

NOTICE OF ANNUAL GENERAL AND
SPECIAL MEETING OF SHAREHOLDERS

Register

A decorative background featuring a horizontal dotted line that curves downwards from left to right. Below this line are several abstract, layered shapes in shades of brown, tan, and black, resembling a stylized landscape or topographical map.

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the shareholders of OceanaGold Corporation (the “Company”) will be held at **Territories Room, The Fairmont Royal York, 100 Front Street West, Toronto, Ontario, M5J 1E3 Canada** on **Monday, May 12, 2008 at 2:00 p.m.** (Toronto time) (the “Meeting”)

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the shareholders of OceanaGold Corporation (the "Company") will be held at Territories Room, The Fairmont Royal York, 100 Front Street West, Toronto, Ontario, M5J 1E3 Canada on Monday, May 12, 2008 at 2:00 p.m. (Toronto time) (the "Meeting") for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the year ended December 31, 2007, together with the auditor's report thereon;
2. to elect or re-elect the following directors:
 - (a) Mr Stephen Orr;
 - (b) Jose Paredes Leviste, Jr; and
 - (c) T. Kerry McDonald,to hold office for a period of two years from the date of their election or until the next annual general meeting of shareholders following such date, whichever is the earlier (with each election to be voted on separately);
3. to appoint PricewaterhouseCoopers as the auditor of the Company to hold office until the close of the next annual meeting of shareholders;
4. to approve a restricted share plan (the "Plan") of the Company for all purposes, including to approve future grants under the Plan, as set out in the enclosed Management Proxy Circular;
5. to approve certain future grants under the Plan to the Chief Executive Officer of the Company as set out in the enclosed Management Proxy Circular;
6. to approve certain future grants of incentive stock options to the Chief Executive Officer of the Company as set out in the enclosed Management Proxy Circular; and
7. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Annual General and Special Meeting are: (1) a Management Proxy Circular, which provides additional information relating to the matters to be dealt with at the Meeting; (2) a Form of Proxy and Notes to Proxy or a Voting Instruction Form ("VIF"); (3) a return envelope for use by the shareholders to send in their Proxy or VIF; and (4) the Company's Annual Report for the year ended December 31, 2007, including the audited financial statements.

A Shareholder may attend the Meeting in person or may be represented thereat by proxy, if a registered shareholder, or may provide voting instructions, if a non-registered shareholder. Shareholders who are unable to attend the Meeting are requested to date and sign the enclosed form of proxy or VIF in accordance with their instructions and return it to the Company's transfer agent, Computershare Investor Services Inc. ("Computershare"), 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 Canada not later than 48 hours prior to the time of the Meeting (excluding Saturdays, Sundays and holidays).

Registered Shareholders in Australia and New Zealand should return their proxy to Computershare's Australia office in accordance with the instructions provided therein. If you do not complete and return the form in accordance with such instructions, you may lose your right to vote at the Meeting, either in person or by proxy.

If you are a non-registered Shareholder or a holder of CDIs in Australia, and receive a VIF from Computershare, please complete and return the form in accordance with the instructions of Computershare. If you do not complete and return the form in accordance with such instructions, you may lose your right to instruct the Registered Shareholder on how to vote at the Meeting on your behalf.

Voting exclusion statements under applicable Australia Stock Exchange requirements in relation to Items 4, 5 and 6 above are set out in the enclosed Management Proxy Circular.

The record date for the determination of the Shareholders entitled to receive this Notice and to vote at the Meeting has been established as April 2, 2008.

Please advise the Company of any change in your address.

DATED at Melbourne, Australia, as of the 9th day of April, 2008.

**BY ORDER OF THE BOARD OF DIRECTORS OF
OCEANAGOLD CORPORATION**



Stephen A. Orr

Chief Executive Officer and Director

OCEANAGOLD CORPORATION

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