \$0.8m lower/higher (2013: \$1.0m loss lower/higher), as a result of higher/lower interest income from cash and cash equivalents and higher/lower interest expense from the US\$ banking facilities and capital leases. The impact on other equity is nil for both 2014 and 2013.

The Group's exposure to interest rate risk classes of financial assets and financial liabilities, both recognized and unrecognized at the reporting date, is set out below:

	<i>Carrying amount</i>	
	<i>2014</i>	<i>2013</i>
	<i>\$'000</i>	<i>\$'000</i>
Fixed rate		
<i>Financial Assets</i>		
Trade and Other receivables	86 472	72 166
	<u>86 472</u>	<u>72 166</u>
<i>Financial Liabilities</i>		
Trade payables	63 466	55 993
Insurance loan	761	990
Capital leases	29 513	42 912
	<u>93 740</u>	<u>99 895</u>
Floating rate		
<i>Financial Assets</i>		
Cash and cash equivalents	51 218	24 788
	<u>51 218</u>	<u>24 788</u>
<i>Financial Liabilities</i>		
Capital leases	-	2 238
US\$ banking facilities	87 800	147 800
	<u>87 800</u>	<u>150 038</u>

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rates and 10% change in the US dollar against other foreign currency exchange rates would have increased/(decreased) equity and profit or loss before tax by the amounts shown below. This analysis assumes that all other variables remain constant.

December 31, 2014	Interest rate risk				Foreign exchange risk			
	Carrying amount	-100 bps	+100 bps	Other	-10%	+10%	Other	Other
	Profit/	Other	Profit/	Other	Profit/	Other	Profit/	Other
	(Loss)	equity	(Loss)	equity	(Loss)	equity	(Loss)	equity
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Financial assets								
Cash and cash equivalents	51 218	(422)	-	422	-	3 334	-	(3 334)
Other assets	86 472	-	-	-	-	-	-	-
Financial Liabilities								
Capital leases	29 513	-	-	-	-	(462)	-	462
Other liabilities	152 027	1 238	-	(1 238)	-	-	-	-
Total	<u>319 230</u>	<u>816</u>	<u>-</u>	<u>(816)</u>	<u>-</u>	<u>3 334</u>	<u>(462)</u>	<u>(3 334)</u>
						(462)	(3 334)	462

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31 2014**

23 FINANCIAL INSTRUMENTS (continued)

December 31, 2013	Interest rate risk				Foreign exchange risk				
	Carrying amount \$'000	-100 bps Profit/ (Loss) \$'000	Other equity \$'000	+100 bps Profit/(Loss) \$'000	Other equity \$'000	-10% Profit/ (Loss) \$'000	Other equity \$'000	+10% Profit/ (Loss) \$'000	Other equity \$'000
Financial assets									
Cash and cash equivalents	24 788	-	-	-	-	1 036	-	(1 036)	-
Other assets	72 166	-	-	-	-	-	-	-	-
Financial Liabilities									
Capital leases	45 152	27	-	(27)	-	-	(1 531)	-	1 531
Other liabilities	204 783	981	-	(981)	-	-	-	-	-
Total	346 889	1 008	-	(1 008)	-	1 036	(1 531)	(1 036)	1 531

24 CAPITAL DISCLOSURE

The Group's objective when managing capital is to:

- manage the entity's ability to continue as a going concern; and
- in the medium to long term, provide adequate return to shareholders.

The Group manages capital in the light of changing economic circumstances and the underlying risk characteristics of the Group's assets. In order to meet its objective, the Group manages its dividend declarations and may undertake capital restructuring including; sale of assets to reduce debt; additional funding facilities and equity raising.

The Group monitors capital on the basis of debt-to-equity ratio. The components and calculation of this ratio is shown below.

	<i>December 31 2014 \$'000</i>	<i>December 31 2013 \$'000</i>
Total Debt (as shown in the statement of financial position)*	118 074	193 942
Less: Cash and cash equivalents	(51 218)	(24 788)
Net Debt	<u>66 856</u>	<u>169 154</u>
Total Equity (as shown in the statement of financial position)	<u>695 474</u>	<u>591 730</u>
Net debt to equity ratio	1:10	1:3

* Interest bearing liabilities

The Group is subject to a number of externally imposed capital requirements relating to financing agreements; as at December 31, 2014 and 2013 the Group was in compliance with all requirements.

25 FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value hierarchy

The table below analyses financial instruments carried at fair value, by valuation method.

The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (Level 2). Valuations are obtained from issuing institutions.
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31 2014**

25 FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

December 31, 2014	Level 1	Level 2	Level 3	Total
	\$'000	\$'000	\$'000	\$'000
Recurring measurements				
Derivatives embedded in accounts receivable	-	(1 407)	-	(1 407)
Available-for-sale financial assets	56	-	-	56
Gold put/call options	-	9 342	-	9 342
Investments	-	-	906	906
Total assets	56	7 935	906	8 897

December 31, 2013	Level 1	Level 2	Level 3	Total
	\$'000	\$'000	\$'000	\$'000
<i>Recurring measurements</i>				
Derivatives embedded in accounts receivable	-	(797)	-	(797)
Available for sale financial assets	333	-	-	333
Gold put/call options	-	10 120	-	10 120
Total assets	333	9 323	-	9 656

26 COMMITMENTS

(a) Lease commitments under non-cancellable operating leases:

	<i>December 31</i>	<i>December 31</i>
	2014	2013
	\$'000	\$'000
Within 1 year	4 151	4 578
Within 1 to 2 years	2 625	754
Within 2 to 3 years	1 332	356
Within 3 to 4 years	274	75
Within 4 to 5 years	285	-
More than five years	72	-
	<u>8 739</u>	<u>5 763</u>

Operating leases are used to obtain various items of plant and equipment. No leases have escalation clauses other than in the event of payment default. No lease arrangements create restrictions on other financing transactions.

(b) Lease commitments under capital leases:

	<i>December 31</i>	<i>December 31</i>
	2014	2013
	\$'000	\$'000
Within 1 year	15 420	18 798
Within 1 to 2 years	10 577	15 735
Within 2 to 3 years	2 979	9 783
Within 3 to 4 years	2 271	2 118
Within 4 to 5 years	-	2 272
More than five years	-	-
	<u>31 247</u>	<u>48 706</u>
Future finance charges	(1 734)	(3 554)
Present value of minimum lease payments	<u>29 513</u>	<u>45 152</u>
<i>Reconciled to:</i>		
Current interest-bearing liability (Note 16)	14 234	16 427
Non-Current interest-bearing liability (Note 16)	15 279	28 725
Total	<u>29 513</u>	<u>45 152</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31 2014**

26 COMMITMENTS (continued)

Capital leases are used to fund the acquisition of plant and equipment, primarily mobile mining equipment. Rental payments are subject to monthly or quarterly interest rate adjustment.

(c) Gold Production

The Group had certain obligations to pay royalties on gold production at prescribed levels in 2014 which are expected to continue in 2015. These royalties represent 1% to 2% of gold sales and were \$11m in 2014 (2013: \$7.3m).

(d) Capital commitments

At December 31, 2014, the Group has commitments of \$16.8m (2013: \$19.9m), principally relating to the purchase of property, plant and equipment and the development of mining assets mainly in Philippines.

The commitments contracted for at reporting date, but not provided for:

	<i>December 31</i> 2014 \$'000	<i>December 31</i> 2013 \$'000
Within one year:		
- purchase of property, plant and equipment	13 458	11 137
- development of mining assets	3 388	8 777
	<u>16 846</u>	<u>19 914</u>

The Group is committed to annual expenditure of approximately \$0.3m (2013: \$0.3m) to comply with regulatory conditions attached to its New Zealand prospecting, exploration and mining permits.

(e) Didipio Financial or Technical Assistance Agreement

The Didipio Project is held under a Financial or Technical Assistance Agreement ("FTAA") granted by the Philippines Government in 1994. The FTAA grants title, exploration and mining rights with a fixed fiscal regime. Under the terms of the FTAA, after a period in which the Group can recover development expenditure, capped at 5 years from the start of production and a further 3 years over which any remaining balance is amortised, the Company is required to pay the Government of the Republic of the Philippines 60% of the "net revenue" earned from the Didipio Project. For the purposes of the FTAA, "net revenue" is generally the net revenues derived from mining operations, less deductions for, amongst other things, expenses relating to mining, processing, marketing, depreciation and certain specified overheads. In addition, all taxes paid to the Government and certain specified amounts paid to land claim owners are included as part of the calculation of 60% payable.

27 RELATED PARTIES

There are no related party transactions other than those with key management personnel as noted below.

(a) Compensation of Key Management

Key management includes Directors (executive and non-executive) and some members of the Executive Committee. The compensation paid or payable to key management for employee services is shown below:

	Year ended	
	December 31, 2014	December 31, 2013
	\$'000	\$'000
Salaries and short-term employee benefits	4 647	4 526
Post-employment benefits	151	176
Share-based payments	1 329	1 017
Termination benefits	-	331
Total	<u>6 127</u>	<u>6 050</u>

(b) Loans to key management personnel

There are no loans to key management personnel during the year (December 2013: Nil).

(c) Other transactions with key management personnel

There are no other transactions with key management personnel during the year (December 2013: Nil).

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31 2014**

28 NON-CASH INVESTING AND FINANCING ACTIVITIES

	Year ended	
	December 31, 2014	December 31, 2013
	\$'000	\$'000
Acquisition of plant and equipment by means of finance leases	2 481	9 984

29 CONTINGENCIES

(a) In 2009, Pacific Rim, now a wholly owned subsidiary of the Company, filed an arbitration claim with the International Centre for the Settlement of Investment Disputes (ICSID) in Washington D.C. in accordance with the El Salvador Investment Law, seeking monetary compensation from the Government of El Salvador ("GOES"). This followed the passive refusal of the GOES to issue a decision on Pacific Rim's application for environmental and mining permits for El Dorado. The hearing of the substantive issues took place in September 2014 and the parties are now awaiting a decision from the ICSID Tribunal. Notwithstanding the current arbitration, OceanaGold will continue to seek a negotiated resolution to the El Dorado permitting impasse. If the Company is unsuccessful in obtaining a permit for El Dorado or in its arbitration claim, or is impacted by other factors beyond the control of the Company, this would adversely impact operations in El Salvador or could result in impairment.

(b) The Department of Environment and Natural Resources of the Philippines ("DENR"), along with a number of mining companies (including OceanaGold Philippines Inc.), are parties to a case that was filed in 2008 whereby a group of Non-Governmental Organisations (NGOs) and individuals challenged the constitutionality of the Philippines Mining Act ("Mining Act"), the Financial or Technical Assistance Agreements ("FTAAs") and the Mineral Production Sharing Agreements ("MPSAs") in the Philippines Supreme Court. After some years of slow development, the case proceeded to oral hearing in 2013 and is currently awaiting a decision from the Supreme Court.

Notwithstanding the fact that the Supreme Court has previously upheld the constitutionality of both the Mining Act and the FTAAs, 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. At this stage, it is not possible to identify the potential orders of the Court nor to quantify the possible impact. The Company is working closely with the DENR, the other respondents in the case, and the mining industry to defend the Mining Act and the validity of its FTAA.

(c) A wholly owned subsidiary 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. Mr. Gonzales passed away in late 2014 and the Company expects to be informed of the substitute party in the arbitration proceedings in due course. Further, a third party is also disputing Mr. Gonzales' interest in the Didipio Project. The Company is awaiting on the outcome of any determination or settlement negotiation pertaining to Gonzales' claim as against the third party before proceeding with this matter.

(d) The Company operates in a number of jurisdictions. In the normal course of operations, the Company is occasionally subject to claims or litigations. The Company deals with these claims as and when they arise. Other than as disclosed in these financial statements and other public filings, there are no claims that the Company believes will result in material losses as at the date of these financial statements.

(e) The Group has issued bonds in favour of various New Zealand authorities (Ministry of Economic Development – Crown Minerals, Otago Regional Council, Waitaki District Council, West Coast Regional Council, Buller District Council, Timberlands West Coast Limited and Department of Conservation) as a condition for the grant of mining and exploration privileges, water rights and/or resource consents, and rights of access for the Macraes Gold Mine and the Globe Progress Mine at the Reefton Gold Project which amount to approximately \$34.6 million (December 31, 2013: \$36.6 million).

(f) The Group has provided a cash operating bond to the New Zealand Department of Conservation of \$0.4 million (December 31, 2013: \$0.4 million) which is refundable at the end of the Globe Progress mine. This amount is included in the total referred to in (e) above.

(g) In the normal course of operations the Group may receive from time to time claims for damages including workers' compensation claims, motor vehicle accidents or other items of similar nature. The Group maintains specific insurance policies to transfer the risk of such claims. No provision is included in the accounts unless the Directors believe that a liability has been crystallised. In those circumstances where such claims are of material effect, have merit and are not covered by insurance, their financial effect is provided for within the financial statements.

(h) The Group has provided a guarantee in respect of a capital lease agreement for certain mobile mining equipment entered into by a controlled entity. At December 31, 2014 the outstanding rental obligations under the capital lease are \$31.2 million (December 31, 2013: \$48.7 million). Associated with this guarantee are certain financial compliance undertakings by the Group, including gearing covenants.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31 2014**

29 CONTINGENCIES (continued)

- (i) The Group has provided guarantees in respect of the \$200 million banking facilities (Note 16). At December 31, 2014 the total outstanding balance under these facilities is \$87.8 million (December 31, 2013: \$147.8 million). Associated with this guarantee are certain financial compliance undertakings by the Group, including gearing covenants. As at January 1, 2015 the revolving credit facility limit decreased to \$175 million under a step-down commitment schedule.

30 EVENTS OCCURRING AFTER THE REPORTING PERIOD

On February 19, 2015, the Company's Board of Directors approved a dividend for 2014 of US\$0.04 per share on the common shares of the Company (approximately US\$12 million), payable on April 30, 2015 to shareholders of record on March 2, 2015.

Other than the matter noted above, there have been no subsequent events that have arisen since the end of the financial year to the date of this report.

SECTION B

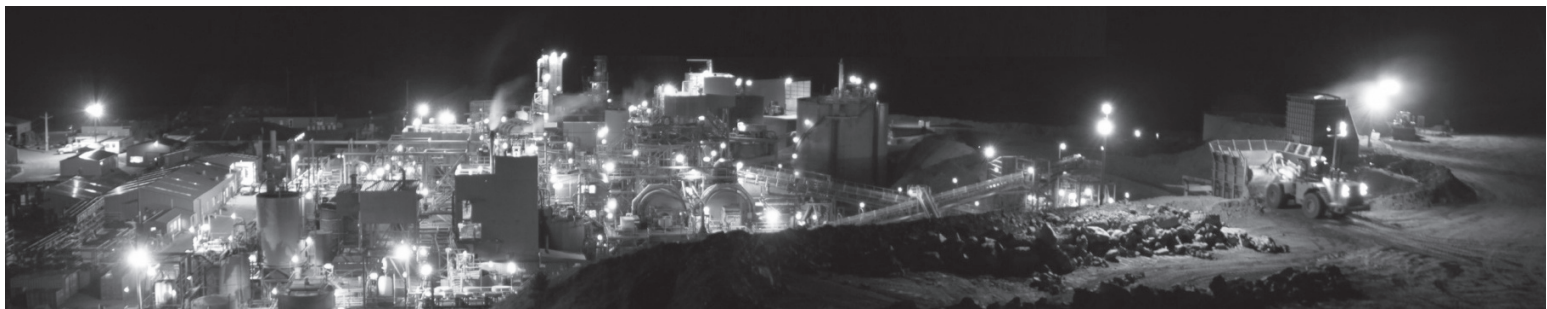
MANAGEMENT DISCUSSION & ANALYSIS



OCEANAGOLD

Fourth Quarter and Full Year 2014 Results
February 19, 2015

www.oceanagold.com



Management Discussion and Analysis for the Fourth Quarter and the Full Year ended December 31, 2014

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION IN MANAGEMENT DISCUSSION & ANALYSIS

This Management Discussion & Analysis contains "forward-looking statements and information" within the meaning of applicable securities laws which may include, but is 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 reserve 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; 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; 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" contained in the Company's Annual Information Form in respect of its fiscal year-ended December 31, 2013, which is available on SEDAR at www.sedar.com under the Company's name. 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 Management Discussion & Analysis 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 Management Discussion & Analysis 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.

Technical Disclosure

The Mineral Resources for Didipio were prepared by, or under the supervision of, J. G. Moore, whilst the Mineral Resources for Macraes and Reefton were prepared by S. Doyle. The Mineral Reserves for Didipio were prepared under the supervision of M. Holmes, while the Mineral Reserves for Macraes and Reefton were prepared by, or under the supervision of, K Madambi. C. Bautista is Exploration Manager for the Philippines. M. Holmes, S. Doyle, K. Madambi, and J. G. Moore are Members and Chartered professionals with the Australasian Institute of Mining and Metallurgy and each is a "qualified person" for the purposes of NI 43-101. C. Bautista is a member of the AIG and is a "qualified person" for the purposes of NI 43-101. Messrs Holmes, Moore, Doyle, Madambi and Bautista have sufficient experience, which is relevant to the style of mineralisation and type of deposits under consideration, and to the activities which they are undertaking, to qualify as Competent Persons as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" ("JORC Code").

The resource estimates for the El Dorado Project were prepared by Mr. Steven Ristorcelli, C.P.G., of Mine Development Associates, Reno, Nevada (who is an independent Qualified Person as defined in NI 43-101) and conforms to current CIM Standards on Mineral Resources and Reserves.

For further scientific and technical information (including disclosure regarding mineral resources and mineral reserves) relating to the Reefton Project, the Macraes Project and the Didipio Project please refer to the NI 43-101 compliant technical reports available at sedar.com under the Company's name. For further scientific and technical information (including disclosure regarding mineral resources and mineral reserves) relating to the El Dorado Project please refer to the reports publicly available on SEDAR (www.sedar.com) prepared for Pacific Rim.

Management Discussion and Analysis for the Fourth Quarter and the Full Year ended December 31, 2014

HIGHLIGHTS

Full Year 2014

- Achieved record annual revenue of \$563.3 million with a record net profit of \$111.5 million.
- Declared a dividend of US\$0.04 per Common Share or CDI for 2014, reflecting the strong performance in 2014.
- Exceeded 2014 production guidance range with 307,463 ounces of gold and 25,010 tonnes of copper produced.
- Achieved record annual gold production at Didipio with 106,256 ounces of gold and 25,010 tonnes of copper produced.
- Delivered sector leading low cash costs of \$418 per ounce and All-In Sustaining Costs (“AISC”) of \$785 per ounce, both net of by-product credits and within the cost guidance range.
- Strengthened the balance sheet through repayment of \$77.4 million of total debt and increased cash position by \$26.4 million.
- Increased Didipio process plant throughput rate to the planned 3.5 Mtpa.
- Continued improvements in annual safety performance across the Company’s operations.

Fourth Quarter 2014

- Recorded quarterly revenue of \$142.7 million and a net profit of \$37.8 million.
- Produced 92,712 ounces of gold and 6,747 tonnes of copper in the fourth quarter on the back of record quarterly gold production of 34,783 ounces at Didipio.
- Delivered sector leading low cash costs of \$369 per ounce sold including negative \$279 per ounce sold at Didipio, both net of by-product credits.
- Repaid \$34.8 million of total debt and increased cash balance to \$51.2 million.
- Received the ISO14001 Environment Management System certification for the Didipio Mine.

All statistics are compared to the corresponding 2013 period unless otherwise stated.

OceanaGold has adopted USD as its presentation currency and all numbers in this document are expressed in USD unless otherwise stated.

1. *Cash costs, All-In Sustaining Costs and EBITDA (earnings before interest, taxes, depreciation and amortisation, excluding gain/(loss) on undesignated hedges) are non GAAP measures. Refer to page 20 for explanation of non GAAP measures.*

Management Discussion and Analysis for the Fourth Quarter and the Full Year ended December 31, 2014

OVERVIEW

Operating and Financial Results

OceanaGold exceeded its 2014 production guidance on the back of record quarterly gold production at Didipio and strong production from the New Zealand operations in the fourth quarter. For the full year, the Company produced 307,463 ounces of gold and 25,010 tonnes of copper with 92,712 ounces of gold and 6,747 tonnes of copper produced in the fourth quarter.

In 2014, the Didipio operation exceeded its production guidance with 106,256 ounces of gold and 25,010 tonnes of copper produced. In the quarter, the Didipio operation achieved record gold production with 34,783 ounces produced along with 6,747 tonnes of copper. The increase in gold production from the previous quarter was attributable to higher grades processed and record quarterly mill throughput following the completion of debottlenecking activities. The Didipio process plant is now operating at an annualised throughput rate of 3.5 Mtpa as planned.

In 2014, the New Zealand operations produced 201,207 ounces of gold including 57,929 ounces in the fourth quarter. The quarter on quarter increase in production can be attributed to stronger production at Reefton on the back of higher grades processed and increased mill feed plus higher grades processed at Macraes.

On a consolidated basis, the Company's 2014 cash costs net of by-product credits were \$418 per ounce on sales of 318,972 ounces of gold and 25,886 tonnes of copper. Consolidated cash costs, net of by-product credits for the fourth quarter were \$369 per ounce on sales of 88,386 ounces of gold and 6,271 tonnes of copper. Cash costs were lower in the fourth quarter than in the previous quarter due mainly to higher gold sales, lower fuel costs and a weaker New Zealand dollar, partly offset by lower by-product credits.

On a co-product basis, consolidated cash costs were \$682 per ounce on 464,373 gold equivalent ounces sold in 2014 and \$604 per ounce on 124,469 gold equivalent ounces sold in the fourth quarter. Consolidated All-In Sustaining Costs ("AISC") net of by-product credits were \$785 per ounce sold in 2014, within the cost guidance range.

In 2014, the Company achieved record annual revenue of \$563.3 million and record net profit of \$111.5 million. For the quarter, the Company recorded revenue of \$142.7 million with a net profit of \$37.8 million. Full year EBITDA was \$239.8 million while EBITDA for the fourth quarter was \$65.7 million.

In 2014, the Company received an average gold price of \$1,273 per ounce versus \$1,382 per ounce in 2013 and received an average copper price of \$3.11 per pound compared to \$3.23 per pound received in 2013.

The cash balance at the end of the year was \$51.2 million compared to \$24.8 million at the end of 2013. In 2014, the Company generated \$105.5 million in free cash flow which was used primarily to strengthen the balance sheet. Over the past two years, the Company has successfully reduced its total debt (including leases on mining equipment) by \$149.4 million including \$77.4 million in 2014.

Dividend

With the strong performance in 2014, the Board of Directors of the Company (the "Board") have established a dividend policy designed to balance competing priorities for the business with a sustainable payment to shareholders while maintaining prudent gearing. Under the policy, an ordinary dividend of \$0.02 per share is intended to be paid annually. In addition, the policy includes a discretionary payment that will be based on the profitability of the business while taking into account capital and investment requirements for growth opportunities.

For 2014, the Board has declared a dividend payment of \$0.04 per share (for an aggregate of approximately \$12 million). Shareholders of record at the close of business in each jurisdiction on 2 March 2015 will be entitled to receive payment of the dividend on 30 April 2015.

2015 Outlook

At Didipio, the mining operation will continue to mine the high grade core of the ore body from Stage 3 of the open pit while advancing Stage 4 into a higher grade zone and continuing the Stages 5/6 cutback. The Company is on schedule to commence development of the underground portal in the first quarter. Production at Didipio is expected to increase in 2015 on account of strong head grades and a higher mill feed. The Company expects production at Didipio to be the strongest in the first and fourth quarters of 2015 while the third quarter is forecast to be the softest.

In New Zealand, the Company expects steady production from the Macraes operations throughout the year and expects higher production from the Reefton operation. At the end of 2015, the Reefton operation will transition into a care and maintenance phase barring a substantial improvement in the gold price.

For 2015, the Company expects to produce 295,000 to 335,000 ounces of gold and 21,000 to 23,000 tonnes of copper at cash costs of \$450 to \$530 per ounce and AISC of \$770 to \$840 per ounce both net of by-product credits.

Management Discussion and Analysis for the Fourth Quarter and the Full Year ended December 31, 2014

Table 1 – Production and Cost Results Summary

		Didipio	New Zealand	Group
Fourth Quarter 2014 Results				
Gold Produced	<i>ounces</i>	34,783	57,929	92,712
Copper Produced	<i>tonnes</i>	6,747	–	6,747
Gold Sales	<i>ounces</i>	33,088	55,298	88,386
Copper Sales	<i>tonnes</i>	6,271	–	6,271
Average Gold Price Received	<i>\$ per ounce</i>	1,180	1,214	1,201
Average Copper Price Received	<i>\$ per pound</i>	3.00	–	3.00
Cash Costs	<i>\$ per ounce</i>	(279) ¹	756	369 ¹
2014 Results				
Gold Produced	<i>ounces</i>	106,256	201,207	307,463
Copper Produced	<i>tonnes</i>	25,010	–	25,010
Gold Sales	<i>ounces</i>	110,510	208,462	318,972
Copper Sales	<i>tonnes</i>	25,886	–	25,886
Average Gold Price Received	<i>\$ per ounce</i>	1,261	1,279	1,273
Average Copper Price Received	<i>\$ per pound</i>	3.11	–	3.11
Cash Costs	<i>\$ per ounce</i>	(420) ¹	862	418 ¹
All-In Sustaining Costs ²	<i>\$ per ounce</i>	(103) ¹	1,255	785 ¹

1. *Net of by-product credits*

2. *Based on the World Gold Council methodology, expansionary and growth capital expenditures are excluded from the AISC*

Table 2 – 2015 Production and Cost Guidance

		Didipio	New Zealand	Group
Gold Production	<i>ounces</i>	100,000 – 120,000	195,000 – 215,000	295,000 – 335,000
Copper Production	<i>tonnes</i>	21,000 – 23,000	–	21,000 – 23,000
Cash Costs*	<i>\$ per ounce</i>	(\$240) – (\$190)	\$850 – \$900	\$450 – \$530
All-In Sustaining Costs*	<i>\$ per ounce</i>	\$200 – \$250	\$1,090 – \$1,140	\$770 – \$840

*Notes:

1. *Net of copper by-product credits at \$2.70 / lb copper*
2. *NZD/USD 0.78 exchange rate*
3. *Diesel price of \$0.70 / litre*

Management Discussion and Analysis for the Fourth Quarter and the Full Year ended December 31, 2014

Table 3 – Key Financial Statistics for Didipio Operations

		Q4 Dec 31 2014	Q3 Sep 30 2014	Q4 Dec 31 2013	Year 2014	Year 2013 ²
Gold Sales	ounces	33,088	23,412	20,900	110,510	55,604
Copper Sales	tonnes	6,271	6,690	6,461	25,886	21,290
Silver Sales	ounces	72,628	74,054	119,310	307,211	254,530
Average Gold Price Received	\$ per ounce	1,180	1,265	1,244	1,261	1,287
Average Copper Price Received	\$ per pound	3.00	3.14	3.31	3.11	3.23
Cash Operating Costs ¹	\$ per ounce	(279)	(636)	(1,081)	(420)	(1,078)
Cash Operating Margin	\$ per ounce	1,459	1,901	2,325	1,681	2,365

1. Net of by-product credits

2. Commercial production was declared effective April 1, 2013 at Didipio and operating costs and net revenue received prior to this date were capitalised.

Table 4 – Didipio Mine Operating Statistics

		Q4 Dec 31 2014	Q3 Sep 30 2014	Q4 Dec 31 2013	Year 2014	Year 2013*
Gold Produced	ounces	34,783	26,207	27,713	106,256	66,277
Copper Produced	tonnes	6,747	7,078	7,536	25,010	23,059
Silver Produced	ounces	78,192	82,787	119,310	291,889	254,530
Total Ore Mined	tonnes	2,516,092	2,785,511	2,618,832	8,380,658	8,787,878
Ore Mined Grade Gold	g/t	0.70	0.60	0.69	0.65	0.58
Ore Mined Grade Copper	%	0.54	0.52	0.53	0.54	0.58
Total Waste Mined including pre-strip	tonnes	4,062,237	3,793,036	3,473,327	16,975,568	14,398,928
Mill Feed	tonnes	870,617	849,656	729,121	3,111,516	2,578,295
Mill Feed Grade Gold	g/t	1.39	1.09	1.33	1.19	0.94
Mill Feed Grade Copper	%	0.83	0.90	1.09	0.86	0.98
Recovery Gold	%	90.2	88.3	88.7	89.5	83.0
Recovery Copper	%	93.8	92.3	95.0	93.7	91.5

* Note: operating statistics at Didipio before April 1, 2013 were pre-commercial production

Table 5 – Key Financial Statistics for New Zealand Operations

		Q4 Dec 31 2014	Q3 Sep 30 2014	Q4 Dec 31 2013	Year 2014	Year 2013
Gold Sales	ounces	55,298	40,829	79,510	208,462	252,477
Average Gold Price Received	\$ per ounce	1,214	1,275	1,267	1,279	1,402
Cash Operating Costs	\$ per ounce	756	1,058	550	862	740
Cash Operating Margin	\$ per ounce	458	217	717	417	662

Management Discussion and Analysis for the Fourth Quarter and the Full Year ended December 31, 2014

Table 6 – Consolidated Operating Statistics for New Zealand

		Q4 Dec 31 2014	Q3 Sep 30 2014	Q4 Dec 31 2013	Year 2014	Year 2013
Gold Produced	<i>ounces</i>	57,929	41,145	87,506	201,207	259,455
Total Ore Mined	<i>tonnes</i>	1,042,469	991,379	2,559,315	4,389,736	8,650,072
Ore Mined Grade	<i>g/t</i>	1.77	1.27	1.53	1.39	1.31
Total Waste Mined including pre-strip	<i>tonnes</i>	7,057,418	4,278,361	12,436,112	23,767,522	56,544,293
Mill Feed	<i>tonnes</i>	1,928,499	1,704,453	1,824,732	7,100,328	7,290,217
Mill Feed Grade	<i>g/t</i>	1.12	0.90	1.79	1.06	1.35
Recovery	<i>%</i>	83.8	83.2	83.2	82.9	81.3

Table 7 – Macraes Goldfield Operating Statistics

		Q4 Dec 31 2014	Q3 Sep 30 2014	Q4 Dec 31 2013	Year 2014	Year 2013
Gold Produced	<i>ounces</i>	41,798	35,403	68,419	153,510	198,820
Total Ore Mined	<i>tonnes</i>	531,870	653,672	2,026,193	2,886,593	6,962,730
Ore Mined Grade	<i>g/t</i>	2.08	1.38	1.55	1.44	1.27
Total Waste Mined including pre-strip	<i>tonnes</i>	5,325,454	1,794,455	7,838,100	10,795,467	38,725,444
Mill Feed	<i>tonnes</i>	1,523,801	1,468,187	1,412,920	5,669,729	5,811,868
Mill Feed Grade	<i>g/t</i>	1.01	0.90	1.79	1.01	1.30
Recovery	<i>%</i>	84.6	83.3	84.1	83.4	81.4

Table 8 – Reefton Mine Operating Statistics

		Q4 Dec 31 2014	Q3 Sep 30 2014	Q4 Dec 31 2013	Year 2014	Year 2013
Gold Produced	<i>ounces</i>	16,131	5,742	19,087	47,697	60,635
Total Ore Mined	<i>tonnes</i>	510,599	337,707	533,122	1,503,143	1,687,342
Ore Mined Grade	<i>g/t</i>	1.45	1.04	1.45	1.29	1.47
Total Waste Mined including pre-strip	<i>tonnes</i>	1,731,964	2,483,906	4,598,012	12,972,055	17,818,849
Mill Feed	<i>tonnes</i>	404,698	236,266	411,812	1,430,599	1,478,349
Mill Feed Grade	<i>g/t</i>	1.52	0.92	1.79	1.26	1.57
Recovery	<i>%</i>	80.9	82.6	80.3	81.1	81.1

Management Discussion and Analysis for the Fourth Quarter and the Full Year ended December 31, 2014

OPERATIONS

Consolidated

OceanaGold exceeded its 2014 production guidance on the back of record quarterly gold production at Didipio and strong production from the New Zealand operations in the fourth quarter. For the full year 2014, the Company produced 307,463 ounces of gold and 25,010 tonnes of copper with 92,712 ounces of gold and 6,747 tonnes of copper produced in the fourth quarter.

In the fourth quarter at Didipio, cash costs net of by-product credits were negative \$279 per ounce on sales of 33,088 ounces of gold and 6,271 tonnes of copper. In 2014, Didipio's cash costs were negative \$420 per ounce and AISC was negative \$103 per ounce, both net of by-product credits and on sales of 110,510 ounces of gold and 25,886 tonnes of copper. The cash costs and AISC at Didipio were slightly higher than its guidance range as a result of higher mining costs associated with increased waste movements following the decision to accelerate the completion of the open pit. Additionally, higher gold sales ounces adversely impacted negative by-product unit costs.

In New Zealand, the consolidated cash costs were \$756 per ounce on sales of 55,298 ounces in the fourth quarter. For the full year, New Zealand consolidated cash costs were \$862 per ounce and AISC was \$1,255 per ounce, both within the guidance range and on sales of 208,462 ounces of gold.

Didipio Mine (Philippines)

The Didipio operation recorded one lost time injury ("LTI") during the quarter when a Didipio Community Development Corporation ("DiCorp") employee sustained an injury in the Didipio camp kitchen. The Company has worked closely with DiCorp to further emphasize the importance of hazard identification and following standard operating procedures. For the full year, Didipio recorded two LTIs and prior to the first LTI in the second quarter, the operation had achieved 10.4 million man hours worked without an LTI.

For the full year 2014, the Didipio operation exceeded its production guidance with a record annual output of 106,256 ounces of gold and 25,010 tonnes of copper. In the fourth quarter, Didipio achieved record quarterly gold production of 34,783 ounces while producing 6,747 tonnes of copper. Gold production was higher in the fourth quarter than in the previous quarter on account of higher grades processed and increased mill feed.

In the fourth quarter, the Company made three shipments of concentrate totalling 22,607 dry metric tonnes to smelters in Asia and delivered over 7,650 ounces of gold in Dore bars to the mint in Perth, Australia.

In the fourth quarter, the operations focused on balancing ore mining from both Stages 3 and 4 of the open pit with pre-stripping of Stages 5/6 and preparing for the commencement of the underground portal development.

For the year, the total material mined was 25.3 million tonnes compared to 23.2 million tonnes mined in 2013. The increase was a result of more waste material mined to access later stages of the open pit. In the fourth quarter, the total material mined was 6.6 million tonnes which was similar to the previous quarter.

For the year, the operation mined 8.4 million tonnes of ore, slightly lower than in the previous year. The total ore mined in the fourth quarter was 2.5 million tonnes compared to 2.8 million tonnes in the third quarter. This decrease can be attributed to a higher proportion of waste movement to ore associated with the commencement of the Stages 5/6 cutback. Most of the ore mined in the quarter was delivered to stockpiles and as at the end of the quarter, over 12 million tonnes of ore had been stockpiled for future processing.

For the year, the total mill feed was 3.11 million tonnes, which was 21% higher than in the previous year on account of the debottlenecking activities completed throughout the year. Total mill feed in the fourth quarter was 870,617 tonnes, the highest quarterly throughput recorded to date at the operation. In the quarter, the Company completed the installation and commissioning of the pebble crusher circuit as planned. The Didipio process plant is now operating at an annualised throughput rate of 3.5 Mtpa as planned.

For the year, the mill feed grade was 1.19 g/t gold and 0.86% copper compared with 0.94 g/t gold and 0.98% copper in 2013. In the fourth quarter, mill feed grade was 1.39 g/t for gold and 0.83% for copper, with gold grade materially higher and copper grade marginally lower than in the previous quarter. The grade variance is a result of mined gold grades increasing and to a lesser degree, copper grades decreasing with depth and from mining different zones of the ore body as expected.

For the year, gold and copper recoveries were 89.5% and 93.7% respectively. For the fourth quarter, gold and copper recoveries were 90.2% and 93.8% respectively, both higher than in the previous quarter due to processing less oxidized ore and processing higher gold grades.

Looking ahead to the first quarter of 2015, the Didipio operations will continue to mine the high grade core of Stage 3 while advancing Stage 4 of the open pit into the higher grade zone of the ore body. Additionally, the Company will continue pre-stripping Stages 5/6 of the final open pit design.

Management Discussion and Analysis for the Fourth Quarter and the Full Year ended December 31, 2014

Detailed planning of the underground development is underway and decline portal construction activities are expected to commence in the first quarter of 2015.

Production at Didipio is expected to increase in 2015 on account of strong head grades and a higher mill feed. The Company expects production at Didipio to be the strongest in the first and fourth quarters of 2015 while the third quarter is forecast to be the softest on account of mine sequencing.

Macraes Goldfield (New Zealand)

There were no LTI's during the fourth quarter at the Macraes operations and one LTI for the full year in 2014. This compares to three LTIs recorded in 2013. The improvement in safety can be attributed to increased task-based observations and continuous managerial and supervisory reinforcement of standard operating procedures.

For the year, Macraes produced 153,510 ounces of gold, lower than in 2013 on account of mining lower grade ore and processing a higher proportion of low-grade stockpiles, but partly offset by higher recoveries. Macraes produced 41,798 ounces of gold in the fourth quarter, which was 18% higher than in the previous quarter due to a higher head grade, increased mill feed and better recoveries.

In the fourth quarter at Macraes, mining took place in the Frasers and Innes Mills West open pits, the underground mine at Frasers and at the Coronation open pit where the operation continued to advance the cutback.

For the full year, the total material mined at Macraes was 13.7 million tonnes, a 70% reduction from the previous year. The decrease is a result of an optimised mine plan whereby the operation is mining less ore and waste in the low gold price environment to ensure a cash flow positive operation for the remainder of its current mine life. The total material mined at Macraes in the fourth quarter was 5.9 million tonnes, higher than in the previous quarter as a result of increased waste mined from the Coronation pit.

In the fourth quarter, ore mined from the Frasers underground mine was 249,118 tonnes, an 8% decrease on the previous quarter. The reduction in tonnage from the underground was offset by higher grades mined.

Mill feed for the full year was 5.67 million tonnes which was similar to the previous year. Mill feed for the fourth quarter was 1.52 million tonnes, an increase of 3% on the previous quarter due to better plant availability following a planned shutdown in the third quarter.

The mill feed grade in 2014 was 1.01 g/t, lower than the previous year on account of mining lower grades and processing a higher proportion of low grade stockpile

ore. The mill feed grade in the fourth quarter was 1.01 g/t compared to 0.90 g/t in the previous quarter. The increase in head grade was due mainly to higher ore grade mined from the Frasers underground.

Despite the lower grades processed in 2014, the recovery of 83.4% was higher than the previous year on account of better flotation and carbon-in-leach ("CIL") recoveries. Overall plant recovery in the fourth quarter was 84.6%, an improvement on the previous quarter due to higher grades processed.

Looking ahead to the first quarter of 2015, production at Macraes is expected to be lower than the previous quarter due to a lower head grade however, production for the full year at Macraes is expected to be similar to 2014.

Reefton Mine (New Zealand)

There were no LTI's during the fourth quarter at the Reefton operation and three LTIs for the full year in 2014. This compares to five LTIs recorded in 2013. Throughout the year, the Company reinforced the importance of following standard operating procedures, increased task-based observations by supervisors and provided additional training.

In 2014, Reefton produced 47,697 ounces of gold, lower than the previous year on account of lower mill feed and head grade. In the fourth quarter, gold production at Reefton was 16,131 ounces, a 181% increase from the third quarter. As previously reported, geotechnical instability of one of the pit walls hampered mining operations in the second quarter of 2014. The Company redesigned the open pit and the remediation work was completed in the third quarter resulting in reduced operating rates, lower mill feed and lower grade ore mined.

For the full year 2014, the total material mined was 14.5 million tonnes, a 26% decrease from the previous quarter. In the fourth quarter, the total material mined was 2.2 million tonnes, a 21% decrease from the previous quarter. In both cases, the decrease was due primarily to a significant reduction in waste mined following the completion of the final cutback of the open pit in the third quarter.

The total ore mined in 2014 was 1.5 million tonnes, an 11% decrease from 2013 due in large part to reduced mining rates following the geotechnical instability of the pit wall and subsequent remediation work in the second and third quarters. Total ore mined in the fourth quarter was 510,599 tonnes, up 51% from the previous quarter as a result of the mining operations returning to normal levels.

For the year, mill feed was 1.43 million tonnes which was similar to the previous year. Mill feed in the fourth quarter was 404,698 tonnes, a 71% increase from the previous quarter. The improved ore availability from the

Management Discussion and Analysis for the Fourth Quarter and the Full Year ended December 31, 2014

open pit enabled milling operations to return to normal operating levels at the end of the fourth quarter.

Mill feed grade in 2014 was 1.26 g/t, compared to 1.57 g/t in 2013. The decrease in grade can be attributed to mining lower grades as access to the higher grade section of the open pit was hampered by the geotechnical instability of the pit wall. The mill feed grade in the fourth quarter increased to 1.52 g/t from 0.92 g/t in the previous quarter for the same reasons.

Despite the lower head grade, recoveries in 2014 were similar to 2013 due to better overall CIL recoveries and improved ore characteristics. Gold recovery for the quarter was 80.9% which was lower than in the previous quarter. Ore from within the high grade ore zones associated with old historic workings had remnant material that contained a higher oxide content resulting in lower flotation recoveries.

Looking ahead to 2015 at Reefton, production for the year is expected to be higher than in 2014 on account of mining and processing higher grades. The total material mined is expected to be significantly lower than in 2014 and mining operations are expected to be completed in the fourth quarter of 2015. The operation will transition into a care and maintenance phase by the end of 2015, barring a substantial improvement in the gold price.

GROWTH

Exploration

Exploration expenditure for the full year was \$3.7 million including \$1.0 million in the fourth quarter.

Exploration activities in the fourth quarter were mainly focussed on drill-testing the targets identified through the Titan 24 geophysical survey within the Didipio near-mine area. At the Paco tenement on the island of Mindanao, the Company continued preparations for a geophysical survey program.

Philippines

Exploration expenditure in the Philippines for the full year was \$2.5 million including \$0.7 million in the fourth quarter.

During the quarter, the Company completed the geophysical survey at Didipio and the results demonstrated the existence of chargeability and resistivity signatures similar to the Didipio deposit. As a result of this work, the Company identified nine drill targets within the Didipio Mine area.

Drilling commenced in November and by the end of December, the Company had two diamond drills in operation. For the quarter, the Company drilled a total 1,590 metres from four holes, two of which were completed prior to the year end. Assay results are pending.

At the Paco tenement in Mindanao, the Company continued to prepare for a geophysical survey through soil sampling and line cutting. The Company expects that the soil sampling could detect buried mineralisation to depths of up to 500 metres. The Paco tenement is immediately to the west of the Silangan copper-gold porphyry deposits. Both of these deposits are significant discoveries that occur beneath the same formation.

Project Development

In the fourth quarter, the Company completed an updated Didipio National Instrument 43-101 ("NI43-101") Technical Report, which was subsequently released. The Technical Report was based on an optimisation study and resulted in a revised mine plan for the Didipio operation. Under the new mine plan, the Company has brought forward the underground mine development by one year and is scheduled to commence at the end of the first quarter of 2015.

Also in the fourth quarter, the Company released the results of the Blackwater preliminary economic assessment ("PEA"). The Company has not made any decisions on advancing the Blackwater project to the next phase which requires the development of an exploration drive to allow for additional at depth drilling of the ore body. At Macraes, the Round Hill study continues to advance with assessment of geotechnical considerations and mining options.

During the quarter, the debottlenecking activities of the Didipio process plant to achieve the planned 3.5 Mtpa throughput rate were completed on schedule with the installation and commissioning of the pebble crusher circuit. The connection to the power grid at Didipio continues to advance well and is on schedule for completion in the third quarter of 2015.

The Didipio Underground development is scheduled to commence in the first quarter 2015 with portal and surface facilities activities.

In 2015, the project development team will continue to support the technical due diligence of external opportunities. Additionally, the team will commence a detailed technical review of the El Dorado Project in El Salvador.

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SUSTAINABILITY

In 2014, the Company invested over \$3.0 million on community related programs and initiatives mainly within Didipio and neighbouring communities and also in El Salvador. For the fourth quarter, the Company invested approximately \$0.4 million in the Philippines and El Salvador.

Philippines

In the Philippines, the majority of this investment was spent on infrastructure projects such as the construction and upgrade of day care centres, rehabilitation of an irrigation system and the continued upgrade of a farm to market access road.

Ongoing support of community education programs continued in the fourth quarter through the provision of salary subsidisation for teachers and school staff, school electrification, scholarships grants and assistance to school activities. In 2014, the Company subsidised the salaries of approximately 50 teachers and provided scholarships and education tuition assistance to over 200 students.

During the quarter, the Company continued to support enterprise development by lending funds to members of a community cooperative.

In the fourth quarter, the Company completed 123 hectares of reforestation in the municipality of Kasibu in the province of Nueva Vizcaya. Projects included significant forest tree plantations where over 50 local farmers participated. At the Company's nursery in Kasibu, rubber tree and coffee demonstration farms were planted. In the quarter, a total of 148,000 seedlings were donated to twenty one schools in the Municipalities of Kasibu, Cabarroguis and Diffun, three local government units in Kasibu and three local Department of Environment and Natural Resources ("DENR") offices in the provinces of Nueva Vizcaya and Quirino. In 2014, the Company donated nearly 250,000 seedlings and planted over 100,000 trees.

In November, the Company attended the 61st Annual National Mine Safety and Environment Conference in the Philippines which was hosted by the Philippine Mine Safety and Environment Association (PMSEA) and the Mines and Geosciences Bureau (MGB). At the event, OceanaGold received the top award for the 2014 Presidential Mineral Industry Environment Awards while Didipio received the prestigious Safest Mining Operation award. Also in the quarter, the Didipio Mine received its ISO14001 certification demonstrating the operation's compliance with industry best-practice standards in environment management.

El Salvador

In El Salvador, the Company continues to make investments in programs and initiatives to build capacity based on the requirements and priorities identified by the local stakeholder groups within the El Dorado Project area and neighbouring communities.

Most of the investment was made in education programs and in the quarter, the Company worked in collaboration with the Ministry of Education to develop the Accelerated School Program designed to further the education of adults. The Company continued to provide tuition support to its employees seeking to further their education and technical skill sets. Investments were also made to recreational facilities such as parks and to health programs for women.

In the quarter, the Company developed a specialised sports program near the El Dorado community that includes over 40 participating children. The program is designed to provide community children with an opportunity for recreational development by learning new skills from professional instructors.

The Company was also focused on promoting entrepreneurship within its local communities by conducting workshops that demonstrated manufacturing of consumer products such as multipurpose soap and cleaning products such as shampoos.

Management Discussion and Analysis for the Fourth Quarter and the Full Year ended December 31, 2014

FINANCIAL SUMMARY

STATEMENT OF OPERATIONS	Q4 Dec 31 2014 \$000	Q3 Sep 30 2014 \$000	Q4 Dec 31 2013 \$000	Year 2014 \$000	Year 2013 \$000
Sales	142,655	122,838	170,142	563,328	553,612
Cost of sales, excluding depreciation and amortisation	(69,167)	(68,995)	(64,089)	(289,888)	(260,651)
General & Administration	(8,923)	(7,870)	(8,602)	(34,539)	(28,423)
Foreign Currency Exchange Gain/(Loss)	1,188	(2,509)	526	1,711	1,267
Other income/(expense)	(95)	41	(1,480)	(817)	(3,445)
Earnings before interest, tax, depreciation & amortisation (EBITDA) (excluding gain/(loss) on undesignated hedges and impairment charge)	65,658	43,505	96,497	239,795	262,360
Depreciation and amortisation	(34,111)	(30,651)	(34,855)	(129,561)	(129,315)
Net interest expense and finance costs	(2,952)	(2,980)	(7,991)	(11,206)	(26,978)
Earnings/(loss) before income tax and gain/(loss) on undesignated hedges and impairment charge	28,595	9,874	53,651	99,028	106,067
Tax (expense)/ benefit on earnings/loss	2,020	10,814	(7,841)	13,137	(13,290)
Earnings/(loss) after income tax and before gain/(loss) on undesignated hedges and impairment charge	30,615	20,688	45,810	112,165	92,777
Impairment charge	-	-	(107,800)	-	(193,300)
Gain/(loss) on fair value undesignated hedges	10,019	(5,284)	5,210	(876)	(2,083)
Tax (expense)/benefit on gain/loss on undesignated hedges and impairment	(2,805)	1,480	28,621	246	54,749
Net Profit/(loss)	37,829	16,884	(28,159)	111,535	(47,857)
Basic earnings per share	\$0.13	\$0.06	(\$0.10)	\$0.37	(\$0.16)
Diluted earnings per share	\$0.12	\$0.05	(\$0.10)	\$0.36	(\$0.16)
CASH FLOWS					
Cash flows from Operating Activities	60,714	28,209	89,023	214,941	159,429
Cash flows used in Investing Activities	(26,539)	(27,641)	(33,200)	(109,418)	(158,812)
Cash flows used in Financing Activities	(35,540)	(2,092)	(50,017)	(75,433)	(83,190)

BALANCE SHEET	As at Dec 31 2014 \$000	As at Dec 31 2013 \$000
Cash and cash equivalents	51,218	24,788
Other Current Assets	126,116	126,400
Non-Current Assets	741,862	745,638
Total Assets	919,196	896,826
Current Liabilities	85,455	129,478
Non-Current Liabilities	138,267	175,618
Total Liabilities	223,722	305,096
Total Shareholders' Equity	695,474	591,730

Management Discussion and Analysis for the Fourth Quarter and the Full Year ended December 31, 2014

RESULTS OF OPERATIONS

Net Earnings

For the full year, the Company reported a record \$563.3 million in revenue and net profit of \$111.5 million. For the year, the Company reported an EBITDA of \$239.8 million.

In the fourth quarter, the Company reported a quarterly net profit of \$37.8 million versus a net profit of \$16.9 million in the previous quarter. The Company reported EBITDA (excluding gain/loss on undesignated hedges) of \$65.7 million in the fourth quarter compared to \$43.5 million in the third quarter. The increase from the previous quarter was attributed to higher gold sales, partly offset by slightly lower copper sales and lower average gold price and copper price received.

Sales Revenue

Philippines

Fourth quarter concentrate sales revenue net of concentrate treatment, refining and selling costs in Philippines was \$67.7 million of which copper revenue was \$41.5 million while gold bullion revenue was \$7.8 million. In the fourth quarter, the average gold price received at Didipio was \$1,180 per ounce compared to \$1,265 per ounce in the previous quarter and the average copper price received was \$3.00 per pound compared to \$3.14 per pound in the previous quarter. Fourth quarter sales at Didipio were 33,088 ounces of gold, an increase on the previous quarter, and 6,271 tonnes of copper, a slight decrease on the previous quarter. Silver sales for the quarter were 72,628 ounces compared with 74,054 ounces in the previous quarter.

During the quarter, the Company shipped 22,607 dry metric tonnes of concentrate to smelters in Asia.

New Zealand

In New Zealand, fourth quarter revenue was \$67.1 million which was higher than the previous quarter on account of increased gold sales, partly offset by a lower average gold price received. The average gold price received in New Zealand in the fourth quarter was \$1,214 per ounce compared to \$1,275 per ounce received in the previous quarter. Gold sales in the fourth quarter were 55,298 ounces compared to 40,829 ounces in the previous quarter.

Operating Costs and Margins per Ounce

Philippines

Operating cash costs at Didipio were negative \$279 per ounce sold, net of by-product credits for the fourth quarter compared to negative \$636 per ounce sold in the previous quarter. On a co-product basis, the operating cash costs were \$482 per ounce of 69,171

equivalent gold ounces sold compared to \$537 per ounce in previous quarter. The increase in cash costs was due mainly to lower by-product credits, higher mining costs and higher gold ounces sold.

New Zealand

Operating cash costs in New Zealand were \$756 per ounce sold for the fourth quarter compared to \$1,058 per ounce in the previous quarter. The decrease from the previous quarter was due mainly to higher gold sales and a weaker New Zealand dollar.

Depreciation and Amortisation

Depreciation and amortisation charges include amortisation of mine development, deferred pre-stripping costs and depreciation on equipment.

Depreciation and amortisation charges are mostly calculated on a unit of production basis and totalled \$34.1 million for the fourth quarter compared to \$30.7 million in the previous quarter. The increase reflects the increased production from Didipio and the New Zealand operations in the quarter.

Net Interest Expense and Finance Costs

The net interest expense and finance costs of \$3.0 million for the quarter were in line with the previous quarter.

Undesignated Hedges Gains/Losses

Unrealised gains and losses calculated as a fair value adjustment of the Company's undesignated hedges are brought to account at the end of each reporting period and reflect changes in the spot gold price. These valuation adjustments for the fourth quarter reflect a gain of \$10.0 million compared to a loss of \$5.3 million in the previous quarter.

Details of the derivative instruments held by the Company at quarter end are summarised below under "Derivative Assets/ Liabilities".

DISCUSSION OF CASH FLOWS

Operating Activities

Cash inflows from operating activities were \$60.7 million for the fourth quarter compared to \$28.2 million in the previous quarter. The increase was due primarily to higher gold sales in New Zealand and the Philippines, partly offset by lower copper sales in the Philippines. The increase can also be attributed to a net decrease in receivables.

Investing Activities

Cash used for investing activities totalled \$26.5 million in the fourth quarter compared to \$27.6 million in the previous quarter.

Management Discussion and Analysis for the Fourth Quarter and the Full Year ended December 31, 2014

Investing activities included expenditures in capitalised mining and on sustaining and expansionary capital.

Financing Activities

Financing net outflows for the fourth quarter were \$35.5 million compared to a net outflow of \$2.1 million in the previous quarter. In the fourth quarter, the Company repaid \$34.8 million of in total debt.

DISCUSSION OF FINANCIAL POSITION AND LIQUIDITY

Company's funding and capital requirements

For the quarter ended December 31, 2014, the Company recorded a net profit of \$37.8 million. As at the end of the quarter, the cash funds held were \$51.2 million while net current assets were \$91.9 million.

In the second quarter, the Company had refinanced and consolidated its corporate debt into a \$200 million revolving credit facility. This revolving credit facility consists of competitive financial terms and standard corporate debt covenants and matures on June 30, 2017. In the fourth quarter, the Company repaid \$30 million of the credit facility.

As at December 31, 2014, the Company had immediate available liquidity of \$163.4 million including \$51.2 million in cash.

Dividend

With the strong performance in 2014, the Board has established a dividend policy designed to balance competing priorities for the business with a sustainable payment to shareholders while maintaining prudent gearing. Under the policy, an ordinary dividend of \$0.02 per share is intended to be paid annually. In addition, the policy includes a discretionary payment that will be based on the profitability of the business while taking into account capital and investment requirements for growth opportunities.

For 2014, the Board has declared a dividend payment of \$0.04 per share (for an aggregate of approximately \$12 million). Shareholders of record at the close of business in each jurisdiction on 2 March 2015 will be entitled to receive payment of the dividend on 30 April 2015.

Commitments

The Company's capital commitments as at December 31, 2014 are as follows:

	Dec 31 2014 \$000
Within 1 year	16,846

This includes mainly contracts supporting the Didipio operations.

Financial Position

Current Assets

Current assets were \$177.3 million as at December 31, 2014 compared to \$151.2 million as at December 31, 2013. The variance in the current assets was due mainly to an increase in cash generated from operations as well as increased trade receivables partly offset by a decrease in current hedge assets and prepayments.

Non-Current Assets

Non-current assets were \$741.9 million as at December 31, 2014 compared to \$745.6 million as at December 31, 2013. The variance is due mainly to increases in inventories mainly in Philippines, input tax credits paid, small strategic investment in a South East Asian focused exploration company and prepayments, offset by depreciation and amortisation.

Current Liabilities

Current liabilities were \$85.5 million as at December 31, 2014 compared to \$129.5 million as at December 31, 2013. This decrease was attributed mainly to the repayment of \$77.4 million in total debt during the year, partly offset by an increase in trade payables.

Non-Current Liabilities

Non-current liabilities were \$138.3 million as at December 31, 2014 compared to \$175.6 million as at December 31, 2013. The decrease was mainly due to a decrease in finance lease liability, deferred tax liabilities which was partly offset against deferred tax assets, and decrease in asset retirement obligations in New Zealand following utilisation and re-assessment of requirements.

Derivative Assets / Liabilities

In 2013, the Company entered into a gold bullion zero cost collar agreement to purchase gold put options at an exercise price of NZ\$1,600 per ounce, which were financed by an equal number of gold call options sold at an exercise price of NZ\$1,787 per ounce for 115,650 ounces of production for the period from July 2013 to June 2015. As at the end of December 31, 2014, the balance of gold production under this agreement was 22,770 ounces.

In early 2014, the Company entered into another gold bullion zero cost collar agreement to purchase gold put options at an exercise price of NZ\$1,500 per ounce, which were financed by an equal number of gold call options sold at an exercise price of NZ\$1,600 per ounce for 208,000 ounces of production over a two-year period ending December 2015. As at

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December 31, 2014, the balance of gold production under this agreement was 101,000 ounces.

In October 2014, the Company expanded its hedging program in New Zealand through a zero-cost collar for 153,498 ounces. Under this program, the Company purchased put options at a strike price of NZ\$1,600 per ounce and sold an equal number of call options at a strike price of NZ\$1,736 per ounce over a two-year period from January 2015 to December 2016.

In December 2014, the Company entered into a zero-cost collar for 19,680 ounces. Under this program, the Company purchased put options at a strike price of NZ\$1,628 per ounce and sold an equal number of call options at a strike price of NZ\$1,736 per ounce for the period through to December 2016. As at December 31, 2014, the balance of gold production under this agreement was 19,680 ounces.

The above hedges are undesignated and do not qualify for hedge accounting.

A summary of the Company's marked to market derivatives is as per below:

	Dec 31 2014 \$000	Dec 31 2013 \$000
Current Assets		
Gold put/call options	4,057	7,501
Non-Current Assets		
Gold put/call options	5,285	2,619
Total Assets	9,342	10,120

Shareholders' Equity

A summary of the movement in shareholders' equity is set out below:

	Period Ended Dec 31 2014 \$000
Total equity at beginning of the quarter	657,187
Profit/(loss) after income tax	37,829
Movement in other comprehensive income	551
Movement in contributed surplus	(93)
Issue of shares/ (Equity raising costs)	-
Total equity at end of financial period	695,474

Shareholders' equity has increased by \$38.3 million to \$695.5 million at December 31, 2014, mainly as a result of a net profit after tax for the period of \$37.8 million, and currency translation differences reflected in "Other Comprehensive Income" that arise from the translation of entities with a functional currency other than USD.

Capital Resources

	Shares Outstanding	Options and Share Rights Outstanding
31 December 2014	301,520,186	8,839,655
19 February 2015	301,520,186	8,839,655
31 December 2013	300,350,127	9,846,182

Management Discussion and Analysis for the Fourth Quarter and the Full Year ended December 31, 2014

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and related notes.

i. Mining assets

The future recoverability of mining assets including capitalized exploration and evaluation expenditure is dependent on a number of factors, including whether the Group decides to exploit the related tenements itself or, if not, whether it successfully recovers the related mining assets through sale.

Factors that could impact the future recoverability include the level of reserves and resources, future technological changes, which could impact the cost of mining, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices and foreign exchange rates.

Exploration and evaluation expenditure is capitalized if activities in the area of interest have not yet reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves. These assets are allocated based on the geographical location of the asset. To the extent that capitalized exploration and evaluation expenditure is determined not to be recoverable in the future, profits and net assets will be reduced in the period in which this determination is made.

The Group defers mining costs incurred during the production stage of its operations. Changes in an individual mine's design will result in changes to the life of component ratios of production. Changes in other technical or economic parameters that impact reserves will also have an impact on the life of component production and cost profile even if they do not affect the mine design. Changes to deferred mining resulting from change in life of component ratios are accounted for prospectively.

ii. Impairment of assets

The Group assesses each Cash-Generating Unit (CGU), to determine whether there is any indication of impairment or reversal. Where an indicator of impairment or reversal exists, a formal estimate of the recoverable amount is made, which is deemed as being the higher of the fair value less costs to sell and value in use calculated in accordance with accounting policy. These assessments require the use of estimates and assumptions such as discount rates, exchange rates, commodity prices (gold, copper and tungsten prices), future operating development and sustaining capital requirements and operating performance (including the magnitude and timing of related cash flows).

The recoverable value of the New Zealand CGU is dependent on certain identified exploration targets. Should these projects prove to be uneconomic, the carrying value of the New Zealand CGU could be impaired by a significant amount.

iii. Net realizable value of inventories

The Group reviews the carrying value of its inventories at each reporting date to ensure that the cost does not exceed net realizable value. Estimates of net realizable value include a number of assumptions and estimates, including grade of ore, commodity price forecasts, foreign exchange rates and costs to process inventories to a saleable product.

iv. Asset retirement obligations

Decommissioning and restoration costs are a normal consequence of mining, and the majority of this expenditure is incurred at the end of a mine's life. In determining an appropriate level of provision, consideration is given to the expected future costs to be incurred, the timing of these expected future costs (largely dependent on the life of the mine), and the estimated future level of inflation.

The ultimate cost of decommissioning and restoration is uncertain and costs can vary in response to many factors including changes to the relevant legal requirements, the emergence of new restoration techniques and experience at other mine sites. The expected timing of expenditure can also change, for example in response to changes in reserves or to production rates.

Changes to any of the estimates could result in significant changes to the level of provisioning required, which would in turn impact future financial results. These estimates are reviewed annually and adjusted where necessary to ensure that the most up to date data is used.

v. Determination of ore reserves and resources

Ore reserves and resources are based on information compiled by a Competent Person as defined in accordance with the Australasian Code of Mineral Resources and Ore Reserves (the JORC code) and in accordance with National Instrument 43-101-Standards of Disclosure for Mineral Projects ("NI-43-101") under the guidelines set out by the Canadian Institute of Mining, Metallurgy and Petroleum. There are numerous uncertainties inherent in estimating ore reserves and assumptions that are valid at the time of estimation may change significantly when new information becomes available. Changes in forecast prices of commodities, exchange rates, production costs or recovery rates may change the economic status of reserves and may, ultimately, result in the reserves being restated.

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Such changes in reserves could impact on depreciation and amortization rates, asset carrying values and provisions for rehabilitation.

vi. Taxation

The Group's accounting policy for taxation requires management's judgment in relation to the application of income tax legislation. There may be some transactions and calculations undertaken during the ordinary course of business where the ultimate tax determination is uncertain. The Group recognizes liabilities for tax, and if appropriate taxation investigation or audit issues, based on whether tax will be due and payable. Where the taxation outcome of such matters is different from the amount initially recorded, such difference will impact the current and deferred tax positions in the period in which the assessment is made.

In addition, certain deferred tax assets for deductible temporary differences and carried forward taxation losses have been recognized. In recognizing these deferred tax assets, assumptions have been made regarding the Group's ability to generate future taxable profits from current operations and successful development of certain identified exploration targets where there are higher degrees of confidence in the economic extraction of minerals. Utilization of the tax losses also depends on the ability of the tax consolidated entities to satisfy certain tests at the time the losses are recouped. If the entities fail to satisfy the tests, the carried forward losses that are currently recognized as deferred tax assets would have to be written off to income tax expense. There is an inherent risk and uncertainty in applying these judgements and a possibility that changes in legislation will impact upon the carrying amount of deferred tax assets and deferred tax liabilities recognized on the statement of financial position.

Moreover, in certain jurisdictions, tax losses may be restricted and only available to offset future profits generated from the same mining permit area. In this case, the recovery of the losses depends on the successful exploitation of the relevant project. Restricted losses could be forfeited if the project did not proceed.

vii. Non-Controlling Interest

A third party has a contractual right to an 8% interest in the operating vehicle that is formed to undertake the management, development, mining and processing of ore, and marketing of products as part of the Didipio mine in the Philippines. This 8% interest in the common share capital of the operating vehicle has similar voting and dividend rights to the remaining majority, subject to the operating vehicle having fully recovered its pre-operating costs. A subsidiary of the Company is currently involved in arbitration proceedings with the third party over certain payment claims.

At the same time, the third party is also involved in a legal dispute with another party over the ownership of the 8% interest. At December 31, 2014 no such equity has been issued to any third party. Consequently, no non-controlling interest has been recognised. A non-controlling interest is intended to be recognized after the issue of shares and after the full recovery of pre-operating expenses.

RISKS AND UNCERTAINTIES

This document contains some forward looking statements that involve risks, uncertainties and other factors that could cause actual results, performance, prospects and opportunities to differ materially from those expressed or implied by those forward looking statements. Factors that could cause actual results or events to differ materially from current expectations include, among other things: volatility and sensitivity to market prices for gold; replacement of reserves; possible variations of ore grade or recovery rates; changes in project parameters; procurement of required capital equipment and operating parts and supplies; equipment failures; unexpected geological conditions; political risks arising from operating in certain developing countries; inability to enforce legal rights; defects in title; imprecision in reserve estimates; success of future exploration and development initiatives; operating performance of current operations; ability to secure long term financing and capital, water management, environmental and safety risks; seismic activity, weather and other natural phenomena; failure to obtain necessary permits and approvals from government authorities; changes in government regulations and policies including tax and trade laws and policies; ability to maintain and further improve labour relations; general business, economic, competitive, political and social uncertainties and other development and operating risks.

For further detail and discussion of risks and uncertainties refer to the Annual Information Form available on the Company's website.

CHANGES IN ACCOUNTING POLICIES AND STANDARDS INCLUDING INITIAL ADOPTION

Adoption of new accounting policies, standards, amendments and interpretations

The Group did not adopt any new and/or revised standards, amendments and interpretation from January 1, 2014 which had a material effect on the financial position or performance of the Group..

Accounting policies effective for future periods

The following accounting policies are effective for future periods:

IFRS 9 – Financial instruments

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This standard will replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 has two classification categories: amortized cost and fair value.

Classification of debt assets will be driven by the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. A 'simple' debt instrument is measured at amortised cost if: a) the objective of the business model is to hold the financial asset for the collection of the contractual cash flows, and b) the contractual cash flows under the instrument solely represent payments of principal and interest.

All other financial assets, including investments in complex debt instruments and equity investments must be measured at fair value.

All fair value movements on financial assets must be recognised in profit or loss except for equity investments that are not held for trading (short-term profit taking), which may be recorded in other comprehensive income (FVOCI). However, in March 2013, the IASB proposed limited amendments which would introduce a FVOCI category for certain eligible debt instruments.

For financial liabilities that are measured under the fair value option, entities will need to recognise the part of the fair value change that is due to changes in the entity's own credit risk in other comprehensive income rather than profit or loss.

New hedging rules are also included in the standard. These will make testing for hedge effectiveness easier which means that more hedges are likely to be eligible for hedge accounting. The new rules will also allow more items to be hedged and relax the rules on using purchased options and non-derivative financial instruments as hedging instruments.

It also contains a new impairment model which will result in earlier recognition of losses. The amendment also modifies the relief from restating prior periods. As part of this relief, the board published an amendment to IFRS 7, 'Financial instruments: Disclosure', to required additional disclosures on transition from IAS 39 to IFRS 9.

This standard is effective for years beginning on/after January 1, 2018. The Group has not assessed the impact of this new standard.

IFRS 7 – Financial instruments – Disclosure

This standard has been amended to require additional disclosures on transition from IAS 39 to IFRS 9. It is effective on adoption of IFRS 9.

The mandatory effective date for IFRS 9 is for the years beginning on/after January 1, 2018. The Group will apply the standard accordingly.

IAS 38 – Intangible assets

This standard is amended to clarify that the use of a revenue-based amortization method is not appropriate and the presumption may only be rebutted in certain limited circumstances.

The standard is effective for years beginning on/after January 1, 2016. The Group does not expect any material impact of this amendment.

IFRS 11 – Joint arrangements

The standard is amended to provide specific guidance on accounting for the acquisition of an interest in a joint operation that constitutes a business. The amendments are applicable to both the acquisition of the initial interest in a joint operation and the acquisition of additional interest in the same joint operation.

This standard is effective for years beginning on/after January 1, 2016. The Group will apply the standard accordingly and does not expect any material impact of this amendment.

IFRS 15 – Revenue from contracts with customers

This standard deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service.

The standard replaces IAS 18 'Revenue' and IAS 11 'Construction contracts' and related interpretations. The standard is effective for annual periods beginning on or after 1 January 2017 and earlier application is permitted. The group is assessing the impact of IFRS 15.


IAS 27 – Separate Financial Statements

This standard is amended to restore the option to use the equity method to account for investments in subsidiaries, joint ventures and associates in an entity's separate financial statements.

This amendment is effective for years beginning on/after January 1, 2016. The Group does not expect any material impact of this amendment.

IAS 28 – Investments in associates and joint ventures

This standard is amended to address the inconsistency between IFRS 10 and IAS 28. The main consequence



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of the amendments is that a full gain or loss is recognised when the transaction involves a business combination, and whereas a partial gain is recognised when the transaction involves assets that do not constitute a business.

This amendment is effective for years beginning on/after January 1, 2016. The Group will apply the standard accordingly.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Group.

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SUMMARY OF QUARTERLY RESULTS OF OPERATIONS

The following table sets forth unaudited information for each of the eight quarters ended March 31, 2013 through to December 31, 2014. This information has been derived from our unaudited consolidated financial

statements which, in the opinion of management, have been prepared on a basis consistent with the audited consolidated financial statements and include all adjustments, consisting only of normal recurring adjustments, necessary for fair presentation of our financial position and results of operations for those periods.

STATEMENT OF OPERATIONS	Dec 31 2014 \$000	Sep 30 2014 \$000	Jun 30 2014 \$000	Mar 31 2014 \$000	Dec 31 2013 \$000	Sep 30 2013 \$000	Jun 30 2013 \$000	Mar 31 2013 \$000
Sales Revenue	142,655	122,838	127,480	170,355	170,142	156,617	131,213	95,639
EBITDA (excluding gain/(loss) on undesignated hedges and impairment charge)	65,658	43,505	29,602	101,030	96,497	76,291	42,495	47,076
Earnings/(loss) after income tax and before gain/(loss) on undesignated hedges (net of tax and impairment charge)	30,615	20,688	993	59,869	45,810	43,125	(2,647)	6,490
Net Profit/(Loss)	37,829	16,884	(2,123)	58,945	(28,159)	43,735	(70,491)	7,059
Net earnings/(loss) per share								
Basic	\$0.13	\$0.06	\$(0.01)	\$0.20	\$(0.10)	\$0.15	\$(0.24)	\$0.02
Diluted	\$0.12	\$0.05	\$(0.01)	\$0.19	\$(0.10)	\$0.14	\$(0.24)	\$0.02

The most significant factors causing variation in the results are the volatility of the gold price and copper price, the variability in the grade of ore mined from the Macraes, Reefion and Didipio mines, gold and copper recoveries, the timing of waste stripping activities, movements in inventories and large movements in foreign exchange rates between the USD and the NZD.

NON-GAAP MEASURES

Throughout this document, we have provided measures prepared according to IFRS ("GAAP") as well as some non-GAAP performance measures. As non-GAAP performance measures do not have a standardised meaning prescribed by GAAP, they are unlikely to be comparable to similar measures presented by other companies.

We provide these non-GAAP measures as they are used by some investors to evaluate OceanaGold's performance. Accordingly, such non-GAAP measures are intended to provide additional information and should not be considered in isolation, or a substitute for measures of performance in accordance with GAAP.

Earnings before interest, tax, depreciation and amortisation (EBITDA) is one such non-GAAP measure

and a reconciliation of this measure to net Profit / (Loss) is provided on page 12.

All-In Sustaining Costs per ounce sold is based on the World Gold Council methodology and is a non-GAAP measure.

Cash costs per ounce sold is another such non-GAAP measures and a reconciliation of these measures to cost of sales, is provided on the next page.

Cash operating margin refers to the difference between average gold price received, and cash cost (net of by-product credits) per ounce of gold sold.

Free cash flows have been calculated as cash flows from operating activities less cash flows used in investing activities.

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Statement of Operations		Q4 Dec 31 2014	Q3 Dec 31 2014	Q4 Dec 31 2013	Year 2014	Year* 2013
Cost of sales, excluding depreciation and amortisation	\$000	69,167	68,995	64,089	289,888	260,651
Selling costs and sundry general and administration	\$000	6,024	7,127	5,663	26,795	14,527
By-product credits	\$000	(42,577)	(47,792)	(48,666)	(183,353)	(145,124)
Total cash costs (net of by-product credits)	\$000	32,614	28,330	21,086	133,330	130,056
Gold sales from operating mines	ounces	88,386	64,241	100,410	318,972	305,290
Cash operating costs	\$/ounce	369	441	210	418	426

* Note: Commercial production was declared effective April 1, 2013 at the Didipio Mine and costs net any revenue received prior to this date were capitalised. Ounces sold reflect Didipio's contribution for the period from April 1, 2013 to December 31, 2013

ADDITIONAL INFORMATION

Additional information referring to the Company, including the Company's Annual Information Form, is available on SEDAR at www.sedar.com and the Company's website at www.oceangold.com.

DISCLOSURE CONTROLS AND PROCEDURES

The Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the Company's disclosure controls and procedures as at December 31, 2014. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective as at December 31, 2014 to provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, would be made known to them by others within those entities. These controls were designed and evaluated using the framework set forth in Internal Control – Integrated Framework published by The Committee of Sponsoring Organizations of the Treadway Commission ("COSO" 1992).

INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of OceanaGold, including the Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of the design and operation of the Company's internal controls over financial reporting and disclosure controls and procedures as of December 31, 2014. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that they were effective at a reasonable assurance level.

There were no significant changes in the Company's internal controls, or in other factors that could significantly affect those controls subsequent to the date the Chief Executive Officer and Chief Financial Officer completed their evaluation, nor were there any significant deficiencies or material weaknesses in the Company's internal controls requiring corrective actions.

The Company's management, including the Chief Executive Officer and the Chief Financial Officer, does not expect that its disclosure controls and internal controls over financial reporting will prevent all errors and fraud. A cost effective system of internal controls, no matter how well conceived or operated, can provide only reasonable not absolute, assurance that the objectives of the internal controls over financial reporting are achieved.

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SECTION C

SHAREHOLDER INFORMATION

(a) Number of holders of equity securities

Total shares issued and outstanding as at 7 May 2015: 303,484,668

FULLY PAID ORDINARY SHARES

- 114,742,275 Common Shares are held by 6,165 individual shareholders as at 17 April 2015 across the ASX and NZX.
- 188,742,393 Common Shares are held by 433 individual shareholders as at 17 April 2015 on the TSX.

The Common Shares – being fully paid ordinary shares – trade on the Toronto Stock Exchange (the “TSX”) under the symbol “OGC”, on the NZX Main Board in New Zealand (the “NZX”) under the stock code “OGC” (and subject to a ‘Non-Standard Designation), and on the Australia Securities Exchange (the “ASX”) under the symbol “OGC”.

Non-Registered Shareholders in Australia hold CHESS Depository Interests (“CDIs”) of the Company, or units of beneficial ownership of the underlying Common Shares, which are registered in the name of CDN.

Voting rights of members are governed by the Company’s Constitution. All fully paid shares issued by the Company carry one vote per share.

(b) Distribution of shareholdings

ASX/NZX combined:

Holding	Number of Holders	Number of Shares
1 - 1,000	2,996	1,264,666
1,001 - 5,000	2,190	5,396,414
5,001 - 10,000	517	4,008,486
10,001 - 100,000	418	11,016,181
100,001 and over	45	93,056,528
Total number of holders	6,165	114,742,275

Number of shareholders holding less than a marketable parcel (of 210 shares) – 1070.

TSX:

Holding	Number of Holders	Number of Shares
1 - 1,000	402	23,738
1,001 - 5,000	21	45,371
5,001 - 10,000	4	30,440
10,001 - 100,000	2	48,873
100,001 and over	4	188,593,971
Total number of holders	433	188,742,393

Number of shareholders holding less than a marketable parcel (200 shares) – 367

(c) Substantial shareholders

To the best of the knowledge of the directors and executive officers of the Company and in respect only of the voting securities of the Company outstanding as at 31 March 2015, the following table sets forth those persons who beneficially own, or control or direct, directly or indirectly, 10% or more of the Common Shares outstanding:

Name of Shareholder	Designation of Class	Type of Ownership	Number of Common Shares Held	Percentage of Class
Van Eck Associates Corporation	Common Shares	Beneficial	45,134,627	14.87%
Ingalls & Snyder LLC	Common Shares	Beneficial	32,599,695	10.74%

The names of the 20 largest holders of fully paid ordinary shares as at 31 March 2015 are listed below:

Top 20 Shareholders					
Rank	Name	Units ASX/NZX	Units TSX	Combined	% of Units
1.	Van Eck Associates Corporation	23,197,937	21,936,735	45,134,672	14.87%
2.	Ingalls & Snyder LLC	6,857,082	25,742,613	32,599,695	10.74%
3.	Dimensional Fund Advisors, L.P.	0	13,350,000	13,350,000	4.40%
4.	JPMorgan Asset Management U.K. Limited	10,071,230	0	10,071,230	3.32%
5.	Wellington Management Company, LLP	0	9,000,000	9,000,000	2.97%
6.	Vinva Investment Management Limited	6,893,346	0	6,893,346	2.27%
7.	BlackRock Investment Management (UK) Ltd.	6,500,000	0	6,500,000	2.14%
8.	Fiera Capital Corporation	0	6,000,000	6,000,000	1.98%
9.	Deutsche Asset & Wealth Management Investment GmbH	0	5,912,589	5,912,589	1.95%
10.	USAA Investment Management Company	2,300,000	3,600,000	5,900,000	1.94%
11.	Norges Bank Investment Management (NBIM)	0	3,793,000	3,793,000	1.25%
12.	British Columbia Investment Management Corp.	0	3,749,000	3,749,000	1.24%
13.	RBC Global Asset Management Inc.	0	3,482,000	3,482,000	1.15%
14.	Realindex Investments Pty. Ltd.	3,186,579	0	3,186,579	1.05%
15.	Connor, Clark & Lunn Investment Management Ltd.	0	3,000,000	3,000,000	0.99%
16.	CPP Investment Board	0	2,870,000	2,870,000	0.95%
17.	Fidelity Management & Research Company	0	2,842,300	2,842,300	0.94%
18.	First Asset Investment Management, Inc.	0	2,790,000	2,790,000	0.92%
19.	The Vanguard Group, Inc.	0	2,657,350	2,657,350	0.88%
20.	PSP Investments	0	2,643,000	2,643,000	0.87%
Totals:		59,006,174	113,368,587	172,374,761	56.80%

SECTION D

CORPORATE GOVERNANCE STATEMENT

Introduction

As a multi-national organisation operating globally, OceanaGold Corporation (the “Company”) recognises that it is imperative to have in place an appropriate “framework of rules, relationships, systems and processes within and by which authority is exercised and controlled”¹. These mechanisms all form part of the Company’s corporate governance system.

In order to promote stakeholder confidence and protect shareholder value, the Company is committed to ensuring that it maintains a corporate governance system which reflects best practice. Accordingly, the Company has established a governance system that is designed to comply with the regulatory requirements applicable in Australia, Canada and New Zealand, being the jurisdictions in which the Company maintains public listings.

This statement provides an outline of the main corporate governance policies and practices that the Company had in place during its 2014 financial year ending 31 December 2014. This statement has been approved by the Board of Directors of the Company and the information contained herein is correct as of 7 May 2015, unless stated otherwise.

The Company’s Corporate Governance Statement below, is structured with reference to the ASX Corporate Governance Council’s 3rd edition of its *Corporate Governance Principles and Recommendations* (the “Principles”), which are as follows:

Principle 1 – Lay solid foundations for management and oversight

Principle 2 – Structure the board to add value

Principle 3 – Act ethically and responsibly

Principle 4 – Safeguard integrity in corporate reporting

Principle 5 – Make timely and balanced disclosure

Principle 6 – Respect the rights of security holders

Principle 7 – Recognise and manage risk

Principle 8 – Remunerate fairly and responsibly

For a full copy of the Principles, refer to the ASX website: www.asx.com.au.

A summary of specific matters to note in relation to the Company’s current corporate governance practices is set out below. Further information on corporate governance policies and practices is available in the “Governance” section of the Company’s website: www.oceanagold.com/about-us/governance.

1 Lay solid foundations for management and oversight

1.1 Board and Management Roles

The Board is responsible for providing strategic direction, defining broad issues of policy and overseeing the management of the Company to ensure it is conducted appropriately and in the best interests of shareholders.

In summary, the Board is responsible for: the management of the affairs of the company, including its financial and strategic objectives; evaluating, approving and monitoring the Company’s strategic and financial plans; evaluating, approving and monitoring the Company’s annual budgets and business plans; evaluating, approving and monitoring major capital expenditure, capital management and all major corporate transactions, including the issue of the Company’s securities; and approving all financial reports and material reporting and external communications by the Company in accordance with the Company’s Investor Relations Policy.

The Board has delegated certain responsibilities and authorities to the Chief Executive Officer (CEO) and his executive team to enable them to conduct the Company’s day-to-day activities, subject to certain limitations set out in an authorisation policy approved by the Board. Matters that are beyond the scope of those limitations require Board approval.

There is a formal Board Charter documenting the membership and operating procedures of the Board and the apportionment of responsibilities between the Board and management. The Company updated its Board Charter in 2014 to reflect best industry practice and to streamline its process for reviewing Board performance. This included the implementation of a new performance evaluation questionnaire contained in Schedule B of the Charter. A copy of the Board Charter is available on the Company’s website at www.oceanagold.com/about-us/governance.

¹ Justice Owen in the HIH Royal Commission, *The Failure of HIH Insurance Volume 1: A Corporate Collapse and its Lessons*, Commonwealth of Australia, April 2003 at page xxxiv.

During the Company's 2014 financial year, the composition of the Board was as follows:

- Mr. James E Askew (Chairman and non-executive director);
- Mr. J Denham Shale (non-executive director);
- Mr. Jose P Leviste, Jr. (non-executive director);
- Mr. Jacob Klein (non-executive director)²;
- Mr. William H Myckatyn (non-executive director);
- Dr. Geoff W Raby (non-executive director);
- Mr. Paul B Sweeney (non-executive director)³; and
- Mr. Michael F Wilkes (CEO and managing director).

The Board examines its size and diversity annually to determine whether the number of directors is appropriate. The Board is satisfied that its current number of directors is appropriate, providing a diversity of views and experience while maintaining efficiency. The Board believes that its current composition fairly represents the interests of Shareholders.

1.2 Director Profiles

In accordance with the current Articles of the Company, the directors of the Company shall be 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. The Company undertakes appropriate checks prior to appointing directors or putting forward an individual to security holders as a candidate for election.

Annual elections are seen as being an essential part of best practice corporate governance, permitting shareholders the opportunity to evaluate the performance of board members on an annual basis. All seven of the directors have been nominated for election or re-election at the Meeting in accordance with the current Articles of the Company as approved by the shareholders at the previous annual general meeting of shareholders.

Material information on each of the Company's directors can be found in the latest Management Information Circular.

1.3 Terms of Appointment

Each of the current directors and senior executives have employment agreements with the Company or a wholly-owned subsidiary of the Company, the material terms of which and their compensation for 2014 are set forth in the Company's most recently filed Management Information Circular.

1.4 Accountability of Company Secretary

The company secretary of OGC is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board of the Company.

1.5 Diversity

The Company is committed to building a flexible and diverse organisation, providing opportunities and workplace arrangements that accommodate the needs of individuals from varied backgrounds. The Company will continue to respect the unique characteristics of its employees and the diverse experience that every individual brings to the workplace.

Every year, the Company publishes a Sustainability Report which is prepared in accordance with the Listing Requirements of the Toronto Stock Exchange. This document outlines gender diversity across management, as well as the workforce as a whole, and is available on the Company's website.

1.5.1 Diversity Policy

In accordance with the recommendations of previous editions of the Principles, the Company implemented a Diversity Policy in February 2013 to reflect its ongoing efforts and commitment to maintaining and developing a diverse workforce.

In order to transform its diversity goals into achievable outcomes, the Company has also implemented measurable objectives regarding diversity in the workplace. These objectives complement policies already in place which facilitate the maintenance and development of a diverse workforce. The Diversity Policy is available on the Company's website at www.oceanagold.com/about-us/governance.

² Mr. Klein resigned as a director of OceanaGold Corporation effective 30 July 2014.

³ Mr. Sweeney was appointed to the board of OceanaGold Corporation effective 30 July 2014 to replace the vacancy left by Mr. Klein.

1.5.2 Measurable Objectives

The previous measurable objectives and the Company's progress towards achieving them are outlined in the below table:

	Objective	Progress towards achievement	Comments
1.	At least one female applicant in 75% of all open roles in the Company.	Achieved	Our sites have indicated that there has been at least one female applicant in 75% of all open roles in the Company.
2.	Increase the percentage of women in supervisor/ superintendent roles and above 5% by June 2014.	Achieved	Overall, there has been an increase of women in senior roles within the business. In 2013, we had 15 women in senior roles such as GM, Manager and Superintendent. In 2014, this increased to 21 women in senior roles.
3.	Identify and train high potential women, to develop skills and experience to take on leadership roles	Partially achieved	Based on the feedback from our sites, we do not have a leadership program that specifically targets high potential women. However, we do have a small number of women participating in general leadership programs.
4.	Provide training to all staff to raise awareness of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity	Partially achieved	HR inductions will include a section on rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity. This will capture new employees only. Training still needs to be rolled out to the business to capture those existing employees.
5.	Periodically review and report to the board on the proportion of women and ethnic minorities at all levels of the Company.	Achieved	In 2014, women accounted for 16.43% of the entire workforce. This increased by almost 1% since 2013.

1.5.3 2015 Measurable Objectives

The Company recognises that diversity in the workplace provides a competitive advantage and that the success of the organisation is a reflection of our people. Consequently, OceanaGold takes its commitments very seriously, and continues to focus on the development of an inclusive and diverse workplace. In order to continue to achieve progress on this front, the Company has implemented the following measurable objectives for achieving diversity moving forward:

- Obtain a minimum of 2 applications from female candidates for 75% of open roles.
- Increase the percentage of women in professional and supervisory roles by 3%.
- Increase awareness of employee rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity.
- Form a Diversity & Inclusion Committee (with representatives from each site) to drive diversity & inclusion initiatives at their respective sites.

The Company will report against these measurable objectives in its 2016 Corporate Governance Statement.

1.5.4 Gender Diversity across the Company

We continue to see strong participation by female employees across the organization. In Australia, over half of all positions are held by women and 67% of those positions are in professional or managerial roles. The total number of professional female employees has increased by 5% to 21% from 16% in 2013.

This trend is reflected in the Philippines and El Salvador where women represent 21.55% and 21.88% of the workforce respectively.

Male employees account for the majority of our full time workforce reflecting the fact that mining related roles have historically been held by males. Female employees now account for 16.43% of our total full time workforce.

In 2013, the Company added its first female executive. This is a step in the right direction on gender diversity and we aim to continue achieving strong gains in female employment in the years ahead.

While there are no targets in place regarding the representation of women on the Board of Directors or when hiring executive officers, the Company has a Diversity Policy which recognises that a diversified workforce is crucial to achieving the Company's vision of being a high performing mid-tier producer, and further outlines the Company's approach to promoting diversity. The Diversity Policy requires the Company to take a merit based approach to the selection of employees, senior management and the

Board with an emphasis on promoting diversity at all levels, to adopt measurable objectives to achieving diversity, and to track the achievement of objectives. The Remuneration and Nomination Committee reviews the Diversity Policy on a periodic basis. Currently, the Company does not have any female directors but has one female executive officer, being the Company Secretary and Corporate Counsel.

The Company remains committed to the provision of flexible working arrangements for staff members who have domestic or other responsibilities, as well as the promotion of an inclusive and supportive workplace culture.

Furthermore, the Company seeks to provide training and development opportunities to staff across the Company's various locations, ensuring that all employees are given fair and equal access to all employment opportunities. The Company recognises that leadership talent development is fundamental to a high performance organisation. In 2014, the Company successfully launched its pilot session of 'Lead as Coach' in the Philippines. By developing the coaching capability of our leaders, we aim to improve both our talent management and employee engagement. In 2015, we will extend this program to all operations.

1.6 Performance Evaluation - Board

The performance of the Board, its committees and individual directors is reviewed on an annual basis.

The Board maintains the Remuneration and Nomination Committee responsible for carrying out periodic performance evaluations of the Board, individual non-executive directors and Board committees. The Committee is further described below at section 2.1.

The Board has established three committees to assist the Board in discharging its responsibilities as follows:

- Audit and Financial Risk Management Committee;
- Remuneration and Nomination Committee; and
- Sustainability Committee.

Each committee is governed by a formal charter approved by the Board, documenting the committee's composition and responsibilities. Copies of these charters are available from the Company's website.

For the period under review, Directors' participation in meetings of the Board and sub-committees is summarised in the table below. It is customary for the Chairman to invite Company executives (including the CEO) to attend Committee meetings.

Director	Board of Directors		Audit and Risk Committee		Remuneration and Nomination Committee		Sustainability Committee	
	Number Held	Number Attended	Number Held	Number Attended	Number Held	Number Attended	Number Held	Number Attended
J E Askew	7	7	-	Non-member	4	4	4	4
J D Shale	7	7	4	4	-	Non-member	4	4
J P Leviste Jr.	7	7	-	Non-member	-	Non-member	4	4
J Klein ¹	4	3	3	3	2	2	-	Non-member
P B Sweeney ²	3	3	1	1	2	2	-	Non-member
W H Myckatyn	7	7	-	Non-member	4	4	4	4
M F Wilkes	7	7	-	Non-member	-	Non-member	-	Non-member
G W Raby	7	7	4	4	-	Non-member	-	Non-member

¹ J Klein resigned effective 30 July 2014. Accordingly, this summary only accounts for Board and Committee meetings held under his tenure during the 2014 fiscal year.

² P B Sweeney was appointed to the Board of Directors, as well as the Audit and Remuneration committees effective 30 July 2014. Accordingly, this summary only accounts for Board and Committee meetings held under his tenure during the 2014 fiscal year.

For further information on the performance evaluation of the Company's committees, board and individual directors, refer to the latest Management Information Circular.

1.7 Performance Evaluation – Senior Executives

In addition to evaluating the performance of the Board, the Remuneration and Nomination Committee is also responsible for reviewing and making recommendations to the Board in respect of the performance measurement and remuneration of senior executives of the Company. The Committee is further described below at section 2.1.

At the beginning of each year, performance objectives in the form of key performance indicators ("KPIs") are set for the management for the ensuing year. These KPIs are periodically assessed throughout the year and then formally reviewed at the end

of the year. Short term incentives and adjustments to annual remuneration are then awarded based on individual performance against KPIs as well as the overall financial performance of the company.

For further information on executive compensation and performance evaluation, refer to the Company's latest Management Information Circular.

2 Structure the board to add value

2.1 Remuneration and Nomination Committee

The **Remuneration and Nomination Committee** is responsible for reviewing and making recommendations to the Board in respect of:

- recruitment, retention, remuneration, performance management and termination policies and procedures for non-executive directors, the CEO and any other executive director, the Company Secretary and all senior executives reporting directly to the CEO;
- considering nominees for independent directors of the Company;
- establishing processes for the review of the performance of individual directors, Board committees and the Board as a whole;
- planning for the succession of directors and executive officers of the Company to ensure that the Board and management have appropriate skill and experience; and
- the skills and competencies required on the Board and the extent to which those skills are represented on the Board.

The Remuneration and Nomination Committee Charter includes the:

- key elements of the performance evaluation process;
- appointment letter used by the Company to appoint new directors and inform new directors of their roles and responsibilities; and
- induction procedures and policies for new directors (including procedures for briefing new directors on the Company, its business and the gold industry in general).

The Remuneration and Nomination Committee is required to meet at least twice a year and to report to the Board following each meeting. The Company Secretary is also the secretary of the Remuneration and Nomination Committee. During the Company's 2014 financial year, the Remuneration and Nomination Committee conducted reviews of performance, remuneration and skills and competencies of senior executives, individual directors, Board committees and the Board as a whole, and made recommendations in accordance with the process set out below and in accordance with its Charter.

The Remuneration and Nomination Committee had three members at all times in 2014. The members of the Remuneration and Nomination Committee during 2014 were:

- J Klein (Chairman until his resignation 30 July 2014);
- W H Mykатыn (appointed Chairman following J Klein's resignation);
- J E Askew; and
- P B Sweeney (appointed 30 July 2014).

Each member of the Remuneration and Nomination Committee is currently independent within the meaning of NI 52-110. Furthermore, the Board considers that the skills, experience and independence of the current Remuneration and Nomination Committee members allow the Committee to discharge its functions in accordance with the Principles. Further, the Committee is authorised by its Charter to access professional advice from employees of the Company and from appropriate external advisors.

A copy of the Remuneration and Nomination Committee Charter is available on the Company's website at www.oceanagold.com/about-us/governance.

2.2 Skills Matrix

As at 31 December 2014, the Board was comprised of six non-executive directors and an executive director, who provide an appropriate mix of business and specialist skills and qualifications. The Board considers that a diverse range of skills, experience and backgrounds is required on the Board to effectively govern the business. It determines and reviews from time to time the mix of skills and diversity that it looks to achieve in its membership. Having regard to the nature of the Company's business, that mix includes financial, strategic, operational, regulatory and mining engineering, predominantly in precious and base metals.

The Board recently adopted a skills matrix which it will use as a tool to assess the skills and experience of current directors, and those which the Board considers complement its capacity to carry out its functions and discharge its duties.

2.3 Director Independence

The Board Charter requires the Board to assess the independence of the Company's non-executive directors by reference to the requirements published by the Canadian Securities Administrators and the ASX Corporate Governance Council as such rules are replaced, updated or revised from time-to-time. This includes the *Independence Requirements of Canadian National Instrument 52-110* and the Principles.

These criteria are considered subject to the materiality thresholds set by the Board from time to time. In the case of service providers or similar, the general standard for materiality is that the fees to the firm from the Company do not represent more than 5% of the firm's total fees, nor more than 5% of the Company's total spend, in the relevant area and the relevant director does not receive any remuneration directly related to the Company's use of the firm (e.g. 'finder's fee'). The Board may determine a director to be independent so long as the director retains the ability and willingness to operate independently and objectively and to challenge the Board and management, notwithstanding the existence of a relationship listed in Box 2.3 of the Principles.

During 2014, Mr Jose Leviste Jr. provided valuable advisory services to the Philippines subsidiary of the Company and received fees in relation to these services. The total amount of fees paid to Mr Leviste has been disclosed in section 5 of the Management Information Circular. That amount represents less than 5% of the Company's total spend, but may represent more than 5% of the total fees that Mr Leviste received in the provision of professional services.

Further information on director tenure and independence can be found in the Company's latest Management Information Circular.

2.4 Majority of the Board Independent

With the exception of Messrs Leviste and Wilkes (who is the CEO and Managing Director), the Board was of the view that during 2014, all other directors were independent having regard to the standards used as a reference benchmark as aforementioned. Accordingly, during the Company's 2014 financial year the Board comprised a majority of independent, non-executive directors.

2.5 Separate Individuals as Chair and CEO

The current CEO is Mr. Michael Wilkes, and as disclosed above, the current Chairman is Mr. James E. Askew. As recommended by the Corporate Governance Council, the Company maintains the separation of these roles and they are performed by different individuals.

The Board has also nominated Mr. J Denham Shale as Lead Director. The Board at the first Board meeting following each annual general meeting will consider the position of lead director. It is envisaged that the normal term for a lead director will be a period of five years subject to satisfactory performance and re-election by shareholders to the Board.

Pursuant to the terms of the Board Charter, the Lead Director will:

- enhance the ability of the Board to act independently of management;
- when appropriate, call and chair meetings of the independent Directors, so as to ensure that said directors have adequate opportunities to discuss issues affecting shareholders, and serve as the spokesperson for the independent directors in subsequent communications with related parties;
- review conflict of interest issues with respect to the Board as they may arise;
- act as a liaison between the chairman and the independent directors on sensitive issues;
- in collaboration with the chairman, provide guidance so as to ensure the Board successfully carries out its duties; and
- perform any additional duties as requested by the Board.

Directors' qualifications, experience, dates of appointments and details of other listed company directorships are outlined in section 2 of the Management Information Circular and available on the Company's website.

2.6 Director Induction

New directors receive a letter of appointment and a deed of access and indemnity. The letter of appointment outlines the Company's expectations of directors with respect to their participation, time commitment and compliance with the Company's policies. The Remuneration and Nomination Committee Charter contains a detailed overview of the director induction process at Annexure 2. The Charter is available on the Company's website.

Directors are entitled to seek independent professional advice, at the Company's expense, to assist them in fulfilling their responsibilities, subject to obtaining the prior approval of the Chairman. Any such advice must be made freely available to all directors.

3 Principle 3 – Act ethically and responsibly

3.1 Codes of Conduct

The Board supports high standards of ethical behaviour and requires all directors, employees and contractors to act with integrity at all times.

The Company has both a Corporate Code of Conduct and a Directors' Code of Conduct which seek to foster high standards of ethics and accountability among directors, employees and contractors in carrying out the Company's business. The Codes provide guidance on a variety of matters such as expected standards of behaviour, confidentiality, securities dealing, public statements, use of Company property, conflicts of interest and financial reporting.

The Codes are supplemented by formal policies and procedures in relation to matters such as health and safety, environment and community, discrimination, harassment and bullying, diversity and equal opportunity and investor relations. Specific issues of note are summarised below:

Directors' conflicts of interest - directors of the Company must keep the Board advised, on an ongoing basis, of any material personal interest in a matter that relates to the affairs of the Company. Where a director has a material personal interest in a matter, the director concerned will absent himself from Board discussions of the matter and will not cast a vote in relation to the matter; and

Securities Trading Policy - the Company's comprehensive securities dealing policy applies to all directors, employees and contractors. The policy prohibits trading in the Company's securities by directors, employees or contractors at any time when they are in possession of price sensitive information that is not generally available to the market. In addition, the policy places a total embargo on short term trading by directors and senior employees at all times. The policy further identifies "blackout" periods where directors and senior management are embargoed from dealing in the Company's securities. An internal disclosure procedure applies to directors and senior employees wishing to buy or sell Company securities or exercise options over Company securities. Directors also have specific disclosure obligations under laws and regulations applicable in Australia, New Zealand and Canada.

Copies of the Codes and the Securities Trading Policy are available on the Company's website at www.oceanagold.com/about-us/governance.

4 Safeguard integrity in corporate reporting

4.1 Audit Committee

The Company has established an Audit and Financial Risk Management Committee to oversee financial reporting and safeguard integrity.

In accordance with the requirements of *National Instrument 52-110 – Audit Committees*, the Audit and Financial Risk Management Committee is structured so that it:

- has at least three members;
- consists only of non-executive directors;
- consists only of independent directors; and
- is chaired by an independent chair, who is not chair of the board.

This is in line with the *Principles and Recommendations*.

Details of the Audit and Financial Risk Management Committee membership and meetings attended are set out above in section 1.6.

The **Audit and Financial Risk Management 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 and Financial Risk Management Committee during 2014 were:

- J D Shale (Chairman);
- J Klein (resigned 30 July 2014);
- P B Sweeney (appointed 30 July 2014); and
- G W Raby.

Each member of the Audit and Financial Risk Management Committee is currently independent and financially literate within the meaning of NI 52-110.

The Board considers that the skills, experience and independence of the current Audit Committee members (as set out in the Management Information Circular) allow the Committee to discharge its functions in accordance with the Principles. Further, the Committee is authorised by its Charter to retain, at the Company's expense, outside counsel, consultants or advisors.

A copy of the Audit and Financial Risk Management Committee Charter is available on the Company's website at www.oceanagold.com/about-us/governance.

4.2 CEO and CFO Certifications as to Financial Statements

The Board requires the CEO and Chief Financial Officer to certify in writing, on an annual basis, that the Company's financial reports present a true and fair view of the Company's financial position and performance, have been prepared in accordance with relevant accounting standards and are based on the Company's internal systems of financial control and compliance.

The Board has received certification in writing from the CEO and Chief Financial Officer in connection with the Company's financial statements for the year ended 31 December 2014. The certification provided by the CEO and Chief Financial Officer as to the integrity of the financial statements was founded on a sound system of risk management and internal control and that system was operating effectively in all material respects in relation to financial reporting risks. Further, management monitors material business risks and assesses internal control continually throughout the year.

These certifications are prepared in accordance with Canadian Listing Requirements, and are substantially similar to those required under section 295A of the Corporations Act 2001.

4.3 External Auditor Available at AGM

The Company's auditor – PricewaterhouseCoopers – attends each annual general meeting and is available to answer questions about the conduct of the audit and the preparation and contents of the auditor's report.

5 Make timely and balanced disclosure

The Company has developed a Continuous Disclosure Policy and related procedures to ensure timely and balanced disclosure to stakeholders. A copy of the Policy is available on the Company's website.

The Company complies with its continuous disclosure obligations by ensuring that price sensitive information is identified, reviewed by management and disclosed to applicable listing regulators in a timely manner and that all such information is posted on the Company's website as soon as possible after disclosure. The Company Secretary manages compliance with the Company's continuous disclosure obligations and communications with applicable listing regulators.

6 Respect the rights of security holders

The Board aims to ensure that shareholders are kept informed of all major developments affecting the Company by communicating information through continuous disclosure, periodic reporting, investor briefings and presentations at the Company's annual general meetings. The Company posts public announcements, notices of general meetings, reports to shareholders, presentations and other investor-related information on the Company's website. Shareholders are encouraged to attend all meetings or, if unable to attend, to vote on the resolutions proposed by appointing a proxy.

Shareholders are given the option to receive communications from, and send communications to the Company and its security registry – Computershare – electronically. Shareholders are also encouraged to contact the Company via its website which has a dedicated "Contact Us" page located at www.oceanagold.com/contact-us.

In 2014, the Company updated its Investor Relations Policy to reflect current guidance on shareholder communication published by the ASX in 3rd edition of the Principles. The Policy is available on the Company's website.

7 Recognise and manage risk

Risk Management

The Board is responsible for risk oversight and management, and is assisted in the discharge of its responsibilities in relation to risk by both the Audit Committee and the Sustainability Committee.

The Company's risk management framework includes various internal controls and written policies, such as policies regarding authority levels for expenditure, commitments and general decision making and policies and procedures relating to health, safety

and environment designed to ensure a high standard of performance and regulatory compliance. Communication to investors of any material changes to the Company's risk profile is covered by the Company's Continuous Disclosure Policy.

Further, the Company is fully committed to conducting business in an ethical and honest manner, and intends to comply with bribery and corruption laws in all of the jurisdictions in which it operates. A new corporate anti-bribery and anti-corruption policy was approved by the Board in September 2014.

The Board has delegated day-to-day responsibility for risk management and internal controls, including the implementation of systems to manage material business risk, to the CEO. The CEO is primarily responsible for identifying risks, monitoring risks, promptly communicating risk events to the Board, responding to risk events and reporting to the Board on the effectiveness of the Company's management of its material business risks. Management has reported to the Board as to its assessment of the effectiveness of the Company's management of its material business risks.

Audit and Financial Risk Management Committee

Management reports to the Audit and Financial Risk Management Committee on a quarterly basis, and the Committee in turn reports on key issues to the Board on a regular basis. Risk within the business is discussed monthly at the Executive Committee meeting, and the Company's internal risk management framework, as well as compliance with the framework, is signed off annually.

The Company's latest Management Information Circular discloses how often the Committee meets, and the Charter is available on the Company's website.

Sustainability

OceanaGold's dedicated Sustainability Committee is chaired by J E Askew. This Committee monitors and updates the Company's sustainability policies. The Company's governance practices provide oversight on key areas of focus that drive the sustainability program. These areas include Human Rights, Community Engagement, Sustainable Development and Environmental Stewardship.

The Company is committed to the principles of sustainable development. OceanaGold Corporation and its predecessor entities have been operating in a safe and sustainable manner for nearly 23 years in New Zealand and more recently in the Philippines. The Company has a proven track record of success and an unwavering commitment to sustainability.

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. During 2014, members of the Sustainability Committee comprised:

- J E Askew (Chairman);
- J D Shale;
- J P Leviste, Jr.; and
- W H Myckatyn.

Every year, the Company publishes a Sustainability Report which is prepared in accordance with the Listing Requirements of the Toronto Stock Exchange. This year, the Sustainability Report has been prepared in accordance with the Global Reporting Initiative G4 Guidelines. For more information on sustainability at OceanaGold Corporation, please refer to the latest Sustainability Report which is available on the website at: <http://www.oceanagold.com/investors-and-media/corporate-reports/>.

Internal Controls

In addition to the above, the Company has progressively implemented the Resource and Reserve Advisory Committee which is responsible for reviewing and monitoring compliance with Resource and Reserve policies, and ensuring that appropriate internal controls are applied to mineral resource and ore reserves calculations.

The procedures of the internal controls review include:

- Formal sign-off of competent person appointments;
- Appropriateness of ore resources classification;
- Review and approval of significant changes in resource model;
- Annual sign-off of the mineral resources and ore reserves;
- Review of optimization of reserve model and design of pit.

For more information on material risks, please refer to the Company's latest Annual Information Form for the year ended December 31, 2014 available at www.sedar.com.

8 Principle 8 – Remunerate fairly and responsibly

The total direct compensation for the Company's executive officers comprises both a fixed component and an at-risk component. The at-risk component is composed of short-term and long-term incentives. It does not provide for an executive pension plan. The compensation program aims to ensure total remuneration is competitive by market standards and links rewards with the short-term and long term strategic goals and performance of the Company.

Currently, the Company's compensation package for its "Named Executive Officers" or "NEOs" (as defined in the Management Information Circular) consists of base salary, bonuses and the granting of performance rights under the Company's current Performance Rights Plan.

Executive compensation is linked to the performance of the Company and the individual, with the goal of ensuring that the total compensation is at a level that ensures the Company is capable of attracting, motivating and retaining individuals with exceptional executive skills.

The Company does not have any retirement benefit schemes in operation or any accrued retirement benefits in favour of any of the non-executive directors. Further details regarding the remuneration of senior executives and non-executive directors can be found in the Management Information Circular at sections 3 and 5.

8.1 Remuneration and Nomination Committee

The Company has a combined Remuneration and Nomination Committee, the details of which are outlined above at section 2.1, and in the Company's latest Management Information Circular.

8.2 Policies on remuneration

The total direct compensation for the Company's non-executive Directors comprises both a fixed component and a once-off commencement grant of Performance Rights under the current Performance Rights Plan.

As noted above, the Board maintains a Remuneration and Nomination Committee responsible for making recommendations to the Board regarding remuneration. The Committee's Charter is available on the Company's website. The Charter forms the basis for the Company's policies and procedures.

As the Company is incorporated in Canada, it is not required to comply with section 300A of the Corporations Act or Accounting Standard AASB 124 Related Party Disclosures. The Company is however required under Canadian law to provide details on director and senior executive compensation arrangements and these details can be found in the Management Information Circular. Whilst these disclosures are not materially the same as would otherwise be disclosed, if the Company were incorporated in Australia and regulated by the Corporations Act, the Company regards such disclosures as providing shareholders with an appropriate level of information.

8.3 Policy on entering into transactions which limit the economic risk of participating in equity based remuneration scheme

In accordance with the Company's Securities Trading Policy, all Senior Management (including NEOs and directors) must not buy, sell or deal in the Company's Securities during any blackout periods.

The Company currently operates one active employee equity compensation plan, being the Performance Share Rights Plan. The Amended 2007 Stock Option Plan expired on 4 June, 2013. Notwithstanding the expiry of the Option Plan, a number of options remain outstanding and continue to vest under the plan.

Furthermore, an Evergreen Incentive Stock Option Plan was introduced into the Company following the acquisition of Pacific Rim Mining Corp. ("Pacific Rim"). For clarity, the Company does not issue options under this plan, rather the plan is maintained whilst outstanding options continue to vest and expire.

Under the current rules of the Company's Performance Rights Plan, NEOs and directors of the Company are not restricted from purchasing financial instruments, including, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

However, pursuant to one of the amendments to be put to shareholders at the Company's 2015 Annual General and Special Meeting (the "AGM") on 12 June 2015, under the rules of the of the 2015 Amended and Restated Performance Share Rights Plan, Designated Participants will no longer be permitted to enter into transactions which limit the economic risk, or hedge or offset a decrease in the market value of performance rights which have not vested. Please see the latest Management Information Circular for more information on the proposed amendments to the Performance Right Plan.

9 Additional Information

In addition to the above and as a pre-condition to initial listing on the ASX, the Company notes as follows:

- the Company's jurisdiction of incorporation is British Columbia, Canada;
- the Company is not subject to Chapters 6, 6A, 6B or 6C of the Corporations Act; and
- no limitations have been placed on the acquisition of securities in the place of incorporation.

9.1 Canada

In addition to Australian requirements, the Company also complies with specific Canadian corporate governance obligations. In accordance with Canadian requirements, specific disclosures are contained in the Company's Proxy Circular, furnished to shareholders in connection with the Company's annual general and special meeting.

9.2 New Zealand

New Zealand shareholders should note that the Company is listed with the Toronto Stock Exchange (TSX) as its home exchange. The TSX corporate governance rules and principles may materially differ from the NZX Limited (NZX) corporate governance rules and the principles of the Corporate Governance Best Practice Code of NZX. More information about the corporate governance principles of the TSX is available from the TSX website at www.tsx.com.

As required by the NZSX/NZDX Listing Rules, the Company discloses that:

- the rules set out in Appendix 17 of the NZX Listing Rules do not apply to the Company as it is a "Dual Listed Issuer" (as defined in the NZSX/NZDX Listing Rules); and
- on 9 June 2011, the Company was granted waivers from NZSX/NZDX Listing Rules 1.6.1, 5.1.6(b), 5.1.7(b) and 10.10.4.

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Ticker symbol: OGC

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