



## Announcement Summary

---

**Entity name**

OCEANAGOLD CORPORATION

**Announcement Type**

New announcement

**Date of this announcement**

Thursday October 1, 2020

**The Proposed issue is:**

☒ A placement or other type of issue

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
OGCAJ	COMMON SHARES	73,000,000

**Proposed +issue date**

Monday October 19, 2020

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

---

**1.1 Name of +Entity**

OCEANAGOLD CORPORATION

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

**1.2 Registered Number Type**

ARBN

**Registration Number**

124980187

**1.3 ASX issuer code**

OGC

**1.4 The announcement is**

☒ New announcement

**1.5 Date of this announcement**

Thursday October 1, 2020

**1.6 The Proposed issue is:**

☒ A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

---

### Part 7A - Conditions

---

#### 7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

☒ No

### Part 7B - Issue details

---

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

### Details of +securities proposed to be issued

---

#### ASX +security code and description

OGCAJ : COMMON SHARES

#### Number of +securities proposed to be issued

73,000,000

#### Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ Yes

In what currency is the cash consideration being paid?

CAD - Canadian Dollar

What is the issue price per +security?

CAD 2.06000

#### AUD equivalent to issue price amount per +security

2.170000



**FX rate (in format AUD 1.00 / primary currency rate):**

AUD 1.00

**FX rate (in format AUD rate/primary currency rate) Primary Currency rate**

CAD 0.95000000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

☒ Yes

## Part 7C - Timetable

### 7C.1 Proposed +issue date

Monday October 19, 2020

## Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

☒ No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

☒ Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

73,000,000 common shares plus up to an additional 10,950,000 common shares pursuant to an overallotment option

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

☒ No

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

☒ No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

☒ No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

☒ No

## Part 7E - Fees and expenses



**7E.1 Will there be a lead manager or broker to the proposed issue?**

☒ Yes

**7E.1a Who is the lead manager/broker?**

Scotia Capital Inc. and BMO Nesbitt Burns Inc.

**7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

The lead underwriters will be entitled to a work fee of 5% of the underwriters' commission (divided equally)

**7E.2 Is the proposed issue to be underwritten?**

☒ Yes

**7E.2a Who are the underwriter(s)?**

Scotia Capital Inc, BMO Nesbitt Burns Inc, Citigroup Global Markets Canada Inc, Raymond James Ltd, National Bank Financial Inc, Cormark Securities Inc, Stifel Nicolaus Canada Inc, Canaccord Genuity Corp, CIBC World Markets Inc

**7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?**

Fully underwritten

**7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?**

4.00% of gross proceeds

**7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.**

Refer to Annexure A in following Announcement

**7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?**

☒ No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Part 7F - Further Information

**7F.01 The purpose(s) for which the entity is issuing the securities**

To fund organic growth projects including the Haile underground development, ongoing exploration and development of the Company's mineral properties in New Zealand, as well as for working capital and for general corporate purposes.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

☒ No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

73,000,000 common shares plus up to an additional 10,950,000 common shares pursuant to an overallotment option