OREZONE GOLD CORPORATION

(A Development Stage Company)

Condensed Consolidated Interim Financial Statements

(Unaudited, expressed in United States dollars)

For the three month period ended March 31, 2012

Financial Statements

Condensed Consolidated Interim Statements of Financial Position	**2**
Condensed Consolidated Interim Statements of Comprehensive Loss	**3**
Condensed Consolidated Interim Statements of Changes in Equity	**4**
Condensed Consolidated Interim Statements of Cash Flows	**5**
Notes to the Condensed Consolidated Interim Financial Statements	**6 – 19**

Orezone Gold Corporation

(A Development Stage Company)

Condensed Consolidated Interim Statements of Financial Position

(Unaudited, expressed in United States dollars)

As at	March 31, 2012	December 31, 2011
	$	$
ASSETS		
Current assets		
Cash	**20,415,661**	28,698,108
Trade and other receivables	**54,603**	53,782
Inventories (Note 6)	**618,976**	546,327
Prepaid expenses and deposits	**938,185**	748,538
Assets of disposal group classified as held for sale (Notes 7, 16(a))	**51,835**	-
Total current assets	**22,079,260**	30,046,755
Non-current assets		
Interests in exploration properties (Note 7)	**6,618,860**	6,304,631
Total assets	**28,698,120**	36,351,386
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	**2,442,551**	1,417,732
Liabilities directly associated with the assets of a disposal group classified as held for sale (Note 16(a))	**147,484**	-
	2,590,035	1,417,732
Equity		
Share capital	**128,594,017**	123,566,961
Contributed surplus (Note 8(c))	**7,755,245**	9,659,164
Foreign currency translation reserve	**1,616,958**	972,461
Accumulated deficit	**(111,858,135)**	(99,034,665)
Total shareholders' equity	**26,108,085**	35,163,921
Non-controlling interest (Note 9)	**-**	(230,267)
Total equity	**26,108,085**	34,933,654
Total liabilities and equity	**28,698,120**	36,351,386

Commitments (Note 14)

Signed on behalf of the Board of Directors of Orezone Gold Corporation:

/s/ Ronald N. Little

Ronald N. Little
Director

/s/ Alain Krushnisky

Alain Krushnisky
Director

The accompanying notes form an integral part of these condensed consolidated interim financial statements.

Orezone Gold Corporation

(A Development Stage Company)

Condensed Consolidated Interim Statements of Comprehensive Loss

For the three month periods ended March 31, 2012 and 2011
(Unaudited, expressed in United States dollars, except for number of share amounts)

	2012	2011
	$	$
Expenses		
Exploration and evaluation costs (Note 10)	**8,190,328**	3,849,794
General and administrative costs (Note 10)	**1,034,437**	937,404
Share-based compensation	**541,266**	837,186
Depreciation and amortization (Note 7)	**278,838**	80,291
	10,044,869	5,704,675
Other income (loss)		
Foreign exchange loss	**(61,915)**	(143,663)
Finance income	**71,430**	161,018
Finance expense	**(4,240)**	(4,494)
	5,275	12,861
Net loss for the period	**(10,039,594)**	(5,691,814)
Net loss for the period attributable to:		
Common shareholders	**(9,699,858)**	(5,235,540)
Non-controlling interest	**(339,736)**	(456,274)
Net loss per common share, basic and diluted	**(0.12)**	(0.06)
Weighted-average number of common shares outstanding, basic and diluted	**83,799,344**	82,890,709
Other comprehensive income (loss)		
Net loss for the period	**(10,039,594)**	(5,691,814)
Foreign currency translation gain	**632,947**	1,675,366
Comprehensive loss	**(9,406,647)**	(4,016,448)
Comprehensive loss attributable to:		
Common shareholders	**(9,055,361)**	(3,620,193)
Non-controlling interest	**(351,286)**	(396,255)

The accompanying notes form an integral part of these condensed consolidated interim financial statements.

Orezone Gold Corporation

(A Development Stage Company)

Condensed Consolidated Interim Statements of Changes in Equity

For the three month periods ended March 31, 2012 and 2011
(Unaudited, expressed in United States dollars, except for number of share amounts)

	Share capital		Contributed surplus (Note 8(c))	Foreign currency translation reserve	Accumulated deficit	Non-controlling interest	Total
	Shares	Amount					
	#	$	$	$	$	$	$
Balance, January 1, 2012	83,724,531	123,566,961	9,659,164	972,461	(99,034,665)	(230,267)	34,933,654
Stock options exercised	82,000	71,787	(31,975)	-	-	-	39,812
Change in subsidiary ownership interests (Note 9)	1,818,000	4,955,269	(2,413,210)	-	(3,123,612)	581,553	-
Share-based compensation	-	-	541,266	-	-	-	541,266
Foreign currency translation	-	-	-	644,497	-	(11,550)	632,947
Net loss for the period	-	-	-	-	(9,699,858)	(339,736)	(10,039,594)
Balance, March 31, 2012	**85,624,531**	**128,594,017**	**7,755,245**	**1,616,958**	**(111,858,135)**	**-**	**26,108,085**
Balance, January 1, 2011	82,868,031	122,818,816	7,019,751	1,730,892	(68,764,382)	1,228,701	64,033,778
Stock options exercised	37,000	48,304	(18,939)	-	-	-	29,365
Share-based compensation	-	-	837,186	-	-	-	837,186
Foreign currency translation	-	-	-	1,615,347	-	60,019	1,675,366
Net loss for the period	-	-	-	-	(5,235,540)	(456,274)	(5,691,814)
Balance, March 31, 2011	82,905,031	122,867,120	7,837,998	3,346,239	(73,999,922)	832,446	60,883,881

The accompanying notes form an integral part of these condensed consolidated interim financial statements.

Orezone Gold Corporation

(A Development Stage Company)

Condensed Consolidated Interim Statements of Cash Flows

For the three month periods ended March 31, 2012 and 2011

(Unaudited, expressed in United States dollars)

	2012	2011
	$	$
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	**(10,039,594)**	(5,691,814)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization (Note 7)	**278,838**	80,291
Share-based compensation	**541,266**	837,186
Finance income	**(71,430)**	(161,018)
Finance expense	**4,240**	4,494
Interest paid	**(4,240)**	(4,494)
Changes in non-cash operating working capital (Note 11)	**895,621**	560,537
Total cash outflows from operating activities	**(8,395,299)**	(4,374,818)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property, plant and equipment (Note 7)	**(484,025)**	(774,963)
Interest received	**77,558**	130,494
Total cash outflows from investing activities	**(406,467)**	(644,469)
CASH FLOWS FROM FINANCING ACTIVITIES		
Share issuance costs (Note 11)	**-**	(98,776)
Proceeds from exercise of stock options	**39,812**	29,365
Total cash inflows (outflows) from financing activities	**39,812**	(69,411)
Effect of foreign currency translation on cash	**479,507**	1,642,649
Decrease in cash	**(8,282,447)**	(3,446,049)
Cash, beginning of period	**28,698,108**	61,318,213
Cash, end of period	**20,415,661**	57,872,164

Supplemental cash flow information is provided in Note 11.

The accompanying notes form an integral part of these condensed consolidated interim financial statements.

1. CORPORATE INFORMATION

Orezone Gold Corporation (the "Company") was incorporated on December 1, 2008 under the Canada Business Corporations Act and is a publicly listed corporation on the Toronto Stock Exchange (the "TSX"). The Company is primarily engaged in the acquisition, exploration and development of gold properties in Burkina Faso, West Africa and uranium properties in Niger, West Africa. The Company is in the exploration and evaluation phase and is in the process of determining whether any of its mineral properties are technically feasible and commercially viable. The Company's primary objective is to maximize shareholder value by identifying and developing commercially viable gold mining operations.

The address of the Company's corporate office is 290 Picton Avenue, Suite 201, Ottawa, Ontario, Canada, K1Z 8P8.

References to "$" or "US$" are to United States dollars and references to "C$" are to Canadian dollars.

2. BASIS OF PRESENTATION

These unaudited condensed consolidated interim financial statements ("Interim Financial Statements") have been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting" ("IAS 34").

These Interim Financial Statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's annual financial statements for the year ended December 31, 2011 ("2011 Annual Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

These Interim Financial Statements have been prepared using accounting policies consistent with those used in the 2011 Annual Financial Statements, except for the policy for assets of a disposal group classified as held for sale, as described in Note 3(a), which only became applicable to the Company subsequent to December 31, 2011.

These Interim Financial Statements are presented in United States dollars, unless otherwise indicated.

These Interim Financial Statements were authorized for issue by the Board of Directors on May 14, 2012.

The preparation of financial statements in accordance with IFRS requires Management to make certain critical accounting estimates and to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to these Interim Financial Statements are disclosed in Note 5.

These Interim Financial Statements have been prepared on a basis that assumes the Company will continue operating for the foreseeable future. While the Company is in the exploration and evaluation phase, and has not generated revenue from operations, and relies on external financing to fund its activities, it currently has sufficient working capital to meet its obligations and discharge its liabilities for the foreseeable future.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in these Interim Financial Statements are consistent with those followed in the preparation of the Company's 2011 Annual Financial Statements, except as noted below:

(a) ASSETS OF DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

Non-current assets and groups of assets and liabilities which comprise disposal groups are presented as assets held for sale where the asset or disposal group is available for sale in its present condition, and the sale is highly probable. A sale is highly probable if Management is committed to a plan to achieve the sale; there is an active program to find a buyer; the non-current asset or disposal group is being actively marketed at a reasonable price; the sale is anticipated to be completed within one year from the date of classification, and; it is unlikely there will be changes to the plan. Non-current assets held for sale are carried at the lesser of the carrying amount and the fair value less costs to sell. Impairment losses on initial classification as held for sale and subsequent gains or losses on re-measurement or disposition are recognized in net income (loss). Assets classified as held for sale are not depreciated or amortized.

As at March 31, 2012, the assets of disposal group classified as held for sale and related liabilities do not constitute a major line of business or geographical area of operations. Accordingly the related results of operations and resulting gains or losses on initial classification, re-measurement or disposition are not presented as discontinued operations.

This accounting policy was adopted by the Company subsequent to December 31, 2011 as the Company did not have assets of a disposal group classified as held for sale or related liabilities prior to the three month period ended March 31, 2012.

(b) NEW STANDARDS, AMENDMENTS AND INTERPRETATIONS ADOPTED

The Company's adoption of the following new standards and amendments as of January 1, 2012 did not have any impact on the financial position or performance of the Company:

IFRS 7, "Financial Instruments: Disclosures"

This amendment provides disclosure guidance on transfers of financial assets. This amendment is effective for annual periods beginning on or after July 1, 2011.

IAS 12, "Income Taxes"

This amendment contains new standards related to deferred tax: recovery of underlying assets and supersedes SIC 21, "Income Taxes – Recovery of Revalued Non-Depreciable Assets". This amendment is effective for annual periods beginning on or after January 1, 2012.

The remaining standards, amendments and interpretations issued but not yet effective up to the date of the issuance of the 2011 Annual Financial Statements have not been early adopted in these Interim Financial Statements

(c) STANDARDS, AMENDMENTS AND INTERPRETATIONS NOT YET EFFECTIVE

The following remaining standards, amendments and interpretations issued but not yet effective up to the date of the issuance of these Interim Financial Statements, as described in the 2011 Annual Financial Statements, have not been early adopted in these Interim Financial Statements:

- IFRS 9, "Financial Instruments"
- IFRS 10, "Consolidated Financial Statements"
- IFRS 11, "Joint Arrangements"
- IFRS 12, "Disclosure of Interests in Other Entities"
- IFRS 13, "Fair Value Measurement"
- IAS 1, "Presentation of Financial Statements"
- IAS 19, "Employee Benefits"
- IAS 27, "Separate Financial Statements"
- IAS 28, "Investments in Associates and Joint Ventures"
- International Financial Reporting Interpretations Committee 20, "Stripping Costs in the Production Phase of a Surface Mine"

The Company reasonably expects these standards, amendments and interpretations to be applicable at a future date and intends to adopt them once they become effective. The Company is currently evaluating the impact that these standards, amendments and interpretations will have on its consolidated financial statements; however the Company does not expect the impact of the resulting changes to the consolidated financial statements to be material.

4. CHANGE IN ACCOUNTING ESTIMATES

On April 1, 2011 the Company revised the estimated useful lives of certain office and field equipment to 2-4 years (previously 2-3 years), certain vehicles to 4 years (previously 2 years) and certain capital improvements to 5-10 years (previously 2 years). The Company also adopted these same new useful lives as its policy for property, plant and equipment acquired on or after April 1, 2011.

This change in estimated useful lives was applied prospectively to the remaining impacted unamortized asset balances as at April 1, 2011 and has resulted in a decrease to depreciation and amortization expense and net loss of $43,168 for the three month period ended March 31, 2012 (2011 – $nil). As at March 31, 2012, the total impact on net income (loss) in future years resulting from this change in estimate will be to spread the remaining impacted unamortized asset balance of $460,013 to depreciation and amortization expense over a weighted-average amortization term of 3.8 years (0.9 years prior to the change) until the impacted assets are fully depreciated. This change had no impact on the loss per share amounts for the three month periods ended March 31, 2012 or 2011.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of these 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 periods.

Significant judgments include those related to the going concern assumption, the determination of functional currency, the classification of assets of a disposal group and related liabilities as held for sale and the accounting policy selection for interests in exploration properties including property, plant and equipment. Significant estimates include share-based compensation related to stock options and warrants, the useful lives of property, plant and equipment and the carrying values of non-financial assets.

6. INVENTORIES

The cost of material and supplies inventories recognized as an expense during the three month period ended March 31, 2012 was $664,342 (2011 – $279,678). There were no write-downs or reversals of write-downs of inventories to net realizable value during the three month periods ended March 31, 2012 or 2011. As at March 31, 2012, no specific inventories were pledged as security for liabilities.

(Unaudited, Expressed in United States dollars)

7. INTERESTS IN EXPLORATION PROPERTIES

Assets not subject to depreciation and amortization	Land	Mineral property rights	Construction in progress	Total
	$	$	$	$
Cost, being carrying amount				
Balance, January 1, 2011	331,967	1,377,082	-	1,709,049
Additions	-	-	128,758	128,758
Foreign currency translation	(20,611)	(35,099)	(1,861)	(57,571)
Balance, December 31, 2011	311,356	1,341,983	126,897	1,780,236
Transfer to depreciable property	-	-	(128,758)	(128,758)
Transfer to assets held for sale	-	(16,859)	-	(16,859)
Foreign currency translation	8,819	28,832	1,861	39,512
Balance, March 31, 2012	**320,175**	**1,353,956**	**-**	**1,674,131**

Assets subject to depreciation and amortization	Building	Capital improve-ments	Field equipment	Vehicles	Office equipment and furniture	Total
	$	$	$	$	$	$
Cost						
Balance, January 1, 2011	920,803	77,285	256,914	-	102,524	1,357,526
Additions	1,160,119	1,472,430	1,441,667	255,177	78,871	4,408,264
Foreign currency translation	(90,435)	(154,876)	(49,041)	(18,530)	(6)	(312,888)
Balance, December 31, 2011	1,990,487	1,394,839	1,649,540	236,647	181,389	5,452,902
Additions	247,598	39,612	131,324	188,614	5,635	612,783
Transfer to assets held for sale	(33,861)	-	(21,661)	(4,279)	-	(59,801)
Foreign currency translation	58,672	40,332	38,014	8,531	4,202	149,751
Balance, March 31, 2012	**2,262,896**	**1,474,783**	**1,797,217**	**429,513**	**191,226**	**6,155,635**
Accumulated depreciation and amortization						
Balance, January 1, 2011	166,687	10,380	175,263	-	71,472	423,802
Depreciation for the year	154,536	215,394	105,455	42,012	31,204	548,601
Foreign currency translation	(12,997)	(14,741)	(22,280)	(2,991)	9,113	(43,896)
Balance, December 31, 2011	308,226	211,033	258,438	39,021	111,789	928,507
Depreciation for the period	54,355	102,501	100,779	14,778	6,425	278,838
Transfer to assets held for sale	(2,540)	-	(21,661)	(624)	-	(24,825)
Foreign currency translation	9,591	7,694	7,201	1,434	2,466	28,386
Balance, March 31, 2012	**369,632**	**321,228**	**344,757**	**54,609**	**120,680**	**1,210,906**
Carrying amounts as at:						
December 31, 2011	1,682,261	1,183,806	1,391,102	197,626	69,600	4,524,395
March 31, 2012	**1,893,264**	**1,153,555**	**1,452,460**	**374,904**	**70,546**	**4,944,729**

(Unaudited, Expressed in United States dollars)

	Three months ended March 31, 2012	Year ended December 31, 2011
	$	$
Cost, beginning of period	**7,233,138**	3,066,575
Additions	**484,025**	4,537,022
Transfer to assets held for sale	**(76,660)**	-
Foreign currency translation	**189,263**	(370,459)
Cost, end of period	**7,829,766**	7,233,138
Accumulated depreciation and amortization, beginning of period	**928,507**	423,802
Depreciation and amortization	**278,838**	548,601
Transfer to assets held for sale	**(24,825)**	-
Foreign currency translation	**28,386**	(43,896)
Accumulated depreciation and amortization, end of period	**1,210,906**	928,507
Carrying amounts, beginning of period	**6,304,631**	2,642,773
Carrying amounts, end of period	**6,618,860**	6,304,631

The Company does not currently have depreciation and amortization capitalized in interests in exploration properties.

The Company held the following mineral property rights by area as at March 31, 2012:

	Number of permits	Area (km^2)	Expiry dates[1] of current permits	Expiry dates of potential permit renewals	Expiry dates[2] of mining conventions
Bomboré	2	168	02/13 and 07/14	07/20	n/a
Sega (Note 16(a))	2	313	03/13 and 06/12	03/16 and 06/15	n/a
Bondi	1	224	08/12	08/15	n/a
Brighton, Niger (Uranium) (Note 16(c))	5	3,958	11/12, 11/12, 10/12, 10/12 and 04/12	11/18, 11/18, 10/18, 10/18 and 04/18	05/27, 05/27, 04/27, 04/27 and 08/36
	10	**4,663**			

[1] In Burkina Faso and Niger, exploration permits are valid for a period of three years from the date of issue and may be renewed for two more consecutive terms of three years each. Permit size reductions of 50% accompany each permit renewal in Niger while permits in Burkina Faso are subject to a 25% surface area reduction only upon the second renewal.

[2] In Niger, mining conventions are valid for a period of twenty years from the date of issue and are renewable until the reserves are exhausted, except in the case of the Abelajouad permit which has a term of 30 years.

(Unaudited, Expressed in United States dollars)

The carrying amounts of the mineral property rights by area were as follows:

As at	March 31, 2012	December 31, 2011
	$	$
Burkina Faso		
Bomboré	**932,470**	915,357
Sega (Note 16(a))	**-**	16,749
Bondi	**187,321**	182,162
Total Burkina Faso	**1,119,791**	1,114,268
Brighton, Niger (Uranium) (Note 16(c))	**234,165**	227,715
Total mineral property rights	**1,353,956**	1,341,983

In the event that a mining permit is granted for a project in Burkina Faso, a sliding net smelter royalty ("NSR") of between 3% and 5% applies. In addition, the Government retains a 10% carried interest in the local entity holding the mining permit in the event one is granted.

Bomboré, Burkina Faso

The Bomboré (105 km^2) and the Toéyoko (63 km^2) permits are located in the Ganzourgou province. The Bomboré permit was renewed in January 2010 for its final three-year term. The Toéyoko permit was acquired in June 2011 for a three-year term and may be renewed for two more consecutive three-year terms. The Company owns a 100% interest in the permits.

Sega, Burkina Faso

The Sega project consists of the Tiba (124 km^2) and Namasa (189 km^2) permits. The Tiba permit is located in the Yatenga province and was renewed in April 2010 for its second consecutive three-year term, which expires in March 2013. The Namasa permit is located in the Yatenga and Zandoma provinces, expires in June 2012 and may be renewed for one more consecutive three-year term. The Company originally acquired the project from IAMGOLD Corporation (formerly Repadre Capital Corporation, "Repadre") in 2001. Upon transfer in 2001, Repadre retained a 3% NSR in the project that is currently held by Royal Gold, of which 2% can be bought back for $2,000,000.

Subsequent to December 31, 2011, the Company completed the sale of the Sega project. Refer to Note 16(a) for a detailed description of the terms of the transaction.

Bondi, Burkina Faso

The Bondi project consists of the Djarkadougou (224 km^2) permit, which is located in the Bougouriba province and expires in August 2012. The Company owns a 100% interest in the permit. This permit may be renewed for one more consecutive three-year term.

Brighton, Niger (Uranium)

The Company, through its wholly-owned subsidiary Brighton Energy Corporation ("Brighton"), has five uranium exploration permits in Niger. Zéline 1 (482 km^2) and Zéline 4 (500 km^2) expire in October 2012 and may be renewed for two more three-year terms with permit size reductions. The Company also holds Mining Conventions relating to these two permits with terms of 20 years, which are renewable until the reserves are exhausted. The Abelajouad (2,000 km^2) permit expires in April 2012, while the Assaouas 1 (491 km^2) and Assaouas 2 (485 km^2) permits expire in November 2012. These latter three permits may be renewed for two more three-year terms with permit size reductions.

In March 2012, the Company acquired the outstanding minority interest, representing 33% of the then issued and outstanding shares of Brighton, and increased its ownership in Brighton to 100% as described in Note 9.

(Unaudited, Expressed in United States dollars)

Subsequent to March 31, 2012, Management decided to abandon the Abelajouad and Assaouas 2 permits as described in Note 16(c).

8. SHARE CAPITAL

(a) CAPITAL STOCK

Authorized capital stock consists of an unlimited number of common shares, without par value.

On March 29, 2012, the Company completed the Brighton Exchange transaction that resulted in the issuance of 1,818,000 common shares at a volume-weighted average price of C$2.71 per share, as described in Note 9. As a result of the transaction, the Company recorded C$4,933,010 (US$4,955,269) as an increase to share capital.

(b) COMMON SHARE PURCHASE WARRANTS

On October 4, 2010, the Board of Orezone Inc. approved the issuance of 545,000 warrants to certain members of the Company and its subsidiaries' Management and Board of Directors to purchase 545,000 of the common shares of Brighton held by Orezone Inc. (the "2010 Brighton Warrants"). The 2010 Brighton Warrants were issued at a price of C$1.00, vested immediately and expire one year subsequent to the date of an initial public offering by Brighton or other corporate transaction. Contributed surplus as at March 31, 2012 and December 31, 2011 included a $66,801 reserve related to the 2010 Brighton Warrants.

(c) CONTRIBUTED SURPLUS

The net change in the components of contributed surplus from January 1, 2011 to March 31, 2012 was as follows:

Net change attributable to:	**Stock options**	**Changes in subsidiary ownership interests**	**Common share purchase warrants**	**Total contributed surplus**
	$	$	$	**$**
Balance, January 1, 2011	4,539,740	2,413,210	66,801	7,019,751
Stock options exercised	(361,155)	-	-	(361,155)
Share-based compensation	3,000,568	-	-	3,000,568
Balance, December 31, 2011	7,179,153	2,413,210	66,801	9,659,164
Stock options exercised	(31,975)	-	-	(31,975)
Share-based compensation	541,266	-	-	541,266
Changes in subsidiary ownership interests (Note 9)	-	(2,413,210)	-	(2,413,210)
Balance, March 31, 2012	**7,688,444**	**-**	**66,801**	**7,755,245**

(d) STOCK OPTION PLANS

Orezone Gold Corporation

On May 15, 2009, the Company's shareholders approved the Company's stock option plan (the "Plan"). Under the terms of the Plan, stock options may be granted to directors, officers, employees and non-employees providing ongoing services to the Company. Stock options are issued at market value based on the volume-weighted-average price for the five trading days immediately preceding the date of grant, and can have a contractual term of up to ten years and generally vest over two to three years. The maximum number of common shares reserved for issuance under the Plan is equal to 10% of the Company's issued and outstanding shares from time to time less the aggregate number of shares reserved for issuance or issuable under any other security-based compensation arrangement for the Company. The Company does not presently have any other security-based compensation arrangement. All stock options are equity-settled and are issued with a contractual life of ten years. As at March 31, 2012, based on the Company's total common shares outstanding, a total of 8,562,453 stock options may be issued and outstanding. Based on this, the Company can grant up to 2,229,953 additional stock options beyond what was issued and outstanding as at March 31, 2012. Prior to grant, TSX approval is required to reserve the related common shares for issuance. The Plan must be reapproved by the Company's shareholders every three years in accordance with the rules of the TSX.

(Unaudited, Expressed in United States dollars)

Stock option activity for the period from January 1, 2011 to March 31, 2012 was as follows:

Grant date	Expiry date	Exercise price	Opening balance	Activity during the period: Granted	Exercised	Forfeited	Closing balance	Vested and exercisable	Unvested
		C$	#	#	#	#	#	#	#
05/15/2009	03/25/2019	$0.36	1,310,000	-	185,000	-	1,125,000	1,125,000	-
05/26/2009	05/26/2019	$0.40	2,517,500	-	467,500	-	2,050,000	2,050,000	-
07/23/2009	07/23/2019	$0.52	225,000	-	225,000	-	-	-	-
07/08/2010	07/08/2020	$0.85	525,000	-	61,000	25,500	438,500	30,000	408,500
10/21/2010	10/21/2020	$2.35	300,000	-	-	100,000	200,000	200,000	-
11/16/2010	11/16/2020	$3.65	50,000	-	-	-	50,000	33,000	17,000
02/09/2011	02/09/2021	$4.00	-	1,055,000	-	245,000	810,000	270,000	540,000
04/05/2011	04/05/2021	$4.85	-	600,000	-	-	600,000	200,000	400,000
06/22/2011	06/22/2021	$4.25	-	150,000	-	-	150,000	50,000	100,000
12/23/2011	12/23/2021	$3.75	-	909,000	-	-	909,000	-	909,000
Totals			4,927,500	2,714,000	938,500	370,500	6,332,500	3,958,000	2,374,500
Weighted average exercise price			C$0.59	C$4.12	C$0.45	C$3.34	C$1.97	C$1.04	C$3.51

The grant date fair value is calculated using the Black-Scholes option valuation model. The Black-Scholes option pricing model input factors used for stock options granted between January 1, 2011 and March 31, 2012 were as follows:

Grant date	Expiry date	Grant date market price	Exercise price	Weighted average value per stock option: Risk-free interest rate	Expected life	Expected volatility	Dividend yield	Grant date fair value
		C$	C$		(in years)			C$
02/09/2011	02/09/2021	$3.77	$4.00	2.24%	3.9	85.42%	0%	$2.30
04/05/2011	04/05/2021	$4.83	$4.85	2.38%	4.0	84.02%	0%	$2.98
06/22/2011	06/22/2021	$3.59	$4.25	2.68%	2.0	82.07%	0%	$1.41
12/23/2011	12/23/2021	$2.53	$3.75	1.31%	3.5	81.53%	0%	$1.20
Weighted average for period		$3.58	$4.12	1.99%	3.7	83.62%	0%	$2.03

As at March 31, 2012, there was $1,615,934 (as at December 31, 2011 – $2,123,947) of total unrecognized share-based compensation costs related to unvested stock option awards granted under the Plan that are expected to be recognized over a weighted-average term of 1.31 years.

Brighton Energy Corporation

On December 22, 2010, the Board of Directors of Brighton approved the Brighton stock option plan (the "2010 Plan"). Under the terms of the 2010 Plan, stock options may be granted to directors, officers and employees of Brighton or a related entity of Brighton and non-employees providing ongoing services to Brighton. Stock options shall be issued at a price fixed by Brighton's Board of Directors, if the board does not set a price the stock options shall be issued at no less than the price of the common shares issued as part of the most recent private placement (or other equity transaction) prior to the grant date. The stock options can have a contractual term of up to ten years. The maximum number of common shares reserved for issuance under the 2010 Plan is equal to 10% of Brighton's issued and outstanding shares from time to time less the aggregate number of shares reserved for issuance or issuable under any other security based compensation arrangement for Brighton. Brighton does not presently have any other security based compensation arrangement. All stock options are expected to be equity-settled and are issued with a life of ten years. As at March 31, 2012, a total of 1,500,000 options may be issued in relation to Brighton's issued and outstanding shares. Up to and including March 31, 2012 there have been 1,500,000 stock options issued, 125,000 of those options have been forfeited which leaves 125,000 additional stock options that may be granted by Brighton. As at March 31, 2012, 1,375,000 stock options remained outstanding with a weighted-average exercise price of C$1.00, a weighted-average grant date fair value of C$0.18 and a remaining contractual life of 8.73 years.

On December 22, 2010, the Board of Brighton granted 1,500,000 options with an exercise price of C$1.00 and a life of ten years. The options vest one year subsequent to an initial public offering by Brighton or other corporate transaction or immediately upon change of control. Up to and including March 31, 2012 none of the vesting conditions for the Brighton options have been met.

No share-based compensation costs have been recorded for the three month period ended March 31, 2012 or the year ended December 31, 2011 related to the Brighton options since the conditions for vesting have not yet been met. During the three month period ended March 31, 2012, no stock options were forfeited (year ended December 31, 2011 – 125,000, with a weighted-average exercise price of C$1.00).

9. NON-CONTROLLING INTEREST

On March 29, 2012 the Company acquired 5,000,000 common shares of Brighton, representing the remaining 33% minority interest in Brighton (the "Brighton Exchange"). Under the terms of the Brighton Exchange, each minority shareholder received approximately 0.36 free-trading common shares of the Company in exchange for each share of Brighton held, resulting in 1,818,000 new common shares of the Company being issued. The exchange ratio was determined using a value of C$1.00 per share for the shares of Brighton and C$2.75 per share for the shares of the Company. Upon completion of the Brighton Exchange, the Company owns 100% of Brighton and its wholly-owned subsidiaries Brighton Energy Limited and Niger Resources Inc.

The net proceeds for the Brighton Exchange were computed using an average C$2.71 per share volume-weighted average price for the Company's shares based on the execution dates of the definitive share agreements and resulted in combined proceeds of C$4,933,010 (US$4,955,269), recorded as an increase to share capital. As a result of the Brighton Exchange, the Company reversed the historical contributed surplus reserve associated with previous Brighton transactions of US$2,413,210 and eliminated the remaining negative non-controlling interest at March 29, 2012 of (US$581,553), with the remaining proceeds of US$3,123,612 recorded as an increase to accumulated deficit.

(Unaudited, Expressed in United States dollars)

10. NATURE OF EXPENSES

The components of exploration and evaluation costs and general and administrative costs for the three month periods ended March 31 were as follows:

	2012	2011
	$	$
Drilling and assaying	**7,179,432**	2,756,227
General, camp, infrastructure and other	**562,725**	371,872
Exploration and development studies	**228,678**	449,310
Exploration surveys	**219,493**	272,385
Total exploration and evaluation costs	**8,190,328**	3,849,794
Salaries and employee costs	**561,582**	421,545
Investor relations and travel	**158,542**	103,150
General and office costs	**131,865**	186,165
Public company costs	**100,993**	131,780
Professional fees	**81,455**	94,764
Total general and administrative costs	**1,034,437**	937,404

Total short-term employee compensation and benefits expense excluding share-based compensation for the three month period ended March 31, 2012 was $1,381,639 (2011 – $868,156).

Total general and administrative expense ("G&A") above included both the Company's head office G&A and local office G&A related to operating the Company's subsidiaries. Head office G&A encompasses the costs of head office salaries and benefits, director compensation, investor relations and travel, facilities and IT, as well as all costs associated with maintaining the Company's listing on the Toronto Stock Exchange. Total G&A pertaining to the Company's head office for the three month period ended March 31, 2012 was $735,501 (2011 – $670,936).

11. SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental details of the changes in non-cash working capital for the three months period ended March 31 were as follows:

	2012	2011
	$	$
Changes in non-cash working capital impacting cash flows from operating activities were as follows:		
Trade and other receivables	**(6,000)**	(75,843)
Inventories	**(56,882)**	(41,852)
Prepaid expenses and deposits	**(182,243)**	(277,728)
Accounts payable and accrued liabilities	**995,714**	955,960
Liabilities directly associated with the assets of a disposal group classified as held for sale	**145,032**	-
	895,621	560,537
Changes in non-cash working capital impacting cash flows from investing activities were as follows:		
Trade and other receivables, related to finance income	**6,128**	(30,524)
Changes in non-cash working capital impacting cash flows from financing activities were as follows:		
Accounts payable and accrued liabilities, related to share issuance costs	**-**	(98,776)

12. SEGMENTED INFORMATION

The Company operates in business units based on mineral properties and has one business segment, being the acquisition, exploration and potential development of precious metal properties, as carried out through Orezone Inc.

The carrying amounts of interests in exploration properties segmented by geographic area were as follows:

As at	March 31, 2012	December 31, 2011
	$	$
Canada	**26,825**	23,992
Burkina Faso	**6,148,151**	5,844,559
Niger	**443,884**	436,080
	6,618,860	6,304,631

Total additions to the cost of interests in exploration properties segmented by geographic were as follows:

	Three months ended March 31, 2011	Year ended December 31, 2011
	$	$
Canada	**5,635**	13,939
Burkina Faso	**478,390**	4,493,440
Niger	**-**	29,643
	484,025	4,537,022

13. FINANCIAL INSTRUMENTS AND RISKS

The Company's financial instruments and exposure to financial risks in these Interim Financial Statements are consistent with the discussion in Note 13 of the 2011 Annual Financial Statements, except as updated below.

The following taxes receivable and payable balances included in the consolidated statements of financial position do not meet the definition of a financial instrument, and are thus excluded from the analysis of financial instruments and risk that follows:

As at	March 31, 2012	December 31, 2011
	$	$
Taxes receivable, included in trade and other receivables	**28,046**	20,514
Taxes payable, included in accounts payable and accrued liabilities	**125,034**	102,893

(a) FOREIGN CURRENCY RISK

In the normal course of operations, the Company is exposed to currency risk due to business transactions in foreign countries. The Company mainly transacts in United States dollars ("USD"), Canadian dollars ("CAD"), Euros ("EUR"), and Communauté Financière Africaine francs ("CFA"). Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

(Unaudited, Expressed in United States dollars)

The USD equivalent of the Company's financial instruments by originating denomination currency was as follows:

As at March 31, 2012	**USD**	**CAD**	**EUR & CFA[1]**	**Total**
	$	$	$	$
Financial assets				
Cash	220,254	19,572,070	623,337	20,415,661
Trade and other receivables	35	26,522	-	26,557
Deposits	-	-	76,956	76,956
	220,289	19,598,592	700,293	20,519,174
Financial liabilities				
Accounts payable and accrued liabilities	86,715	774,792	1,456,010	2,317,517
Liabilities directly associated with the assets of a disposal group classified as held for sale	-	-	147,484	147,484
	86,715	774,792	1,603,494	2,465,001
Net financial instruments, March 31, 2012	**133,574**	**18,823,800**	**(903,201)**	**18,054,173**

As at December 31, 2011	**USD**	**CAD**	**EUR & CFA[1]**	**Total**
	$	$	$	$
Financial assets				
Cash	2,768,540	24,382,320	1,547,248	28,698,108
Trade and other receivables	795	32,473	-	33,268
Deposits	-	-	74,480	74,480
	2,769,335	24,414,793	1,621,728	28,805,856
Financial liabilities				
Accounts payable and accrued liabilities	40,649	171,089	1,103,101	1,314,839
Net financial instruments, December 31, 2011	**2,728,686**	**24,243,704**	**518,627**	**27,491,017**

A 10% weakening against the USD of the currencies to which the Company had exposure would have had the following effects (a 10% strengthening against the USD would have had the opposite effect):

As at	**March 31, 2012**	December 31, 2011
	$	$
CAD	**(1,882,380)**	(2,424,370)
EUR & CFA	**90,320**	(51,863)
	(1,792,060)	(2,476,233)

As at March 31, 2012, the fair value hierarchy of financial instruments measured at fair value consisted of the Company's cash balance, which was valued based on Level 1 inputs. The Company does not have financial instruments that are valued based on Level 2 or Level 3 inputs.

[1] The financial instruments held in EUR and CFA have been presented together as the CFA is pegged to the EUR.

(Unaudited, Expressed in United States dollars)

14. COMMITMENTS

As at March 31, 2012, the Company had contractual obligations for drilling activities, resource update costs, sample analysis and laboratory management services, environmental impact studies, construction and facilities costs and vehicle, equipment and inventory purchases in the amount of $2,193,871 (as at December 31, 2011 – $3,801,867). 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 during the second quarter of 2012.

Subsequent to March 31, 2012, the Company entered into further contractual obligations in the amount of $594,138 for drilling activities, sample analysis services, construction costs and vehicle, equipment and inventory purchases, which are expected to be payable during the second quarter of 2012.

As at December 31, 2011, the contractual obligations of the Company included $296,608 of commitments related to a 10,000 meter reverse circulation ("RC") drill program at Sega which was recovered from Cluff Gold plc subsequent to March 31, 2012, as described in Note 16(a) (as at March 31, 2012 – $nil).

15. KEY MANAGEMENT COMPENSATION

Key Management Personnel and Director compensation for the three month periods ended March 31 was as follows:

	2012	2011
	$	$
Short-term employee compensation and benefits and director fees	**375,947**	330,527
Share-based compensation	**455,785**	707,810
	831,732	1,038,337

16. EVENTS AFTER THE REPORTING DATE

(a) SALE OF SEGA PROJECT TO CLUFF GOLD PLC

On February 3, 2012, the Company signed a definitive agreement with Cluff Gold plc ("Cluff") for the sale and transfer of the Sega project for consideration consisting of $15 million in cash and 11 million new common shares of Cluff (the "Sega Transaction"). Under the terms of the Sega Transaction, Cluff will acquire the Tiba and Namasa exploration permits (see Note 7) as well as the Sega exploration camp and data accumulated from exploration work completed on related predecessor permits. Cluff will also assume a 3% NSR due to Royal Gold as well as all Burkina Faso Government interests, including the standard sliding scale NSR and 10% carried interest held by the Government of Burkina Faso once a mining permit is granted. The shares of Cluff are subject to a standard four-month hold period as well as orderly marketing arrangements for a period of two years from the closing date of the Sega Transaction. The Sega Transaction is subject to a number of closing conditions and steps, including obtaining the approval of the Government of Burkina Faso for the transfer of the exploration permits, which was received on May 10, 2012.

As at March 31, 2012, the Company has classified $51,835 of non-financial assets (as at December 31, 2011 – $nil) and $147,484 of related liabilities (as at December 31, 2011 – $nil) pertaining to the Sega Transaction as a disposal group held for sale. Upon closing of the Sega Transaction, Cluff will reimburse the Company for all costs associated with the completion of a 10,000 meter RC drill program at Sega that commenced in 2012. The Company's net loss for the three month period ended March 31, 2012 includes $537,226 of expenses related to this Sega RC drill program.

(b) STOCK OPTION GRANT

On April 27 and May 14, 2012, the Board approved the issuance of 2,017,900 and 55,000 stock options respectively to the Company's employees, Directors and contractors at a strike price of C$1.70 per share. In general, one third of these options vest immediately and the remaining two-thirds vest in equal amounts on the one and two-year anniversary dates. All of these options granted expire on the respective five-year anniversary dates in 2017.

(c) ABANDONMENT OF ABELAJOUAD AND ASSOUAS 2 PERMITS IN NIGER

Subsequent to March 31, 2012, Management decided to abandon the Abelajouad and Assaouas 2 permits, as held by its wholly-owned subsidiary Brighton. No impairment losses will be realized as a result of the abandonment of these permits.