

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	OCEANAGOLD CORPORATION
ARBN	124 980 187

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Diane Renee Garrett
Date of last notice	5 April 2017

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	11-12 May 2017 (US time)
No. of securities held prior to change	154,544 Common Shares 793,877 Unlisted Romarco Replacement Options
Class	Common Shares Unlisted Romarco Replacement Options
Number acquired	285,078 Common Shares
Number disposed	285,078 Unlisted Romarco Replacement Options 276,816 Common Shares

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	285,078 Unlisted Romarco Replacement Options exercised at C\$2.06 per Option 218,016 Common Shares sold at C4.49 per Share 55,000 Common Shares sold at C\$4.43 per Share 3,800 Common Shares sold at C\$4.55 per Share
No. of securities held after change	162,806 Common Shares 508,799 Unlisted Romarco Replacement Options
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise of Unlisted Romarco Replacement Options, dispose and hold resulting Shares. Disposal of Common Shares on market (Toronto Stock Exchange).

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No.
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.