



## MEDIA RELEASE

16 September 2015

### **OCEANAGOLD & ROMARCO RECEIVE FAVOURABLE VOTING RECOMMENDATIONS FROM LEADING INDEPENDENT PROXY ADVISERS FOR THE PROPOSED PLAN OF ARRANGEMENT**

(MELBOURNE and TORONTO) – OceanaGold Corporation (**TSX/ASX/NZX: OGC**) ("OceanaGold") and Romarco Minerals Inc. (**TSX: R**) ("Romarco") are pleased to announce that Institutional Shareholder Services Inc. ("ISS") and Glass Lewis & Co. LLC ("Glass Lewis") have both recommended that shareholders of Romarco and OceanaGold vote **FOR** the respective resolutions proposed by each company, being the approval of the plan of arrangement of Romarco, and the issuance of shares by OceanaGold pursuant to the terms of the plan of arrangement.

ISS and Glass Lewis are the two leading independent proxy advisory firms that provide voting recommendations to institutional investors. Their endorsement of the resolutions highlights the strategic rationale for both companies. The combination of OceanaGold and Romarco is expected to create *the* lowest cost gold producer in the sector, which will be propelled by a portfolio of high quality assets with long mine lives and significant projected free cash flow generation.

Additional information in relation to the plan of arrangement can be found in the joint management information circular (the "Joint Circular") and related proxy materials of OceanaGold and Romarco that were recently mailed to shareholders of each company. An electronic copy of the Joint Circular is available on OceanaGold's website at [www.oceanagold.com](http://www.oceanagold.com) and Romarco's website at [www.romarco.com](http://www.romarco.com).

The documentation is also available under the issuer profile of each company on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **Romarco Special Meeting of Shareholders**

The Romarco Meeting will be held at the Shangri-La Hotel Toronto, 188 University Avenue, Toronto, Ontario, on September 28, 2015 at 1:00 p.m. (Toronto time).

#### **OceanaGold Special Meeting of Shareholders**

The OceanaGold Meeting will be held at the offices of Stikeman Elliott LLP, 17th Floor, 666 Burrard Street, Vancouver, British Columbia, on September 28, 2015 at 10:00 a.m. (Vancouver time).

**The Board of Directors of OceanaGold and the Board of Directors of Romarco UNANIMOUSLY recommend that OceanaGold shareholders and Romarco shareholders, respectively, vote FOR the special resolutions to be voted on at the respective special meetings of shareholders.**

### **Shareholder Questions**

Romarco shareholders can direct any questions and requests for assistance to:

Kingsdale Shareholder Services

By telephone (North American Toll Free) at: 1-800-749-9052

By telephone (Collect Outside North America/Reverse Charge) at: 1-416-867-2272

By email at: [contactus@kingsdaleshareholder.com](mailto:contactus@kingsdaleshareholder.com)

OceanaGold shareholders can direct any questions and requests for assistance to:

Laurel Hill Advisory Group

By telephone (North American Toll Free) at: 1-877-452-7184

By telephone (Collect Outside North America/Reverse Charge) at: 1-416-304-0211

By email at: [assistance@laurelhill.com](mailto:assistance@laurelhill.com)

Please ensure your vote is cast in advance of the voting deadline of September 24, 2015 at 10:00am (Vancouver time) / 1:00pm (Toronto time).

- ENDS -

For further information please contact:

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## **About OceanaGold**

OceanaGold Corporation is a significant multinational gold producer with mines located in New Zealand and the Philippines. The Company's assets encompass New Zealand's largest gold mining operation at the Macraes Goldfield in Otago which is made up of the Frasers and Coronation open pits and the Frasers underground mine. On the west coast of the South Island, the Company operates the Reefion Open Pit mine. At the end of April 2015, the Company announced the acquisition of the high quality Waihi Gold Mine located on the North Island of New Zealand where the transaction is expected to close in the second half of 2015. In the Philippines, OceanaGold owns and operates its flagship operation, the Didipio Gold-Copper Mine located on the island of Luzon. OceanaGold has a pipeline of organic growth and exploration opportunities in the Australasia and Americas regions. On July 29, 2015, the Company announced the proposed acquisition of Romarco Minerals Inc. whose principal asset is the world-class Haile Gold Mine which is currently in construction and located in South Carolina, United States.

OceanaGold has operated sustainably over the past 25 years with a proven track record for environmental management and community and social engagement. The Company has a strong social license to operate and works collaboratively with its valued stakeholders to identify and invest in social programs that are designed to build capacity and not dependency.

In 2015, the Company expects to produce and attribute 380,000 to 410,000 ounces of gold from the combined New Zealand and Didipio operations (assuming completion of the Waihi transaction) and produce 22,000 to 23,500 tonnes of copper from the Didipio operation.

OceanaGold is listed on the Toronto, Australian and New Zealand stock exchanges under the symbol OGC.

## **About Romarco**

Romarco Minerals Inc. is a gold development company focused on production primarily in the U.S.. The Company has completed a positive Feasibility Study, received all major permits, secured financing and has commenced construction of its flagship project, the Haile Gold Mine in South Carolina. The Company's current construction schedule contemplates first production during the fourth quarter of 2016.

Romarco is listed on the Toronto stock exchange under the symbol R.

## **Cautionary Statement for Public Release**

Certain information contained in this public release may be deemed "forward-looking" within the meaning of applicable securities laws. Forward-looking statements and information relate to future performance and reflect OceanGold's and Romarco's expectations regarding the generation of free cash flow, execution of business strategy, future growth, future production, estimated costs, results of operations, business prospects and opportunities of OceanaGold, Romarco and their related subsidiaries. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements. Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those expressed in the forward-looking statements and information. They include, among others, the accuracy of mineral reserve and resource estimates and related assumptions, inherent operating risks, the failure to obtain shareholder, regulatory or court approvals in connection with the Arrangement, adverse changes in the construction timetable or progress at the Haile Gold Mine, and those risk factors identified in the OceanaGold's and Romarco's most recent Annual Information Form prepared and filed with securities regulators and which are available on the issuer profile of each company on SEDAR at [www.sedar.com](http://www.sedar.com). There are no assurances OceanaGold and Romarco can fulfil forward-looking statements and information. Such forward-looking statements and information are only predictions based on current information available to the respective management teams as of the date that such predictions are made; actual events or results may differ materially as a result of risks facing OceanaGold and Romarco, some of which are beyond OceanaGold's and Romarco's control. Although OceanaGold and Romarco believe that any forward-looking statements and information contained in this press release are based on reasonable assumptions, readers cannot be assured that actual outcomes or results will be consistent with such statements. Accordingly, readers should not place undue reliance on forward-looking statements and information. OceanaGold and Romarco expressly disclaims any intention or obligation to update or revise any forward-looking statements and information, whether as a result of new information, events or otherwise, except as required by applicable securities laws. The information contained in this release is not investment or financial product advice.

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