

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

OceanaGold Corporation
Level 14, 357 Collins Street
Melbourne, Victoria
3000

Item 2 Date of Material Change

October 1, 2015.

Item 3 News Release

A news release with respect to the material change referred to in this report was disseminated through the facilities of Canada Newswire on October 1, 2015 and filed on the *System for Electronic Document Analysis and Retrieval* (SEDAR).

Item 4 Summary of Material Change

On October 1, 2015, OceanaGold Corporation (“**OceanaGold**”) and Romarco Minerals Inc. (“**Romarco**”) completed the plan of arrangement (the “**Arrangement**”) previously announced on July 30, 2015 under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) pursuant to which OceanaGold acquired all of the issued and outstanding common shares of Romarco (the “**Romarco Shares**”).

5.1 Full Description of Material Change

Under the terms of the Arrangement, former shareholders of Romarco are entitled to receive 0.241 of an OceanaGold common share for each Romarco Share held. In addition, each outstanding common share purchase option of Romarco was exchanged for a replacement option to purchase common shares of OceanaGold based on the exchange ratio of 0.241. Shareholders of OceanaGold and Romarco each voted in favour of the transaction at their respective special meetings of shareholders held on September 28, 2015, and Romarco received final court approval on September 30, 2015. OceanaGold intends to cause Romarco to delist its common shares from the Toronto Stock Exchange, to submit an application to cease to be a reporting issuer, and to otherwise terminate its public reporting requirements as soon as possible thereafter.

In connection with the Arrangement, Diane R. Garrett has joined OceanaGold’s board of directors.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Ms. Liang Tang
Company Secretary and Corporate Counsel
(+61) 3 9656 5313

Item 9 Date of Report

October 7, 2015.