

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2555
www.computershare.com

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SAM
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



I 1234567890 I N D

Form of Proxy - Annual General and Special Meeting to be held at Fairmont Royal York, 100 Front Street West, Toronto, Ontario, M5J 1E3, Canada on Thursday, June 9, 2016 at 2.00pm (Eastern Daylight Time).

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, then, subject to the following qualification, this proxy will be voted in favour of the matter identified. If a holder appoints any director as his/her proxy, and makes no direction in respect of the resolution authorising an increase in directors' remuneration, his/her vote will not be able to be exercised by the director appointed as proxy in favour of that resolution.
6. **The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.**
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not less than 48 hours before to the meeting (excluding Saturdays, Sundays and holidays).



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia



By Fax:
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

In Person:
Yarra Falls 452 Johnston Street
Abbotsford Victoria 3067

Your secure Investor Vote access information is:

Control Number: 123456

SRN/HIN: I1234567890



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



MR JOHN SMITH 1



I 1234567890 I N D

Appointment of Proxyholder

By ticking the adjoining box, the undersigned registered shareholder ("Registered Shareholder") of OCEANAGOLD CORPORATION (the "Corporation") hereby appoints: LIANG TANG, Company Secretary or failing her DARREN KLINCK, Head of Business Development

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Please tick

OR

Print the name of the person you are appointing if this person is someone other than the Management appointees.

as my/our proxyholder with full power of substitution and to vote in accordance with the following directions (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of the Corporation to be held at Fairmont Royal York, 100 Front Street West, Toronto, Ontario, M5J 1E3, Canada on Thursday, June 9, 2016 at 2.00pm (Eastern Daylight Time) and at any adjournment thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Election of Directors

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|---------------------|---|--------------------------|---|-------------------------|---|
| | <div>For</div> <div>Withhold</div> | | <div>For</div> <div>Withhold</div> | | <div>For</div> <div>Withhold</div> |
| 01. James E. Askew | <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> | 02. Jose P. Leviste, Jr. | <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> | 03. Geoff W. Raby | <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> |
| | <div>For</div> <div>Withhold</div> | | <div>For</div> <div>Withhold</div> | | <div>For</div> <div>Withhold</div> |
| 04. J. Denham Shale | <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> | 05. Michael F. Wilkes | <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> | 06. William H. Myckatyn | <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> |
| | <div>For</div> <div>Withhold</div> | | <div>For</div> <div>Withhold</div> | | |
| 07. Paul B. Sweeney | <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> | 08. Diane R. Garrett | <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> | | |

2. Appointment of Auditors

Appointment of PricewaterhouseCoopers as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

For

Withhold

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3. Non-Executive Directors' Fees

Approval of a resolution to increase the aggregate Non-Executive Directors' fees, as more particularly described in the accompanying Management Information Circular.

For

Against

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4. Non-Binding Advisory Vote on Executive Compensation

Approval of a non-binding advisory resolution accepting the approach to executive compensation disclosed in the Company's accompanying Management Information Circular.

For

Against

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Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted in favour of the matters identified by Management.

Signature (s)

Date - Day

Month

Year

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