

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name OceanaGold Corporation		2 Issuer's employer identification number (EIN) None	
3 Name of contact for additional information Liang Tang	4 Telephone No. of contact (+61) 3 9656 5300	5 Email address of contact Info@oceanagold.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact Level 14, 357 Collins Street		7 City, town, or post office, state, and Zip code of contact Melbourne, Victoria 3000, Australia	
8 Date of action October 1, 2015		9 Classification and description Common Shares	
10 CUSIP number 675222	11 Serial number(s) N/A	12 Ticker symbol OGC	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On October 1, 2015, OceanaGold Corporation ("OGC") acquired all of the issued and outstanding common shares of Romarco Minerals Inc. ("RMI") pursuant to an Arrangement Agreement (the "Acquisition").**
The RMI shareholders exchanged each of their RMI shares for 0.241 OGC common shares in the Acquisition.
The Acquisition is described in the Joint Management Information Circular of OGC and RMI dated August 20, 2015 ("Circular"), which is available at www.sedar.com.
A discussion of certain United States federal income tax consequences of the Acquisition is set forth in the "Certain United States Federal Income Tax Considerations" section of the Circular (the "Tax Summary"). The statements in this form are subject to the conditions and qualifications set forth in the Tax Summary.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **OGC believes that the Acquisition should qualify as a tax-deferred reorganization within the meaning of Code Section 368(a). As a result, each RMI shareholder should generally have a tax basis in the OGC common shares received in the Acquisition equal to such shareholder's aggregate tax basis in the RMI shares surrendered.**

Certain shareholders may recognize gain under Section 367. Shareholders that recognized a gain should have a tax basis in the OGC shares received equal to their fair market value at the time of the Acquisition.

Even if the Acquisition qualifies as a reorganization under Code Section 368(a), certain special rules would apply if RMI was a passive foreign investment company, as defined under Code Section 1297 (a "PFIC"), for any tax year during which a shareholder held RMI shares. Shareholders should review the Circular and consult with their own tax advisors regarding the U.S. federal income tax consequences of the Acquisition.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶

In the event that the Acquisition is taxable, for purposes of calculating fair market value, the fair market value of a OGC common share on October 1, 2015 is estimated at US \$1.38, which was the closing price for OGC shares on the Toronto Stock Exchange on October 1, 2015 (converted into US dollars).

Shareholders should consult with their own tax advisors to determine whether they are required to recognize any gain and what measure of fair market value is appropriate.

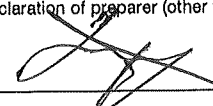
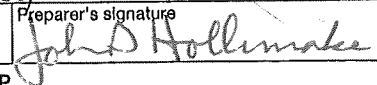
Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ OGC believes that its acquisition of RMI pursuant to the Acquisition should qualify as a reorganization with the meaning of Code Section 368(a). Consequently, the U.S. federal income tax consequences of the Acquisition to RMI shareholders should be determined under Code Sections 354, 358, 367, 1001 and 1221.

In addition, if RMI was classified as a PFIC, then Code Sections 1291 - 1298 would be applicable. Shareholders should consult their own tax advisors regarding the application of the PFIC rules.

18 Can any resulting loss be recognized? ▶ If the Acquisition qualified as a reorganization within the meaning of Code Section 368(a), then in general, each RMI shareholder who received OGC common shares in the Acquisition should not recognize any loss.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ In general, any gain recognized should be reported by shareholders for the tax year which includes October 1, 2015 (e.g., a calendar year shareholder would report the transaction on his or her federal income tax return filed for the 2015 calendar year).

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.				
	Signature ▶ 		Date ▶ <u>4 Nov 2015</u>		
Paid Preparer Use Only	Print your name ▶ <u>LIANG TANG</u>		Title ▶ <u>COMPANY SECRETARY</u>		
	Print/Type preparer's name <u>John Hollinrake</u>		Preparer's signature 		Date <u>30 Oct 2015</u>
	Firm's name ▶ <u>Dorsey & Whitney LLP</u>			Check <input type="checkbox"/> if self-employed PTIN <u>PO1568530</u>	
	Firm's address ▶ <u>Columbia Center, 701 Fifth Avenue, Suite 6100, Seattle, Washington 98104</u>			Firm's EIN ▶ <u>41-0223337</u> Phone no. <u>(206)903-8812</u>	
Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054					