OREZONE GOLD CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND TOTAL COMPREHENSIVE LOSS

FOR THE YEAR ENDED DECEMBER 31, 2015

March 31, 2016

General

This Management's Discussion and Analysis ("MD&A") is provided to enable the reader to better understand the financial position and total comprehensive income (loss) for Orezone Gold Corporation (the "Company") for the year ended December 31, 2015, in comparison to the corresponding prior-year period. This document should be read in conjunction with the audited annual consolidated financial statements for the years ended December 31, 2015 and 2014 ("Annual Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS") and the Annual Information Form ("AIF") on file with the Canadian provincial securities regulatory authorities for the year ended December 31, 2015. 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. This MD&A has taken into account information available up to and including March 31, 2016.

This MD&A contains forward-looking statements (see "Forward Looking Statements" below for a full discussion on the nature of 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 Canadian Institute of Mining & Metallurgy ("CIM") mineral resources (disclosed in accordance with National Instrument 43-101 ("NI 43-101")) resources, expected results including, but not limited to, targeted economic parameters and production levels for Bomboré, planned expenditures on the Company's projects, and obtaining a mining permit (including related timing and milestones) and becoming 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.

The MD&A is prepared in conformity with NI 51-102F1 and has been approved by the Company's board of directors (the "Board of Directors" or the "Board") prior to its release.

Corporate Information

The Company was incorporated on December 1, 2008 under the Canada Business Corporations Act and was a publicly listed corporation on the Toronto Stock Exchange (the "TSX"). To reduce operating expense the Company moved the listing of its common shares to a Tier 1 listing on the TSX Venture Exchange on December 21, 2015. The Company is primarily engaged in the exploration and development of gold properties in Burkina Faso, West Africa. Management has been operating in West Africa for over 20 years. The Company's primary objective is to maximize shareholder value by identifying and developing commercially viable gold mining operations.

Although the Company began trading publicly on February 25, 2009, Management and the Board represent the continuation of the successful track record of Orezone Resources Inc. ("Resources") in Burkina Faso, extending back to its inception in 1996. This includes the acquisition, exploration, development, financing, construction and divestiture of the Essakane gold project to IAMGOLD Corporation, the largest operating gold mine in Burkina Faso. Burkina Faso became the fourth largest African gold producer in 2012 with much of this production coming from Essakane. Burkina Faso has similar geology, but is relatively underexplored, compared to the neighbouring countries of Mali and Ghana where more major discoveries have been made and a number of large mines have been built.

Burkina Faso has good infrastructure relative to much of West Africa, and has provided the opportunity to acquire both relatively large unexplored tracts of land, as well as more advanced stage assets, on reasonable terms. The Company will continue to focus the majority of its efforts in Burkina Faso.

2015 Highlights

- On January 27, 2015, the Company completed a loan-royalty purchase agreement with Sandstorm Gold Ltd. that provides up to $8.0M in financing to advance its Bomboré Project. The agreement allows for a full buy back option on the first $3.0M within three years;
- Completed the Bomboré Feasibility Study ("FS") for an oxide only, combined Heap Leach ("HL") and Carbon in Leach ("CIL") circuit with no grinding and no cement agglomeration in April 2015;
- Submitted an application for a mining permit at Bomboré on the basis of the FS in May 2015;
- Successfully completed project approvals, to the International Finance Corporation ("IFC") standards, with all local populations affected by a mine at Bomboré;
- Completed a US$5M private placement financing that included Ross Beaty, the Board, Management, and institutional investors;
- Applied for, and was granted, a three-year extension to the Bondi exploration permit in August 2015;
- Reduced annual overhead expenses by up to $1.0M (annually) and transitioned the Company to a Tier 1 TSXV listing;
- Ended the year with a cash balance of $3.84M as at December 31, 2015 compared to $3.42M as at December 31, 2014; and
- Burkina Faso elected in late November 2015 a new President, Roch Marc Christian Kaboré and his party to govern the country.

Significant developments subsequent to the year ended December 31, 2015 included:

- On February 8, 2016, the Company granted 1,980,000 stock options to the Company's directors, officers and employees at a strike price of C$0.30 per share. One third of the options vest immediately and the remaining two-thirds vest in equal amounts on the one and two-year anniversary dates, however no options can be exercised until approval of the Stock Option Plan by Shareholders at the next annual general and special meeting. The options granted expire 10 years from the anniversary date; and
- On March 23, 2016, the Company announced the arrangement of a non-brokered private placement of $3.8M (C$5M) whereby it will issue 10,000,000 common shares at a price of C$0.50 per share. The proceeds will be used to advance the Bomboré project through the ongoing mine permitting process, detailed engineering and for general corporate purposes. The placement closed on March 30, 2016.

Exploration and Development Activities

The Company has Bomboré and Bondi, two advanced stage exploration gold projects in Burkina Faso. Bomboré is nearing the completion of an application for a mining permit and has been the Company's main focus since the completion of the FS. Since 2011, the Bomboré project has been studied as a larger CIL milling operation and as markets became more challenging, the Company adjusted the engineering design to build a mine in stages. Phase 1 focuses first on the surface oxide resource that can be processed without grinding or cement agglomeration using a combined HL and CIL circuit that results in half of the initial capital required for a much larger standard CIL facility in the 2012/13 designs. From January 2014 to April 2015, the Company completed all test work and designs to complete the FS that focused only on Phase 1 which would produce approximately 135,000 oz/yr for a minimum of eight years at an All in Sustaining Costs ("AISC') of less than $700/oz. At any time in the future, Phase 2 could be initiated to expand the CIL circuit to include, amongst other things, more crushing, grinding and leach resonance time and power to process the large sulphide resource that has been defined below the oxide cap.

With all studies and the permitting process largely complete, the Company has reduced its planned spend to approximately $4.0M[1] in 2016 compared to $6.9M in 2015. The 2016 expenditures include plans to spend up to $2.7M[1] for activities in Burkina Faso, which includes expenses to complete the mining permit application, prepare the Bomboré RAP implementation, complete a small amount of exploration on the Bondi project as well as in-country G&A. The remaining balance of $1.3M[1] will be spent on head office costs.

The following table discloses the mineral resources on the Company's projects using the standards prescribed by CIM and disclosed in accordance with NI 43-101:

Table 1 – Total Resources by Project

Category	Tonnes	Grade	Contained Gold	Date Released (Effective Date)
	(M)	(Au g/t)*	(Koz)*	
Bomboré (Constrained to $1,400 pit shell)				
Total Measured and Indicated resources	139.9	1.01	4,561	April 2013
Total Inferred resources	18.4	1.22	723	
Oxide and Transition M&I resources only	67.1	0.91	1,963	April 2013
Oxide and Transition Inferred resources only	6.4	0.92	189	
Bondi				
Measured and Indicated resources	4.1	2.12	282	February 2009
Inferred resources	2.5	1.84	150	
Total				
Measured and Indicated resources	**144.0**	**1.05**	**4,843**	
Inferred resources	**21.0**	**1.30**	**873**	

* Using a lower cut-off grade of 0.45 g/t for oxide, 0.45 g/t for transition and 0.50 g/t for fresh material for Bomboré, and 0.50 g/t for all material at Bondi.

The following table summarizes the Company's exploration and evaluation costs and meters drilled by project for the years ended December 31, 2015, 2014 and 2013. All figures are presented in US$, except for meters drilled.

Table 2 – Exploration and Evaluation Costs

Year ended December 31, 2015	Meters Drilled	Drilling & Assaying	General, Camp, Infrastructure & Other	Exploration & Development Studies	Exploration Surveys	Total Exploration & Evaluation Costs
	M	$	$	$	$	$
Bomboré	-	81,169	1,373,918	1,595,656	219,504	**3,270,247**
Bondi	-	11,589	66,533	1,777	96,816	**176,715**
Total	**-**	**92,758**	**1,440,451**	**1,597,433**	**316,320**	**3,446,962**

Year ended December 31, 2014	Meters Drilled	Drilling & Assaying	General, Camp, Infrastructure & Other	Exploration & Development Studies	Exploration Surveys	Total Exploration & Evaluation Costs
	M	$	$	$	$	$
Bomboré	**26,153**	1,566,998	1,569,655	4,076,923	260,678	**7,474,254**
Bondi	**-**	7,343	29,073	-	37,578	**73,994**
Total	**26,153**	**1,574,341**	**1,598,728**	**4,076,923**	**298,256**	**7,548,248**

[1] The above planned spend figures assume the following exchange rates – CAD/USD = 0.77, EURO/CFA = 656, EURO/CAD = 0.62.

Year ended December 31, 2013	Meters Drilled	Drilling & Assaying	General, Camp, Infrastructure & Other	Exploration & Development Studies	Exploration Surveys	Total Exploration & Evaluation Costs
	M	$	$	$	$	$
Bomboré	**21,658**	1,441,723	1,849,036	2,947,523	291,879	**6,530,161**
Bondi	**7,078**	725,254	166,457	70,747	117,254	**1,079,712**
Brighton, Niger (Uranium)	**-**	-	93,207	-	9,676	**102,883**
Total	**28,736**	**2,166,977**	**2,108,700**	**3,018,270**	**418,809**	**7,712,756**

Bomboré Project

Orezone is developing its wholly owned Bomboré project towards transition into a mining operation. Bomboré is situated 85 km east of the capital city, Ouagadougou, and is adjacent to an international highway with access to sufficient water for a mining operation, power and a local labour force. The project benefits from a large oxide resource (average depth 45 m) that sits above a large sulphide resource. The average depth of over 430,000 m of drilling to date is 120 m and the sulphide resource reaches depths of 200 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 the oxide material CIL FS and switched its development focus from an 8 Mt/yr Phase I oxide-only CIL operation to a 5.5 Mt/yr Phase I oxide-only HL scenario. The Company completed an updated PEA on the HL scenario that was released and filed during 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 has further optimized the planned processing method to employ a combined approach of HL and CIL circuits. The combined approach was positively evaluated as part of the 2015 FS for which the highlights were released on April 28, 2015 and the related NI 43-101 compliant report was filed on SEDAR on June 10, 2015. During Q2 2015, the Company submitted a mining permit application for the Bomboré project in addition to commencing a resource update that will include 50,000 m of additional drilling from previous drill programs. Data validation and geological modeling is in progress and the updated resource is scheduled to be completed in Q2 2016.

On April 29, 2013, the Company announced an updated resource statement (the "2013 Resource") that includes 4.56 Moz Measured & Indicated ("M&I") (140 Mt @ 1.01 g/t) and 0.72 Moz Inferred (18 Mt @ 1.22 g/t). This includes a near surface oxide and transition resource of 1.96 Moz M&I (67 Mt @ 0.91 g/t) that averages 45 m in depth from surface. The 2013 Resource includes an additional 67,023 m (37,249 m of RC and 29,774 m of core) of drilling that was not included in the previous resource released on August 27, 2012, for a total of 404,648 m (to an average vertical depth of 120 m), including 259,025 m of Reverse Circulation ("RC") (4,170 holes) and 145,623 m of Diamond Drilling ("DD") (926 holes) and represents an increase of 0.49 Moz M&I resources. The 2013 Resource is constrained within CIL optimized pit shells ($1,400/oz gold price) that span 11 km, and remain open at depth and, for the most part, along strike. The 2013 Resource was estimated using the results of the technical studies of the CIL scenario FS and relevant cost estimates for current mining, processing and G&A of comparable Burkina Faso mines.

Much of the 2011-2013 CIL FS work (technical studies) completed was incorporated into the PEA update for the HL scenario. The PEA used only the M&I oxide and transition resources from the 2013 Resource along with current operating and capital cost estimates. The sulphide resources are only amenable to standard CIL processing and therefore cannot be included in any HL mine plan. In Q1 2014, the Company commenced the detailed heap leach metallurgical and comminution test work including cement agglomeration and compaction-permeability tests, column leach tests, geotechnical drilling and a gap analysis of the Environmental and Social Impact Assessment ("ESIA") and Resettlement Action Plan ("RAP").

To test the benefits of scrubbing and screening out the finer oxide material, a second round of metallurgical tests using 2.2 tonnes of oxide core commenced in July 2014. Test results also indicated that the scrubbed crushed material shows acceptable characteristics to be used as over liner material for the HL pad instead of using higher priced gravel from quarries. Preliminary metallurgical test work results indicated just under 50% of the oxide material (>0.212 mm) will be processed on the HL side of the circuit where recoveries are expected to be in the 82-88% range. The remaining 50% of the oxide material (<0.212 mm) will be processed through a simple CIL circuit without grinding and recoveries are expected to range between 87-92%. The final metallurgical results and environmental results on the process residues from this new program were received in February 2015.

During H2 2014, work continued on the design of a combined heap leach and tailings facility. Results demonstrated the design and capital cost of the combined facility provides for up to 45% more capacity (65 Mt) and preliminary results indicated that the unit cost estimates (per tonne) are in line with those of the heap leach pad (45 Mt) in the 2014 PEA. The approach of combining the two facilities saves both space and capital, and benefits both the community and the project economics. The study work continued to update the open pit optimizations and develop a new mine plan based on the April 2013 resource model using a more versatile mining fleet made up of smaller trucks and shovels compared to the fleet in the 2014 PEA. Overall, these changes resulted in a 40% decrease in initial capital costs, 5% in total capital costs, a 34% reduction in the strip ratio and a 1% decrease in operating unit costs. These changes, coupled with improved recoveries as a result of a change in the processing flow sheet, resulted in a mining plan expanded by 34% to 60 Mt and gold production expanded by 27% to 1.27 Moz.

All engineering and geotechnical studies for the project were completed in Q1 2015 and the results were used to confirm and finalize the FS parameters. A mining permit application that was submitted on May 25, 2015 with updated versions of the RAP and ESIA was resubmitted to the Ministry of Environment (for review and approval) in September 2015. The most significant impact caused by the project is the resettlement of the population living on the project site (approximately 600 traditional families and 4,000 artisan gold miners) and the expropriation of a large area of agricultural land (approximately 700 ha). The Company and its consultants, worked with the local population to agree on all resettlement areas for each of the communities potentially impacted by the project. Socrege, BEGE and WSP were managed to complete the RAP and ESIA reports and the environmental approval process.

During Q1 2016, the Company met with the Comité Technique sur les Evaluations Environnementales ("COTEVE") to review the RAP and ESIA plans that were submitted. The COTEVE recommended some changes to the RAP and ESIA, but in general were satisfied with the documents. The Company is reviewing the recommendations and will modify the plans accordingly, after which it is anticipated that the COTEVE will recommend the Bureau National des Evaluations Environnementales ("BUNEE") to accept the RAP and ESIA plans. Upon completion of the environmental and social approvals, the Company can then proceed to the Commission of Mines for approval of the mining permit. This is anticipated to occur in Q2 2016.

2015 Feasibility Study and Infrastructure Work

On April 28, 2015, the Company released the highlights of its 2015 FS and filed the technical report on Sedar on June 10, 2015. The study envisions a shallow open pit mining operation with a processing circuit that combines HL and CIL without any grinding to process the soft and mostly free digging oxidized ores. The eleven-year mine plan, based on a mineral reserve using an $1,100 gold price, is designed to deliver higher grade ore in the early years (0.88 g/t over the first eight years of production at a strip ratio of 1:1). Lower grade stockpiles will be processed in the final three years. The financial model, with revenues based on a $1,250 gold price, yields a robust 24.4% after-tax internal rate of return to the Company (based on 90% Orezone, 10% Government of Burkina Faso ownership) with a net present value of $196 M at a 5% discount rate. Project payback is estimated at 2.7 years with all in sustaining costs averaging $678/oz. Initial capital is estimated at $250M including contingencies, all working capital and a $10.5M credit for gold revenues generated during the pre-production period. Capital costs include the mining fleet, a much larger water storage reservoir and higher resettlement costs than envisioned in the 2014 PEA. Sustaining capital is estimated at $75.2M, taking into account the additional three years of mine life and higher resettlement costs than estimated in the PEA. Total reclamation and closure costs are estimated at $22.5M, including $8.7M of heap rinsing costs expensed in year 12. The Study was completed by Kappes, Cassiday and Associates of Reno (Processing and Study Manager), Golder Associates, Inc. of Reno and Montreal (Geotechnical), RPA Inc. of Toronto (Reserves and Mining), SRK Consulting (Canada) Inc. (Resources) and WSP Canada Inc. ("WSP") of Montreal in conjunction with Socrege and BEGE of Burkina Faso (Social & Environmental).

Summary of 2015 FS Base Case Financials:

The base case assumptions include revenues using a gold price of $1,250 and Q3 2014 prices for fuel, reagents, labour, mining and other current costs from operations in the region between Q4 2014 and April 2015. The financial highlights are as follows:

Table 3 - 2015 FS Base Case Financial Highlights

Mine Plan Contained Gold at $1,100 Au (ounces)	1,465,000
Average Gold Grade (g/t)	Years (1-8) 0.88 / LOM 0.76
Processing Throughput (Mt/yr)	5.5
Mine Life (years)	10.7
Average Annual Gold Production (ounces)	Years (1-8) 135,000 / LOM 116,000
Gold Production (ounces recovered)	1,275,000
Waste to Ore Strip Ratio (incl. pre-strip, water OCR)	1.07 : 1.0
Gross Revenue ($M) using $1,250 Au	1,589
Direct Cash Cost ($/oz)	554
Operating Cost ($/oz)	603
Initial Capital ($M) (incl. $10.5M capital credit)	250.0
Sustaining Capital ($M)	75.2
Closure Costs ($M) (incl. $8.7M of expensed costs)	22.5
Attributable to Orezone (1)	
NPV after tax (0%) ($M)	323.9
NPV after tax (5%) ($M)	196.1
IRR after tax	24.4%
Attributed to Government (2)	
NPV (0%) with taxes ($M)	214.8
NPV (5%) with taxes ($M)	152.7

(1) Represents Orezone's Burkina Faso subsidiary cash flows net of royalties and local taxes.

(2) The Government of Burkina Faso benefits from its 10% free-carried interest, royalties (4% NSR), corporate tax (18.3%) and withholding taxes.

Exchange Rates: USD : XOF = 550; Euro : USD = $1.19; Euro : XOF = 655.957
Fuel price delivered to site (USD/L): Diesel $1.20, HFO $0.77

Permitting Update

During H1 2015, the FS site plan was completed and the social impact study and the relocation action plan was presented to the local population. Negotiations were concluded with all stakeholders' representatives for the first phase of resettlement and the list of goods and families eligible for the negotiated compensation under the RAP was officially validated and closed for all three phases of the resettlement. In July 2015, signed protocols agreeing to relocation in future years were obtained from Phase 2 and 3 stakeholders thereby completing the process with all local stakeholders. The Ministry of Environment oversaw site audits and public hearings between November 2015 and January 2016 and recommended changes to the RAP and ESIA. Final versions of the documents have been submitted to the Ministry of Environment and will also be presented to the Commission of Mines for approval of a mining permit. The Company anticipates approval of the mining permit application (Government Decree) in Q2 2016.

2013 Resource

The Mineral Resource Statement (Table 4) was prepared by SRK Consulting (Canada) Inc. ("SRK") from Toronto. The mineral resources are constrained within conceptual open pit shells prepared by GMS using parameters established by GMS in January 2013 and taking into account the FS results of the metallurgical and geotechnical test work based on a CIL scenario. The total resource (oxide and sulphide) spans an area over 11 km long and up to 1 km wide with an estimated stripping ratio (prior to final mine design) of 2:1. The majority of the total resource occurs within the top 120 m, where approximately 90% of the drilling was completed to date, but pit shells can reach a depth of 200 m. The mineralization remains open at depth and for the most part along strike.

The Company commenced working with RPA Inc. of Toronto (Reserves and Mining) in H2 2015 on updating the 2013 resource model to include an additional 50,000 m of drill results. As a result of the infill and expansion drill results, the new model is expected to upgrade some resources that may also add to the reserves. Further optimization of the 2015 FS mine plan will be warranted before mining commences. The updated resource model is scheduled to be completed in Q2 2016.

Table 4 - 2013 Mineral Resource Statement* for the Bomboré Deposit, Burkina Faso, West Africa, SRK Consulting (Canada) Inc., April 26, 2013, CIL Processing Scenario

	Cut-off	Measured Mineral Resource			Indicated Mineral Resource			Inferred Mineral Resource		
Category	**Gold**	**Tonnage**	**Grade**	**Contained Gold**	**Tonnage**	**Grade**	**Contained Gold**	**Tonnage**	**Grade**	**Contained Gold**
	g/t	**Mt**	**g/t**	**koz**	**Mt**	**g/t**	**koz**	**Mt**	**g/t**	**koz**
North:										
Laterite/Oxide	0.45	13.57	0.95	417	14.20	0.82	375	2.04	0.88	57
Transitional	0.45	9.22	0.93	275	5.84	0.92	173	0.79	1.00	25
Fresh	0.50	22.04	1.00	711	11.98	1.29	497	4.42	1.63	232
Sub-total		**44.83**	**0.97**	**1,402**	**32.02**	**1.02**	**1,046**	**7.25**	**1.35**	**315**
South:										
Laterite/Oxide	0.45	8.11	0.94	246	4.55	0.86	125	1.66	0.89	48
Transitional	0.45	7.49	0.89	214	2.99	0.96	92	1.35	0.96	41
Fresh	0.50	20.58	1.02	674	15.26	1.19	584	5.46	1.26	222
Sub-total		**36.17**	**0.98**	**1,134**	**22.80**	**1.09**	**802**	**8.46**	**1.14**	**311**
Southeast:										
Laterite/Oxide	0.45	0.24	1.33	10	0.36	1.05	12	0.30	0.97	9
Transitional	0.45	0.25	1.53	12	0.34	0.97	11	0.23	0.97	7
Fresh	0.50	1.53	1.44	71	1.32	1.43	61	2.18	1.15	81
Sub-total		**2.03**	**1.44**	**94**	**2.02**	**1.28**	**83**	**2.71**	**1.12**	**97**
Combined:										
Laterite/Oxide	0.45	21.92	0.95	673	19.11	0.84	513	4.00	0.89	115
Transitional	0.45	16.96	0.92	502	9.16	0.94	276	2.37	0.97	74
Sub-total	0.45	**38.88**	**0.94**	**1,174**	**28.27**	**0.87**	**789**	**6.37**	**0.92**	**189**
Combined:										
Fresh	0.50	44.14	1.03	1,456	28.56	1.24	1,142	12.05	1.38	534
Total		**83.03**	**0.99**	**2,630**	**56.83**	**1.06**	**1,931**	**18.42**	**1.22**	**723**
Total M+I		**139.86**	**1.01**	**4,561**						
Total M+I Oxidized		**67.16**	**0.91**	**1,964**						

* Mineral resources are not mineral reserves and do not have a demonstrated economic viability. All figures have been rounded to reflect the relative accuracy of the estimates. The gold price of US$1,400 and the cut-off grades from the previous resource estimation have been retained for comparison purposes. The average calculated mining cut-off grades based on the assumptions considered for the current pit optimization are 0.29, 0.33 and 0.57 g/t for the oxide, transition and fresh resources respectively. Reported within conceptual open pit shells optimized considering a carbon-in-leach ("CIL") process option.

Table 5 - 2013 Mineral Resource[1] Whittle Pit Sensitivity to Gold Price, CIL Processing Scenario

	Measured and Indicated Oxide + Transition + Fresh					Measured and Indicated Oxide + Transition Only			
Gold Price US$/oz	Total Tonnage (Mt)	Au Metal (Moz)	Au Grade (g/t)	Strip Ratio [2]		Total Oxide Tonnage (Mt)	Au Metal (Moz)	Au Grade (g/t)	Strip Ratio [2]
1,000	69.8	2.44	1.09	2.1		50.0	1.48	0.92	1.6
1,100	91.4	2.95	1.00	2.0		61.5	1.67	0.85	1.5
1,200	114.3	3.44	0.94	1.9		74.0	1.86	0.78	1.4
1,300	140.6	3.96	0.88	1.9		87.3	2.03	0.73	1.3
1,400	165.5	4.42	0.83	1.8		98.9	2.18	0.68	1.2
1,500	193.0	4.88	0.79	1.7		113.2	2.34	0.64	1.1
1,600	226.2	5.43	0.75	1.7		128.4	2.49	0.60	1.0
1,700	260.6	5.98	0.71	1.6		143.0	2.64	0.57	1.0

[1] Mineral resources are not mineral reserves and do not have a demonstrated economic viability. All figures have been rounded to reflect the relative accuracy of the estimates.

Resources are inclusive of 5% mining losses and 5% dilution with zero grade. Total tonnage is from pit shells optimized on Measured and Indicated blocks of oxide, transition and fresh material. Oxide tonnage is from pit shells optimized only on the Measured and Indicated blocks of oxide and transition material. The economic cut-offs averaged 0.29, 0.33 and 0.57 g/t for oxide, transition and fresh resources respectively.

[2]The strip ratio is that of the resource whittle shell and is expected to increase for the detailed pit designs.

Drilling on the Bomboré property, geological modeling and the mineral resource estimates were supervised by Pascal Marquis, Geo., Ph.D., Senior Vice President, a Qualified Person, as defined by NI 43-101. The mineral resource estimate was prepared by Dorota El-Rassi, P.Eng. and Glen Cole, P.Geo. of SRK; who are Independent Qualified Persons as defined by NI 43-101. The optimization parameters and the Whittle pit optimization were established by Louis-Pierre Gignac, P.Eng., CFA of GMS; who is an Independent Qualified Person as defined by NI 43-101.

Bomboré Regional Exploration Potential

The Bomboré oxide resources could be further expanded once the Company includes in the resource model the 50,000 m of drilling results excluded from the 2013 Resource Statement (Table 4). Additional expansion potential exists by upgrading the current inferred resources and untested targets in the southern portion of the property with approximately 12,000 m of RC drilling. The Company does not currently have any plans to undertake further exploration drilling until the project becomes operational.

Currently, the gaps in the drilling information for the 11 km-long mineralized trend resulted in more than 70 individual and relatively small-sized pits. If economic mineralization is demonstrated in those gaps by the next phase of drilling, allowing a merger of many pits, this would not only increase the mineralized resources, but could marginally reduce the overall stripping ratio by eliminating several ramps and what may now be internal waste.

At the P17S prospect located along the main shear zone trend, results from 22 core and 7 RC holes indicates a deformed and shallowly dipping granodiorite unit that averages 7.1 m in thickness (true width is approximately 85%) with an average uncut grade of 2.71 g/t (using a 0.5 g/t cutoff). The drilling extends over an area of about 1 hectare with an average depth to the mineralized unit of only 28 m; the deepest intersection is 55 m below surface. Projecting the geology to a depth of 100 m could double the prospective area. All assays were performed using a 1kg bottle roll technique (identical to the other Bomboré samples) with indicative cyanide soluble recoveries over 95%. Although these results are interesting with grades more than double the average grade of the Bomboré resource, further drilling is not likely to occur until after the Bomboré oxide deposit is developed.

Permit status and expansion

The original Bomboré I permit (104.5 km^2) was renewed in December 2012 for an additional two-year exploration term (expiry February 17, 2015). In late 2014, the Company applied and paid the fee for an additional one-year extension on the Bomboré exploration permit. The final title document evidencing the exceptional extension to February 17, 2016 was received on January 29, 2015. The Company applied for a mining permit during Q2 2015, well within the extension period. The Company intends to reapply for all the previous surrounding exploration areas during Q2 2016. Since the installation of the new government, the Ministry of Mines and Energy informed the Company that it has not been accepting exploration permit applications. As a result of the outstanding mining permit application, the Company takes some comfort in that both permits will be forthcoming once the new government is fully installed and engaged in the normal course of business.

In August 2011, the Company announced it had been granted exploration rights to the Toéyoko permit, an additional 63 km^2 of prospective ground adjacent to Bomboré. The initial three-year Toéyoko permit expired in July 2014 and was renewed for a second three-year term that will expire in July 2017; it will then be possible to renew the permit for one more three-year term.

The Government of Burkina Faso requires an annual minimum expenditure of 270,000 CFA (~ US $456) per km^2 resulting in minimums of 28,215,000 CFA (~ US $47,712) for Bomboré and 17,010,000 CFA (~ US $28,764) for Toéyoko. The Company is able to carry forward expenditures year over year throughout the terms of the permits as well as into subsequent renewals, if it so requires, in order to meet these minimums. To date, the Company has not had any difficulty in meeting these minimum requirements.

Ownership

The Company owns a 100% interest in the exploration permits less the standard sliding net smelter returns ("NSR") royalty of between 3% and 5%, depending on the gold price, and 10% carried interest held by the Government of Burkina Faso in the event that a mining permit is granted. On June 26, 2015, the *Conseil National de la Transition* (National Council of Transition) approved a new mining code which was subsequently adopted by the parliament on July 16, 2015, and promulgated on October 29, 2015, however, the government has not yet imposed the provisions of the 2015 mining code. See note below, "*New Mining Code"* for further details. Sandstorm also holds a 0.45% NSR which can be bought back for $3.3M on or before January 27, 2016, $3.6M until January 27, 2017, or $3.9M until January 27, 2018.

Analysis of expenditures on the Bomboré Project

Expenses related to exploration and development studies for the year ended December 31, 2015 has decreased by $2.48M over the comparative prior year due to the FS activities being essentially complete as of the end of Q2 2015, with the exception of certain activities related to the ESIA and RAP and resource modeling, as compared to the comparative prior year. Drilling and assaying expenditures at Bomboré decreased for the year ended December 31, 2015 by $1.49M over the comparative prior year due to the Company's focus on the Bomboré FS. The Company did not undertake any drilling during the year ended December 31, 2015 while it completed 26,153 m of drilling related for the infill and expansion drill program in the comparative prior year. General camp, infrastructure and other costs for the year ended December 31, 2015 decreased by $196K over the comparative prior year due to a slight reduction in camp occupancy related to the increased focus on development studies as opposed to drill programs, however these reductions were partially offset by increased community relations activities including a water drilling program initiated in Q2 2015.

Bondi Project

The Bondi gold project is a 100%-owned, shallow and structurally controlled, 4 km long shear zone hosted gold deposit that contains 282,000 oz of Measured and Indicated gold resources at a grade of 2.12 g/t and 150,000 oz of Inferred resources at a grade of 1.84 g/t. During 2009, the Company completed a 2,162 m air core drill program to test an additional 4 km strike extension south along the Bondi structure. The Company completed a high-resolution airborne geophysics survey in Q4 2011 to assist in the identification of high priority drill targets. During Q2 2012, the Company initiated a metallurgical study and completed a 2,500 m auger drilling program on several targets, with positive results warranting follow up work in the area located to the south and southeast of the current gold resources. During H1 2013, the Company completed a 7,079 m drill program (4,583 m of RC and 2,496 m of DD). As well, targets identified by the 2012 auger drilling program were tested by RC holes which extended Zone 372 to the south east by approximately 275 m and intersected gold mineralization approximately 1,500 m to the south of Zone 2S. The Company also completed a Mobile Metal Ions ("MMI™") geochemical survey test over a 400 m section where two blind deposits are present. The MMI™ results concluded that a strong gold anomaly exists over the blind deposits where conventional soil chemistry did not work. The MMI™ survey will assist in future target generation and prioritization. During Q2 2013, the Company also released the results of its metallurgical study which indicated that direct agitated cyanidation gold recoveries averaged 94% for oxide, 93% for semi-oxidized and 91% for sulphide material. As well, gold recoveries were ≥ 90% for all of the composite samples at all grind sizes between 75 µm to 106 µm irrespective of cyanide concentration used. Results showed rapid gold recoveries at all feed sizes with oxide recovery in 6-12 hours and sulphide recovery within 12 hours.

During Q1 2015, the Company undertook an MMI™ geochemical survey and completed XRF (Niton) analyses on historical RC samples. With a rapid increase in the number of artisan gold miners on the property, the Company decided not to undertake a scout-drilling program, before the 2015 rainy season. Subsequent to December 31, 2015, the Company completed 521m of core drilling in 4 holes to test the down dip extension of a previous target that the artisanal miners have been mining. Drilling results indicate a highly mineralized zone at the contact between metasediments and mafic intrusives. The zone remains open in all directions however; priority will focus to the south and down dip.

In August 2012, formal approval of the renewal of the permit for its final three-year term, with the mandatory 25% reduction in the permit area, was received from the Government of Burkina Faso. In May 2015, the Company applied for an exceptional three-year extension for the permit and on August 13, 2015 and was approved by the Government with receipt the formal documentation on November 5, 2015.

The Government of Burkina Faso requires an annual minimum expenditure of 270,000 CFA (~ US $456) per km^2 resulting in a minimum of 45,360,000 CFA (~ US $76,704) for Bondi. The Company has the ability to carry forward excess expenditures year over year throughout the three-year term of the permits as well as into subsequent renewals, if it so requires, in order to meet these minimums. To date, the Company has not had any difficulty in meeting these minimum requirements and has sufficient historical expenditures on the permit in order to meet future requirements.

Analysis of expenditures on the Bondi Project

Exploration survey expenditures for the year ended December 31, 2015 increased $59K due to the undertaking of the geochemical survey, systematic XRF analyses of historical RC samples and an update of the geological model as compared to the project being on care and maintenance in the comparative prior year. General camp and infrastructure expenditures increased $37K as compared to the comparative prior year due to additional staff and fuel costs resulting from the MMI™ geochemical survey in H1 2015 and camp repairs in H2 2015.

Burkina Faso Political Situation

On September 16, 2015, a short-lived coup d'état by the elite *Régiment de Sécurité* Présidentielle ("RSP") resulted in the transitional government's President and Prime Minister being detained for a period of time and the RSP seizing power of the country from the transitional government. The short-lived coup d'état ended on September 24, 2015 with the surrender of the RSP and the reinstatement of the transitional government. On November 29, 2015, Burkina Faso held a successful election and a former prime minister, Roch Marc Christian Kaboré emerged as the winner of the presidential election, the first time the nation has had a new leader in nearly three decades. He was officially sworn in on December 29, 2015 and the new cabinet was appointed on January 13, 2016. On January 15, 2016, an al Qaeda linked terrorist group claimed responsibility for the assault on a Ouagadougou hotel and restaurant that claimed the lives of 30 people, mostly tourists and civilians. Security in Ouagadougou and the borders and highways have significantly increased to deter and protect from further incidents. No mining personnel were involved nor did the incident disrupt any of the many mining and exploration operations in the country.

New Mining Code

The mining legislation of Burkina Faso provides for certain taxes that are specific to mining activities and offers certain tax incentives for titleholders at different stages of their projects. As in many other African jurisdictions, Burkina Faso has revisited its 2003 Mining Code in view of increasing its benefits from the sector and has circulated proposed amendments to the Mining Code during the last four years. On June 26, 2015, the *Conseil National de la Transition* approved a new Mining Code that adopted by the parliament on July 16, 2015, and promulgated on October 29, 2015, however, the provisions of the new code have not yet been imposed on any mining project or operation. 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 (which was created based on the request of the World Bank ("WB") as a condition for future financial support of the country by the WB), the removal of the 10% reduction in income tax rates for the mining sector, penalties for changes in production levels, the obligation for a mining company to pay a dividend if an after-tax profit is made and adequate reserves have been accumulated, and for feasibility studies to include a plan for the training and the promotion of local mining executives. The Company has been informally advised that the Mining Code in force at the time of submission of the application (2003 Code for Bomboré) shall apply to the mining permit upon its approval. The permit may also be subject to certain changes from the 2015 Mining Code that would ultimately be applicable to all other operating mines under the terms of the 2003 Mining Code. Several dispositions of the new 2015 Mining Code are incompatible with the Mining Conventions signed by the mines in production or with The Organization for the Harmonization of Business Law in Africa ("OHADA") Uniform Act that is applicable in Burkina Faso.

Brighton Energy, Niger (Uranium)

The exploration activities in Niger ceased in 2013. The Company is currently making the necessary arrangements to effect the wind down of its Brighton operations.

Financial Review

Corporate Cost Savings Measures

The Company undertook several measures to reduce its annual operating costs by approximately $1M. This included a reduction in its head office accounting staff as a result of a voluntary move from the Toronto Stock Exchange (TSX) to a Tier 1 listing on the TSX Venture Exchange (TSX-V). As part of the changes, Joe McCoy, VP Administration and Corporate Secretary (and previously CFO) has replaced Sean Homuth as the Chief Financial Officer. In addition, with the Bomboré Feasibility Study completed and the mining permit application near completion, the Company has reduced its technical staff that is no longer required until the project proceeds to construction. Severance and other related costs were approximately $0.4M.

Total comprehensive loss for the years ended December 31 was as follows:

Table 6 – Financial Information

	2015	2014	2013
Expenses	**$**	**$**	**$**
Exploration and evaluation	**3,446,962**	7,548,248	7,712,756
General and administrative	**2,508,262**	2,510,503	3,153,126
Share-based compensation	**212,643**	906,706	861,073
Depreciation and amortization	**713,577**	1,109,987	1,195,071
Total Expenses	**6,881,444**	12,075,444	12,922,026
Other (loss) income	**(604,899)**	1,280,181	(9,044,015)
Net loss before tax	**(7,486,343)**	(10,795,263)	(21,966,041)
Income tax	**(80,408)**	(102,159)	-
Net Loss	**(7,566,751)**	(10,897,422)	(21,966,041)
Net change in fair value of available-for-sale financial	**-**	548,941	371,250
Realized gain on available-for-sale financial assets	**-**	(1,157,993)	**-**
Impairment of available-for-sale financial assets	**-**	-	1,538,914
Foreign currency translation loss	**(630,363)**	(991,765)	(562,546)
Other comprehensive (loss) income	**(630,363)**	(1,600,817)	1,347,618
Net loss per common share, basic and diluted	**(0.07)**	(0.11)	(0.25)

The components of general and administrative costs for the years ended December 31 were as follows:

Table 7 – General & Administrative Expenses

	2015	2014	2013
Expenses	**$**	**$**	**$**
Salaries and employee costs	**1,551,246**	1,550,168	2,044,004
Public company costs	**247,864**	249,919	260,924
Professional fees	**278,807**	266,242	276,082
General and office costs	**270,428**	302,139	413,110
Investor relations and travel	**159,917**	142,035	159,006
Total Expenses	**2,508,262**	2,510,503	3,153,126

Table 8 – Consolidated Balance Sheets (Summary)

	2015	2014	2013
	$	$	$
Cash	**3,835,256**	3,415,283	9,476,471
Investment	**-**	-	2,825,738
Interest in exploration properties	**2,671,402**	3,785,638	5,320,983
Non-current liabilities	**3,300,000**	-	-
Shareholders' equity	**3,465,709**	6,464,614	18,056,147
Total assets	**6,975,981**	7,757,389	18,397,194
Comprehensive loss	**(8,197,114)**	(12,498,239)	(20,618,423)

The Company is in the exploration and evaluation phase and does not yet have revenue-generating activities. Accordingly, the Company's financial performance is largely a function of the level of exploration activities undertaken on the active projects and the administrative expenses required to operate and carry out its exploration activities as well as other items such as interest income and foreign exchange gains/losses. Below is a discussion of the major items that impact net loss for the years ended December 31, 2015 and 2014.

Exploration and evaluation costs in the year ended December 31, 2015 decreased by $4.1M over the comparative prior year. The decreased expenditures are mainly due to:

- reduced exploration and development studies due to the completion of the FS and related activities at the end of Q2 2015;
- reduced drilling activities on the Bomboré project as compared to the prior-year period where an infill and expansion drilling program was undertaken;
- reduced head count related to lower camp occupation and more focus on technical studies resulting in lower camp costs;

Offset by:

- an increase in community relations activities as part of finalizing the RAP and the initiation of a water drilling program in Q2 2015 and fully completed in Q3 2015; and
- an increase in Bondi exploration costs due to the MMI geochemical survey performed in 2015.

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 TSX-V.

Total G&A costs in the year ended December 31, 2015 decreased by $2K from the comparative prior-year period. The year over year changes were mainly due to:

- total salary and employee expenses compared to the prior year were relatively unchanged. The salaries and employee expenses were lower in the subsidiaries resulting from lower head count during 2015 and a temporary reduction (six months) of certain staff in Burkina Faso to 50% time. These lower costs were offset by the implementation of the corporate restructuring plan and the related severance payments of $0.4M with the departure near the end of 2015 of the CFO, Corporate Controller, Bomboré Project Manager and employees in the subsidiaries.
- an increase in professional fees related to costs associated with creating the Bomboré SA Company;
- lower general & office expenses due to reduced travel and office expenses; and
- an increase in investor relations and travel due to increased marketing/financing related consulting fees year over year.

Expenses in the current year were higher than the comparative prior-year periods however they were offset by the devaluation of the Canadian dollar vs. the US dollar as the majority of these costs were incurred in Canadian dollars.

Share-based compensation expenses recognized during the year ended December 31, 2015 decreased by $0.7M over the comparative prior-year period mainly due to the vesting of stock options granted in April 2014 and December 2014, offset by the forfeiture of options by the CFO, Corporate Controller and Bomboré Project Manager upon their departure in Q4'15, along with the impact of the devaluation of the Canadian dollar vs. the US dollar as these costs are incurred in Canadian dollars.

Other (loss) income related to the Sandstorm royalty of $0.3M and a foreign exchange loss of $0.34M as opposed to a realized gain of $1.28M in the comparative prior year mostly related to the sale of the shares of Amara Mining.

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 9 – Summary of Quarterly Results

	Q4 2015	Q3 2015	Q2 2015	Q1 2015	Q4 2014	Q3 2014	Q2 2014	Q1 2014
	$	$	$	$	$	$	$	$
Net loss attributable to common shareholders	(1.57)	(1.72)	(1.79)	(2.49)	(3.07)	(3.23)	(3.30)	(1.30)
Net loss per share, basic and diluted	(0.01)	(0.01)	(0.02)	(0.03)	(0.04)	(0.03)	(0.03)	(0.01)

The decrease in net loss during Q4 2015 as compared to Q1, Q2 and Q3 2015 and Q4 2014 is partially due to a continued reduction in exploration and development activities in Q4 2015 with the majority of ongoing technical activities being completed by the end of Q3 2015 and additional income tax expense relating to the settlement of the Burkina Faso tax reassessment in Q1 2015. The decrease in net loss during Q4 2015 compared to Q4 2014 is also mainly due to reduced exploration activities. The Company is in the exploration and evaluation phase and does not yet have revenue-generating activities and has not generated revenue in any of the prior quarters.

Sandstorm Gold Ltd. Royalty

On January 27, 2015 the Company announced the completion of a royalty purchase agreement ("Agreement") with Sandstorm Gold Ltd. ("Sandstorm") that provides up to $8.0M in financing to advance the Bomboré Project. Sandstorm has initially purchased a 0.45% net smelter returns ("NSR") royalty payable by the Company on future revenues from Bomboré (the "Upfront Royalty") for $3.0M. The Company has the option to buy back 100% of the Upfront Royalty for a period of 36 months at a premium of 5% within six months or thereafter at 10% per annum (non-compounded).

Sandstorm has also committed to provide the Company with up to an additional $5.0M (the "Standby Royalty") for a period of two years. The Company can draw on the Standby Royalty by selling an additional royalty in the following tranches:

1. First tranche proceeds of $1.0M cash in exchange for an additional 0.15% NSR;
2. Second tranche proceeds of $1.0M cash in exchange for an additional 0.15% NSR; and
3. Third tranche proceeds of $3.0M payable in either cash or shares of Sandstorm (at their option) in exchange for an additional 0.45% NSR. Sandstorm is required to provide liquidation protection on the sale of its shares (to guarantee minimum proceeds of $3.0M) by the Company in the event that the option to provide shares is exercised.

The Agreement also grants Sandstorm a right of first refusal ("ROFR") on all future gold stream financings ("Stream") completed by the Company up to three years subsequent to the commencement of commercial production on the Bomboré project. In the event that the Company completes a Stream and Sandstorm exercises its ROFR, the Standby Royalty may be repurchased if Sandstorm's participation in the Stream is $30M or greater, or the total value of the Stream is $80M or greater. The repurchase price would be equal to the sum of all tranches advanced to the Company under the Standby Royalty plus a premium of 30% if repurchased prior to 2018. For repurchases subsequent to 2018, the premium increases by 10% per annum.

To the extent that any amounts advanced under the Upfront Royalty and the Standby Royalty are not repurchased based on the above, the Agreement contains a provision that requires Orezone to pay, on or before January 15, 2025, any shortfall between the amounts advanced under the royalty and royalty payments received by Sandstorm.

The Agreement with Sandstorm was executed with Orezone Gold Corporation ("Orezone") and, while any related royalty obligations are calculated based on production from the Bomboré permit, they remain the obligation of Orezone. As security for the Agreement, Orezone has pledged all of the issued and outstanding shares of a subsidiary. No project level security has been provided (including security against the Bomboré permit), however in the event that the Company completes a project debt financing, Sandstorm has the right to receive security for its royalty interest (if one exists at that time) equivalent to that being given to the project debt facility lender, which could include transferring the security to the Bomboré project permit(s).

Liquidity and Capital Resources

The Company is at the exploration stage and, as is common with many exploration companies, raises funds in the equity market 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 any operating activities.

The Company had cash of $3.8M at December 31, 2015, an increase of $0.4M compared to the $3.4M cash position at December 31, 2014. The Company had a working capital of $4.1M at December 31, 2015.

As at March 31, 2016, the Company had approximately $6.9M in cash. The Company has not drawn on any of the $5.0M Standby Royalty facility that is available until January 27, 2017, from Sandstorm should the Company wish to sell up to a 0.75% NSR ($1M per 0.15% NSR) royalty to Sandstorm. The Company currently has no other committed funding or other financing arrangements.

With all studies and the permitting process largely complete, the Company has reduced its planned expenditures to approximately $4.0M in 2016. This includes approximately $0.5M[1] on activities related to finalizing the mining permit, the completion of a Bomboré resource update, camp repairs resulting from storm damage, certain transitional items, as well as

[1] The above planned spend figures (including monthly recurring expenditures) assume the following exchange rates – CAD/USD = 0 .77, EURO/CFA = 656, CAD/EURO = 0.62

minor exploration work on Bondi. The Company's current estimated monthly recurring expenses for 2016 are approximately $300K[1] compared to $362K in 2015.

On March 30, 2016, the Company announced the completion of a C$5M non-brokered private placement which will be used to fund operations until approximately September 2017 without the requirement to draw on the $5M Standby Royalty facility. The Company has no material contractual obligations that require a payment to be made more than one year in the future. The foregoing assumes, with the exception of final costs related to the mining permit application, completing the Bomboré resource update and minor exploration work on Bomboré and Bondi, that no additional exploration or development work is executed.

The Company has sufficient funds available to continue operations, as currently planned, for more than 12 months. Additional funds will need to be raised in order to extend operations beyond Q3 2017, and/or complete additional exploration or development work on the Company's projects, including the Bomboré Project, beyond the granting of the mining permit. Given the continuation of weak investor sentiment for exploration companies and capital market conditions of the mining sector, there continues to exist a material uncertainty as to the Company's ability to raise additional funds on favorable terms through the issuance of equity securities.

Use of Proceeds from Financings

On November 13, 2013, the Company completed a C$5M (US$4,776,500) non-brokered private placement equity financing (the "2013 Financing") that resulted in net proceeds of $4,738,062. The table below provides a summary of the 2013 Financing, broken down by the use of proceeds category disclosed in the Company's news release. Approximate actual expenditures by 2013 Financing Category are also presented in the table for comparative purposes. All figures in the table are presented in US$ millions.

On March 19, 2014, the Company sold its 11M ordinary common shares of Amara Mining plc ("Amara") (formerly "Cliff Gold plc") acquired as part of the sale of the Sega project in 2012. The shares were sold at a price of 0.1850 GBP per share which resulted in net proceeds of $3.4M. Based on the Company's policy of allocating the use of funds on a first-in, first-out basis, the Company expended the proceeds from the sale of the Amara shares prior to the proceeds from the 2013 Financing since the shares are considered a part of the overall proceeds of the sale of the Sega project.

Table 10 – Use of Proceeds from 2013 Financing

2013 Financing Categories	Total 2013 Financing	Actual expenditures from November 13, 2013 to March 31, 2015[2]
	$	$
Technical studies for HL FS and general corporate purposes	4.78	4.78

[2] The Company allocates the use of funds on a first-in, first-out basis.

On January 27, 2015, the Company entered into the Agreement with Sandstorm and drew the proceeds of the Upfront Royalty in the amount of $3M. The proceeds will be used to advance the Bomboré project. As of December 31, 2015, the Company has used the entire $3M of the proceeds for expenditures on its Bomboré project and general corporate purposes.

On July 21, 2015, the Company announced the closing of a non-brokered private placement of $5M (C$6.5M) whereby it issued 21,666,666 common shares at a price of C$0.30 per share. The proceeds will be used to advance the Bomboré project through the ongoing mine permitting process, optimize the economics and engineering of the recently completed feasibility study and for general corporate purposes. As of December 31, 2015, the Company has used $1.36M of the proceeds for expenditures on its Bomboré project and general corporate purposes.

On March 21, 2016, the Company announced the arrangement of a non-brokered private placement of $3.8M (C$5M) whereby it will issue 10,000,000 common shares at a price of C$0.50 per share. The proceeds will be used to advance the Bomboré project through the ongoing mine permitting process, detailed engineering and for general corporate purposes. The private placement closed March 30, 2016.

[1] The above planned spend figures (including monthly recurring expenditures) assume the following exchange rates – CAD/USD = 0 .77, EURO/CFA = 656, CAD/EURO = 0.62

Share Capital Information

As at December 31, 2015, the Company had 117,350,364 common shares outstanding (fully diluted – 125,048,139).

As at December 31, 2015, the Company also has the following outstanding stock options:

Table 11 – Stock Options Outstanding as at December 31, 2015

	Outstanding			Exercisable	
Range of exercise prices	**Outstanding options**	**Remaining contractual life**	**Weighted-average outstanding exercise price**	**Vested options**	**Weighted-average vested exercise price**
C$		(in years)	C$		C$
$0.00 to $0.49	2,887,500	3.34	0.39	2,887,500	0.39
$0.50 to $0.99	2,280,500	3.47	0.70	805,500	0.78
$1.00 to $1.99	2,329,775	1.62	1.62	2,329,775	1.62
$2.00 to $2.99	200,000	4.81	2.35	200,000	2.35
	7,697,775	**2.90**	**0.90**	**6,222,775**	**0.96**

As at March 31, 2016, the Company had 127,350,364 common shares outstanding (fully diluted – 136,843,264).

Table 12 – Stock Options Outstanding as at March 31, 2016

	Outstanding			Exercisable	
Range of exercise prices	**Outstanding options**	**Remaining contractual life**	**Weighted-average outstanding exercise price**	**Vested options***	**Weighted-average vested exercise price**
C$		(in years)	C$		C$
$0.00 to $0.49	4,792,500	5.89	0.35	2,812,500	0.39
$0.50 to $0.99	2,230,000	3.22	0.70	2,030,000	0.70
$1.00 to $1.99	2,270,400	1.32	1.62	2,270,400	1.62
$2.00 to $2.99	200,000	4.56	2.35	200,000	2.35
	9,492,900	**4.14**	**0.78**	**7,312,900**	**0.91**

* An additional 660,000 stock options at a strike price of C$0.30 granted February 8, 2016 are vested but are not exercisable until the stock option plan is approved at the next annual shareholders meeting.

Contractual Obligations

As at December 31, 2015, the Company had contractual obligations for environmental and social impact studies, head office rent, professional fees, resource update costs, communication services, camp repair costs, security services, IT services and equipment and inventory purchases and rentals in the amount of $147,979 (as at December 31, 2014 – $1,021,290). 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 2016 fiscal year.

Subsequent to December 31, 2015, the Company entered into further contractual obligations in the amount of $327,577 for drilling activities, sample analysis services, professional fees, building lease, insurance, communication services, private placement costs, marketing costs, and equipment and inventory purchases and rentals, of which the majority are expected to be payable throughout the 2016 fiscal year.

Off Balance Sheet Arrangements

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

Transactions with Related Parties

Related parties, in aggregate, purchased 6,216,666 common shares in the July 2015 private placement and on the same terms and conditions as other subscribers. In addition, a related party purchased 3,800,000 common shares in the March 30, 2016 private placement and on the same terms and conditions as other subscribers. The Company had no other transactions with related parties for the year ended December 31, 2015.

Proposed Transactions

The Company continually reviews potential merger, acquisition, investment and other joint venture transactions that could enhance shareholder value, however, at the current time, there are no reportable proposed transactions.

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. Even though Management has been successful in the past in developing economic deposits 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 (in no specific order):

- Orezone's ability to successfully establish mining operations and profitably produce gold;
- Potential for the Company to become subject to additional tax liabilities;
- Risks associated with obtaining a mining permit prior to expiry of the main exploration permit for the Bomboré gold project;
- 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;
- The speculative nature of resource exploration and development projects;
- Potential changes in applicable laws, regulations, agreements or changes in their enforcement or regulatory interpretation;
- Permitting;
- Potential changes to mining and tax laws;
- 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 our 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;
- 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;
- Impact of evolving anti-corruption laws;
- The potential unavailability of insurance to cover certain risks;
- Increased competition in the mining industry;
- Currency fluctuations;
- The Company does not intend to pay dividends in the foreseeable future;
- Shareholders' interest in the Company may be diluted in the future;
- Factors that have historically made Orezone's share price volatile;
- 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; and
- Differences in US and Canadian practices for reporting mineral resources.

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 Annual Information Form and the Company's Annual Financial Statements filed for the year ended December 31, 2015.

Standards, Amendments and Interpretations Recently Adopted

The Company has classified the royalty-based obligation relating to the upfront royalty from Sandstorm Gold Ltd. as a financial liability at fair value through profit or loss which is measured at fair value with unrealized gains (losses) recognized in net income (loss).

Changes in Accounting Policies

Application of new and revised accounting standards by the Company for the year ended December 31, 2015:

The Company has applied the amendments to IFRSs included in the Annual Improvements to IFRSs 2010-2012 Cycle and 2011-2013 Cycle which were effective for annual periods beginning on or after July 1, 2014. The amendments did not have a material impact on the Company's consolidated financial statements. The Company has not early adopted any other amendment, standard or interpretation that has been issued by the IASB but is not yet effective.

Standards, Amendments and Interpretations not yet Effective

Revenue recognition

Revenue recognition

In May 2014, the IASB issued IFRS 15 – *Revenue from Contracts with Customers* ("IFRS 15") 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. On 22 July, 2015 the IASB confirmed a one-year deferral of the effective date of IFRS 15 to January 1, 2018. Early adoption is permitted. The Company is currently evaluating the impact the final standard is expected to have on its consolidated financial statements.

Annual improvements and narrow scope amendments

In September 2014, the IASB issued the Annual Improvements 2012-2014 cycle, effective for annual periods beginning on or after January 1, 2016. The IASB also issued a number of narrow scope amendments to the certain IFRSs and IASs which are effective for annual periods beginning on or after January 1, 2016. These amendments are not expected to have a significant impact on the Company's consolidated financial statements**.**

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Financial Instruments

Financial assets and liabilities are initially recognized at fair value when the Company or its subsidiaries become party to the contracts that give rise to them. Subsequent measurement depends on whether the financial instrument is classified as fair value through profit and loss ("FVTPL"), available-for-sale, held-to-maturity, loans and receivables or other financial liabilities. Financial instruments classified as: FVTPL are measured at fair value with unrealized gains and losses recognized in net income (loss); available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss); and, held-to-maturity, loans and receivables and other financial liabilities are measured at amortized cost. Transaction costs in respect of FVTPL financial instruments are recognized in net income (loss) at the transaction date whereas transaction costs in respect of other financial instruments are included in the initial fair value measurement of the financial instrument.

The Company may also enter into financial instruments or other contracts that contain embedded derivatives. Embedded derivatives (e.g. a lease denominated in a currency other than that of either counterparty to the contract) are accounted for separately from the host contract at fair value as derivatives when the risks and characteristics of the embedded derivatives are not closely related to those of their host contract, and the host contract is not classified as FVTPL.

The Company does not currently have derivative instruments.

The Company has made the following classifications with respect to its financial instruments:

- Cash is classified as FVTPL, which is measured at fair value.
- Trade and other receivables, excluding taxes receivable balances that do not meet the definition of a financial instrument, and refundable deposits included in prepaid expenses and deposits, are classified as loans and receivables, which are measured at amortized cost, using the effective interest method, less any impairment losses.
- Accounts payable and accrued liabilities, excluding taxes payable balances that do not meet the definition of a financial instrument, are classified as other financial liabilities, which are measured at amortized cost, using the effective interest method.
- The royalty-based obligation relating to the upfront royalty from Sandstorm Gold Ltd. is classified as a financial liability at FVTPL which is measured at fair value with unrealized gains (losses) recognized in net income (loss).

Financial assets, other than those classified as FVTPL, are assessed for indicators of impairment at the end of each reporting period. A financial asset is considered impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial asset have been impacted.

Critical Accounting Estimates and Judgments

The preparation of the Interim Financial Statements requires Management to make estimates and assumptions about the future that affect the amounts recorded in the Interim Financial Statements. These estimates and assumptions are based on the Company's experience and Management's expectations about future events that are believed to be reasonable under the circumstances, and they are continually being evaluated based on new facts and experience. Actual results may differ from these estimates and assumptions. The effect of a change in accounting estimate is recognized prospectively in the year of change and future years if the change impacts both years.

Critical judgments in applying accounting policies

Going concern risk assessment

Management considers whether there exists any event(s) or condition(s) that may cast significant doubt on the Company's ability to continue as a going concern. Considerations take into account all available information about the future including the availability of debt and equity financing as well as the Company's working capital balance and future commitments.

Determination of functional currency

Management has made determinations with respect to its functional currency in accordance with *IAS 21, "The Effects of Changes in Foreign Exchange Rates,"* and as such has determined that the functional currency of all of its entities is the Canadian dollar with the exception of its subsidiaries, Orezone Inc. SARL, Orezone Bomboré SA and Niger Resources Inc., which have a functional currency of the Communauté Financière Africaine francs.

Other than temporary impairment of available-for-sale ("AFS") investment

Management judgment is applied in evaluating whether an unrealized loss on the Company's AFS investment recognized in other comprehensive income (loss) is other than temporary and should be reclassified to the Statement of Loss. Management performs qualitative and quantitative assessments in order to judge if the reduction in fair value, as compared to its value upon initial recognition, is significant or prolonged.

Accounting policy selection for interest in exploration properties including property, plant and equipment

As disclosed in note 3(i) of the Annual Financial Statements, Management judgment is applied in capitalizing costs related to acquired mineral property rights and property, plant and equipment. Management has determined that expenditures incurred during the exploration and evaluation phase will be expensed as incurred until it determines that the technical feasibility and commercial viability of a mineral property has been established.

Impairment of non-financial assets

Management assesses non-financial assets for impairment as disclosed in note 3(l) of the Annual Financial Statements.

Deferred income taxes

Judgment is required in order to determine whether to recognize deferred tax assets and/or liabilities on the statement of financial position. Management must assess the extent to which it is probable that the Company and its subsidiaries will have future taxable profits available against which it can recognize unused tax losses or unused tax credits as well as sufficient loss carryforwards to offset potential tax liabilities. The amount and availability of deferred tax assets and liabilities are directly influenced by future changes to tax laws in the jurisdictions in which the Company and its subsidiaries operate.

Current income tax liabilities

The Company's operating subsidiary tax filings may be reviewed from time to time in accordance with the Burkina Faso Code. The Company's interpretations of underlying tax regulations may differ from those of the tax department. Judgment is required in order to determine the appropriate accounting and disclosure treatment based on the facts. To the extent that a dispute arises, Management must determine whether it's probable that a tax liability exists and whether the extent of the liability may be estimated and accrued in its Statement of Financial Position in addition to determining the appropriate level of disclosure regarding the dispute.

Classification of royalty as royalty-based obligation

Significant judgment is required in determining the appropriate accounting for the Sandstorm royalty arrangement that was entered into. Based on the specific facts and circumstances, judgment is required to assess whether the arrangement is a commodity arrangement, a financial liability or a sale of a mineral interest and a contract to provide services. Management has determined that based on the specific agreements reached with Sandstorm, that the Company has assumed the significant business risks associated with delivering cash and/or gold ounces, and accordingly has classified the royalty as a financial liability at fair value through profit and loss.

Fair value of the Sandstorm upfront royalty

Management has assessed the fair value of the upfront royalty as the value of the royalty plus any buyback premiums based on its assumption that the Company will be able to raise the necessary funds in order to repurchase the royalty from Sandstorm prior to the expiry of the irrevocable buyback option on January 27, 2018.

The Company will continue to evaluate on an ongoing basis whether circumstances have changed such that the likelihood of repurchasing the royalty changes resulting in the need to reconsider its current accounting policy with respect to the valuation of the loan.

Sources of estimation uncertainty

Share-based compensation related to stock options and warrants

Management assesses the fair value of stock options and warrants, as disclosed in note 3(r) of the Annual Financial Statements, using the Black-Scholes option pricing model. This model requires Management to make estimates and assumptions with respect to inputs including the risk-free interest rate, volatility and expected life of the equity-settled instruments. As well, Management must make assumptions about anticipated forfeitures based on the historical actions of plan participants which may not be a true representation of future participant exercise behaviour.

Useful lives of property, plant and equipment

As disclosed in note 3(k) of the Annual Financial Statements, Management reviews its estimate of the useful life of property, plant and equipment annually and accounts for any changes in estimates prospectively.

Forward Looking Statements

Management's Discussion and Analysis of Financial Position and Total Comprehensive Loss for the year ended December 31, 2015 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 a mining permit, estimates of future production, unit costs and capital costs, 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 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. 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, fluctuations in commodity prices, delays in the development of projects the failure of parties to contracts to honor contractual commitments, unexpected increases in budgets costs and expenditures, and other factors. 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 National Instrument ("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. Ron Little, 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 and verified the technical information in this MD&A.

Other MD&A Requirements

Additional information related to the Company including the Company's Annual Information Form and technical reports can be found on SEDAR at **www.sedar.com**.