

# ANTI-BRIBERY & ANTI-CORRUPTION POLICY

## 1 PURPOSE

OceanaGold Corporation (**OceanaGold** or the **Company**), its Employees, and all of its Associates are committed to upholding the highest standards of professional and ethical behaviour. The Company strives to conduct its businesses honestly and in an ethical manner by adhering to its core values of respect, integrity, teamwork, innovation, action and accountability.

The purpose of this Policy is to state the responsibilities of all OceanaGold Employees and Associates in observing and upholding the prohibition on bribery, corruption and related improper conduct, and to describe the framework under which OceanaGold shall build its anti-bribery and anti-corruption compliance program.

## 2 SCOPE

This Policy applies to all directors, employees (full time, part time and casual), contractors and consultants and to any agent, subsidiary, advisor, third party or other individual who is, from time-to-time, engaged by, or paid to represent the Company and its subsidiaries in the conduct of its ordinary business.

This Policy applies globally to all OceanaGold's operations. The principles of this Policy will apply whether or not the country in which you are operating has specific anti-bribery and anti-corruption laws. If this Policy differs from local law, you will comply with whichever is more stringent.

This Policy supplements the Code of Conduct and the Company policies and procedures that are applicable to our operations and is supported by the Anti-Bribery and Anti-Corruption Standard which sets out more detailed requirements and processes to ensure compliance.

## 3 ANTI-BRIBERY AND ANTI-CORRUPTION COMPLIANCE PROGRAM

The Company, its Employees, and its Associates must conduct themselves with honesty and integrity in all their dealings relating to the business of OceanaGold and are prohibited from engaging in Corrupt Practices such as bribing government officials, making facilitation payments, commercial bribery or acting with conflict of interest.

### 3.1 ANTI-BRIBERY AND ANTI-CORRUPTION STANDARD

The Anti-Bribery and Anti-Corruption Standard provides:

- a more detailed explanation of the prohibited conduct and defines "corrupt practices" and "improper benefit"; and
- guidance regarding books and records for transparency, conflict of interest, giving and receiving gifts, conducting due diligence on third parties and providing sponsorship and donations and management's responsibility to promote and create awareness of the Standard.

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## 3.2 ONLINE GIFTS AND CONFLICTS REGISTER

The OceanaGold Employees and Associates are required to record gifts and benefits provided or received as well as any conflict of interest declared and seek approval via the online Gifts and Conflicts Register in accordance with the Anti-Bribery and Anti-Corruption Standard. This assists with record keeping, systemises approval procedures and allows the monitoring of activities.

## 3.3 CONFLICT OF INTEREST

All OceanaGold Employees and Associates are prohibited from making or participating in, any decision where doing so could give rise to a conflict between their duties to OceanaGold and a duty they owe to a third party or their own personal interest ("Conflict of Interest"), unless they have fully disclosed that conflict and obtained prior approval to act (despite the conflict) from their manager once-removed via the Gifts and Conflicts Register.

## 3.4 SPONSORSHIPS AND DONATIONS

The OceanaGold Employees and Associates are required to conduct initial risk assessment and if necessary, due diligence on an Outside Party with whom a sponsorship or donation is proposed and all sponsorship and donations are required to be approved and accurately recorded in accordance with the Anti-Bribery and Anti-Corruption Standard and Sponsorship and Donation Standard.

## 3.5 ANTI-CORRUPTION DUE DILIGENCE WITH THIRD PARTIES

Before engaging with a third party, all employees must conduct a risk assessment of whether the prospective third party is exposed to corruption risks or otherwise exposes OceanaGold to corruption risks. Risk assessments form a critical part of the compliance program, ensuring attention and resources are focused on the highest areas of risk and that an adequate set of controls are adopted to mitigate these risks.

The Anti-Bribery and Anti-Corruption Standard prescribes the due diligence process to be followed and a due diligence checklist has been developed to assist with this process.

Our standard agreements with suppliers also include an Anti-Bribery clause clearly stating that we have a zero tolerance policy towards bribery and corruption and requiring our suppliers to comply with all applicable anti-bribery and corruption and anti-money laundering laws and regulations and prohibiting them from offering, giving or agreeing to give any person whosoever, or solicit, accept or agree to accept from any person, either directly or indirectly, anything of value in order to obtain, influence, induce or reward any improper advantage.

## 3.6 ANTI-CORRUPTION TRAINING

Anti-corruption training forms an integral part of promoting compliance. Individuals who require anti-corruption training will be required to complete online training as well as attending in-person trainings to ensure that they have clear guidelines on prohibited conduct and understand the procedures that need to be followed to safeguard the Company's risks in this area.

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## 3.7 MONITORING AND AUDITING

Our Internal Control and/or Legal Department conducts regular monitoring of financial, online gifts and conflicts register and other data to check the operation of key controls such as the requirement to obtain pre-approval before engaging in higher corruption risk transactions and compliance with training requirements.

Our external auditor also conducts anti-corruption audits from time to time to assess implementation of anti-corruption controls and to identify transactions and conduct that are not consistent with the Company's policies, standards and procedures.

Any breaches of process detected during monitoring or auditing are considered by the Legal and/or Internal Control Department to assess whether further investigation is required.

## 3.8 CONFIDENTIAL REPORTING AND INVESTIGATIONS

All Employees and Associates of the Company are encouraged to report any violations of this Policy and its related Standard by either notifying the Company internally or utilising the free Whistleblower Hotline service.

Our Legal Department manages investigations into all potential anti-corruption issues, whether these are reported internally or through the Whistleblower Hotline service.

## 4 RESPONSIBILITIES AND ACCOUNTABILITIES

The Company may, from time-to-time review this Policy and its related Standard. Any amendments to this Policy shall be effected by the posting of an updated version of the document on the Governance section of the Company's website.

OceanaGold's Executive Vice President, General Counsel & Company Secretary is the officer responsible for the maintenance and update of this Standard.

## 5 REFERENCES

All undefined capitalised terms have the meaning given to them under the Anti-Bribery and Anti-Corruption Standard.

This Policy is to be read in conjunction with the following documents:

- [Anti-Bribery and Anti-Corruption Standard](#); and
- [Online Gifts and Conflicts Form](#).

### DOCUMENT HISTORY:

Approved and adopted by Board in July 2017

Reviewed and updated in November 2019