



OCEANAGOLD CORPORATION

INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FIRST QUARTER REPORT
MARCH 31ST, 2009
UNAUDITED

UNAUDITED INTERIM CONSOLIDATED BALANCE SHEET

As at March 31, 2009

| <i>(in thousands of United States dollars)</i> | <i>Notes</i> | <i>March 31 2009 \$'000</i> | <i>December 31 2008 \$'000</i> |
|---|--------------|-------------------------------------|--|
| ASSETS | | | |
| Current assets | | | |
| Cash and cash equivalents | | 17 366 | 9 711 |
| Accounts receivable and other receivables | | 4 917 | 2 680 |
| Inventories | 2 | 26 270 | 21 910 |
| Prepayments | | 579 | 961 |
| Derivatives | 6 | 282 | 1 493 |
| Future income tax assets | 3 | 15 409 | 8 936 |
| Total current assets | | 64 823 | 45 691 |
| Non-current assets | | | |
| Inventories | 2 | 17 297 | 18 763 |
| Derivatives | 6 | 1 093 | 1 997 |
| Future income tax assets | 3 | 19 446 | 31 175 |
| Property, plant and equipment | 4 | 119 868 | 131 377 |
| Mining assets | 5 | 396 724 | 400 987 |
| Total non-current assets | | 554 428 | 584 299 |
| TOTAL ASSETS | | 619 251 | 629 990 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | |
| Current liabilities | | | |
| Accounts payable and accrued liabilities | | 24 052 | 24 459 |
| Employee benefits | 7 | 1 661 | 1 726 |
| Derivatives | 6 | 59 388 | 48 780 |
| Interest-bearing loans and borrowings | 8 | 13 237 | 14 087 |
| Asset retirement obligation | | 44 | 53 |
| Total current liabilities | | 98 382 | 89 105 |
| Non-current liabilities | | | |
| Other long term obligations | | 1 418 | 3 216 |
| Employee benefits | 7 | 67 | 68 |
| Derivatives | 6 | 65 509 | 80 066 |
| Future income tax liabilities | 3 | 58 775 | 61 457 |
| Interest-bearing loans and borrowings | 8 | 136 312 | 142 625 |
| Asset retirement obligation | | 6 573 | 6 797 |
| Total non-current liabilities | | 268 654 | 294 229 |
| TOTAL LIABILITIES | | 367 036 | 383 334 |
| SHAREHOLDERS' EQUITY | | | |
| Share capital | 9 | 334 975 | 334 975 |
| Accumulated deficit | | (102 472) | (111 526) |
| Contributed surplus | 13 | 33 906 | 33 897 |
| Accumulated other comprehensive income | 10 | (14 194) | (10 690) |
| TOTAL SHAREHOLDERS' EQUITY | | 252 215 | 246 656 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | | 619 251 | 629 990 |

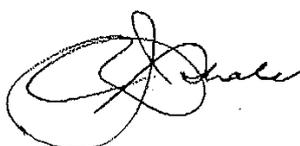
Contingencies (note 14)

Commitments (note 15)

On behalf of the Board of Directors:



(Signed) James E. Askew
Director



(Signed) J. Denham Shale
Director

The accompanying Notes to the Interim Consolidated Financial Statements are an integral part of these financial statements.

UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS

For the Quarter ended March 31, 2009

| <i>(in thousands of United States dollars except per share amounts)</i> | <i>Notes</i> | <i>Three months ended</i> | |
|---|--------------|---------------------------|-----------------|
| | | <i>March</i> | <i>March</i> |
| | | <i>31</i> | <i>31</i> |
| | | <i>2009</i> | <i>2008</i> |
| | | <i>\$'000</i> | <i>\$'000</i> |
| Revenue | | | |
| Gold sales | | 55 270 | 62 263 |
| Release from other comprehensive income of deferred unrealised gain/(loss) on designated hedges | | - | 157 |
| | | 55 270 | 62 420 |
| Cost of sales, excluding depreciation and amortisation | | (22 342) | (33 000) |
| Depreciation and amortisation | | (13 473) | (14 204) |
| General and administration expenses | | (2 055) | (3 908) |
| Operating profit / (loss) | | 17 400 | 11 308 |
| Other expenses | | | |
| Interest expense | | (3 436) | (5 897) |
| Foreign exchange gain/(loss) | | 113 | (3 697) |
| | | (3 323) | (9 594) |
| Gain/(loss) on fair value of undesignated hedges | | (2 265) | (21 498) |
| Interest income | | 72 | 1 430 |
| Other income | | 46 | 32 |
| Earnings/(loss) before income taxes | | 11 930 | (18 322) |
| Income taxes benefit/(expense) | | (2 876) | 7 166 |
| Net earnings/(loss) | | 9 054 | (11 156) |
| Net earnings/(loss) per share: | | | |
| - basic | 16 | \$0.06 | (\$0.07) |
| - diluted | 16 | \$0.05 | (\$0.07) |

UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF ACCUMULATED DEFICIT

For the Quarter ended March 31, 2009

| <i>(in thousands of United States dollars)</i> | <i>Notes</i> | <i>Three months ended</i> | |
|---|--------------|---------------------------|-----------------|
| | | <i>March</i> | <i>March</i> |
| | | <i>31</i> | <i>31</i> |
| | | <i>2009</i> | <i>2008</i> |
| | | <i>\$'000</i> | <i>\$'000</i> |
| Accumulated deficit at beginning of period | | (111 526) | (56 791) |
| Net earnings/(loss) | | 9 054 | (11 156) |
| Accumulated deficit at end of period | | (102 472) | (67 947) |

UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME/(LOSS)

For the Quarter ended March 31, 2009

| | <i>Notes</i> | <i>Three months ended</i> | |
|--|--------------|---------------------------|---------------|
| | | <i>March</i> | <i>March</i> |
| | | <i>31</i> | <i>31</i> |
| | | <i>2009</i> | <i>2008</i> |
| | | <i>\$'000</i> | <i>\$'000</i> |
| Net earnings / (loss) | | 9 054 | (11 156) |
| Other comprehensive income for the period, net of tax: | | | |
| Cash flow hedge gain / (loss) | | - | (103) |
| Currency translation differences | | (3 504) | 12 937 |
| | | (3 504) | 12 834 |
| Comprehensive income / (loss) | | 5 550 | 1 678 |

The accompanying Notes to the Interim Consolidated Financial Statements are an integral part of these financial statements.

UNAUDITED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

For Quarter ended March 31, 2009

| <i>(in thousands of United States dollars)</i> | <i>Three months ended</i> | |
|---|---|---|
| | <i>March 31 2009 \$'000</i> | <i>March 31 2008 \$'000</i> |
| <i>Notes</i> | | |
| Operating activities | | |
| Net earnings/(loss) | 9 054 | (11 156) |
| <i>Charges / (credits) not affecting cash</i> | | |
| Depreciation and amortisation expense | 13 473 | 14 204 |
| Net gain on disposal of property, plant & equipment | (13) | (13) |
| Non-cash interest charges | 593 | 2 435 |
| Unrealised foreign exchange (gains) / losses | 28 | (341) |
| Stock based compensation charge | 9 | 503 |
| Loss on fair value of undesignated hedges | 2 265 | 21 341 |
| Future tax expense/(benefit) | 2 876 | (7 166) |
| <i>Changes in non-cash working capital</i> | | |
| (Increase)/decrease in accounts receivable and other receivables | (2 166) | (3 265) |
| (Increase)/decrease in inventory | (2 153) | 2 570 |
| (Decrease)/increase in accounts payable | 323 | 118 |
| (Decrease)/increase in other working capital | (1 326) | 502 |
| Net cash provided by operating activities | 22 963 | 19 732 |
| Investing activities | | |
| Proceeds from sale of property, plant and equipment | 26 | 16 |
| Payments for property, plant and equipment | (579) | (58) |
| Payments for mining assets: exploration and evaluation | (130) | (15 518) |
| Payments for mining assets: development | (1 532) | - |
| Payments for mining assets: in production | (9 355) | (16 378) |
| Net cash used for investing activities | (11 570) | (31 938) |
| Financing activities | | |
| Payment of finance lease liabilities | (1 506) | (1 956) |
| Repayments of borrowings | (2 578) | (406) |
| Net cash used for financing activities | (4 084) | (2 362) |
| Effect of exchange rates changes on cash held in foreign currencies | 346 | 5 054 |
| Net increase/(decrease) in cash and cash equivalents | 7 655 | (9 514) |
| Cash and cash equivalents at beginning of period | 9 711 | 119 837 |
| Cash and cash equivalents at end of period | 17 366 | 110 323 |
| Cash Interest Paid | (2 844) | (3 462) |

The accompanying Notes to the Interim Consolidated Financial Statements are an integral part of these financial statements.

NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For Quarter ended March 31, 2009

1 BASIS OF PRESENTATION

The unaudited interim consolidated financial statements have been prepared by the Company in accordance with Canadian generally accepted accounting principles ("Canadian GAAP") applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due.

The preparation of the financial statements is based on accounting policies and practices consistent with those used in the preparation of the audited annual consolidated financial statements. Where necessary, comparative information has been reclassified for consistency with current year disclosures.

The accompanying unaudited consolidated financial statements should be read in conjunction with the notes to the audited consolidated financial statements of OceanaGold Corporation (OceanaGold) for the year ended December 31, 2008, since they do not contain all disclosures required by Canadian GAAP for annual financial statements. These unaudited interim consolidated financial statements reflect all normal and recurring adjustments, which are, in the opinion of management, necessary for a fair presentation of the respective interim periods presented.

Current liabilities exceed current assets by \$33.6m. Cash flow forecasts reflect that debts will be repaid as they become due. The current liabilities include \$59.4m of financial instruments that will be settled through delivery of future gold production.

Adoption of new accounting policies

International Financial Reporting Standards ("IFRS")

In January 2006, the CICA's AcSB formally adopted the strategy of replacing Canadian GAAP with IFRS for Canadian enterprises with public accountability. On February 13, 2008 the AcSB confirmed that the use of IFRS will be required in 2011 for publicly accountable profit-oriented enterprises. For these entities, IFRS will be required for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company will be required to have prepared, in time for its first quarter of fiscal 2011 filing, comparative financial statements in accordance with IFRS for the three months ended March 31, 2010. While the Company has begun assessing the impact of the adoption of IFRS on its financial statements, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

Mining Exploration Costs

On March 27, 2009, the Emerging Issues Committee of the CICA approved an abstract EIC-174, "Mining Exploration Costs", which provides guidance on capitalization of exploration costs related to mining properties in particular, and on impairment of long-lived assets in general. The Company has applied this new abstract for the year ended December 31, 2008 and there was no significant impact on its financial statements as a result of applying this abstract.

2 INVENTORIES

| | <i>March 31</i> | <i>December 31</i> |
|--------------------|-----------------|--------------------|
| | <i>2009</i> | <i>2008</i> |
| | <i>\$'000</i> | <i>\$'000</i> |
| Current | | |
| Gold in circuit | 5 639 | 2 415 |
| Ore | 8 718 | 7 434 |
| Stores | 11 913 | 12 061 |
| | 26 270 | 21 910 |
| Non-Current | | |
| Ore | 17 297 | 18 763 |
| Total inventories | 43 567 | 40 673 |

**NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL
STATEMENTS**

For Quarter ended March 31, 2009

3 FUTURE INCOME TAX

| | <i>March 31</i> | <i>December 31</i> |
|---|-----------------|--------------------|
| | <i>2009</i> | <i>2008</i> |
| | <i>\$'000</i> | <i>\$'000</i> |
| Future income tax | | |
| Future income tax at period end relates to the following: | | |
| <i>Future income tax assets</i> | | |
| Losses available for offset against future taxable income | 50 856 | 57 136 |
| Revaluations of derivatives to fair value | 37 469 | 38 654 |
| Provisions | 2 455 | 4 312 |
| Accrued expenses | 17 | 3 |
| Share issue costs | 1 410 | 1 563 |
| Other | 664 | 614 |
| Gross future income tax assets | 92 871 | 102 282 |
| Set off future tax liabilities | (58 016) | (62 171) |
| | 34 855 | 40 111 |
| Less: current portion | (15 409) | (8 936) |
| Net non-current future tax assets | 19 446 | 31 175 |
| <i>Future income tax liabilities</i> | | |
| Mining assets | (85 003) | (86 940) |
| Property, plant and equipment | (30 075) | (35 529) |
| Inventory | (878) | (913) |
| Interest Receivable | (308) | (313) |
| Accrued Revenue | - | (1 771) |
| Revaluations of derivatives to fair value | (412) | (1 047) |
| Other | (115) | (115) |
| Gross future income tax liabilities | (116 791) | (123 628) |
| Set off future tax assets | 58 016 | 62 171 |
| | (58 775) | (61 457) |
| Less: current portion | - | - |
| Net non-current future tax liabilities | (58 775) | (61 457) |

NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For Quarter ended March 31, 2009

4 PROPERTY, PLANT AND EQUIPMENT

| | <i>March 31</i> | <i>December 31</i> |
|---|-----------------|--------------------|
| | <i>2009</i> | <i>2008</i> |
| | <i>\$'000</i> | <i>\$'000</i> |
| Freehold land | | |
| Cost | 3 582 | 3 708 |
| Buildings | | |
| Cost | 3 845 | 3 927 |
| Accumulated depreciation | (1 854) | (1 868) |
| Net of accumulated depreciation | 1 991 | 2 059 |
| Plant and equipment | | |
| Cost | 202 812 | 211 237 |
| Accumulated depreciation | (92 141) | (86 639) |
| Net of accumulated depreciation | 110 671 | 121 598 |
| Rehabilitation | | |
| Cost | 6 197 | 6 415 |
| Accumulated amortisation | (2 573) | (2 403) |
| Net of accumulated amortisation | 3 624 | 4 012 |
| Net book value of property, plant and equipment | 119 868 | 131 377 |

5 MINING ASSETS

| | <i>March 31</i> | <i>December 31</i> |
|--|-----------------|--------------------|
| | <i>2009</i> | <i>2008</i> |
| | <i>\$'000</i> | <i>\$'000</i> |
| Mining Assets: Exploration and evaluation phase | | |
| Cost | 17 596 | 22 717 |
| Mining Assets: Development phase | | |
| Cost | 290 715 | 293 817 |
| Mining Assets: In production | | |
| Cost | 167 392 | 154 769 |
| Accumulated amortisation | (78 979) | (70 316) |
| Net of accumulated amortisation | 88 413 | 84 453 |
| Net book value of mining assets | 396 724 | 400 987 |

The recovery of the costs deferred in respect of exploration and evaluation expenditure is dependent upon successful development and commercial exploitation of the respective area of interest.

NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For Quarter ended March 31, 2009

6 DERIVATIVES

| | <i>March 31</i> | <i>December 31</i> |
|--------------------------------|-----------------|--------------------|
| | <i>2009</i> | <i>2008</i> |
| | <i>\$'000</i> | <i>\$'000</i> |
| Current Assets | | |
| Gold put options | 282 | 1 493 |
| Non-current Assets | | |
| Gold put options | 1 093 | 1 997 |
| Total Assets | 1 375 | 3 490 |
| | | |
| Current Liabilities | | |
| Gold call options | 8 767 | 1 831 |
| Gold forward sales contracts | 50 621 | 46 949 |
| | 59 388 | 48 780 |
| Non Current Liabilities | | |
| Gold call options | 27 695 | 34 358 |
| Gold forward sales contracts | 37 814 | 45 708 |
| | 65 509 | 80 066 |
| Total Liabilities | 124 897 | 128 846 |

Prices for the consolidated entity's primary commodity products (gold bullion) are determined on international markets and quoted in US dollars.

Metal prices are fixed using forward sale contracts and options. Derivative financial instruments are matched with estimated future metal production.

The primary instruments held are undesignated forward gold sales contracts for 177,765 ounces with an average price of NZ\$773 (Dec 31, 2008: 206,076 ounces), undesignated gold put options over 146,142 ounces (Dec 31, 2008: 199,496 ounces) with an average exercise price of NZ\$1,000 and undesignated gold call options over 104,024 ounces (Dec 31, 2008: 136,024 ounces) of forecast 2010 production with an average exercise price of NZ\$1,062. These derivative instruments are contracted with a consortium of banks under a hedging facility, secured by a pledge against the assets of Oceana Gold (NZ) Ltd.

The forward sales programme is managed in accordance with policies approved by the Board. Performance under these policies is regularly reported to the Board.

The net gains and losses that relate to contracts not designated as specific hedges have been recognised in the statement of operations.

From December 31, 2008 to March 31, 2009 the NZD gold price moved from approximately \$1,523 per ounce to \$1,643 contributing significantly to the increase in the gold derivative liabilities, offset by the close out of contracts.

NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For Quarter ended March 31, 2009

7 EMPLOYEE BENEFITS

(a) Employee benefit liability

| | <i>March 31</i> | <i>December 31</i> |
|---|-----------------|--------------------|
| | <i>2009</i> | <i>2008</i> |
| | <i>\$'000</i> | <i>\$'000</i> |
| Aggregate employee benefit liability is comprised of: | | |
| Accrued wages, salaries | 824 | 660 |
| Employee benefit provisions current | 1 661 | 1 726 |
| Employee benefit provisions non-current | 66 | 68 |
| | 2 551 | 2 454 |

(b) Defined Contribution Plans

The company has defined contribution pension plans for certain groups of employees. The company's share of contributions to these plans is recognised in the statement of operations in the year it is earned by the employee.

8 INTEREST-BEARING LOANS AND BORROWINGS

| | <i>Effective</i> | <i>Maturity</i> | <i>March 31</i> | <i>December 31</i> |
|------------------------------------|------------------------|-----------------|-----------------|--------------------|
| | <i>interest rate %</i> | | <i>2009</i> | <i>2008</i> |
| | | | <i>\$'000</i> | <i>\$'000</i> |
| Current | | | | |
| Capital leases | 6.56% | 5/31/2014 | 6 803 | 6 897 |
| Insurance Premium Loan (NZ\$ Nil) | 3.26% | 02/28/2009 | - | 189 |
| Insurance Premium Loan (AUD\$ Nil) | 3.11% | 02/28/2009 | - | 51 |
| Project debt facility (NZ\$11.5m) | 5.22% | 12/31/2010 | 6 434 | 6 950 |
| | | | 13 237 | 14 087 |
| Non-current | | | | |
| Capital leases | 6.56% | 5/31/2014 | 29 389 | 32 235 |
| 5.75% Convertible Notes (A\$55m) | 9.16% | 12/22/2012 | 36 705 | 37 030 |
| 7.00% Convertible notes (A\$70m) | 10.13% | 12/22/2013 | 48 073 | 48 614 |
| 7.00% Convertible notes (A\$30m) | 10.64% | 3/22/2014 | 19 907 | 20 113 |
| Project debt facility (NZ\$4.0m) | 5.22% | 12/31/2010 | 2 238 | 4 633 |
| | | | 136 312 | 142 625 |

5.75% Convertible Notes (Unsecured)

The Notes bear interest at 5.75% per annum, payable semi-annually in arrears. The Notes are due for redemption at 109% of their principal amount in 2012, unless converted to common shares prior to this date at the option of the noteholder. The number of shares to be delivered upon conversion shall be determined by dividing the principal amount of the note by the conversion price of A\$4.2435 (subject to adjustment for certain specified events).

7.00% Convertible Notes (Unsecured)

The Notes bear interest at 7.00% per annum, payable semi-annually in arrears and have a face value of A\$70 million. Interest accrued in respect of the notes for the first two years is not payable but is instead capitalised into the redemption value of the notes. The Notes are due for redemption in 2013 at a value equal to the sum of their principal amount plus the capitalised interest amount, unless converted to common shares prior to this date at the option of the noteholder. The number of shares to be delivered upon conversion shall be determined by dividing the principal amount of the note by the conversion price. The conversion price is A\$4.0950 (subject to adjustment for certain specified events).

On March 22, 2007 A\$30m (US\$24.2m) in convertible notes were issued under the same terms and conditions as the 7% convertible notes. The conversion price is A\$4.3000 (subject to adjustment for certain specified events) and the notes are due for redemption in 2014. Of the A\$28.8m (US\$23.2m) net proceeds of the issue A\$24.9m (US\$20.1m) was allocated to interest bearing liabilities and A\$3.9m (US\$3.1m) was allocated to equity.

Project debt Facility (Secured)

The consolidated entity has a project debt facility of NZ\$15.5m (December 31, 2008: NZ\$20.0m) provided by a consortium of banks. The facility was fully drawn at March 31, 2009. The project debt facility has a floating interest rate which is paid quarterly in arrears. Oceana Gold (New Zealand) Ltd's assets are pledged as security over this facility

NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For Quarter ended March 31, 2009

9 SHARE CAPITAL

| | <i>No. shares Thousands</i> | <i>\$'000</i> |
|---|---------------------------------|---------------|
| <i>Movement in common shares on issue</i> | | |
| At 1 January 2008 | 161 635 | 334 975 |
| At 31 December 2008 | 161 635 | 334 975 |
| At 30 March 2009 | 161 635 | 334 975 |

There were an additional 30,321,702 listed options in issue. Each OceanaGold option entitles the holder to subscribe for one OceanaGold share at an exercise price of A\$4.625. The OceanaGold options can only be exercised during the period from January 1, 2008 to January 1, 2009 (or earlier in the event of a successful takeover bid for OceanaGold). These options lapsed on January 1, 2009.

10 ACCUMULATED OTHER COMPREHENSIVE INCOME / (LOSS) ("OCI")

| | <i>March 31 2009 \$'000</i> | <i>December 31 2008 \$'000</i> |
|--|-------------------------------------|--|
| Balance at the start of the period | | |
| Deferred gain/(loss) on cash flow hedging activities | - | 882 |
| Currency translation adjustments | (10 690) | 42 720 |
| | (10 690) | 43 602 |
| OCI for the period: | | |
| Transfers of cash flow hedge gains to earnings on recording hedged items in earnings | - | (1 272) |
| Currency translation differences | (3 504) | (53 410) |
| OCI before tax | (3 504) | (54 682) |
| Income tax benefit on effective portion of change in fair value of gold put options | - | 390 |
| OCI net of tax | (3 504) | (54 292) |
| Accumulated OCI at the end of the period | | |
| Currency translation adjustments | (14 194) | (10 690) |
| | (14 194) | (10 690) |

NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For Quarter ended March 31, 2009

11 SEGMENT INFORMATION

The Group's operations are managed on a regional basis. The two reportable segments are New Zealand and the Philippines. Capital expenditure includes the cost of segment assets acquired by way of business combinations.

| | New Zealand \$'000 | Philippines \$'000 | Corporate \$'000 | Total \$'000 |
|--|--------------------------|-----------------------|---------------------|-----------------|
| Quarter Ended March 31, 2009 | | | | |
| Revenue | | | | |
| Sales to external customers | 55 270 | - | - | 55 270 |
| Inter segment management and gold handling fees | - | - | 103 | 103 |
| Release from other comprehensive income of deferred unrealised losses on designated hedges | - | - | - | - |
| Total Segment Revenue | 55 270 | - | 103 | 55 373 |
| Result | | | | |
| Segment result excluding unrealised hedge losses | 18 813 | (316) | (763) | 17 734 |
| Inter segment management and gold handling fees | (103) | - | - | (103) |
| Release from other comprehensive income of deferred unrealised losses on designated hedges | - | - | - | - |
| Loss on fair value of undesignated hedges | (2 265) | - | - | (2 265) |
| Total segment result before interest and tax | 16 445 | (316) | (763) | 15 366 |
| Income tax benefit/(expense) | (4 626) | - | 1 750 | (2 876) |
| Total segment result | 11 819 | (316) | 987 | 12 490 |
| Interest expense | | | | (3 436) |
| Net earnings for the period | | | | 9 054 |
| Assets | | | | |
| Segment assets | 307 774 | 305 472 | 6 005 | 619 251 |

NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For Quarter ended March 31, 2009

11 SEGMENT INFORMATION (continued)

| | New Zealand \$'000 | Philippines \$'000 | Corporate \$'000 | Total \$'000 |
|--|--------------------------|-----------------------|---------------------|-----------------|
| Quarter Ended March 31, 2008 | | | | |
| Revenue | | | | |
| Sales to external customers | 62 263 | - | - | 62 263 |
| Inter segment management and gold handling fees | - | - | 131 | 131 |
| Release from other comprehensive income of deferred unrealised losses on designated hedges | 157 | - | - | 157 |
| Total Segment Revenue | 62 420 | - | 131 | 62 551 |
| Result | | | | |
| Segment result excluding unrealised hedge losses | 14 483 | (152) | (5 546) | 8 785 |
| Inter segment management and gold handling fees | 131 | - | - | 131 |
| Release from other comprehensive income of deferred unrealised losses on designated hedges | 157 | - | - | 157 |
| Loss on fair value of undesignated hedges | (21 498) | - | - | (21 498) |
| Total segment result before interest and tax | (6 727) | (152) | (5 546) | (12 425) |
| Income tax benefit | | | | 7 166 |
| Total segment result | | | | (5 259) |
| Interest expense | | | | (5 897) |
| Net loss for the period | | | | (11 156) |
| Assets | | | | |
| Segment assets | 416 493 | 340 975 | 103 443 | 860 911 |

NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For Quarter ended March 31, 2009

12 STOCK-BASED COMPENSATION

(i) Stock Option movements

The following table reconciles the outstanding share options granted under the executive share option scheme at the beginning and the end of the period:

WAEP = weighted average exercise price

| | <i>March 31, 2009</i> | | <i>December 31, 2008</i> | |
|---|-----------------------|-----------------|--------------------------|-----------------|
| | No. | WAEP | No. | WAEP |
| Outstanding at the start of the period | 4 019 988 | A\$ 2.74 | 2 600 000 | A\$3.81 |
| Granted | 886 655 | A\$0.38 | 2 403 320 | A\$1.68 |
| Forfeited | (716 664) | A\$1.69 | (983 332) | A\$3.00 |
| Balance at the end of the period | 4 189 979 | A\$2.42 | 4 019 988 | A\$2.74 |
| Exercisable at the end of the period | 1 500 009 | A\$3.667 | 703 338 | A\$3.825 |

Options granted were priced using a binomial option pricing model. Where options had a single exercise date the Black Scholes valuation model was used. Where options do not have a performance hurdle they were valued as American style options using the Cox Rubenstein Binomial model.

The expected life used in the model has been based on the assumption that employees remain with the company for the duration of the exercise period and exercise the options when financially optimal. This is not necessarily indicative of exercise patterns that may occur.

Due to the lack of exchange traded data for option prices of OceanaGold, historical volatility has been used for the purposes of the valuation. Expected volatility is based on the historical share price volatility using 3 years of traded share price data. As a result it reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the outcome.

Dividend yield is assumed to be nil on the basis that no dividends have been declared for the 2009 or 2008 financial years due to the large ongoing capital commitment.

(ii) Balance at end of the period

The share options on issue at the end of the financial period had an exercise price of between A\$0.00 and A\$4.255 and a weighted average remaining vesting period of 4.1 years.

13 CONTRIBUTED SURPLUS MOVEMENT

| | <i>March 31 2009 \$'000</i> | <i>December 31 2008 \$'000</i> |
|-------------------------------------|-------------------------------------|--|
| Balance at start of period | 33 897 | 32 379 |
| Stock based compensation expense | 9 | 1 518 |
| Balance at end of period | <u>33 906</u> | <u>33 897</u> |
| Contributed surplus | | |
| Employee stock based compensation | 3 512 | 3 503 |
| Fair value of options issued | 18 083 | 18 083 |
| Equity portion of Convertible notes | 12 311 | 12 311 |
| | <u>33 906</u> | <u>33 897</u> |

NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For Quarter ended March 31, 2009

14 CONTINGENCIES

- a. The company has issued bonds in favour of various New Zealand authorities (Ministry of Economic Development – Crown Minerals, Otago Regional Council, Waitaki District Council, West Coast Regional Council, Buller District Council, Timberlands West Coast Limited and Department of Conservation) as a condition for the grant of mining and exploration privileges, water rights and/or resource consents, and rights of access for the Macraes Gold Mine and the Globe Progress mine at the Reefton Gold Project which amount to approximately \$16.0m (NZ\$23.9m) (December 31, 2008 \$13.8m, NZ\$23.9m).
- b. The company has provided a cash operating bond to the New Zealand Department of Conservation of \$0.3m (NZ\$0.4m) (December 31, 2008 \$0.2m, NZ\$0.4m) which is refundable at the end of the Globe Progress mine. This amount is included in the total referred to in (a) above.
- c. In the course of normal operations the consolidated entity may receive from time to time claims and suits for damages including workers compensation claims, motor vehicle accidents or other items of similar nature. The consolidated entity maintains specific insurance policies to transfer the risk of such claims. No provision is included in the accounts unless the Directors believe that a liability has been crystallised. In those circumstances where such claims are of material effect, have merit and are not covered by insurance, their financial effect is provided for within the financial statements.
- d. The company has provided a guarantee in respect of a capital lease agreement for certain mobile mining equipment entered into by a controlled entity. At March 31, 2008 the outstanding rental obligations under the capital lease are \$36.2m (December 31, 2008 \$39.1m).
- e. The Didipio Project is held under a Financial of Technical Assistance Agreement (“FTAA”) granted by the Philippines Government in 1994. The FTAA grants title, exploration and mining rights with a fixed fiscal regime. Under the terms of the FTAA, after a period in which the company can recover development expenditure, capped at 5 years from the start of production, the Company is required to pay the Government of the Republic of the Philippines 60% of the “net revenue” earned from the Didipio Project. For the purposes of the FTAA, “net revenue” is generally the net revenues derived from mining operations, less deductions for, among other things, expenses relating to mining, processing, marketing, depreciation and certain specified overheads. In addition, all taxes paid to the Government shall be included as part of the 60% payable to the Government.

15 COMMITMENTS

Capital commitments

At March 31, 2009, the consolidated entity has commitments of \$3.6m (Dec 31, 2008 \$6.6m), principally relating to the development of mining facilities.

The commitments contracted for at reporting date, but not provided for:

| | <i>March 31</i> | <i>December 31</i> |
|--|-----------------|--------------------|
| | <i>2009</i> | <i>2008</i> |
| | <i>\$'000</i> | <i>\$'000</i> |
| Within one year: | | |
| - development of new mining facilities | 2 754 | 5 656 |
| After one year but not more than five years: | | |
| - development of new mining facilities | 886 | 917 |
| | 3 640 | 6 573 |

NOTES TO THE UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For Quarter ended March 31, 2009

16 EARNINGS PER SHARE

Basic earnings per share amounts are calculated by dividing net income/(loss) for the period attributable to common equity holders of the parent by the weighted average number of common shares outstanding during the period.

Diluted earnings per share amounts are calculated by dividing the net income attributable to common shareholders (after adding back interest on the convertible notes) by the weighted average number of common shares outstanding during the period (adjusted for the effects of dilutive options and dilutive convertible notes where the conversion of potential common shares would decrease earnings per share).

The following reflects the income and share data used in the total operations basic and diluted earnings per share computations:

| | <i>Three months ended</i> | |
|--|-------------------------------------|-------------------------------------|
| | <i>March 31 2009 \$'000</i> | <i>March 31 2008 \$'000</i> |
| Numerator: | | |
| Net income/(loss) attributable to equity holders from continuing operations (used in calculation of basic earnings per share) | 9 054 | (11 156) |
| Interest on convertible notes* | 1 667 | - |
| Net income/(loss) attributable to equity holders from continuing operations (used in calculation of diluted earnings per share)* | 10 721 | (11 156) |
| | | |
| | <i>Thousands</i> | <i>Thousands</i> |
| Denominator: | | |
| Weighted average number of common shares (used in calculation of basic earnings per share) | 161 635 | 161 635 |
| Effect of dilution: | | |
| Share options* | 1 460 | - |
| Convertible notes* | 37 032 | - |
| Adjusted weighted average number of common shares (used in calculation of diluted earnings per share)* | 200 127 | 161 635 |
| | | |
| Net loss per share: | | |
| - basic | \$0.06 | (\$0.07) |
| - diluted | \$0.05 | (\$0.07) |

* For periods to March 31, 2008 conversion of share options and convertible notes would decrease the loss per share and hence are non-dilutive.