



Anti-Bribery and Anti-Corruption Standard

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1 PURPOSE AND SCOPE

One of the core values of OceanaGold Corporation is Integrity, meaning we will do what is right. Compliance with the anti-corruption and anti-bribery laws in each of the jurisdictions in which we operate is an integral part of doing business the right way.

OceanaGold is fully committed to complying with all relevant anti-bribery and corruption laws within its countries of operation (“**Anti-Bribery Laws**”), and to ensuring that the Company, its Employees and Associates comply with this Standard and do not engage in Corrupt Practices.

The Purpose of this Anti-Bribery and Anti-Corruption Standard (“**Standard**”) is to:

- describe Corrupt Practices; and
- set out specific steps that must be followed in relation to:
 - providing gifts and hospitality;
 - accepting gifts and hospitality;
 - conflicts of interest;
 - dealings with Outside Parties and due diligence;
 - human resources and recruitment;
 - sponsorships, donations and community partnerships;
 - record keeping; and
 - reporting suspected breaches of this Standard.

This Standard applies to all directors, employees (full time, part time and casual), contractors and consultants and to any agent, subsidiary, advisor, supplier, 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.

It is your responsibility to ensure that you comply with this Standard and applicable Anti-bribery Laws. If this Standard differs from local law, OceanaGold will comply with whichever is more stringent. Please contact a member of the Legal Department if you are ever in doubt about whether your conduct or intended conduct complies with this Standard or Anti-bribery Laws.

Capitalised terms are defined in the Definition section of this Standard.

2 OVERARCHING CORRUPT PRACTICES PROHIBITED

2.1 Prohibited Conduct

You are prohibited from:

- offering or providing an Improper Benefit to an Outside Party;
- soliciting or accepting an Improper Benefit from an Outside Party; and
- acting with a conflict of interest, unless prior approval to do so has been obtained in accordance with this Standard,

in connection with OceanaGold's businesses ("**Corrupt Practices**").

2.2 Improper Benefit to and from Outside Party

(a) *What is a Benefit?*

A Benefit is not limited to money or property and includes any advantage.

A Benefit may include: direct and indirect payments; stock; assumption or forgiveness of debt; scholarships; offers of employment; gifts, travel, entertainment or other hospitality expenses; personal favours and payments or gifts that might otherwise be regarded as customary.

(b) *What is an Improper Benefit?*

An Improper Benefit is a Benefit which:

- could inappropriately influence the decision-making of an Outside Party or an OceanaGold person;
- could cause a third party to form an impression that there is an improper connection between the Benefit and a particular matter concerning OceanaGold's business;
- could influence or reward action taken by an Outside Party where a decision affecting OceanaGold:
 - has recently been made by the Outside Party;
 - is currently pending before the Outside Party; or
 - is likely to be before the Outside Party in the future;
- could influence or reward action taken by an OceanaGold person where a decision affecting an Outside Party:
 - has recently been made by OceanaGold;
 - is currently pending before OceanaGold; or
 - is likely to be before OceanaGold in the future;
- an Outside Party is prohibited from accepting (eg, many individuals and Government Officials are prohibited from accepting certain Benefits under their own organisation's code of conduct or local laws);
- is offered or provided to an Outside Party where due diligence was required under this Standard and no such due diligence was undertaken or the due diligence was unsatisfactory;
- is illegal or not appropriate having regard to the type of Benefit (eg, drugs or other controlled substances); or
- is a Facilitation Payment and does not fall within the Facilitation Payment Exception.

(c) *No business advantage necessary*

It does not matter whether any business advantage or any new business actually accrues to OceanaGold from the provision of an Improper Benefit to or from an Outside Party.

For example, if you provide a Benefit to a Government Official to influence the Official in relation to the granting of a licence to OceanaGold, you will have breached the prohibition on Corrupt Practices in this Standard, even if the licence is not ultimately granted to OceanaGold. You may have also exposed yourself, and potentially OceanaGold, to criminal liability under Anti-bribery Laws.

Likewise, if an Outside Party (eg, a prospective supplier) provides a Benefit to you to influence your decision-making in relation to whether to engage the prospective supplier, you will have breached the prohibition on Corrupt Practices, even if the supplier is not ultimately engaged. You may have also exposed yourself to criminal liability under Anti-bribery Laws.

(d) *Direct or indirect Benefits*

It does not matter whether you provide an Improper Benefit to another person, or accept an Improper Benefit from another person, directly or indirectly.

For example, you will still have breached this Standard (and possibly Anti-bribery Laws) if you arrange for an intermediary (eg, an agent or contractor) to provide an Improper Benefit to a Government Official on behalf of OceanaGold.

(e) *Dealing with Government Officials*

You must exercise extreme caution in relation to dealings with Government Officials. You need to be certain that all payments made on behalf of OceanaGold to a Government are legitimate and authorised (for example, under legislation, regulations, rules, decrees, schedules, ministerial orders or any other official laws or in accordance with an agreement with a Government).

You must also ensure that there is no risk that such payments could be deemed to be an Improper Benefit.

(f) *Examples of Improper Benefit*

Improper Benefit can take many forms, including but not limited to:

- a) Kickbacks or secret commissions;
- b) Sham jobs or consulting relationships;
- c) Donations to charities, or sponsorships of events or organisations, with the objective of gaining a business advantage for OceanaGold that is not legitimately due;
- d) Donations to political parties, politicians or political candidates; and
- e) Cash or other forms of payment such as contributions or equipment or services to obtain a business advantage for OceanaGold that is not legitimately due.

2.3 Aiding and Abetting

Furthermore, you must not aid or abet an offence, or conspire with another person to commit an offence. Nor shall you exercise improper influence over any person in order to achieve a business advantage for OceanaGold that is not legitimately due.

2.4 Facilitation Payments

(a) *What is a Facilitation Payment?*

A facilitation payment is a small payment of money or other inducement provided to a Government Official to secure or expedite a routine function that the Government Official is ordinarily obliged to perform.

OceanaGold deems a Facilitation Payment to be an Improper Benefit and prohibits the making of any Facilitation Payments to anyone (ie, a Government Official or any other person), unless the Facilitation Payment Exception applies (see below).

(b) Facilitation Payment Exception

A Facilitation Payment may be permitted to the extent permitted by law if and only if the following conditions are met prior to making the Facilitation Payment:

- not making the Facilitation Payment would, or would be likely to, result in a Significant Adverse Impact (monetary or otherwise) on OceanaGold's business in the relevant country or countries;
- there is no reasonable alternative to making the Facilitation Payment in order to avoid the Significant Adverse Impact on OceanaGold's business in the relevant country or countries; and
- prior approval for making the Facilitation Payment has been obtained from the Chief Financial Officer and General Counsel.

("Facilitation Payment Exception").

(c) What if I make a Facilitation Payment in breach of this Standard?

If you make a Facilitation Payment in breach of this Framework (ie, you do not satisfy the Facilitation Payment Exception), it is very important that you make a true and accurate record of that payment.

You must do that by recording the Facilitation Payment in the Gifts and Conflicts Register as soon as possible afterward and notify your manager.

The information you will need to record in the Gifts and Conflicts Register includes the following:

- The name and position of the Government Official;
- The Ministry or Department of the Government Official; and
- The date, amount and purpose of the Facilitation Payment.

If you do not record that information in the Gifts and Conflicts Register, the Facilitation Payment may be mischaracterised in OceanaGold's financial books and records, which may compound the issue and potentially expose OceanaGold to liability.

2.5 Money Laundering

OceanaGold prohibits any forms of money laundering in connection with its business activities. Money laundering is the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

Any use by OceanaGold of proceeds of illegal activity can give rise to liability to OceanaGold and/or to individuals involved in that conduct.

If you become aware of any transaction that you think might involve the payment or receipt of proceeds of any unlawful activity you should contact the General Counsel immediately.

2.6 Sanctions

OceanaGold prohibits the making of any payment or engaging in any transaction that is in breach of any Sanctions Law. This includes:

- the providing or receiving of any payment, other benefit, goods or service, directly or indirectly, to or from any individual or entity that is subject to a Sanctions Law;
- any activity in connection with a designated country, where that activity is prohibited by a Sanctions Law;
- encouraging, permitting or otherwise allowing any person or entity acting on behalf of OceanaGold to engage in any conduct or transaction that is prohibited by a Sanctions Law; and
- any measure intended to circumvent prohibitions imposed under a Sanctions Law.

OceanaGold also prohibits engaging or continuing to engage with a third party where it is expected or likely that the nature of the engagement may breach the Sanction Laws. You must carry out appropriate due diligence in relation to Outside Parties (as set out in Section 3.4) and transactions or activities that present a potential risk in relation to Sanctions Law Compliance.

Sanctions Law are subject to frequent changes. If you are uncertain whether a Sanctions Law applies in a particular situation, please consult with the General Counsel.

3 SPECIFIC REQUIREMENTS

3.1 Gifts, Travel, Entertainment and Other Hospitality (GTE)

3.1.1 Providing GTE

3.1.1.1 What is prohibited?

You are prohibited from *offering* or *providing* a Benefit in the form of GTE to any Outside Party (eg, a Government Official or customer representative) if doing so would amount to the provision of an Improper Benefit.

Gifts can include cash or any 'free' product (eg, flowers, wine, books, vouchers, or trophies). Travel includes any flights, car hire or accommodation expenses. Entertainment includes, for example, invitations to sports or cultural events, golf days or concerts and meals.

3.1.1.2 What is acceptable GTE?

Gifts and genuine hospitality and entertainment that is reasonable and proportionate is allowable provided that it complies with the following:

- made to build goodwill and is made for the right reason or is an act of appreciation or common courtesy associated with standard business practice;
- no obligation from the recipient and no expectation from the provider;
- made openly- if made secretly and undocumented the purpose may be open to question;
- reasonable value in accordance with general business practice;
- appropriate, having regard to its nature and the business relationship;
- not an Improper Benefit;
- complies with the relevant laws; and
- documented properly via the Gifts and Conflicts Register as applicable.

3.1.1.3 What steps must I follow?

You are required to complete the following steps before offering or providing a GTE to any Outside Party:

No.	Step	Detail
1	Consider whether the GTE is an Improper Benefit	<p>If the GTE <i>is</i> an Improper Benefit, you are prohibited from providing that Benefit.</p> <p>If you are satisfied that the GTE is <i>not</i> an Improper Benefit, follow the steps below.</p> <p>If you are <i>unsure</i> whether the GTE is an Improper Benefit, you must discuss this with your manager first before taking any further action. If you or your manager are still unsure, consult with a member of the Legal Department.</p>

No.	Step	Detail
2	If the GTE is <i>not</i> an Improper Benefit <i>and</i> the Benefit is valued at less than US\$150 (per person) ¹	<p>You do not need to record the GTE in the Gifts and Conflicts Register, or seek prior approval.</p> <p>However – there is an exception:</p> <ul style="list-style-type: none"> ○ If you have previously provided a cumulative Benefit of over US\$300 to the same person or organisation in the last 12 months; ○ You must seek prior written approval from the Relevant Manager to provide any further GTE (valued at less than US\$150) to that person or organisation. ○ You must seek that approval via the Gifts and Conflicts Register.
3	If the GTE is <i>not</i> an Improper Benefit <i>and</i> the Benefit is valued at between US\$150 and US\$300 (per person)	<p>You must record this Benefit in the Gifts and Conflicts Register within 5 business days of offering or providing this Benefit.</p> <p>You do not need prior approval to offer or provide this Benefit.</p> <p>However – there is an exception:</p> <ul style="list-style-type: none"> ○ If you have previously provided a cumulative Benefit of over US\$300 to the same person or organisation in the last 12 months; ○ You must seek prior written approval from the Relevant Manager to provide any further GTE (valued at between US\$150 and US\$300) to that person or organisation. ○ You must seek that approval via the Gifts and Conflicts Register.
4	If the GTE is <i>not</i> an Improper Benefit <i>and</i> the Benefit is valued at over US\$300 (per person)	<ul style="list-style-type: none"> • You must obtain prior approval from the Relevant Manager to offer or provide this Benefit. • Before you provide the Benefit, STOP and THINK and satisfy yourself again that the Benefit is still not an Improper Benefit – the circumstances may have changed after you sought approval.

General Managers at each Operation have authority to impose a lower limit for the value of the GTEs that are required to be registered and/or approved via the online Gifts and Conflicts Register, taking into consideration the specific situation for the particular Site.

3.1.2 Soliciting or Accepting GTE

3.1.2.1 What is prohibited?

You are prohibited from soliciting or accepting a Benefit in the form of GTE from any Outside Party (eg, a supplier) if doing so would amount to an Improper Benefit.

¹ If you do not know the value of the GTE, you must make a reasonable attempt to estimate its value.

3.1.2.2 What steps must I follow?

You are required to complete the following steps below before accepting a GTE from any Outside Party:

No.	Step	Detail
1	Consider whether the GTE is an Improper Benefit.	<ul style="list-style-type: none"> • If the GTE <i>is</i> an Improper Benefit, you are prohibited from accepting that Benefit. • If you are satisfied that the GTE is <i>not</i> an Improper Benefit, follow the steps below. • If you are <i>unsure</i> whether the GTE is an Improper Benefit, you must discuss this with your manager first before taking any further action. If you or your manager are still unsure, consult with a member of the Legal Department.
2	If the GTE is <i>not</i> an Improper Benefit <i>and</i> the Benefit is valued at less than US\$150 (per person)	<ul style="list-style-type: none"> • You do not need to record the GTE in the Gifts and Conflicts Register, or seek prior approval. • However – there is an exception: <ul style="list-style-type: none"> ○ If you have previously accepted a cumulative Benefit of over US\$300 from the same person or organisation in the last 12 months; ○ You must seek prior written approval from the Relevant Manager to accept any further GTE (valued at less than US\$150) from that person or organisation. ○ You must seek that approval via the Gifts and Conflicts Register.
3	If the GTE is <i>not</i> an Improper Benefit <i>and</i> the Benefit is valued at between US\$150 and US\$300 (per person)	<ul style="list-style-type: none"> • You must record this Benefit in the Gifts and Conflicts Register within 5 business days of accepting this Benefit. • You do not need prior approval to accept this Benefit. • However – there is an exception: <ul style="list-style-type: none"> ○ If you have previously accepted a cumulative Benefit of over US\$300 from the same person or organisation in the last 12 months. ○ You must seek prior written approval from the Relevant Manager to accept any further GTE (valued at between US\$150 and US\$300) from that person or organisation. ○ You must seek that approval via the Gifts and Conflicts Register.
4	If the GTE is <i>not</i> an Improper Benefit <i>and</i> the Benefit is valued at over US\$300 (per person)	<ul style="list-style-type: none"> • You must obtain prior approval from the Relevant Manager to accept this Benefit. • Before you accept the Benefit, STOP and THINK and satisfy yourself again that the Benefit is still not an Improper Benefit – the circumstances may have changed after you sought approval.

General Managers at each Operation have authority to impose a lower limit for the value of the GTEs that are required to be registered and/or approved via the online Gifts and Conflicts Register, taking into consideration the specific situation for the particular Site.

3.2 Sponsorships and Donations

3.2.1 Why are Sponsorships and Donations an issue?

Sponsorships can provide a way for OceanaGold to build and promote the corporate brand. Sponsorships include any contributions of anything of value towards an event, initiative, organisation or other promotional platforms which are owned or organised by an Outside Party.

Donations are voluntary contributions made by OceanaGold to an Outside Party for a charitable purpose, where the Company receives nothing tangible in return. A donation can be a financial benefit or an in-kind donation. For example, donations can be made up of:

- contributions to registered charities, requiring an official tax receipt to be produced; or
- other donations, which are contributions made to non-registered charities or individuals where an official tax receipt cannot be offered.

Sponsorships and Donations can create problems if they are regarded as providing an Improper Benefit to a Government Official (eg, made to improperly influence business decisions). In order to mitigate the risk of such sponsorship and donations being regarded as Improper Benefit, you must follow the steps set out below when providing them.

3.2.2 What other steps must I follow?

You must conduct an initial risk assessment and if necessary, due diligence on the Outside Party with whom a sponsorship or donation is proposed and satisfy yourself that:

- they must not be offered or given to improperly influence business decisions or obtain favours;
- they must be transparent and there must be sufficient documentation to identify the recipient, value and purpose;
- they must be justified by a legitimate business purpose, in the case of sponsorship;
- they must be voluntary and given to external parties for charitable purposes, in the case of donations;
- they must not be used as conduits to divert funds to other unintended beneficiaries.

It is important that sponsorships and donations are approved and accurately recorded in accordance with the Sponsorship and Donation Standard. You must record all sponsorship and donation proposals, initial risk assessment and due diligence investigations and all decisions taken in relation to these matters in the Gifts and Conflicts Register.

3.2.3 Political donations

You must not make any donations (whether in cash or in kind) on behalf of OceanaGold to political parties or individuals holding or standing for elective office. For further detailed requirements please refer to the Sponsorship and Donation Standard.

3.3 Conflict of interest

3.3.1 What is prohibited?

You must not make, or participate in, any decision where doing so could give rise to a conflict between your duties to OceanaGold and:

- a duty you owe to a third party; or
- your own personal interest (“**Conflict of Interest**”).

Some examples of conflict of interest include where you are involved in selecting a supplier and one of your family members has some financial interest in that supplier or where you are involved in hiring of a new employee and you are closely related to one of the candidate. In these circumstances, you must not participate in the selection or hiring process unless you have fully disclosed that conflict and have obtained prior approval to act from your manager once-removed via the Gifts and Conflicts Register.

3.3.2 The exception

You are permitted to act with a conflict of interest provided that you fully disclose that conflict and obtain prior approval to act (despite that conflict) from your manager once-removed via the Gifts and Conflicts Register.

3.3.3 Approval from manager once-removed

The manager once-removed can approve an application to act with a conflict of interest and provide a reason why they approve a person acting with a conflict. For example:

- the manager once-removed may consider that no real or substantial conflict exists; or
- it may be that the manager once-removed provides approval for an OceanaGold person to engage a supplier (which the OceanaGold person has an interest in) on the basis that the supplier is the only suitable candidate for the job.

3.4 Due Diligence when dealing with Outside Parties

Before engaging (ie, contracting with) with an Outside Party, you must conduct a risk assessment of whether the prospective Outside Party is exposed to corruption or other compliance risks or otherwise exposes OceanaGold to corruption or other compliance risks.

3.4.1 Which Outside Parties does this apply to?

This applies to Outside Parties:

- which OceanaGold engages (ie, contracts with) to provide rights, goods or services to OceanaGold;
- to which OceanaGold supplies goods or services;
- who otherwise act on OceanaGold's behalf (eg its agents, intermediaries, consultants, contractors, representatives, suppliers or joint venture partners); and
- which OceanaGold provides sponsorship or a donation to, or enters into a community partnership with.

3.4.2 High risk indicia

In your initial risk assessment, you must consider whether, on the basis of the initial inquiries undertaken, any of the following high-risk indicia exist:

- The prospective Outside Party will interact with Government Officials, Government agencies or a State-Owned Enterprise on behalf of OceanaGold.
- The prospective Outside Party will deal with other third parties on behalf of OceanaGold *and* the prospective Outside Party either operates in a:
 - sector which is perceived to have high corruption risks;² or
 - country which is perceived to have high corruption risks.
- The prospective Outside Party will provide agency, intermediary, consultancy or representative services for or on behalf of OceanaGold in connection with OceanaGold winning commercial or Government contracts, or in connection with the granting of any licence, permit or other mining related right.
- The prospective Outside Party is wholly or partly owned by a Government Official, or his or her relatives or is otherwise closely associated with the Government Official.
- If the prospective Outside Party is an individual - he or she is a Government Official, a former Government Official or a relative of, or closely associated with, a Government Official.³
- A Government Official will benefit from OceanaGold entering into a relationship with or dealing with the prospective Outside Party.⁴
- The prospective Outside Party is a State-Owned Enterprise.
- There are known issues with the prospective Outside Party's reputation for integrity.⁵

² Sectors often prone to corruption include customs agents, transportation companies (including freight forwarders), equipment suppliers, telecommunications, power generation and transmission, mining, oil and gas, utilities, military, engineering, lobbyists, healthcare, real estate and construction. Transparency International publishes the '*Bribe Payer Index Report*' which lists those sectors which are perceived to be at a high risk of engaging in bribery or corruption: see <http://www.transparency.org/research/bpi/overview>

³ For example, a prospective contractor is the son of a Government Official in a country where OceanaGold has operations.

⁴ For example, it may be that Government Official would benefit personally if OceanaGold enters into a sponsorship arrangement with an Outside Party.

⁵ You may uncover such issues from internet searches, or you may be alerted to such issues by something the Outside Party has said to you.

- The prospective Outside Party is recommended by a Government Official, or a Government Official requires that OceanaGold engage that specific Outside Party.
- The prospective Outside Party appears to have little or no experience in the relevant industry or sector and/or is unknown to OceanaGold.
- The prospective Outside Party refuses to include anti-corruption clauses in the relevant contract.
- The prospective Outside Party is a potential Joint Venture Partner – there may be a heightened risk that OceanaGold may be exposed to liability for the conduct of its joint venture partners. For that reason, prospective Joint Venture Partners must always be regarded as high risk in the initial risk assessment.

3.4.3 Initial risk rating

If any of the above indicia is found to exist, you must then determine whether the prospective Outside Party has a high or low risk of engaging in corruption or otherwise exposing OceanaGold to corruption risks.

As a general guide, an Outside Party should be regarded as a **high risk** if any of the indicia above exist or **low risk** if the Outside Party does not deal with third parties on behalf of OceanaGold (eg, it merely supplies goods or services to OceanaGold) and none of the other key indicia above exist.

The initial risk assessment of an Outside Party will often be a matter of judgment. If you need any assistance in this regard, please contact your manager or a member of the Legal Department.

3.4.4 Due diligence on prospective Outside Party

If the initial risk assessment is high, you should carry out a due diligence check on the Outside Party by asking the Outside Party to complete and return the Due Diligence Checklist as set out in Schedule 1. You must review the returned Due Diligence Checklist carefully and sign-off on the engagement of the Outside Party. If you are in doubt, please contact your manager or a member of the Legal Department.

3.4.5 Due diligence resources

Depending on the circumstances and extent of due diligence required, you may need to use the following resources to assist with completing the due diligence check:

- **Public sources of information** – eg, the internet, newspapers and other media (including prominent local language media), stock exchange data, business or company registers (eg, ASIC), Dunn & Bradstreet (or equivalent) reports, trade or industry journals.
- **Industry feedback** – you may wish to seek the views of others you know or understand have used the Outside Party in the past to determine whether they had any concerns or issues in their dealings with the Outside Party.
- **The Outside Party** – it may be that you will need to ask the Outside Party for specific information or documents in order to confirm certain information.
- **Investigators** – OceanaGold may, where warranted by the risks involved, engage a third party to undertake specific investigations into an Outside Party.
- **Sanctions against countries, entities or individuals** – countries, entities or individuals that are subject to Australian, United Nations, and United States of America sanction lists are publicly available. If the Outside Party is subject to a sanction, you must notify a member of the Legal Department before engaging the Outside Party.

3.4.6 Record keeping

Detailed records of all risk assessments, due diligence undertaken and due diligence outcomes must be kept and stored in the “Compliance – Due Diligence on Third Parties” folder in your local common drive, subject to confidentiality restrictions.

This includes making clear records of any decisions you have made, and the reasons for those decisions. For example, you must document why you considered that an Outside Party had a low risk rating; why you chose to conduct due diligence to a certain extent; and why you considered that a red flag did not present a corruption risk or had been mitigated.

Accurate record keeping which shows that OceanaGold undertook appropriate due diligence on an Outside Party may assist you and OceanaGold if an Outside Party is subsequently found to have been involved in corrupt behaviour.

3.4.7 Communication of the Policy and Standard

When dealing with Outside Parties, you must clearly communicate the standards of conduct set out in the Anti-bribery and Anti-corruption Policy and this Standard and together with the expectation that the third parties comply with them.

3.4.8 Contracts with Outside Parties

All supply contracts should contain the relevant anti-corruption clauses and assurances and prohibition on conduct that would breach the Anti-money laundering laws and Sanctions Laws. If you have any questions regarding this, please consult a member of the Legal Department.

3.4.9 Oversight of Outside Parties

OceanaGold personnel who engage an Outside Party must maintain oversight of the work of those Outside Parties, including where appropriate, receiving progress reports, reviewing invoices and other documentation in order to determinate that legitimate work has been done and improper payments have not been made.

3.5 Human Resources and Recruitment

3.5.1 Employing Associated Candidate

This section sets out the steps which must be followed by the relevant OceanaGold Human Resources personnel leading the process for employing a person if the person OceanaGold is considering employing:

- is a current or former Government Official;
- is a relative or close associate of a current Government Official;
- is a relative or close associate of a representative (ie, director, partner or employee) of an existing or prospective OceanaGold customer (**Customer Representative**); or
- may otherwise have a close connection with an influential Outside Party (eg, a leader of a community group) which OceanaGold has had or is expected to have dealings with.

together (**Associated Candidate**).

Depending on all of the circumstances, there may be a risk that making an offer of employment to an Associated Candidate could be regarded as providing an Improper Benefit.

Before making an employment offer to a potential Associated Candidate you must consult a member of the Legal Department.

4 OTHER IMPORTANT MATTERS

4.1 Account and Record Keeping

In the interests of maintaining its integrity and conducting ethical operations, accuracy and transparency in the keeping of records is of critical importance. In order to ensure compliance with relevant legislation in all countries of operation, OceanaGold will maintain the requisite accounts and records of its material dealings, including those required concerning interactions with Government Officials. Apart from being good practice, those requirements are designed to ensure OceanaGold has access to an accurate record if it is ever required to justify to a regulator or other person why a certain approach was taken or a proposal supported.

Specific record keeping requirements are set out in a number of different sections in this Standard. In addition to these specific record keeping requirements, OceanaGold's financial books and records must also provide an accurate account of all transactions and fully and fairly reflect all receipts and expenditures by OceanaGold.

4.1.1 What is prohibited

The following are prohibited:

- Numbered or secret accounts or undisclosed or unrecorded funds or assets of OceanaGold;
- False or artificial entries made in the financial books and records of OceanGold, for any reason; and
- Transactions or payments on behalf of OceanaGold with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the documents supporting the payment.

4.1.2 What principles must I follow?

The following principles must be followed:

- Amounts paid for goods or services must be accurately described and recorded - even if you are concerned that a particular payment is potentially illegal or otherwise contrary to this Standard;
- Amounts paid for goods or services must be justified in the context of the goods or services being provided to OceanaGold and the skills and experience of the Outside Party providing the goods or services; and
- Original documents (or where appropriate, copies) which form the source material for OceanGold's financial records must be retained in an authorised information system.

4.1.3 Consequence of Breach

OceanaGold takes its obligations and responsibilities under anti-corruption and anti-bribery, anti-money laundering and sanctions laws and regulations very seriously. Anyone who fails to comply with this Standard risks internal disciplinary actions including, but not limited to, dismissal, reprimands and legal actions. In addition, your conduct may also contravene applicable Anti-Bribery, Anti-money laundering or Sanction Laws, exposing you (personally) and potentially OceanaGold to serious criminal penalties.

4.2 Reporting Suspected Violations

All OceanaGold persons are encouraged to report any violations of this Standard by either notifying the Company internally by raising concerns either to their Manager, local Anti-bribery and Anti-corruption Champion or a legal team member. You can also raise concerns through the free Whistleblower Hotline service anonymously. In addition to this Standard, OceanaGold has both internal and external auditing processes which may aid in the discovery of anomalies.

4.2.1 Internally

If appropriate in the circumstances, you are encouraged to raise any concerns that you may have with your manager first.

If it is not appropriate to raise the issue with your manager, or your manager has not resolved the issue to your satisfaction, you may report suspected violations of this Standard (in person or in writing) to the following people:

- Another senior member of your business or functional unit;
- Any Human Resources Manager;
- A member of OceanaGold's Legal Department; or
- The Chief Financial Officer or Chief Executive Officer.

4.2.2 Externally

Alternatively, you can report suspected breaches of this Standard to OceanaGold's Whistleblower Hotline. OceanaGold's Whistleblower Hotline is a whistleblower hotline service run by an external and independent third party. You may report any concerns you have to the whistleblower hotline anonymously.

The Whistleblower Hotline contact details are:

- Australia: 1800 790 279
- New Zealand: 0800 449 959
- Canada: 1877 5743 411
- Philippines: 1800 111 014 86
- Philippines (Direct dial): +61 3 8373 5385
- United States: 1 800 760 5482
- El Salvador: 800 64 79
- El Salvador (Direct dial): +61 3 8373 9081
- Fax: + 61 3 9691 8182
- Email: oceanagold@deloitte.com.au
- Or visit www.oceanagold.deloitte.com.au to report (username: OceanaGold, password: Deloitte#1)

All reports of suspected breaches of this Standard will be dealt with in accordance with the Whistleblower Policy. No Employee or Associate of OceanaGold shall suffer adverse consequences as a result of reporting, in good faith, any breaches under this Standard. Nor shall any Employee or Associate suffer adverse consequences as a result of refusing to pay a bribe, or provide any kind of benefit that is not legitimately due.

4.3 Training, Responsibilities and Accountabilities

Training to this Standard forms part of the induction process for all relevant OceanaGold personnel. Relevant OceanaGold personnel who deal with external parties regularly will receive periodic training updates on how to comply with this Standard and will confirm that they understand and will comply with this Standard.

The Company may, from time-to-time, review and update this Standard. Any amendments to this Standard 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.

Internal control systems and procedures will be periodically audited to ensure that they are effective in minimising the risks of non-compliance with this Standard.

If you have queries or would like to provide some feedback about this Standard, please speak with your manager, or contact a member of the OceanaGold's Legal Department or the General Counsel.

5 DEFINITIONS

Affiliated Candidate has the meaning given to it in section **Error! Reference source not found.** of this Standard. **Anti-Bribery Laws** has the meaning given to it in section 1 of this Standard.

Benefit has the meaning given to it in section (a) of this Standard.

Conflict of Interest has the meaning given to it in section 0 of this Standard.

Corrupt Practices has the meaning given to it in section 2.1 of this Standard.

GTE means gifts, travel, entertainment or other hospitality.

Facilitation Payment has the meaning given to it in section 2.4 of this Standard.

Gifts and Conflicts Register means the gifts and conflicts register which can be accessed via sharepoint.

Government Official includes:

- an employee or official of a government body;
- a person who performs work for a government body under a contract;
- a person who holds an office or position under a law of a country or region;
- a person who holds an office or position created by custom or convention of a country or region;
- a person who is otherwise in the service of a government body (for example, a member of the military or police force, or a customs official);
- a member of the executive, judiciary or magistracy of a country;
- an employee or officer of a public international organisation;
- a person who performs work for a public international organisation under a contract;

- a member (for example, minister) or officer of the legislature of a country or region;
- an employee or officer of a government owned corporation, statutory body or enterprise.

For example, that could include police officers, customs officials, Ministers, members of Parliament, people holding office in local councils, Government employees, and officers and employees of State Owned Enterprises.

Improper Benefit has the meaning given to it in section 3.2(b) of this Standard.

Outside Party means any person, outside of OceanaGold and includes individuals, employees or representatives of private organisations (eg, suppliers), Government Officials or someone who is associated with a Government Official.

Relevant Manager referred to in sections 4 and 5 means:

- For site personnel, the relevant manager to provide approval is the General Manager or Country Director;
- For all other staff (including the General Manager or Country Director), the relevant manager to provide approval is their Executive Vice President; and
- For Executive Vice Presidents, the relevant manager to provide approval is the either the CFO or the General Counsel (not being themselves).

Sanctions Law is one which restricts trade or prohibits other transactions with particular countries, individuals or entities and which has been imposed by Australia, New Zealand, Canada, United States, the United Nations or by any country with or in which OceanaGold does business or which otherwise applies to OceanaGold personnel.

Significant Adverse Impact means an impact which substantially and adversely affects OceanaGold's business in the relevant country or countries and which is lasting and not just short term in nature

6 REFERENCE

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

SCHEDULE 1 - THIRD PARTY DUE DILIGENCE CHECKLIST

Introduction

OceanaGold (“OceanaGold” or “Company”) has a zero-tolerance policy towards bribery and corruption and has adopted the Anti-Bribery and Anti-Corruption Policy and its related Standard to prohibit bribery and corruption and other improper conduct. You have agreed that you will comply with all applicable anti-bribery and corruption, anti-money laundering and sanctions laws and regulations and OceanaGold’s Anti-Bribery and Anti-Corruption Policy and its related Standard to the extent that they are applicable to you, and will not offer, give or agree to give any person whatsoever, 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. You also agree that you will ensure your related body corporate or associates will also comply with this obligation.

Please complete and return the following questionnaire to us at your earliest convenience – this must be completed and returned before we enter into any engagement or agreement with you. We thank you in advance for your cooperation.

A. Background Details

Name of the Party: _____

Description of Business Activity: _____

Description of services/goods provided to OceanaGold: _____

Describe the corporate or other structure of the legal entities that comprise the Party. Include any helpful diagrams or charts.

Provide a list of the officers and directors of the Party and a brief description of their duties.

What geological locations does the Party operate in?

B. Reputation and Compliance with Laws

1. Will the Party interact with Government Officials, Government agencies or a State-owned Enterprise on behalf of OceanaGold?
2. Does the Party provide agency, intermediary, consultancy or representative services for or on behalf of OceanaGold in connection with OceanaGold winning commercial or Government contracts, or in connection with the granting of any licence, permit or other mining related right?
3. Is the Party Government-owned or owned by a Government Official?
4. If the Party is an individual – is he or she a Government Official, a former Government Official or a relative of, or closely associated with, a Government Official?
5. Will any Government Official benefit from OceanaGold entering into a relationship with or dealing with the Party?
6. Is the Party recommended by a Government Official, or a Government requires that OceanaGold engage that specific Party?
7. What experience in the relevant industry or sector does the Party have?
8. Has the Party adopted an Anti-Corruption, Anti Money Laundering and Sanctions Policy and implemented appropriate Compliance Program addressing these risks?
9. Has the Party been provided with a copy of OceanaGold’s Anti-Bribery and Anti-Corruption Policy and Standard which you are expected to comply with?

10. Has the Party (or any of its directors and employees) ever been involved in any corruption, sanction or money laundering investigation and/or litigation?
11. Is the party, or any of its directors and officers, or related body corporate subject to, or likely to be made subject to any Sanction Laws?
12. Provide a brief description of any pending or threatened proceedings or investigations before any court or any regulatory authority.
13. Does the Party have all required permits, licences and other required regulatory approval to conduct the services/supply the goods?
14. Does the Party sponsor travel of foreign officials, their families or friends? If so what were the circumstances surrounding these arrangements? Were the costs and expenses sponsored reasonable and were they properly recorded?
15. Does the Party make any charitable, social or political donations/contributions? Are these donations and contributions legitimate and reasonable?
16. Please provide any comments you may have in relation to the above.

I have reviewed and completed the Questionnaire on behalf of the Party and I declare, on behalf of the Party that the information provided is accurate and complete to the best of my knowledge. The Party undertakes to inform and update OceanaGold if any of the above information changes.

Completed and Signed for and on behalf of the Party: _____

Name: _____

Reviewed and Signed-Off By OceanaGold: _____

Name of OceanaGold Manager: _____

Summary of Review (To be completed by OceanaGold Manager):

DOCUMENT HISTORY

Approved and adopted July 2017

Approved and adopted June 2019