OREZONE GOLD CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2018

This Management's Discussion and Analysis ("MD&A") was prepared by management, and was reviewed and approved by the Board of Directors ("Board") on May 28, 2018, the date of this MD&A. The following discussion of performance, financial condition and future prospects should be read in conjunction with the condensed consolidated interim financial statements for the three month period ended March 31, 2018 ("Interim Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar amounts in this MD&A are in United States dollars, unless otherwise specified. References to "$" or "US$" are to United States dollars, references to "C$" are to Canadian dollars and references to "CFA" are to Communauté Financière Africaine francs. The functional currency for each entity consolidated with the Company is determined by the currency of the primary economic environment in which it operates (the "functional currency"). The Company's functional currency is the Canadian dollar. Throughout this document, abbreviations "M" means millions, "k" means thousands, "km" means kilometres, and "m" means metres.

This MD&A contains forward-looking statements. Statements regarding the adequacy of cash resources to carry out our exploration and development programs or the need for future financing are forward-looking statements. Statements regarding the potential for expansion of current mineral resources, expected results including, but not limited to, targeted economic parameters and production levels for Bomboré, planned expenditures on the Company's projects, the formal documentation of the granted mining permit and the potential timing and milestones required to become a gold producer are also forward-looking statements. All forward-looking statements, including those not specifically identified herein, are made subject to cautionary language at the end of this document. Readers are advised to refer to the cautionary language included at the end of this MD&A when reading any forward-looking statements.

Corporate Information

The Company was incorporated on December 1, 2008 under the *Canada Business Corporations Act* and is the product of a spin-out transaction between Orezone Resources Inc. and IAMGOLD Corporation. The Company was initially listed on the Toronto Stock Exchange and moved to a Tier 1 listing on the TSX Venture Exchange ("TSXV") on December 21, 2015. The Company is engaged in the exploration and development of gold properties in Burkina Faso, West Africa, focusing on its flagship Bomboré gold project ("Bomboré" or "Bomboré Project"). The Company's main priority is to advance the multi-million ounce Bomboré Project to a near-term production decision.

Q1 2018 Highlights

- In January 2018, the Company initiated an updated optimized feasibility study ("FS") on its Bomboré Project with Lycopodium Minerals Canada Ltd., an engineering firm with extensive mining experience in West Africa, as the lead study manager. The new FS is based on a simplified flowsheet that is well suited to the free-digging, shallow oxide portion of the Bomboré mineral resource. The Company and its consultants achieved significant progress on the main components of the FS in Q1 2018 and remains on schedule to complete the FS by June 2018.
- The Company proceeded with its Resettlement Action Plan ("RAP") planning during the quarter in preparation for the commencement of RAP field work in the 2H 2018. A local independent consulting firm was engaged to conduct a current survey of families eligible for relocation under Phase I of the RAP. The survey for this Phase is planned to be finalized in the second quarter and is an important step towards final approval of the Phase I RAP by the various levels of government.
- On February 22, 2018, the Company announced additional assay results from drilling conducted in 2017 and early 2018 on two targets (P17S and KT) that currently reside outside of the main Bomboré mining permit. The additional drill results on P17S located two kms south of the Bomboré mining permit continue to help better define the extent and geometry of the higher-grade P17S sulphide gold zones. The new drill results on KT located 1.5 kms north of the

Bomboré mining permit was successful in determining that oxide mineralization remains open outside of defined resources. Further results from follow-up drilling are expected later in 2018.

- In Q1 2018, the Company presented a conceptual mining plan for the mineral resources located within the environmental sensitive flood plains to BUNEE (technical office of the Ministry of Environment) and members from other governmental departments which was positively received. The Company will now submit a preliminary ESIA for BUNEE's review in Q2 2018 as part of the re-instatement process.
- On March 4, 2018, the Company appointed Peter Tam as chief financial officer, replacing Joe McCoy who will remain with the Company as Vice-President, Administration and Corporate Secretary.
- On March 23, 2018, the Company entered into a non-brokered private placement for gross proceeds of C$44,920,000 by issuing 56,150,000 common shares of the Company at a price per share of C$0.80 (the "Private Placement"). Two new strategic investors, RCF Capital Funds VII L.P. and Coris Capital S.A., participated in this Private Placement which closed on April 10, 2018. The Company will use the proceeds from the Private Placement to accelerate the development of Bomboré and for general corporate purposes.
- As of March 31, 2018, the Company had cash of $8.8M, working capital of $8.0M and no debt.

2018 Objectives and Outlook

The Company re-affirms its previously disclosed objectives and outlook for the 2018 year except for changes as noted:

- Release the results of an updated FS for the Bomboré Project along with a new mineral reserve estimate by the end of Q2 2018;
- Issue a Bomboré mineral resource update in Q4 2018 (previously Q3 2018) that includes the drilling completed in 2017;
- Complete a 24,000 m drill program on highly prospective targets on the Bomboré property, following on the drilling success from 2017. Approximately 16,000 m is planned for the main Bomboré deposit targeting high-grade oxide and shallow sulphide zones in four main areas (Maga North, Maga Hill, Siga East and P11). The remaining 8,000 m is directed at step-out and definition drilling on targets (P17S, P13, KT, P17N, and GHO) within the Company's four exploration permits;
- Commence detailed engineering in H2 2018 to allow for substantial completion of detailed engineering by Q1 2019;
- Finalize planning and approval of Phase I RAP by Q2 2018 and begin Phase I RAP field work (relocation of approximately 385 families to eight nearby resettlement sites) in the H2 2018 in preparation of potential early-stage construction activities in H1 2019;
- Commence early stage civil works such as upgrading of access roads, and the construction of permanent river crossings for future mine haulage and long-term water supply systems amongst others;
- Continue work to have the mineralized portion of the main Bomboré deposit that is located on or adjacent to environmentally sensitive flood plains re-instated for mining through submission of a plan of operations and follow-up meetings with the appropriate departments in the Burkina Faso government;
- Continue the hiring of qualified personnel for key positions in project development and operations; and
- Advance discussions on project financing alternatives in anticipation of a construction decision in early 2019.

The Company now expects to expend between $24.0M to $26.0M (previously between $17.0M to $19.0M) on its 2018 activities, assuming average 2018 foreign currency exchanges rates of 1.28 CAD and 550 CFA to one USD. The main increase in forecasted spending is from higher predicted costs associated with the RAP in 2018 due to: (a) a recent survey showing population growth in households from figures used in the 2015 FS; (b) cost inflation in building construction costs supported by preliminary contractor quotes since the 2015 FS; and (c) bringing forward planned Phase II RAP expenditures from future periods to reduce schedule risk and cost escalation. The Company now anticipates RAP expenditures of approximately $13.3M (previously $7.0M) for 2018, provided RAP field activities stay on schedule which is dependent on timely contract negotiations and subsequent mobilization of the contractor(s) workforce, supplies and equipment.

In addition, the revised 2018 spending estimate includes certain camp upgrades (e.g. construction of two more dormitory buildings and expansion of canteen) to accommodate the growth in site activities and workers over the coming quarters, and the recruitment of key management and operational staff at the project and corporate offices.

Exploration and Development Summary

Since 2009, the Company has been mainly focused on the development of its wholly owned Bomboré Project. On August 11, 2016, the Government of Burkina Faso approved the mining permit application to build a Phase 1, open pit operation mining only the surface oxide resource that can be processed without grinding or cement agglomeration using a combined Heap Leach ("HL") and Carbon in Leach ("CIL") circuit.

From January 2014 to April 2015, the Company completed all test work and designs required to complete the 2015 FS that focused only on Phase 1. However, because of the significant resource revision released on August 22, 2016, the Company withdrew the 2015 FS.

The following table discloses the Company's currently declared mineral resources for its Bomboré Project (with an effective date of January 5, 2017) using the standards prescribed by the Canadian Institute of Mining and Metallurgy ("CIM") and disclosed in accordance with National Instrument ("NI") 43-101:

Table 1 - 2017 Mineral Resources Statement for the Bomboré Deposit, Burkina Faso, West Africa

		Measured Mineral Resource			Indicated Mineral Resource			Measured and Indicated Mineral Resource			Inferred Mineral Resource		
Material Type	**Cutoff gpt**	**Tonnes Mt**	**Grade gpt**	**Gold koz**	**Tonnes Mt**	**Grade gpt**	**Gold koz**	**Tonnes Mt**	**Grade Gpt**	**Gold koz**	**Tonnes Mt**	**Grade gpt**	**Gold koz**
Oxide+Tran HG	0.45	**16.9**	**0.94**	**513**	**36.5**	**0.83**	**974**	**53.4**	**0.87**	**1,487**	**4.8**	**0.77**	**117**
Oxide+Tran LG	0.2 to 0.45	18.5	0.33	196	50.1	0.33	531	68.6	0.33	727	16.4	0.29	151
Total Ox+Tr	**0.20**	**35.4**	**0.62**	**709**	**86.7**	**0.54**	**1,505**	**122.0**	**0.56**	**2,214**	**21.2**	**0.39**	**268**
Fresh HG	0.50	**2.3**	**1.18**	**87**	**68.7**	**0.96**	**2,121**	**71.0**	**0.97**	**2,208**	**20.1**	**0.97**	**630**
Fresh LG	0.38 to 0.5	0.8	0.43	11	24.2	0.43	337	25.0	0.43	348	6.9	0.43	96
Total Fresh	**0.38**	**3.1**	**0.99**	**97**	**93.0**	**0.82**	**2,458**	**96.0**	**0.83**	**2,556**	**27.0**	**0.84**	**726**
Total HG		**19.2**	**0.97**	**600**	**105.3**	**0.91**	**3,095**	**124.5**	**0.92**	**3,695**	**24.9**	**0.93**	**747**
Total LG		19.2	0.33	206	74.4	0.36	868	93.6	0.36	1,075	23.3	0.33	246
Total HG + LG		**38.4**	**0.65**	**806**	**179.6**	**0.69**	**3,964**	**218.1**	**0.68**	**4,770**	**48.2**	**0.64**	**994**

Notes: 1. CIM definitions were followed for Mineral Resources. 2. HG indicates material above the higher-grade cutoffs, LG indicates low grade material between the high grade and breakeven cutoff grades. 3. Mineral Resources are estimated at variable cutoff grades depending on weathering layer and location. 4. Mineral Resources are estimated using a long-term gold price of US$1,400 per ounce. 5. A minimum mining width of approximately 3 m was used. 6. Bulk densities vary by material type. 7. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. 8. Numbers may not add due to rounding. 9. The effective date of this Mineral Resource statement is January 5, 2017.

With the change in management of the Company in early 2017, the Company completed a comprehensive review of the Bomboré project including the overall development strategy. This review led to a simplified approach which eliminated the HL circuit focussing only on the free digging oxides. A revised FS examining this more simplified approach was commenced in early 2018 and completion is expected in June 2018. After the completion of the FS, the Company expects to advance the project towards a construction decision in early 2019.

The Company also commenced an exploration and definition drill program at Bomboré in November 2016 that continued into 2017 and 2018. This program was initially focused on P17S, a new higher-grade sulphide zone and on the oxide mineralization of the P13 oxide target, both situated south of the Bomboré mining permit. Previous shallow drilling at P17S from surface to a depth of only 60 m resulted in a M&I Sulphide mineral resource of 310,000 tonnes at 2.6 gpt for 25,700 ounces of gold. Step-out drill holes to date have intersected mineralized granodiorite to a vertical depth of 215 m and indicate a down-plunge continuity of the zone to over 500 m from the outcrop of the deposit. Drilling along trend indicates that the mineralization occurs within an interpreted prospective corridor that now extends to nearly three kilometres in length, with two major gaps in the drilling between P17 and the P17S NE extension and between P17S and prospect 172. The P17S program continued until the end of June 2017 to the north and south of P17S to better define the continuity of the mineralization within this corridor.

Based on the results of the P17S drill program which showed that P17S was a series of shallow plunging folded granodiorite limbs, the Company reviewed the resource model within the existing mining permit pit shells to determine if potential exists to better define higher-grade zones within these pit shells. A first stage drilling program to test this hypothesis commenced in July 2017 and was completed by October 2017. This program consisted of infill holes to tighten up the drill spacing from 50 m by 25 m to 25 m by 25 m in four specific target areas where discrete higher-grade zones were identified within the oxide zone. A total 249 drill holes for approximately 13,911 m were completed at Siga East, Siga South, P11 and CFU areas. On September

12, 2017 and November 28, 2017, the Company announced positive RC drill results from the RC infill drill program. The drilling at all four targets was successful in intercepting high-grade mineralization, which should improve grade domaining, but more drilling will be required in certain areas to confirm the geometry of these potential discrete higher-grade zones.

Bomboré Gold Project

Bomboré is situated 85 km east of the capital city, Ouagadougou, and is adjacent to an international highway, with access to sufficient water for mining operations, as well as one major town and several local smaller villages that will be the source of the operational labour force. The project benefits from a large oxide resource (average depth of 45 m) that sits above a large sulphide resource. The average depth of over 504,000 m of drilling to date is 120 m and the sulphide resource reaches depths of up to 240 m within the CIL optimized pit shells that constrain the resource. Since 2011, the Company has been examining various scenarios to develop the project in stages to reduce the initial capital requirements. In June 2013, the Company postponed the completion of a CIL FS and to focus on a 5.5 M tonne/year Phase 1 oxide-only HL scenario. The Company completed an updated Preliminary Economic Assessment ("PEA") on the HL scenario that was released and filed in Q1 2014. The updated HL PEA was completed by G Mining Services Inc. ("GMS"), Kappes, Cassiday & Associates ("KCA"), and Golder Associates Inc. ("Golder"). Subsequently, the Company revised the planned processing method to employ a combined approach of HL and CIL circuits to eliminate the metallurgical and operating issues associated with the large fines content in the HL only circuit. The combined approach was positively evaluated as part of the 2015 FS; however, with the Bomboré Project resource revision announced on August 22, 2016, the Company withdrew the filed 2015 FS.

The final Environmental and Resettlement approvals from the Burkina Faso Ministry of Environment, Green Economy and Climate Change was received on May 18, 2016. Project development will result in the resettlement of the population living on the project site (approximately 650 traditional families and 4,000 artisanal gold miners) and the expropriation of a large area of agricultural land (approximately 700 hectares). The Company and its consultants, Socrege, BEGE, and WSP, worked with the local population to agree on all resettlement areas for each of the communities potentially impacted by the project. The mining permit application was submitted on May 25, 2015 and was approved on August 11, 2016. The formal mining permit Decree was signed on December 30, 2016 and was received on January 25, 2017 (see Permit Status section below for details). The Company was planning to release a new Oxide and Transition mineral reserve estimate in Q4 2017. However, the Company subsequently decided to delay the completion of the new FS and mineral reserve update in order to complete a detailed optimization of the process flowsheet, and the associated capital and operating costs.

The original planned flowsheet was a combined HL and CIL circuit. This circuit design separated the fines from the coarser +212-micron product. This process was selected due to the high fines content that would require excessive cement for HL agglomeration and prevent construction of a normal heap pad height of 50m to 60m due to potential percolation and slump issues.

A detailed review of the test work was completed in late 2017 which indicated that most of the oxide/upper transition material will report to the leach circuit without crushing or grinding. The softness of this material and its low abrasive index indicate that the small fraction of the material that requires grinding will take relatively limited power to achieve the necessary size reduction. Subsequent test work was completed at SGS Lakefield which confirmed this review. Leach times are also relatively fast at 24 hours so the process will not require significant tankage. These changes, together with the elimination of the HL from the process flowsheet, is anticipated to save significant upfront capital and increase the overall process recovery due to the faster and better kinetics of tank leaching. This is the flowsheet and development plan currently being evaluated in the new FS anticipated for completion in June 2018.

Bomboré Exploration Potential

The Bomboré oxide resources have the potential for further expansion and upgrading through drilling the current inferred resources and the untested targets in the southern portion of the property with additional RC drilling. Furthermore, drill testing for mineralization in the untested gaps between the many smaller pits along the mineralized trend could result in the joining of several pits. This drilling, if successful, could add additional resources and may also marginally improve the overall strip ratio.

Approximately two km south and along the Bomboré shear zone trend is the P17S sulphide prospect that hosts an M&I resource of approximately 26 koz (310,000 tonnes at a gold grade of 2.6 gpt) based on 22 core and 7 RC boreholes. The gold mineralization occurs in a deformed and shallowly plunging granodiorite unit. SGS Lakefield was contracted to perform a metallurgical test program on 100 kg of representative composite samples from the P17S drill core and the results on average, are better than the whole ore cyanidation recoveries expected for main sulphide material at Bomboré based on a standard CIL circuit. These results are particularly interesting with grades above the average grade of the Bomboré resource and could have a positive impact on the project economics of any planned Phase 2 sulphide expansion. Drill results since November 2016 continue to indicate that the resource could be significantly larger.

Permit status

The original Bomboré I permit (104.5 km^2) expired on February 17, 2016; the Company applied for a mining permit during Q2 2015, well before the expiry of the Bomboré I permit.

On June 1, 2016, the Company re-applied for most of the exploration area that expired on February 17, 2016 and that was excluded from the May 2015 mining permit application. The three applications were approved, and new exploration permits were received on January 17, 2017.

On May 18, 2016, the Company received final approval from the Ministry of Environment, Green Economy and Climate Change for the RAP and the ESIA with respect to its May 2015 mining permit application for the Bomboré Project. On June 13, 2016, the Company completed a technical review of its Bomboré Project with the Burkina Faso National Commission of Mines ("NCM"). The NCM reviewed the project's then (now revoked) FS, including the environmental assessment and impact study, and the RAP. On August 12, 2016, the Council of Ministers of the Burkina Faso Government approved the mining permit application submitted by the Company's local subsidiary, Orezone Bomboré SA. The mining permit was granted by Decree[1] on December 30, 2016, copy of which was received on January 25, 2017 and published in the official government gazette on March 2, 2017. The permit refers to the 2015 Mining Code.

In May 2017, the Company received the Order that sets the 2-year construction fiscal regime period from December 30, 2016 to December 29, 2018. Since the Company is not expected to make a decision about the construction of the mine before the completion of the FS update scheduled for the end of June 2018 and as provided by the Mining Code, the Company applied for and the Minister of Mines approved on November 23, 2017, the request to suspend construction for up to two years. The Burkina Faso Mining Code provides for two 2-year exemption periods that can be applied for by the Company and, if granted, can delay the beginning of the 2-year construction fiscal regime by as much as four years.

The Bomboré project includes the mining permit (25 km^2) and four exploration permits; Toéyoko (46.7 km^2), Bomboré II (18.2 km^2), Bomboré III (48.1 km^2) and Bomboré IV (12.4 km^2). The second three-year term of the Toéyoko permit expired in July 2017 and the Company applied to renew the permit for the final three-year term in April 2017. The Company received the official renewal *Arrêté* for the last 3-year tenure from the Ministry of Mines on August 1, 2017. The Bomboré II, Bomboré III and Bomboré IV permits were granted on January 17, 2017, will expire in January 2020 and may be renewed for two additional three-year terms. In June 2017, the Company submitted applications to expand the surface area of its Bomboré II, Bomboré III and Bomboré IV exploration permits, essentially to cover various gaps between the mining permit and the explorations permits. The applications were all accepted and a new *Arrêté* issued for each of the three expanded permits on October 27, 2017, bringing the total surface area of the Bomboré Project to 150 km^2.

The Government of Burkina Faso requires an annual minimum exploration expenditure of 270,000 CFA (~US$490) per km^2 resulting in a minimum of 33,800,000 CFA (~US$61,450) for its exploration permits. Expenditures can be carried forward year over year throughout the term and renewals of the permits. The Company has not had any difficulty in meeting these minimum requirements.

Ownership

The Company owns a 100% interest in the four exploration permits. The government of Burkina Faso retains a sliding scale NSR royalty of 3% to 5%, depending on the gold price, and a 10% carried interest if the project is mined. On June 26, 2015, the *Conseil National de la Transition* (National Council of Transition) approved a new mining code which was promulgated on October 29, 2015. Since January 2017, the government commenced the release of a series of Decrees and Orders that will progressively implement the 2015 Mining Code. See "New Burkina Faso Mining Code" section below for further details.

[1] *Décret No. 2016-1266 PRES/PM/MEMC/MINEFID/MEEVCC* dated 30 December 2016, published in the *Journal official du Burkina Faso No. 9 dated 2 March 2017*.

New Burkina Faso Mining Code ("2015 Mining Code")

The mining legislation of Burkina Faso provides for certain fiscal policies that are specific to mining activities and offers certain tax incentives for titleholders at different stages of their projects. On June 26, 2015, the *Conseil National de la Transition* approved a new Mining Code that was adopted by the parliament on July 16, 2015 and promulgated on October 29, 2015.

Since January 2017, the government commenced the release of a series of seven Decrees that will implement the 2015 Mining Code; these Decrees will be followed by several Orders that will further define how the 2015 Mining Code will be implemented. Items within the new Mining Code include, amongst others, the introduction of a new tax of 1.0% of the gross revenues to support a Mining Fund for Local Development, an effective increase in income tax rates from 17.5% to 27.5%, and for feasibility studies to include a plan for the training and the promotion of local mining executives.

Selected Q1 2018 Consolidated Financial Information

Total comprehensive losses for the three-month period ended March 31, 2018 and 2017 were as follows:

Table 2 – Financial Information

	2018	2017
Expenses	**$**	**$**
Exploration and evaluation	**1,886,964**	1,283,741
General and administrative	**988,299**	656,827
Share-based compensation	**438,191**	30,073
Depreciation and amortization	**82,494**	91,069
Total Expenses	**3,395,948**	2,061,710
Other income (loss)	**276,572**	68,093
Net loss before tax	**(3,119,376)**	(1,993,617)
Income tax	**-**	-
Net Loss	**(3,119,376)**	(1,993,617)
Foreign currency translation (loss) gain	**(262,006)**	172,026
Other comprehensive (loss) gain	**(262,006)**	172,026
Comprehensive loss	**(3,381,382)**	(1,821,591)
Net loss per common share, basic and diluted	**(0.02)**	(0.01)

The Company's exploration and evaluation costs and metres drilled by project for the three month periods ended March 31, 2018 and 2017 were as follows (all figures are presented in US$, except for metres drilled):

Table 3 – Exploration and Evaluation Costs

Three-month period ended March 31, 2018	**Metres Drilled**	**Drilling & Assaying**	**General, Camp, Infrastructure & Other**	**Exploration & Development Studies**	**Exploration Surveys**	**Total Exploration & Evaluation Costs**
	M	**$**	**$**	**$**	**$**	**$**
Bomboré	**8,008**	697,607	471,801	705,382	12,174	**1,886,964**

Three-month period ended March 31, 2017	**Metres Drilled**	**Drilling & Assaying**	**General, Camp, Infrastructure & Other**	**Exploration & Development Studies**	**Exploration Surveys**	**Total Exploration & Evaluation Costs**
	M	**$**	**$**	**$**	**$**	**$**
Bomboré	**8,176**	536,608	305,254	333,529	97,044	**1,272,435**
Bondi	**-**	-	11,134	-	172	**11,306**
Total	**8,176**	**536,608**	**316,388**	**333,529**	**97,216**	**1,283,741**

The components of general and administrative costs for the three-months ended March 31, 2018 and 2017 were as follows:

Table 4 – General & Administrative Expenses

	2018	2017
Expenses	**$**	**$**
Salaries and employee costs	**525,536**	263,643
Public company costs	**64,546**	71,074
Professional fees	**21,823**	83,746
General and office costs	**289,178**	174,582
Investor relations and travel	**87,216**	63,782
Total Expenses	**988,299**	656,827

Table 5 – Consolidated Balance Sheets (Summary)

	2018	2017
	$	$
Cash	**8,769,451**	16,950,945
Interest in exploration properties	**2,030,217**	2,176,166
Marketable securities	**1,085,908**	-
Shareholders' equity	**11,124,022**	18,651,680
Total assets	**12,899,508**	19,658,900

The Company is in the exploration and evaluation phase and does not yet have revenue-generating activities in any financial period. Accordingly, the Company's financial performance is largely a function of the level of exploration and evaluation activities undertaken on the active projects and the administrative expenses required to operate and carry out these activities. Discussion of the major items that impacted net losses for the three-month periods ended March 31, 2018 and 2017 are described below.

Exploration and evaluation costs for Q1 2018 increased by $603k from Q1 2017 mainly due to a greater proportionate share of higher costs diamond drilling (Q1 2018 – 4,917 m versus Q1 2017 – 3,776 m), consultant costs for the FS update initiated in Q1 2018 and from RAP planning activities at Bomboré.

General and administrative costs ("G&A") include both the Company's head office expenses and the local office related to the Company's subsidiaries. Head office G&A encompasses the costs of head office salaries and benefits, director compensation, professional fees, investor relations, travel, facilities and IT, as well as all costs associated with maintaining the Company's listing on the TSXV.

G&A costs for Q1 2018 increased by $331k from Q1 2017 from the following changes in expenditures:

- salary and employee costs increased by $262k in Q1 2018 from additional hires and the accrual of mandatory severance provisions for Burkina Faso employees that came into law staring in 2018 with majority of accrual in the current quarter in recognition of past service;
- an increase in general & office costs of $115k in Q1 2018 due mainly to increased business travel to and activities in Burkina Faso;

  partially offset by:

- a decrease of $62k in professional fees in Q1 2018 due to lower legal fees and reduced Board expenses when compared to Q1 2017. Also, in Q1 2017, the Company undertook an external compensation survey which was not repeated in Q1 2018.

Share-based compensation expenses recognized in the Q1 2018 increased by $408k over Q1 2017 due to the grant of new stock options in January 2018 to employees where the first tranche of these options vests immediately. No stock options were granted in Q1 2017.

Other income for Q1 2018 increased by $208k as compared to Q1 2017 due mostly from an unrealized gain in the fair value of marketable securities in the current quarter.

Summary of Quarterly Results

The following summarized financial data has been prepared in accordance with IFRS. This data should be read in conjunction with the Company's condensed consolidated interim financial statements and consolidated annual financial statements for the respective periods. All net loss figures in the table are presented in US$ millions, except for the net loss per common share amounts (basic and diluted).

Table 6 – Summary of Quarterly Results

	Q1 2018	Q4 2017	Q3 2017	Q2 2017	Q1 2017	Q4 2016	Q3 2016	Q2 2016
	$	$	$	$	$	$	$	$
Net loss attributable to common shareholders	(3.12)	(2.80)	(0.72)	(3.25)	(1.99)	(2.01)	(1.18)	(1.07)
Net loss per share, basic and diluted	(0.02)	(0.02)	(0.01)	(0.02)	(0.01)	(0.01)	(0.01)	(0.01)

Under the Company's current exploration and evaluation phase, the fluctuation in net loss between quarters is mainly a function of drilling activities and project study work undertaken.

Liquidity and Capital Resources

The Company raises funds through the issuance of equity to conduct its activities, or through the sale of royalties or related interests. The Company has no mining operations and does not generate revenue from its current operating activities.

The Company had cash of $8.8M at March 31, 2018, a decrease of $2.3M compared to the $11.1M at December 31, 2017. The Company had working capital of $8.0M at March 31, 2018.

On March 26, 2018, the Company announced the Private Placement of 56,150,000 common shares at a price per share of C$0.80 for gross proceeds of C$44.92M. The Private Placement closed on April 10, 2018, providing proceeds to the Company to accelerate the development of Bomboré and for general corporate purposes.

The Bomboré activities underway include exploration drilling as well as updating the reserves, mine plan and completing a revised FS based on an optimized process flowsheet. Other activities include training programs for local people in the Bomboré region in combination with initial resettlement work and minor infrastructure construction. The Company expects to expend between $24.0M to $26.0M on its 2018 activities (previously $17.0M to $19.0M), assuming average 2018 foreign currency exchanges rates of 1.28 CAD and 550 CFA to one USD. Management is confident that the current working capital and existing cash resources, along with the gross proceeds from the April 2018 Private Placement will be sufficient to fund budgeted activities for 2018 and to sustain the Company's exploration and evaluation, project development, and general and administrative activities into 2019.

Upon completion of an updated and positive FS, management will commence work to determine the optimum financing alternatives for construction of the Bomboré Project. Additional financing will be needed to construct and to develop the Bomboré Project.

Use of Net Proceeds from July 2016 Financing

On July 19, 2016, the Company completed a $20.3M (C$26.5M) short form prospectus financing that resulted in net proceeds of $19.1M (C$24.8M) whereby 26,450,000 common shares were issued at a price of C$1.00 per share. However, as a result of subsequent events, including its comprehensive review of the Bomboré Project following the appointment of its new CEO, the use of proceeds set out in the short-form prospectus, has been reallocated. The reallocation has principally been to provide the Company with the necessary funding to prepare an updated resource and feasibility study that were not anticipated at the time of the prospectus. As of March 31, 2018, the Company has used $11.4M of the net proceeds as outlined in table 7 below:

Table 7 – Use of Net Proceeds from the July 2016 Financing

2016 Financing Categories	July 2016 Prospectus $ M	Actual Expenditures to March 31, 2018 $ M
Bomboré detailed engineering	1.9	-
Relocation preparation	1.0	0.2
Construction of bridge and fence	1.6	-
Camp construction	3.1	-
Construction of new village	5.4	-
Buyout of Sandstorm Royalty	3.6	3.6
Working capital and general corporate purposes	2.5	3.1
Exploration & Feasibility Study expenses	-	4.5
Total use of proceeds	19.1	11.4

Share Capital

As at May 28, 2018, the Company had 210,385,364 common shares and 13,346,000 stock options issued and outstanding.

Contractual Obligations

As at March 31, 2018, the Company had contractual obligations primarily relating to head office rent, the FS update, the RAP, human resource consulting, and drilling programs in the amount of $1,856,893 (as at December 31, 2017 – $1,580,613). The schedule of certain payments is dependent upon the contractors' ability to complete various milestones; however it is expected that the majority of the commitments will be payable throughout the 2018 fiscal year.

Off Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Transactions with Related Parties

The Company had no transactions with related parties.

Proposed Transactions

The Company continually reviews potential merger, acquisition, investment and other joint venture and strategic alternative transactions that could enhance shareholder value. However, there are no proposed transactions currently under examination.

Risks and Uncertainties

The Company is in the business of exploring for minerals and if successful, ultimately mining them. The natural resource industry is by its nature, both cyclical and with significant risks as listed below. There is no assurance that the Company's projects will become economically viable. Once a potentially economic deposit is identified, the Company's ability to establish a profitable mining operation is subject to a host of variables including technical considerations, regulatory and political issues and economic factors (including the need to source the capital required to develop the project). Many of these are beyond the control of the Company. The most significant risks and uncertainties faced by the Company are:

- The speculative nature of resource exploration and development projects;
- Orezone's ability to successfully establish mining operations and profitably produce gold;
- Permitting and license risks;
- Changes in, and volatility of, the price of gold;
- Operating in West Africa, including changes in government related unrest, protests and vandalism, government sanctions and related operational delays due to acts of protest and/or terrorism, government instability and war;
- Potential changes in applicable laws, regulations, agreements or changes in their enforcement or regulatory interpretation;

- Potential changes to the mining code of Burkina Faso, tax laws, and related government guarantees or stabilization agreements thereof and the ability of the Company to dispute any changes that may negatively impact the value of the project and shareholder returns;
- The accuracy of Orezone's mineral resource and reserve estimates;
- The fact that Orezone has a history of losses and expects to incur losses for the foreseeable future;
- Orezone's reliance on its management team;
- The availability of local labour, local and outside contractors and equipment when required to carry out the Company's exploration and development activities;
- The Company's ability to finance the development of its mineral projects;
- Uncertainties related to title to the Company's mineral projects;
- The Government of Burkina Faso's interests in subsidiaries of Orezone holding mining permits;
- Health risks associated with the mining workforce in Burkina Faso;
- Environmental risks;
- Operational risks and hazards inherent in the mining industry including the security and protection of its employees against unforeseen events;
- The potential inability to maintain the infrastructure necessary to carry out mining, processing, development and exploration activities;
- Operations of the Company are carried out in geographical areas which are subject to various other risk factors;
- The Company's property interests are held in areas in Burkina Faso that have historically been mined by artisanal miners;
- Mining companies face increasing public scrutiny and monitoring of their activities to demonstrate that operations will benefit local governments and communities surrounding projects;
- Impact of evolving anti-corruption laws;
- The potential unavailability of insurance to cover certain risks;
- The competitive nature of the mining industry;
- Currency fluctuations;
- The Company does not intend to pay dividends in the foreseeable future;
- Investors may have difficulty enforcing judgments;
- Shareholders' interest in the Company may be diluted in the future;
- Factors that have historically made Orezone's share price volatile; and
- Investors outside of Canada may have difficulty bringing actions and enforcing judgments against the Company, its directors, its executive officers and some of the experts named in this MD&A.

Financial Risks

- Foreign currency risk;
- Market price risk;
- Liquidity risk;
- Credit risk; and
- Title risk, including renewals and application delays.

For a more detailed discussion of the above risk factors, refer to the Company's 2017 Annual Information Form dated April 4, 2018.

Accounting Changes and Recent Accounting Pronouncements

Financial Instruments

Effective January 1, 2018, the Company adopted IFRS 9 – Financial Instruments to replace IAS 39, IFRIC 9 and earlier versions of IFRS 9. The objective of this Standard is to establish principles for the financial reporting of financial assets and financial liabilities in respect of the amounts, timing and uncertainty of an entity's future cash flows.

IFRS 9 provide three different measurement categories for financial assets – subsequently measured at amortized cost, fair value through profit or loss or fair value through other comprehensive income ("OCI") – while all financial liabilities are classified as subsequently measured at amortized cost. The category into which a financial asset is placed and the resultant accounting treatment is largely dependent on the nature of the business of the entity holding the financial asset. All financial instruments are initially recognized at fair value.

The adoption of this new standard did not have a material impact on the measurement of the Company's reported financial instruments except for the Company's investment in the common shares and common share purchase warrants in Sarama Resources Ltd. ("Sarama"). Prior to the adoption of IFRS 9, the Company's investment was classified as available-for-sale with any unrealized gains or losses recognized in OCI except for any impairment recognized which is reclassified into net income (loss). Under IFRS 9, the Company measures its Sarama equity investment at fair value at the end of each period with any changes recognized through profit or loss. The Company did not invoke the election to present investment in equity instruments in OCI.

Revenue recognition

Effective January 1, 2018, the Company adopted IFRS 15 – Revenue from Contracts with Customers which supersedes IAS 11 – Construction Contracts; IAS 18 – Revenue; IFRIC 13 – Customer Loyalty Programmes; IFRIC 15 – Agreements for the Construction of Real Estate; IFRIC 18 – Transfers of Assets from Customers; and SIC 31 – Revenue – Barter Transactions involving Advertising Services. IFRS 15 establishes a single five-step model framework for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer.

The adoption of this new standard did not impact the Company's financial statements as the Company is not yet in commercial production generating revenues.

Leases

The IASB issued IFRS 16 – Leases replacing IAS 17 – Leases. The new standard requires the recognition of almost all lease contracts on a lessee's statement of financial position as a lease liability reflecting future lease payments and a "right-of-use" asset with exceptions for certain short-term leases and leases of low-value assets. The new standard is likely to result in increases to both the asset and liability positions of lessees as well as reported depreciation expense and finance costs of these entities in the statement of profit or loss. The Company is currently evaluating the financial impact the new standard will have on its financial results.

IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted.

Financial Instruments and Related Risks

The fair values of the Company's financial instruments consisting of cash, trade and other receivables, and accounts payable and accrued liabilities approximate their carrying values because of their short terms to maturity. The fair value of marketable securities is determined based on quoted market prices and the use of Black Scholes valuation model for the held warrants.

At March 31, 2018, the Company had 9,600,000 common shares of Sarama with a fair value of $967,948 (December 31, 2017 - $803,478) and 5,000,000 warrants with a fair value of $117,960 (December 31, 2017 - $93,597).

Use of Judgments and Estimates in Applying Critical Accounting Policies

In preparing these Interim Financial Statements in accordance with IAS 34, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control. Actual results could differ from those estimates. Management reviews its estimates and assumptions on an on-going basis using the most current information available. Revisions to estimates and the resulting effects on the carrying values of the Company's assets and liabilities are accounted for prospectively. For a description of the critical judgements in application of accounting policies and information about assumptions and estimation uncertainties, refer to the Company's MD&A for the year ended December 31, 2017 which is available from SEDAR at www.sedar.com.

Forward Looking Statements

This MD&A may contain or refer to certain forward-looking statements relating, but not limited to, the Company's expectations, intentions, plans and beliefs. Forward-looking statements can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance.

Forward-looking information may include reserve and resource estimates and the timing of updates thereof, planned expenditures on the Company's projects, obtaining renewed exploration permits, obtaining the mining convention, the ability to demonstrate the economic feasibility of the mineral deposits to a level up to and including that of a full feasibility study, the ability to obtain adequate financing as needed in the future to fund ongoing exploration or production activities, the results of exploration and drilling activities, the timing of commencement of operations, and estimates of the amount of time the Company may carry on operations with existing cash resources and available funding, and is based on current expectations that involve a number of business risks and uncertainties. Specific forward-looking statements in this MD&A include statements regarding the completion of an updated FS for the Bomboré Project by end of June 2018; statements regarding issuing a Bomboré mineral resource update in Q4 2018; statements regarding completing a 24,000 m drill program; statements regarding the finalization, planning and approval of the RAP by Q2 2018 and beginning Phase I RAP field work in H2 2018, and expected expenditures of between $24.0M and $26.0M on 2018 activities.

All such forward-looking statements are based on certain assumptions and analyses made by management in light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believe are appropriate in the circumstances. These statements, however, are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements including, but not limited to, unexpected changes in laws, rules or regulations, or their enforcement by applicable authorities; the failure of parties to contracts to perform as agreed; social or labour unrest; changes in commodity prices; unexpected failure or inadequacy of infrastructure, the failure of exploration programs, including drilling programs, to deliver anticipated results and the failure of ongoing and contemplated studies to deliver anticipated results or results that would justify and support continued studies, development or operations. Other factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves, the grade and recovery of material which is mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failures to obtain required governmental, environmental or other project approvals and sufficient financing, inflation, changes in exchange rates, delays in the development of projects, unexpected increases in budgeted costs and expenditures, and other factors.

This MD&A also contains references to estimates of Mineral Resources. The estimation of Mineral Resources is inherently uncertain and involves subjective judgments about many relevant factors. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. The accuracy of any such estimates is a function of the quantity and quality of available data, and of the assumptions made and judgments used in engineering and geological interpretation, which may prove to be unreliable and depend, to a certain extent, upon the analysis of drilling results and statistical inferences that may ultimately prove to be inaccurate. Mineral Resource estimates may have to be re-estimated based on, among other things: (i) fluctuations in the price of gold; (ii) results of drilling; (iii) results of metallurgical testing, process and other studies; (iv) changes to proposed mine plans; (v) the evaluation of mine plans subsequent to the date of any estimates; and (vi) the possible failure to receive required permits, approvals and licences.

Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results. Potential shareholders and prospective investors should be aware that these statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements.

Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur.

The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.

Cautionary Note to U.S. Investors Concerning Resource Estimates

The resource estimates in the MD&A were prepared in accordance with the standards of the CIM and disclosed in accordance with NI 43-101 adopted by the Canadian Securities Administrators. The disclosure requirements of NI 43-101 differ significantly from the requirements of the United States Securities and Exchange Commission (the "SEC"). The MD&A uses the terms "measured", "indicated" and "inferred" resources. Although these terms are recognized and required in Canada, the SEC does not recognize them. The SEC permits US mining companies, in their filings with the SEC, to disclose only those mineral deposits that constitute "reserves". Under United States standards, mineralization may not be classified as a reserve unless the determination has been made that the mineralization could be economically and legally extracted at the time the determination is made. United States investors should not assume that all or any portion of a measured or indicated resource will ever be converted into "reserves". Further, "inferred resources" have a great amount of uncertainty as to their existence and whether they can be mined economically or legally, and United States investors should not assume that "inferred resources" exist or can be legally or economically mined, or that they will ever be upgraded to a higher category.

Qualified Persons

Dr. Pascal Marquis, Geo., Senior Vice President of Exploration, the Company's qualified person under NI 43-101, supervises all work associated with exploration and development programs in West Africa. Mr. Tim Miller, the Company's Chief Operating Officer, and Mr. Patrick Downey, P. Eng., the President and Chief Executive Officer, are also qualified persons under NI 43-101. One or more of the Company's qualified persons have reviewed, approved and verified the technical information in this MD&A.

Orezone has also filed a current technical report on the Bomboré Gold Project titled "Technical Report On The Updated Mineral Resource Estimate For The Bomboré Gold Project, Burkina Faso, West Africa" and dated January 12, 2017 which contains detailed information about assay methods and data verification measures used to support the scientific and technical information disclosed in this MD&A. Technical and scientific information in this MD&A has been extracted from, and is supported by, the filed Technical Report.