



Majority Voting Policy

March 2024

The board of directors (the “**Board**”) of OceanaGold Corporation (the “**Company**”) has unanimously adopted this policy providing for majority voting in director elections at any meeting of the Company’s shareholders other than at “contested meetings”. For the purposes of this policy, a “contested meeting” means a meeting at which the number of directors properly nominated for election is greater than the number of seats available on the Board.

Pursuant to applicable laws, the forms of proxy circulated in connection with a meeting of the Company’s shareholders (each a “**Shareholder**” and collectively the “**Shareholders**”) at which an uncontested election of directors is to be conducted shall provide the Shareholders with the ability to vote in favour of, or to withhold from voting, separately for each director nominee. The chair of the Board will direct that the number of votes in favour of or withheld from voting for each director nominee is recorded and promptly made public after the meeting in accordance with applicable laws and stock exchange rules.

Pursuant to this Policy, in the event that the number of votes withheld for a particular director nominee is greater than the number of votes in favour of such nominee at a Shareholders’ meeting, such director nominee shall be required to submit his/her resignation to the chair of the Board immediately following the applicable Shareholders’ meeting, such resignation to be effective only upon acceptance by the Board. The Board will refer the resignation to the Remuneration and Nomination Committee (the “**Committee**”) for consideration.

Following receipt of a resignation submitted pursuant to this Policy, the Committee shall recommend to the Board whether or not to accept such resignation. In considering whether or not to recommend that the Board accept the resignation, the Committee will consider all factors deemed relevant by members of the Committee including, without limitation, the stated reasons, if any, for why the Shareholders withheld votes from the election of the resigning director, the effect such resignation may have on the Company’s ability to comply with applicable corporate or securities law requirements, and applicable regulations or commercial agreements regarding the composition of the Board. With the exception of exceptional circumstances that would warrant the continued service of the resigning director on the Board, the Committee shall be expected to recommend that the Board accept such resignation.

Within ninety (90) days following the date of the applicable Shareholders’ meeting, the Board shall make its decision as to whether or not to accept the resignation. In considering the Committee’s recommendation, the Board will consider the factors considered by the Committee outlined above and such additional information and factors that the Board considers to be relevant in its sole discretion. The Board must accept the resignation except in situations where exceptional circumstances would warrant the resigning director continuing to serve on the Board. Following the Board’s decision, the

Board shall promptly issue a news release disclosing whether they have accepted the resigning director's resignation and, in the event that the resignation has been rejected, including a detailed statement of the reasons for rejecting the resignation, a copy of which must be promptly disclosed in accordance with applicable laws and stock exchange rules.

In the event that the resignation is accepted, such resignation will be effective immediately upon its acceptance by the Board. Subject to the constating documents of the Company, applicable corporate and securities laws, stock exchange rules, and contractual restrictions, if any, the Board may (i) leave the vacancy unfilled; (ii) appoint a new director to fill the vacancy as the Board determines in its sole discretion; (iii) call a special meeting of Shareholders at which there will be presented one or more nominees to fill the vacation position; or (iv) any combination of the foregoing.

A director who tenders his/her resignation pursuant to this majority voting policy shall not be permitted to participate in any meetings of the Board or the Committee at which his/her resignation is to be considered. However, in the event that the number of votes withheld for a sufficient number of members of the Committee is greater than the number of votes in favour of such number of members of the Committee, such that the Committee no longer has a quorum, then the remaining members of the Committee, if any, shall not consider the resignation(s) and the Board shall consider whether or not to accept the individual resignations without a recommendation from the Committee, without the participation of any director for whom the number of votes withheld for such director exceeds the number of votes in favour of such director at a Shareholders' meeting.

In the event that the number of votes withheld for a sufficient number of directors of the Board is greater than the number of votes in favour of such director at a Shareholders' meeting, such that the Board no longer has a quorum, then such directors receiving a majority withheld vote shall not be permitted to vote in any meeting of the Board at which his/her resignation is considered, however he/she shall be counted for the purpose of determining whether the Board has quorum.

In the event that any director for whom the number of votes withheld for such director exceeds the number of votes in favour of such director at a Shareholders' meeting does not tender his or her resignation in accordance with this majority voting policy, he or she will not be re-nominated by the Board for election as a director at the following Shareholders' meeting.

The Committee may adopt such procedures as it sees fit to assist it in its determinations with respect to this policy. Each director has agreed to abide by the provisions of this policy and any subsequent

candidate nominated by the Committee will, as a condition to such nomination, be required to agree to abide by this policy.

This is a policy and is subject to change from time to time by the Board. In addition, the Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively. No provision contained herein is intended to give rise to civil liability to Shareholders or other liability whatsoever.